

FORM U-3A-2
(As adopted November 9, 1939)

File No. 69-344

SECURITIES AND EXCHANGE COMMISSION
Washington, D. C.

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

SCEcorp
(Name of Company)

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

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

SCEcorp ("Claimant") is a corporation organized under the laws of the State of California and having its principal place of business at 2244 Walnut Grove Avenue (P.O. Box 999), Rosemead, California 91770. It was organized principally to acquire and hold securities of other corporations for investment purposes. Claimant has the following subsidiaries:

- a. SOUTHERN CALIFORNIA EDISON COMPANY ("Edison") is a California corporation having its principal place of business at 2244 Walnut Grove Avenue (P.O. Box 800), Rosemead, California 91770. Edison is a public utility primarily engaged in the business of supplying electric energy to portions of central and southern California, excluding the City of Los Angeles and certain other cities. Edison

has the following subsidiaries (each of which has its principal place of business at the same location as Edison, except as otherwise indicated):

(1) CALIFORNIA ELECTRIC POWER COMPANY is an inactive California corporation that remains from a 1964 merger with Edison.

(2) CONSERVATION FINANCING CORPORATION is an inactive California corporation that was originally formed to carry out residential conservation financing programs.

(3) ENERGY SERVICES, INC. is a California corporation engaged in the business of assisting Edison in optimizing the use of its resources for the benefit of its ratepayers by marketing Edison's capabilities, facilities, products, information, and copyrighted materials to third parties. Energy Services, Inc. does not engage in any activities that would constitute owning or operating facilities used for the generation, transmission, or distribution of electric energy for sale.

(4) MONO POWER COMPANY is an inactive California corporation that has been engaged in the business of exploring for and developing fuel resources.

(A) THE BEAR CREEK URANIUM COMPANY is an inactive California partnership between Mono Power Company and Union Pacific Resources that has been engaged in reclamation of an integrated uranium mining and milling complex in Wyoming.

(5) SCE CAPITAL COMPANY is a Delaware corporation that acts as a funding vehicle for financing of fuels, balancing accounts and other corporate purposes of Edison.

(6) SOUTHERN STATES REALTY is a California corporation engaged in providing real estate brokerage and consulting services to Edison and third parties.

b. THE MISSION GROUP is a California corporation having its principal place of business at 18101 Von Karman Avenue, Suite 1700, Irvine, California 92715, and which was organized to own the stock and coordinate the activities of several nonutility companies. The subsidiaries of The Mission Group are as follows:

(1) MISSION ENERGY COMPANY is a California corporation having its principal place of business at 18101 Von Karman Avenue, Suite 1700, Irvine, California 92715. Mission Energy Company owns the stock of a group of corporations which, primarily through partnerships with non-affiliated entities, are engaged in the business of developing, owning and/or operating cogeneration, geothermal and other energy or energy-related projects pursuant to the Public Utility Regulatory Policies Act of 1978. Mission Energy Company, through wholly owned subsidiaries, also has ownership interests in a number of independent power projects 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 under the Energy Policy Act of 1992. In addition, some Mission Energy Company subsidiaries have made fuel-related investments and a limited number of non-energy related investments. These subsidiaries and partnerships are as follows (unless otherwise indicated, all entities are corporations and are organized under the laws of the State of California):

American Bituminous Power Partners, L.P. (Delaware limited partnership)
American Kiln Partners, L.P. (Delaware limited partnership)
Anacapa Energy Company (GP)
Salinas River Cogeneration Company (partnership)
Anacostia Energy Company (D.C. corporation) (inactive)
Arrowhead Energy Company
Crown Energy, L.P. (New Jersey partnership) (see 4.3)
Crown Vista Urban Renewal Corporation (New Jersey corporation)
Balboa Energy Company (GP)
Smithtown Cogeneration, L.P. (Delaware partnership)
Bergen Point Energy Company (GP)
TEVCO/Mission Bayonne Partnership (Delaware general partnership)
Blue Ridge Energy Company (GP)
Bretton Woods Cogeneration, L.P. (Delaware limited partnership)
BN Geothermal, Inc. (Delaware corporation)
Vulcan/BN Geothermal Power Company (Nevada general partnership)
Bretton Woods Energy Company (GP & LP)
Bretton Woods Cogeneration, L.P. (Delaware limited partnership)
Camino Energy Company (GP)
Watson Cogeneration Company (general partnership)
Capistrano Cogeneration Company (GP)
James River Cogeneration Company (North Carolina partnership)
Capitol Energy Company (D.C. corporation) (inactive)
Centerport Energy Company (GP & LP)
Riverhead Cogeneration I, L.P. (Delaware partnership)
Chesapeake Bay Energy Company (formerly Woodand Energy Company) (GP)
Delaware Clean Energy Project (Delaware general partnership)
Chester Energy Company
Clayville Energy Company
Oconee Energy, L.P. (Delaware limited partnership)
Colonial Energy Company (formerly Hentland Farm Energy Company) (inactive)
Conejo Energy Company (GP & LP)
Andy Hoch (Del Ranch), L.P. (partnership)
Coronado Energy Company
Oconee Energy, L.P. (Delaware limited partnership)
Crescent Valley Energy Company (GP)
Beowawe Geothermal Power Company (general partnership)

Crystal River Energy Company (GP & LP)
Glenwood Springs Salt Company, L.P. (partnership)
Del Mar Energy Company (GP)
Mid-Set Cogeneration Company (partnership)
Desert Sunrise Energy Company (Nevada corporation) (inactive)
Devereaux Energy Company (LP)
Auburndale Power Partners, Limited Partnership (Delaware limited partnership)
Eastern Sierra Energy Company (GP & LP)
Saguaro Power Company, A Limited Partnership (partnership)
East Maine Energy Company (inactive)
El Dorado Energy Company (GP)
Auburndale Power Partners, Limited Partnership (Delaware limited partnership)
EMP, Inc. (Oregon corporation) (GP & LP)
GEO East Mesa Limited Partnership (partnership)
GEO East Mesa Electric Co. (Nevada corporation)
Four Counties Gas Company (inactive)
Hanover Energy Company
Chickahominy River Energy Corp. (GP & LP)
Commonwealth Atlantic Limited Partnership (Delaware partnership) (see 4.1)
Holtsville Energy Company (GP & LP)
Brookhaven Cogeneration, L.P. (Delaware partnership)
Indian Bay Energy Company (GP & LP)
Riverhead Cogeneration III, L.P. (Delaware partnership)
Jefferson Energy Company (GP & LP)
Gordonsville Energy, L.P. (Delaware partnership)

Kings Canyon Energy Company (inactive)
Kingspark Energy Company (GP & LP)
 Smithtown Cogeneration, L.P. (Delaware partnership)
Laguna Energy Company (inactive)
La Jolla Energy Company (inactive)
Lake Grove Energy Company (inactive)
Lakeview Energy Company
 Georgia Peakers, L.P. (Delaware limited partnership)
Lehigh River Energy Company (GP)
 TEVCO/Mission Assets Partnership (Delaware general partnership)
 Continental Energy Associates, Limited Partnership (Massachusetts
 partnership)
Longview Cogeneration Company (formerly Columbia River Cogeneration
Company, formerly Cabrillo Energy Company)
Madera Energy Company (GP)
 Brookhaven Cogeneration, L.P. (Delaware partnership)
Madison Energy Company (formerly Sunshine Generators, Inc.) (LP)
 Gordonsville Energy, L.P. (Delaware partnership)
MEC International B.V. (Netherlands corporation) (Holding Company)
 Hydro Energy B.V. (Netherlands Antilles company) (equity)
 Compania Mediterranea de Energias, S.A. (Spain corporation)
 (equity) (see 4.6)
 Energias Hidraulicas, S.A. (Spain corporation) (equity)
 Iberica de Energias, S.A. (Spain corporation) (equity) (see 4.14)
Iberian Hy-Power Amsterdam B.V. (Netherlands corporation) (equity)
 Electra La Mella, S.A. (Spain corporation) (equity) (see 4.7)
 Electrometalurgica del Ebro, S.A. (Spain corporation) (equity)
 (see 4.8)
 Hidroelectrica del Cadagua, S.A. (Spain corporation) (equity) (see
 4.9)
 Hidroelectrica de Casillas, S.A. (Spain corporation) (equity) (see
 4.10)
 Hidroelectrica de Olvera, S.A. (Spain corporation) (equity) (see
 4.11)

Hidroelectrica de Posadas, S.A. (Spain corporation) (equity) (see
4.12)
Hidroelectrica del Sossis, S.A. (Spain corporation) (equity) (see
4.13)
Hydro Energy B.V. (Netherlands Antilles company) (equity)
 Compania Mediterranea de Energias, S.A. (Spain corporation)
 (equity) (see 4.6)
 Energias Hidraulicas, S.A. (Spain corporation) (equity)
 Iberica de Energias, S.A. (Spain corporation) (equity) (see
 4.14)
Latrobe Power Pty. Ltd. (Australian corporation)
 Mission Victoria Partnership (Australian partnership) (equity)
 Latrobe Power Partnership (Australian partnership) (equity)
 Loy Yang B Joint Venture (Australian joint venture) (see
 4.5)
Loy Yang Holdings Pty. Ltd. (Australian corporation)
 Latrobe Power Pty. Ltd. (Australian corporation)
 Mission Victoria Partnership (Australian partnership)
 Latrobe Power Partnership (Australian partnership) (equity)
 Loy Yang B Joint Venture (Australian joint venture) (see
 4.5)
Mission Energy Australia Pty. Ltd. (Australian public company)
 Latrobe Power Partnership (Australian partnership) (equity)
 Loy Yang B Joint Venture (Australian joint venture) (see
 4.5)
Mission Energy Ventures Australia Pty. Ltd. (Australian company)
 Mission Victoria Partnership (Australian partnership)
 Latrobe Power Partnership (Australian partnership) (equity)
 Loy Yang B Joint Venture (Australian joint venture) (see
 4.5)
Traralgon Power Pty. Ltd. (Australian corporation)
 Mission Victoria Partnership (Australian partnership)

Latrobe Power Partnership (Australian partnership) (equity)
Loy Yang B Joint Venture (Australian joint venture) (see 4.5)

Mission Energy Asia Pte Ltd. (Singapore private limited company)
Mission Energy Company (UK) Limited (United Kingdom private limited company)
Derwent Cogeneration Limited (United Kingdom private limited company) (equity) (see 4.16)
Mission Energy Limited (United Kingdom private limited company)
Mission Energy Services Limited (United Kingdom private limited company)
Mission (No. 2) Limited (United Kingdom private limited company) (formerly Mowlem Power Ltd.)
Mission Energy Holdings Pty. Ltd. (Australian corporation)
Mission Energy Development Australia Pty. Ltd. (Australian corporation)
Mission Energy Management Australia Pty. Ltd. (Australian corporation)
Pride Hold Ltd. (United Kingdom corporation)
Lakeland Power Limited (United Kingdom private company) (see 4.15)
Traralgon Power Pty. Ltd. (Australian corporation)
Mission Victoria Partnership (Australian partnership)
Latrobe Power Partnership (Australian partnership) (equity)
Loy Yang B Joint Venture (Australian joint venture) (see 4.5)

Mission Energy Asia (formerly Cypress Energy Company)
Mission Energy Canada Corporation (British Columbia company)
B.C. Star Partners (partnership)
The Mission Interface Partnership (Province of Ontario general partnership)

Mission Energy Fuel Company
Mission Energy Methane Company
Mission Energy Oil and Gas Company
Four Star Oil & Gas Company (partnership)
Mission Energy Petroleum Company
Pocono Fuels Company (inactive)
Southern Sierra Gas Company
TM Star Fuel Company (general partnership)

Mission Energy Indonesia (formerly Chula Energy Company)
Mission Energy Mexico (inactive)
Mission Energy New York, Inc. (formerly Allegheny Energy Company) (GP & LP)
Brooklyn Navy Yard Cogeneration Partners, L.P. (Delaware partnership)
Mission Energy Westside, Inc. (formerly Sun Coast Energy Company)
Mission Operation and Maintenance, Incorporated
Mission Triple Cycle Systems Company (GP)
Triple Cycle Partnership (Texas general partnership)
Niguel Energy Company (GP & LP)
Elmore, Ltd. (partnership)
Northern Sierra Energy Company (GP)
Sobel Cogeneration Company (general partnership)
Ortega Energy Company
Otter Point Energy Company (Maryland corporation) (inactive)
Panther Timber Company (GP)
American Kiln Partners, L.P. (Delaware limited partnership)
Patapsco Energy Company (inactive)
Pleasant Valley Energy Company (GP)
American Bituminous Power Partners, L.P. (Delaware limited partnership)
Prince George Energy Company (LP)
Hopewell Cogeneration Limited Partnership (Delaware limited partnership)
Hopewell Cogeneration Inc. (Delaware corporation)
Hopewell Cogeneration Limited Partnership (Delaware limited partnership)

Quartz Peak Energy Company (LP)
Nevada Sun-Peak Limited Partnership (Nevada partnership)

Rapidan Energy Company (GP)
 Gordonsville Energy, L.P. (Delaware partnership)
 Reeves Bay Energy Company (GP & LP)
 North Shore Energy, L.P. (Delaware partnership)
 Northville Energy Corporation (New York corporation)
 Ridgecrest Energy Company (GP)
 Riverhead Cogeneration I, L.P. (Delaware partnership)
 Rio Escondido Energy Company
 Energia Del Norte, S.A. de C.V. (partnership)
 Minera Carbonifera Rio Escondido, S.A. de C.V. (Mexico corporation)
 Riverport Energy Company (GP & LP)
 Riverhead Cogeneration II, L.P. (Delaware partnership)
 San Felipe Energy Company (GP & LP)
 Leathers, L.P. (partnership)
 San Gabriel Energy Company (inactive)
 San Jacinto Energy Company (inactive)
 San Joaquin Energy Company (GP)
 Midway-Sunset Cogeneration Company, L.P. (partnership)
 San Juan Energy Company (GP)
 March Point Cogeneration Company (partnership)
 San Pedro Energy Company (GP)
 Riverhead Cogeneration II, L.P. (Delaware partnership)
 Santa Ana Energy Company (GP)
 Riverhead Cogeneration III, L.P. (Delaware partnership)
 Santa Clara Energy Company (GP)
 North Shore Energy, L.P. (Delaware partnership)
 Northville Energy Corporation (New York corporation)
 Silverado Energy Company (GP)
 Coalinga Cogeneration Company (partnership)
 Silver Springs Energy Company
 Georgia Peakers, L.P. (Delaware limited partnership)
 Sonoma Geothermal Company (GP & LP)
 Geothermal Energy Partners Ltd. (partnership)
 South Coast Energy Company (GP)
 Harbor Cogeneration Company (partnership)
 Southern Sierra Energy Company (GP)
 Kern River Cogeneration Company (general partnership)
 MH V (partnership) (up to 12/31/93)
 Centennial Place L.P. (partnership)
 Viejo Energy Company (GP)
 Sargent Canyon Cogeneration Company (partnership)
 Vista Energy Company (New Jersey corporation) (GP & LP)
 Vista Energy, L.P. (New Jersey limited partnership)
 Crown Vista Urban Renewal Corporation (New Jersey corporation)
 Western Sierra Energy Company (GP)
 Sycamore Cogeneration Company (general partnership)
 Winters Run Energy Company (Maryland corporation) (inactive)

(2) MISSION FIRST FINANCIAL is a California corporation having its principal place of business at 18101 Von Karman Avenue, Suite 1700, Irvine, California 92715. It is engaged in the business of leveraged-leasing transactions and other project financings, either directly or through subsidiaries. Mission First Financial owns a group of subsidiaries (each of which is a California corporation having its principal place of business at the same location as Mission First Financial, except for Mission Investments, Inc., which has its principal place of business at ABN Trustcompany, Guardian Building, Havensight, 2nd Floor, St. Thomas, U.S. Virgin Islands; and Mission (Bermuda) Investments, Ltd., which has its principal place of business at Clarendon House, 2 Church Street, Hamilton HM CX, Bermuda) and has interests in various partnerships through its subsidiaries. These subsidiaries and partnerships are as follows (unless otherwise indicated, all entities are corporations and are organized under the laws of the State of California):

Mission Funding Company

Mission Funding Gamma
Mission Funding Epsilon
 Mission Funding Delta
 Mission Investments, Inc. (U.S. Virgin Islands corporation)
 Mission Funding Alpha
 Mission (Bermuda) Investments, Ltd. (Bermuda corporation)
 GEM Energy Company (New York partnership)
Mission Funding Beta
Mission Funding Theta
Mission Funding Kappa
 ABB Funding Partners, L.P. (partnership)
Mission Housing Investments
 Abby Associates L.P. (Windmere) (partnership) (commitment)
 AE Associates L.P. (Avenida Espana) (partnership) (commitment)
 Argyle Redevelopment Partnership, Ltd. (Colorado partnership)
 Bartlett Hill Associates L.P. (partnership)
 Berry Avenue Associates L.P. (partnership) (commitment)
 Carlton Way Apartments L.P. (partnership) (commitment)
 Centertown Associates L.P. (partnership)
 Centro Partners L.P. (partnership) (commitment)

 Corona Ely/Ranch Associates L.P. (partnership) (commitment)
 Coyote Springs Apartments Associates L.P. (partnership)
 Crescent Arms L.P. (partnership) (commitment)
 Cypress Cove Associates (partnership)
 Delta Plaza Associates (partnership)
 EAH Larkspur Creekside Associates L.P. (partnership)
 East Cotati Avenue Partners L.P. (partnership)
 Edmundson Associates L.P. (partnership)
 Farm (The) Associates L.P. (partnership)
 Fell Street Housing Associates L.P. (partnership) (commitment)
 Gilroy Redwood Associates L.P. (Redwoods) (partnership)
 Ginzton Associates L.P. (partnership)
 Grossman Apartments Investors L.P. (partnership) (commitment)
 Heather Glen Associates L.P. (partnership)
 Holy Family Associates L.P. (partnership)
 Hope West Apartments L.P. (partnership) (commitment)
 Kennedy Lofts Associates L.P. (Massachusetts partnership)
 La Brea/Franklin L.P. (partnership) (commitment)
 Larkin Pine L.P. (partnership) (commitment)
MH I (partnership)
 California Park Apartments L.P. (partnership)
MH II (partnership)
 5363 Dent Avenue Associates L.P. (partnership)
MH III (partnership)
 DeRose Housing Associates L.P. (partnership)
MH IV (partnership)
 MPT Apartments L.P. (MacArthur Park) (partnership)
MH V (partnership)
 Centennial Place L.P. (partnership)
Mar Associates L.P. (partnership)
Mayacamas Village Associates L.P. (partnership) (commitment)
Mid-Peninsula Sharmon Palms Associates L.P. (Sharmon Palms)
 (partnership)
Mission Capp L.P. (partnership)
Mission Housing Alpha
 Lee Park Investors L.P. (Pennsylvania partnership)
Mission Housing Beta
 Richmond City Center Associates L.P. (partnership)
Mission Housing Gamma
 Del Carlo Court Associates L.P. (partnership)
Mission Housing Delta
 MH I (partnership)
 California Park Apartments L.P. (partnership)
 MH II (partnership)
 5363 Dent Avenue Associates L.P. (partnership)
 MH III (partnership)
 DeRose Housing Associates L.P. (partnership)

MH IV (partnership)
 MPT Apartments L.P. (MacArthur Park) (partnership)
 MH V (partnership) (After 1/1/94)
 Centennial Place L.P. (partnership)
 Mission Housing Epsilon
 Mission Housing Zeta
 Mission Housing Theta
 Mission Housing Investors Partnership
 Forest Winds Associates L.P. (partnership) (commitment)
 Glen Eden Associates L.P. (partnership) (commitment)
 Gray's Meadows Investors L.P. (partnership) (commitment)
 Prince Bozzuto L.P. (Maryland partnership) (commitment)
 Rancho Park Associates L.P. (partnership)
 Rustic Gardens Associates L.P. (partnership)
 Sea Ranch Apartments L.P. (partnership)

Springdale Kresson Associates, L.P. (New Jersey partnership)
 1028 Howard Street Associates L.P. (partnership)
 (commitment)
 Morrone Gardens Associates L.P. (partnership) (commitment)
 Neary Lagoon Associates L.P. (partnership)
 Open Doors Associates L.P. (partnership) (commitment)
 Pajaro Court Associates L.P. (partnership) (commitment)
 Palmer House L.P. (partnership)
 Park Place Terrace L.P. (partnership) (commitment)
 Pilot Grove L.P. (Massachusetts partnership)
 Pinole Grove Associates (partnership) (commitment)
 Post Office Plaza L.P. (Ohio partnership)
 Rincon De Los Esteros Associates L.P. (partnership) (commitment)
 Riverside/Liebrandt Partners L.P. (partnership) (commitment)
 Rosebloom Associates L.P. (partnership)
 Runsen Associates L.P. (partnership) (commitment)
 San Pablo Senior Housing Associates L.P. (partnership)
 San Pedro Gardens Associates L.P. (partnership)
 Santa Paulan Senior Apartments Associates L.P. (partnership)
 Second Street Center L.P. (partnership) (commitment)
 South Beach Housing Associates L.P. (partnership)
 Stoney Creek Associates L.P. (partnership)
 Studebaker Building L.P. (partnership)
 Sultana Acres Associates L.P. (partnership)
 Tabor Grand L.P. (Colorado partnership)
 The Josephinum Associates L.P. (Washington partnership)
 Tierra Linda Associates L.P. (partnership) (commitment)
 Tlaquepaque Housing Associates L.P. (partnership) (commitment)
 Tuscan Associates L.P. (partnership) (commitment)
 Washington Creek Associates L.P. (partnership)
 Westport Village Homes Associates L.P. (partnership)
 Wheeler Manor Associates L.P. (partnership)
 Winfield Hill Associates L.P. (partnership) (commitment)
 YWCA Villa Nueva Partners L.P. (partnership)
 16th & Church Street Associates L.P. (partnership)
 1101 Howard Street Associates L.P. (partnership) (commitment)
 210 Washington Avenue Associates (Connecticut partnership)

Mission First Asset Investment
 Mission Funding Zeta
 Huntington L.P. (New York partnership)
 Renewable Energy Capital Company
 Burlington Apartments, Inc.
 Burlington Arboretum L.P. (partnership)

(3) MISSION LAND COMPANY is a California corporation having its principal place of business at 18101 Von Karman Avenue, Suite 800, Irvine, California 92715. It is engaged, directly and through its subsidiaries, in the business of developing, owning and managing industrial parks and other real property investments. Its subsidiaries (each of which, except as noted otherwise, is a corporation, is organized under the laws of the State of California

and has the same place of business as Mission Land Company) are:

Associated Southern Investment Company
Calabasas Park Company (partnership) (inactive)
Central Valley/Calabasas L.P. (partnership)
Calabasas Palatino, Inc. (inactive)
California Commerce Center--North, L.P. (partnership)
Carol Point Builders I (partnership) (up to 12/31/93)
Carol Point Builders II (partnership) (up to 12/31/93)
Carol Stream Developers (partnership)
Centrelake Partners, L.P. (partnership)

Corona Partners, L.P. (partnership)
Irwindale Land Company (inactive)
Lusk-Mission Industrial Partners I (partnership)
Mission Airport Park Development Co.
Ontario Airport Industrial Park (partnership)
Mission-CCH I, L.P. (partnership)
Mission-Comstock Crosser Hickey (partnership)
Mission-DAI I, L.P. (partnership) (inactive)
Mission-Dominion Partners I, L.P. (partnership) (equity)
Mission Industrial Constructors, Inc. (inactive)
Mission-Koll I, L.P. (partnership)
Mission-Messenger Vacaville (partnership)
Mission-Nexus I, L.P. (partnership)
Mission-Nexus II, L.P. (partnership)
Mission-Ontario, Inc. (inactive)
Mission-Shea I, L.P. (partnership) (equity)
Mission-701 Minnesota (partnership) (equity)
Mission South Bay Company (inactive)
Mission Texas Property Holdings, Inc.
Ontario Lakeshore Partners, L.P. (partnership)
Parkway Business Centre Partners, Ltd. (partnership) (equity) (inactive)
Realco Texas Master Limited Partnership (Texas partnership)

(4) MISSION POWER ENGINEERING COMPANY is a California corporation having its principal place of business at 18101 Von Karman Avenue, Suite 1700, Irvine, California 92715. It is currently an inactive company. Its subsidiaries (each of which, except as noted otherwise, is a corporation, is organized under the laws of the State of California and has the same place of business as Mission Power Engineering Company) are:

Associated Southern Engineering Company (inactive)

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 GENERATING 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 BORDERS 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 Edison, is a public utility company. Edison 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.

Edison owns and operates 12 oil- and gas-fueled generating plants,

one diesel-fueled generating plant, 38 hydroelectric plants 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. Edison also owns an undivided 15.8% interest in Units 1, 2 and 3 of the Palo Verde Nuclear Generating Station, located near Phoenix, Arizona; and an undivided 48% interest in Units 4 and 5 of the Four

Corners Project, a coal-fueled steam electric generating plant in New Mexico; all of which are operated by other utilities. Edison operates and owns a 56% undivided interest in two coal-fueled steam electric generating units at the Mohave Project in Clark County, Nevada. Schedule I attached hereto contains a list of all of the Edison-owned generating plants with their locations, initial dates of operation and generator nameplate ratings.

Edison's transmission facilities consist of approximately: 11,168 circuit miles of overhead lines and 127 circuit miles of underground lines located in California; 559 circuit miles of overhead lines in Nevada; and 114 circuit miles of overhead lines in Arizona. Edison's distribution facilities consist of approximately 61,420 pole miles of overhead lines and 27,462 miles of underground lines, and 507 distribution substations, all of which are located in California.

3. THE FOLLOWING INFORMATION FOR THE LAST CALENDAR YEAR WITH RESPECT TO CLAIMANT AND EACH OF ITS SUBSIDIARY 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.

Edison: 73,307,539,000 kwh of electric energy sold at retail or wholesale.

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

Claimant: None.

Edison: 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.

Edison: 1,835,280,000 kwh of electric energy sold at wholesale outside California or at the state line.

- (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.

Edison: 4,500,530,200 kwh of electric energy purchased outside California or at the state line.

4. THE FOLLOWING INFORMATION FOR THE REPORTING PERIOD WITH RESPECT TO CLAIMANT AND EACH INTEREST IT HOLDS 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 FOR THE GENERATION, TRANSMISSION AND DISTRIBUTION OF ELECTRIC ENERGY FOR SALE OR FOR THE DISTRIBUTION AT RETAIL OF NATURAL OR MANUFACTURED GAS.

- (b) NAME OF EACH SYSTEM COMPANY THAT HOLDS AN INTEREST IN SUCH EWG OR FOREIGN UTILITY COMPANY; AND DESCRIPTION OF THE INTEREST HELD.
- (c) TYPE AND AMOUNT OF CAPITAL INVESTED, DIRECTLY OR INDIRECTLY, BY THE HOLDING COMPANY CLAIMING EXEMPTION; ANY 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 EWG OR FOREIGN 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 A SYSTEM COMPANY, AND DESCRIBE THE SERVICES TO BE RENDERED OR GOODS SOLD AND FEES OR REVENUES UNDER SUCH AGREEMENT(S).

EXEMPT WHOLESALE GENERATORS (EWGs):

4.1 COMMONWEALTH ATLANTIC LIMITED PARTNERSHIP

- (a) Commonwealth Atlantic Limited Partnership ("CALP")
2837 South Military Highway
Chesapeake, VA 23323-0286

CALP is a 340 MW gas and distillate oil fired peaking power generation facility selling power to Virginia Power (the "Facility").

- (b) SCEcorp's wholly owned subsidiary The Mission Group owns 100% of Mission Energy Company, which through its subsidiary Hanover Energy Company owns Chickahominy River Energy Corp. which in turn owns a 1% general partner interest and a 49% limited partner interest in CALP.
- (c) Chickahominy River Energy Corp. made a capital contribution of \$14,000,000 to CALP. Mission Energy Company owns a 50% interest through its wholly owned subsidiary Hanover Energy Company, in CALP, which is the owner of the Facility. The Facility went into operation on June 4, 1992. Mission Energy provided indemnities to the title company insuring against mechanics' liens on the Facility. Prior to the closing of the non-recourse Facility financing, Hanover Energy, through a series of loans, provided the funds for the development of the Facility. Because construction work had commenced prior to the time of the closing of the Facility financing, the title company required indemnities for mechanics' liens that might be filed for the prior construction work. Mission Energy provided the indemnities because its subsidiary, in the absence of Facility

financing, would have been required to provide the funds necessary to clear any mechanics' liens. The turnkey construction contract provides for the contractor, Westinghouse, to be responsible for clearing any mechanics' liens. Therefore, if Mission Energy were required to make any payments under the indemnity, Westinghouse would be liable to Mission Energy. At

this time, no mechanics' liens have been filed and we are aware of no facts giving rise to a lien claim.

- (d) Capitalization or total equity = \$14,000,000
Net income after taxes for 1993 = \$227,201
- (e) There are no contracts between CALP and any system company.

4.2 NEVADA SUN-PEAK LIMITED PARTNERSHIP

- (a) Nevada Sun-Peak Limited Partnership
200 South Virginia Street
Reno, Nevada 89501

Nevada Sun-Peak L.P. owns a three unit, natural gas and oil fired combustion turbine generation facility designed to produce a net output of approximately 210 MW. The combustion turbines (General Electric PG 7111-EA-CTGs) are capable of operating on either natural gas or No. 2 distillate fuel oil. The transmission facilities associated with the plant are owned by Nevada Power Company. The facility is located near Las Vegas, Nevada.

Commercial operation began on June 8, 1991.

- (b) SCEcorp's wholly owned subsidiary The Mission Group owns 100% of Mission Energy Company, which owns 100% of Quartz Peak Energy Company, which in turn owns Nevada Sun-Peak Limited Partnership, the exempt wholesale generator.
- (c) The capital contribution of \$8,125,500 was made by Quartz Peak Energy Company.
- (d) Capitalization or total equity = \$8,125,500
Net income after taxes = \$1,891,049
- (e) There are no contracts between Nevada Sun-Peak and any system company.

4.3 CROWN ENERGY, L.P. (not operational)

- (a) Crown Energy, L.P.
Paradise Road at Crown Point Road
Thorofare, New Jersey 08086

Crown Energy is a twin tower facility; there are two 181 MW coal fired towers. The other tower is owned by Vista Energy, L.P. (see 4.4). This project is located in Thorofare, West Deptford County, New Jersey.

Crown Energy is scheduled to become operational in 1997.

4.4 VISTA ENERGY, L.P. (not operational)

- (a) Vista Energy, L.P.
Paradise Road at Crown Point Road
Thorofare, New Jersey 08086

Vista Energy is a twin tower facility; there are two 181 MW coal fired towers. The other tower is owned by Crown Energy, L.P. (see 4.3). This project is located in Thorofare, West Deptford County, New Jersey.

Vista Energy is scheduled to become operational in 1997.

FOREIGN UTILITY COMPANIES:

4.5 LOY YANG B JOINT VENTURE

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

LYBJV owns two coal-fired generating plants with generator name plate ratings of 500,000 kw each, located in the Latrobe Valley in the State of Victoria, Australia. Unit 1 began commercial operation on September 30, 1993. Unit 2 is expected to be put into operation on September 30, 1996.

- (b) SCEcorp owns 100% of The Mission Group; The Mission Group owns 100% of Mission Energy Company, which owns 100% of MEC International B.V.; indirect, wholly owned subsidiaries of MEC International B.V., collectively own 51% of the interests in Loy Yang B Joint Venture, the foreign utility company, as explained below.

The system-owned venturer is Latrobe Power Partnership ("LPP"), which owns the 51% interest. LPP is 58% owned by Mission Energy Australia Pty Ltd (the managing general partner) and 42% owned by Mission Victoria Partnership (a general partner).

Mission Energy Australia Pty Ltd 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 (managing general partner). Latrobe Power Pty Ltd and Traralgon Power Pty Ltd are both wholly owned subsidiaries of MEC International B.V. Mission Energy Ventures Australia Pty Ltd is wholly owned by Loy Yang Holdings Pty Ltd, which is owned as described above.

- (c) LPP's capital contribution = US\$13.00

Guarantees

1. MEC Undertaking

In the document between Mission Energy and the Bank Group entitled "MEC Undertaking," Mission Energy is obligated (i) to support all performance obligations of Mission Energy Management Australia Pty Ltd ("MEMA") (the Operator under the Operation and Maintenance Agreement) and (ii) to provide up to US\$3,381,000 in any year to MEMA in the event that MEMA incurs certain liabilities under the Operation and Maintenance Agreement.

2. Guarantee Related to Interest Rate Swap

If the Bank Group does not extend the maturity of the Project facility, LPP will be in an overswapped position beginning in the year 2000. In order to cap LPP's exposure to interest rates as a result of overswapping, the State Electricity Commission of Victoria ("SECV") agreed to make payments to LPP when floating interest rates are below a given level. SECV required Mission Energy to execute a

document entitled "Delta Risk Charge--Covenant Guarantee and Indemnity" whereby Mission Energy guaranteed payment to the SECV of amounts equal to the amounts payable by SECV to LPP under the compensation mechanism described above. Mission Energy has an exposure under this guarantee only if short term interest rates in Australia are below 6.4%. In the event that rates are below 6.4%, the maximum amount of Mission Energy's exposure under this guarantee would be approximately US\$3,381,000.

3. Guarantees Related to Equity Infusion

In the following three separate documents, Mission Energy has basically guaranteed, inter alia, the same obligation of LPP contained in the Project Facilities Agreement to provide equity:

a. Equity Support Guarantee

In the document between Mission Energy and the Bank Group entitled "Equity Support Guarantee," Mission Energy is obligated to provide equity during or at the end of the construction period to meet shortfalls or financial ratios in the event the amount contributed under the equity subscription deed is insufficient to meet such shortfalls or ratios. This document contains the following four separate obligations:

- (1) The obligation to provide the greater of 25% of the maximum aggregate loan commitments under the Project Facilities Agreement upon completion of construction of Unit 2 of the Loy Yang B Project or an amount that provides a loan life cover ratio of 1.4 plus (b) six months interest on the (a) amount.
- (2) The obligation to provide up to US\$33,381,000 if there is a revenue shortfall due to a failure of Unit 1 to perform as expected prior to Unit 2 coming on line.
- (3) The obligation to provide equity sufficient for funding of debt service reserve up to US\$35,162,400 upon completion of Unit 2.
- (4) The obligation to provide an amount equal to the difference between forecast project revenues and project revenues based on an adjusted tariff, in the situation where the tariff adjustment results from a decrease in construction cost due to construction drawdowns occurring slower than scheduled.

b. Mission Energy Undertaking

In the document agreed to by Mission Energy for the benefit of SECV, as a participant in the Loy Yang B Joint Venture, entitled "Mission Energy Company Undertaking," Mission Energy agreed to provide an equity contribution of approximately US\$220,095,000 in 1996 to LPP.

c. Letter of Credit and Reimbursement Agreement

In the document between Mission Energy as borrower, and Bank of America National Trust and Savings Association ("NT&SA"), as Agent, entitled "Letter of Credit and Reimbursement Agreement," Mission Energy has guaranteed LPP's obligation to subscribe equity in 1996 up to the

amount of US\$236,602,125. In the event that Mission Energy fails to satisfy its obligations under this document, SCEcorp has executed a "Purchase Agreement" whereby SCEcorp must within 60 days purchase Mission Energy's reimbursement obligation up to a limit of US\$300,000,000. Such purchase by SCEcorp would be deemed an equity contribution.

- (d) LPP's Net Loss for 1993 = (US\$5,186,772)
LPP's Equity = (US\$5,186,759)
- (e) An indirect, wholly owned subsidiary of MEC International B.V., Mission Energy Management Australia Pty Ltd, operates the generating plant pursuant to an operating and maintenance contract. The intermediate holding company of Mission Energy Management Australia Pty Ltd is Mission Energy Holdings Pty Ltd. As operator, Mission Energy Management Australia 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.

In 1993, Mission Energy Management Australia Pty Ltd was paid US\$299,587 determined as follows: base yearly operating fee of US\$1,144,440 per unit (escalated annually) payable monthly in arrears, for period of operation in three (3) months (September 30, 1993 to December 31, 1993). Fee equates to US\$99,862 per month in 1993-94.

4.6 COMPANIA MEDITERRANEA DE ENERGIAS, S.A.

- (a) Compania Mediterranea de Energias, S.A. ("Mediterranea")
Fortuny, 45
28010 Madrid, Spain

Mediterranea's facilities consist of the following six mini-hydroelectric facilities which are capable of producing a total of 25.9 MW:

1. Logrono is a 3.65 MW facility located in Logrono, La Rioja
 2. Mendavia is a 5.60 MW facility located in Mendavia, Navarra
 3. La Ribera is a 4.40 MW facility located in Pradejon, La Rioja
 4. Gelsa is a 7.20 MW facility located in Gelsa, Zaragoza
 5. Alos is a 2.80 MW facility located in Alos de Balaguer, Lerida
 6. Castellás is a 2.25 MW facility located in Vall's de Aguilar, Lerida
- (b) SCEcorp's wholly owned subsidiary The Mission Group owns 100% of Mission Energy Company, which through its wholly owned subsidiary MEC International B.V. ("MECI") owns 34% of Iberian Hy-Power Amsterdam B.V., which owns 90% of Hydro Energy B.V., which in turns owns 100% of Mediterranea. MECI also owns directly 10% of Hydro Energy B.V.
- (c) The capital contribution made by MECI through Iberian Hy-Power Amsterdam B.V., and then through Hydro Energy B.V. was \$2,039,762. In August, 1993, MECI, through MECI's 34% ownership interest in Hydro Energy B.V., has acquired an aggregate 40.6% interest in Energias Hidraulicas, S.A. ("EH")

from Energies, S.A., the hydroelectric development subsidiary of Compagne Generale des Eaux ("CGE"). CGE is a French water utility company. EH is a Spanish holding company which owns 13 small hydro facilities located in Spain.

In connection with the acquisition of EH, CGE provided to EH a 10-year limited revenue guaranty, which allowed EH to secure non-recourse project financing. Consideration to CGE for the acquisition of EH included the assumption by Hydro Energy B.V. of an existing loan with deferred payments to CGE beginning in 1999 and ending in 2003. Mission Energy Company has provided a guaranty for any such deferred payments which are outstanding as of September 30, 2003 (six months after the due date for all such deferred payments). The guaranty by Mission Energy Company provides for no rights of acceleration by CGE under any circumstances. At December 31, 1993, the present value of the deferred payments will amount to \$14.9 million (\$44.3 million face value discounted at 11.5%).

- (d) Capitalization or total equity = \$5,999,300
Net Income after taxes for 1993 = \$1,384,288
- (e) There are no contracts between Mediterranea and any system company.

4.7 ELECTRA LA MELLA, S.A.

- (a) Electra La Mella, S.A. ("La Mella")
Ercilla
26-6o Centro
48011 Bilbao, Spain

La Mella is a 380 KW masonry weir, mini-hydroelectric facility located near the Cadagua River in Bilbao.

- (b) SCEcorp's wholly owned subsidiary The Mission Group owns 100% of Mission Energy Company, which through its wholly owned subsidiary MEC International B.V., owns 34% of Iberian Hy-Power Amsterdam B.V., which owns 70% of La Mella.
- (c) The capital contribution made by MECI through Iberian Hy-Power Amsterdam B.V. was \$75,886.
- (d) Capitalization or total equity = \$318,851
Net Income after taxes for 1993 = \$22,782
- (e) There are no contracts between La Mella and any system company.

4.8 ELECTROMETALURGICA DEL EBRO, S.A.

- (a) Electrometalurgica del Ebro, S.A. ("EMESA")
Av. Roma 40-42
Barcelona and Ercilla
26-6o Centro
48011 Bilbao, Spain

EMESA's facilities consist of three mini-hydroelectric facilities (Sastago 1, Sastago 2 and Menuza) all located near the Ebro River in Zaragoza. The three mini-facilities are masonry weir, concrete intake structures capable of producing 3 MW, 17.3 MW and 16.5 MW, respectively.

- (b) SCEcorp's wholly owned subsidiary The Mission Group owns 100% of Mission Energy Company, which through its wholly owned subsidiary MEC International B.V., owns 34% of Iberian Hy-Power

Amsterdam B.V., which owns 80.10% of EMESA.

- (c) The capital contribution made by MECI through Iberian Hy-Power Amsterdam B.V. was \$512,168.
- (d) Capitalization or total equity = \$1,882,971
Net Loss after taxes for 1993 = (\$1,840,535)
- (e) There are no contracts between EMESA and any system company.

4.9 HIDROELECTRICA DEL CADAGUA, S.A.

- (a) Hidroelectrica del Cadagua, S.A. ("Cadagua")
Nava de Mena
Termino Municipal de Villasana de Mena
Burgos
Central offices in:
Ercilla, 26-6o Centro
48011 Bilbao, Spain

Cadagua's facilities consist of three mini-hydroelectric, masonry weir facilities, all located near the Cadagua River in Bilbao. The three mini-facilities, Maltrana, La Nava and Ahedillo, are capable of producing 340 KW, 320 KW and 600 KW, respectively.

- (b) SCEcorp's wholly owned subsidiary The Mission Group owns 100% of Mission Energy Company, which through its wholly owned subsidiary MEC International B.V., owns 34% of Iberian Hy-Power Amsterdam B.V., which owns 72.8% of Cadagua.
- (c) The capital contribution made by MECI through Iberian Hy-Power Amsterdam B.V. was \$425,485.
- (d) Capitalization or total equity = \$1,718,991
Net Income after taxes for 1993 = \$6,283
- (e) There are no contracts between Cadagua and any system company.

4.10 HIDROELECTRICA DE CASILLAS, S.A. (not operational)

- (a) Hidroelectrica de Casillas, S.A. ("Casillas")
Av. Ramon y Cajal, 10-B
Sevilla, Spain

Casillas will not become operational until late 1995.

4.11 HIDROELECTRICA DE OLVERA, S.A.

- (a) Hidroelectrica de Olvera, S.A. ("Olvera")
Ercilla, 26-6o Centro
48011 Bilbao, Spain

Olvera's facilities consist of a 2.2 MW mini-hydroelectric, concrete dam facility located near the Guadalimar River, east of Linares (Jaen).

- (b) SCEcorp's wholly owned subsidiary The Mission Group owns 100% of Mission Energy Company, which through its wholly owned subsidiary MEC International B.V., owns 34% of Iberian Hy-Power Amsterdam B.V., which owns 51% of Olvera.
- (c) The capital contribution made by MECI through Iberian Hy-Power Amsterdam B.V. was \$74,695.

- (d) Capitalization or total equity = \$332,866
Net Loss after taxes for 1993 = (\$25,925)
- (e) There are no contracts between Olvera and any system company.

4.12 HIDROELECTRICA DE POSADAS, S.A. (not operational)

- (a) Hidroelectrica de Posadas, S.A. ("Posadas")
Urbanizacion Las Canteras II
Municipio de Camas
Sevilla, Spain

Posadas is not expected to become operational until late 1995.

4.13 HIDROELECTRICA DEL SOSSIS, S.A.

- (a) Hidroelectrica del Sossis, S.A. ("Sossis")
Ercilla, 26-6o Centro
48011 Bilbao, Spain

Sossis' facilities consist of a 3.7 MW concrete weir, mini-hydroelectric facility located in Noguera Pallovesa, north of Lerida, Catalonia.

- (b) SCEcorp's wholly owned subsidiary The Mission Group owns 100% of Mission Energy Company, which through its wholly owned subsidiary MEC International B.V., owns 34% of Iberian Hy-Power Amsterdam B.V., which owns 99.92% of Sossis.
- (c) The capital contribution made by MECI through Iberian Hy-Power Amsterdam B.V. was \$253,546.
- (d) Capitalization or total equity = \$746,322
Net Loss after taxes for 1993 = (\$109,192)
- (e) There are no contracts between Sossis and any system company.

4.14 IBERICA DE ENERGIAS, S.A.

- (a) Iberica de Energias, S.A. ("Iberica")
Fortuny, 45
28010 Madrid, Spain

Iberica's facilities consist of the following seven mini-hydroelectric facilities which are capable of producing a total of 14.92 MW:

1. Quintana is a 1.48 MW facility located in Herrera de Valdecana, Palencia
2. La Flecha is a 2.66 MW facility located in Arroyo Encoradalandia, Valladolid
3. Toro is a 4.50 MW facility located in Toro, Zamora
4. Tudela is a 1.48 MW facility located in Tudela de duero, Valladolid
5. Sardon Bajo is a 1.60 MW facility located in Vilabanez, Valladolid
6. Bocos is a 1.60 MW facility located in Bocos de duero, Valladolid

7. Monasterio is a 1.60 MW facility located in Quintanilla de Arriba, Valladolid

- (b) SCEcorp's wholly owned subsidiary The Mission Group owns 100% of Mission Energy Company, which through its wholly owned subsidiary MEC International B.V. ("MECI"), owns 34% of Iberian Hy-Power Amsterdam B.V., which owns 90% of Hydro Energy B.V., which in turns owns 100% of Iberica. MECI also owns directly 10% of Hydro Energy B.V.
- (c) The capital contribution made by MECI through Iberian Hy-Power Amsterdam B.V. was \$3,069,053. In August, 1993, MECI, through MECI's 34% ownership interest in Hydro Energy B.V., has acquired an aggregate 40.6% interest in Energias Hidraulicas, S.A. ("EH") from Energies, S.A., the hydroelectric development subsidiary of Compagne Generale des Eaux ("CGE"). CGE is a French water utility company. EH is a Spanish holding company which owns 13 small hydro facilities located in Spain.

In connection with the acquisition of EH, CGE provided to EH a 10-year limited revenue guaranty, which allowed EH to secure non-recourse project financing. Consideration to CGE for the acquisition of EH included the assumption by Hydro Energy B.V. of an existing loan with deferred payments to CGE beginning in 1999 and ending in 2003. Mission Energy Company has provided a guaranty for any such deferred payments which are outstanding as of September 30, 2003 (six months after the due date for all such deferred payments). The guaranty by Mission Energy Company provides for no rights of acceleration by CGE under any circumstances. At December 31, 1993, the present value of the deferred payments will amount to \$14.9 million (\$44.3 million face value discounted at 11.5%).

- (d) Capitalization or total equity = \$9,026,629
Net Income after taxes for 1993 = \$1,500,942
- (e) There are no contracts between Iberica and any system company.

4.15 LAKELAND POWER LIMITED

- (a) Lakeland Power Limited
Roosecote Power Station
Barrow-in-Furness
Cumbria, England LA13 OPR

Lakeland's facilities consist of a 224 MW gas fired combined cycle electricity generation plant.

- (b) SCEcorp owns 100% of The Mission Group; The Mission Group owns 100% of Mission Energy, which owns 100% of MEC International B.V.; MEC International B.V., owns 2 shares (1%) of Pride Hold Limited and 100 shares (100%) of Mission Energy Company (UK) Limited; Mission Energy Company (UK) Limited owns 198 shares (99%) of Pride Hold Limited; Pride Hold Limited owns 800 shares (80%) of Lakeland Power Limited.
- (c) MEC International B.V., acquired a total of 100% interest in Pride Hold Limited in two phases. On December 29, 1992, a 75% interest was acquired for US\$42,799,400 (approx. US\$20,048,844 was used for the direct acquisition of stock and the remaining US\$22,750,556 constituted loan stock which Mission Energy Company (U.K.) Limited purchased). On March 15, 1993, the remaining 25% interest was acquired for a Guaranteed Unsecured Loan Note ("Guarantee"). The principal amount of the Guarantee is US\$8,916,852. Mission Energy Company has guaranteed MEC International's obligations under the Guarantee. On December

31, 1993, Mission Energy Company (UK) Limited purchased 198 shares (99%) of Lakeland Power Limited from MEC International B.V. for a note, the principal of which is US\$30,264,150. For U.S. tax purposes, this note will constitute an equity investment in Mission Energy Company (UK) Limited.

- (d) Capitalization or total equity = US\$5,312,011.
Net income after taxes for 1993 = US\$5,175,000.
- (e) There are no contracts between Lakeland and any system company.

4.16 DERWENT COGENERATION LIMITED (not operational)

- (a) Derwent Cogeneration Limited
66 Buckingham Gate
London, SW1E 6AU England

The 211 MW plant at Spondon, Derbyshire, England is anticipated to go into operation in 1995.

Mission Energy Services Limited is scheduled to be the operator of this facility.

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.

EXHIBIT B

FINANCIAL DATA SCHEDULE.

EXHIBIT C

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

The above-named claimant has caused this statement to be duly executed on its behalf by its authorized officer on this 25th day of February, 1994.

SCEcorp

By Kenneth S. Stewart

 Kenneth S. Stewart
 Assistant General Counsel
 and Corporate Secretary

Corporate Seal

Attest:

Molly K. Byrd

Molly K. Byrd
Assistant Secretary

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

Kenneth S. Stewart Assistant General Counsel and Corporate Secretary

(Name)

(Title)

2244 Walnut Grove Avenue, Post Office Box 999, Rosemead, CA 91770

(Address)

Schedule I
Southern California Edison Company
Electric Generating Properties

MAIN SYSTEM

EDISON OWNED

Name of Plant	Location County	Unit No.	Date of Operation	Generator Name Plate Rating kW
OIL & GAS:				
Alamitos	Los Angeles	1	Sep. 11, 1956	163,200
		2	Feb. 19, 1957	163,200
		3	Dec. 4, 1961	333,000
		4	Jun. 1, 1962	333,000
		5	Mar. 5, 1966	495,000
		6	Sep. 6, 1966	495,000
		7CT	Jul. 1, 1969	138,125
TOTAL PLANT				2,120,525
Cool Water	San Bernardino	1	Jun. 15, 1961	65,280
		2	May 1, 1964	81,600
		3CC	May 31, 1978	290,000
		4CC	Aug. 31, 1978	290,000
TOTAL PLANT				726,880
Ellwood	Santa Barbara	1CT	Aug. 1, 1974	56,700
El Segundo	Los Angeles	1	May 25, 1955	156,250
		2	Aug. 27, 1956	156,250
		3	Aug. 1, 1964	342,000
		4	Apr. 1, 1965	342,000
TOTAL PLANT				996,500
Etiwanda	San Bernardino	1	Jul. 9, 1953	122,500
		2	Nov. 23, 1953	122,500
		3	May 1, 1963	333,000
		4	Oct. 18, 1963	333,000
		5CT	Jan. 1, 1969	138,125
TOTAL PLANT				1,049,125
Highgrove	San Bernardino	1	Aug. 1, 1952	34,500
		2	Jul. 1, 1952	34,500
		3	Nov. 20, 1953	50,000
		4	Oct. 23, 1955	50,000
TOTAL PLANT				169,000
Huntington Beach	Orange	1	Jun. 30, 1958	217,600
		2	Dec. 5, 1958	217,600
		3	May 22, 1961	217,600
		4	Jul. 9, 1961	217,600
		5CT	Apr. 1, 1969	138,125
TOTAL PLANT				1,008,525

Location

Unit

Date of

Generator Name
Plate Rating

Name of Plant	County	No.	Operation	kW
OIL & GAS: (continued)				
Long Beach	Los Angeles	8CC	Dec. 31, 1976	334,500
		9CC	Apr. 30, 1977	252,000
		TOTAL PLANT		586,500
Mandalay	Ventura	1	May 15, 1959	217,600
		2	Aug. 27, 1959	217,600
		3CT	Apr. 1, 1970	138,125
TOTAL PLANT			573,325	
Ormond Beach	Ventura	1	Dec. 14, 1971	806,400
		2	Jun. 1, 1973	806,400
		TOTAL PLANT		1,612,800
Redondo	Los Angeles	1	Mar. 1, 1948	66,000
		2	Apr. 17, 1948	69,000
		3	Aug. 31, 1949	66,000
		4	Oct. 10, 1949	69,000
		5	Oct. 11, 1954	156,250
		6	Jul. 15, 1957	163,200
		7	Feb. 1, 1967	495,000
		8	Jul. 1, 1967	495,000
TOTAL PLANT			1,579,450	
San Bernardino	San Bernardino	1	Jun. 15, 1957	65,280
		2	Jul. 1, 1958	65,280
		TOTAL PLANT		130,560
TOTAL OIL & GAS:				10,609,890

COAL:

Four Corners	San Juan, NM	4	Jul. 1, 1969	818,100
				(425,412)
Owned by Edison - 48%				392,688
		5	Jul. 1, 1970	818,100
				(425,412)
Owned by Edison - 48%				392,688
TOTAL EDISON				785,376
Mohave	Clark, NV	1	Apr. 1, 1971	818,100
				(359,964)
Owned by Edison - 56%				458,136
		2	Oct. 1, 1971	818,100
				(359,964)
Owned by Edison - 56%				458,136
TOTAL EDISON				916,272
TOTAL COAL:				1,701,648

Name of Plant	Location County	Unit No.	Date of Operation	Generator Name Plate Rating kW
NUCLEAR:				
San Onofre	San Diego	1	Jan. 1, 1968	0
				0
Owned by Edison - 80%				0
		2	Aug. 8, 1983	1,127,000
				(281,185)
Owned by Others - 24.95%				

Owned by Edison - 75.05%				845,815
Owned by Others - 24.95%	3	Apr. 1, 1984		1,127,000 (281,185)
Owned by Edison - 75.05%				845,815
			TOTAL EDISON	1,691,630
Palo Verde Maricopa, AZ	1	Feb. 1, 1986		1,403,100 (1,181,410)
Owned by Others - 84.2%				221,690
Owned by Edison - 15.8%				221,690
Owned by Others - 84.2%	2	Sep. 19, 1986		1,403,100 (1,181,410)
Owned by Edison - 15.8%				221,690
Owned by Others - 84.2%	3	Jan. 20, 1988		1,403,100 (1,181,410)
Owned by Edison - 15.8%				221,690
			TOTAL EDISON	665,070
			TOTAL NUCLEAR:	2,356,700

HYDRO:

NORTHERN REGION HYDROELECTRIC PLANTS:

Big Creek #1	Fresno	1	Nov. 8, 1913	19,800
		2	Nov. 8, 1913	15,750
		3	Jul. 12, 1923	14,000
		4	Jun. 8, 1925	28,000
			TOTAL PLANT	77,550
Big Creek #2	Fresno	3	Dec. 18, 1913	15,750
		4	Jan. 11, 1914	15,750
		5	Feb. 1, 1921	17,500
		6	Mar. 31, 1925	17,500
			TOTAL PLANT	66,500
Big Creek #2A	Fresno	1	Aug. 6, 1928	55,000
		2	Dec. 21, 1928	55,000
			TOTAL PLANT	110,000
Big Creek #3	Fresno & Madera	1	Oct. 3, 1923	34,000
		2	Sep. 30, 1923	34,000
		3	Oct. 5, 1923	34,000
		4	Apr. 28, 1948	39,000
		5	Feb. 24, 1980	36,450
			TOTAL PLANT	177,450

Name of Plant	Location County	Unit No.	Date of Operation	Generator Name Plate Rating kW
NORTHERN REGION HYDROELECTRIC PLANTS: (continued)				
Big Creek #4	Fresno & Madera	1	Jun. 12, 1951	50,000
		2	Jul. 2, 1951	42,000
			TOTAL PLANT	92,000
Big Creek #8	Fresno	1	Aug. 16, 1921	30,000
		2	Jun. 8, 1929	45,000
			TOTAL PLANT	75,000
Kaweah #1	Tulare	1	May 25, 1929	2,250
Kaweah #2	Tulare	2	Sep. 13, 1929	1,800
Kaweah #3	Tulare	1	May 29, 1913	2,400
		2	May 29, 1913	2,400

				TOTAL PLANT	4,800
Mammoth Pool	Madera	1	Mar. 28, 1960		95,000
		2	Mar. 28, 1960		95,000
				TOTAL PLANT	190,000
Portal	Fresno	1	Dec. 22, 1956		10,000
John S. Eastwood	Fresno	1	Dec. 1, 1987		199,800
Tule River	Tulare	1	Sep. 14, 1909		1,260
		2	Sep. 14, 1909		1,260
				TOTAL PLANT	2,520
TOTAL NORTHERN REGION HYDRO PLANTS					1,009,670

EASTERN REGION HYDROELECTRIC PLANTS:

Fontana	San Bernardino	1	Dec. 22, 1917		1,475
		2	Dec. 22, 1917		1,475
				TOTAL PLANT	2,950
Kern River #1	Kern	1	May 19, 1907		6,570
		2	Jun. 7, 1907		6,200
		3	Jul. 29, 1907		6,200
		4	Jun. 27, 1907		6,200
				TOTAL PLANT	25,170
Kern River #3	Kern	1	May 13, 1921		20,500
		2	Mar. 22, 1921		19,675
				TOTAL PLANT	40,175
Kern River-Borel	Kern	1	Dec. 31, 1904		3,000
		2	Dec. 31, 1904		3,000
		3	Jan. 23, 1932		6,000
				TOTAL PLANT	12,000

Name of Plant	Location County	Unit No.	Date of Operation	Generator Name Plate Rating kW	
EASTERN REGION HYDROELECTRIC PLANTS: (continued)					
Lytle Creek	San Bernardino	1	Oct. 23, 1904	200	
		2	Sep. 15, 1904	250	
				TOTAL PLANT	450
Ontario #1	Los Angeles	1	Dec. , 1902	200	
		2	Dec. , 1902	200	
		3	Dec. , 1902	200	
				TOTAL PLANT	600
Ontario #2	Los Angeles	1	Jun. 13, 1963	320	
San Gorgonio #1	Riverside	1	Dec. 5, 1923	1,500	
San Gorgonio #2	Riverside	1	Dec. 17, 1923	938	
Santa Ana #1	San Bernardino	1	Feb. 14, 1899	800	
		2	Feb. 10, 1899	800	
		3	Jan. 9, 1899	800	
		4	Jan. 10, 1899	800	
				TOTAL PLANT	3,200
Santa Ana #2	San Bernardino	1	Jun. 7, 1905	400	
		2	May 20, 1905	400	

		TOTAL PLANT		800
Santa Ana #3	San Bernardino	1	Apr. 1, 1947	1,200
Sierra	Los Angeles	1	Jan. 12, 1922	240
		2	Feb. 16, 1922	240
		TOTAL PLANT		480
Mill Creek #1	San Bernardino	1	Sep. 7, 1893	800
Mill Creek #2	San Bernardino	1	Aug. 3, 1904	250
Mill Creek #3	San Bernardino	3	Mar. 20, 1903	1,000
		4	Jan. 23, 1904	1,000
		5	Mar. 3, 1904	1,000
		TOTAL PLANT		3,000
Bishop Creek #2	Inyo	1	Nov. , 1908	2,500
		2	Nov. , 1908	2,500
		3	Jun. , 1911	2,320
		TOTAL PLANT		7,320
Bishop Creek #3	Inyo	1	Jun. 12, 1913	2,750
		2	Jun. 12, 1913	2,200
		3	Jun. 12, 1913	2,200
		TOTAL PLANT		7,150

Name of Plant	Location County	Unit No.	Date of Operation	Generator Name Plate Rating kW

EASTERN REGION HYDRO PLANTS: (continued)				

Bishop Creek #4	Inyo	1	Sep. 20, 1905	1,000
		2	Sep. 20, 1905	1,000
		3	1906	1,750
		4	Oct. 1, 1907	1,750
		5	1909	1,750
		TOTAL PLANT		7,250
Bishop Creek #5	Inyo	1	May 30, 1943	2,000
		2	Jun. 1, 1919	1,500
		TOTAL PLANT		3,500
Bishop Creek #6	Inyo	1	Mar. 12, 1913	1,600
Lundy	Mono	1	Dec. 9, 1911	1,500
		2	Feb. 2, 1912	1,500
		TOTAL PLANT		3,000
Poole	Mono	1	1924	11,250
Rush Creek	Mono	1	Oct. 17, 1916	4,400
		2	Dec. 11, 1917	4,000
		TOTAL PLANT		8,400
TOTAL EASTERN REGION HYDROELECTRIC PLANTS				143,303
-----				=====

TOTAL HYDROELECTRIC PLANTS 1,152,973

OTHER:

SYN FUEL, IGCC - DEMO:

Cool Water Coal	San Bernardino	1	Jun. 24, 1984	100,000
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BATTERY STORAGE:

Chino Battery Storage	Chino	1	Jan. 3, 1991	10,000
-----------------------	-------	---	--------------	--------

TOTAL OTHER: -----
 - ----- 110,000

TOTAL EDISON OWNED RESOURCES (MAIN SYSTEM): 15,931,211
 =====

ISOLATED SYSTEMS:
 - -----

Name of Plant -----	Location County -----	Unit No. ----	Date of Operation -----	Generator Name Plate Rating kW -----
Pebbly Beach (Diesel)	Los Angeles (Catalina)	7	Jul. 3, 1958	1,000
		8	Jun. 26, 1963	1,500
		10	Jul. 25, 1966	1,125
		11	May 23, 1973	2,000
		12	Jun. 18, 1976	1,550
		14	Oct. 24, 1986	1,400
				----- 8,575
Catalina Hydro	Los Angeles (Catalina)	1	May 5, 1983	30
		2	Jul. 24, 1985	22
		3	Jul. 24, 1985	57
				----- 109
TOTAL EDISON OWNED RESOURCES:				=====
				8,684
TOTAL ISOLATED SYSTEMS RESOURCES:				=====
				8,684
				=====

Attached hereto as Exhibit A are the following financial statements dated as of December 31, 1993 or for the year then ended:

- A.1. SCEcorp and Subsidiaries Consolidating Balance Sheet.
- A.2. SCEcorp and Subsidiaries Consolidating Income Statement.
- A.3. Southern California Edison Company and Subsidiaries Consolidating Balance Sheet.
- A.4. Southern California Edison Company and Subsidiaries Consolidating Income Statement.
- A.5. Southern California Edison Company and Subsidiaries Equity Investments.
- A.6. The Mission Group and Subsidiaries Consolidating Balance Sheet.
- A.7. The Mission Group and Subsidiaries Consolidating Income Statement.
- A.8. Mission Energy Company and Subsidiaries Consolidating Balance Sheet.
- A.9. Mission Energy Company and Subsidiaries Consolidating Income Statement.
- A.10. Mission Energy Company and Subsidiaries Equity Investments.
- A.11. Mission Energy Company and Subsidiaries Real Estate Equity Investments.
- A.12. Hanover Energy Company Consolidated Balance Sheet
- A.13. Hanover Energy Company Consolidated Income Statement
- A.14. MEC International B.V. Consolidating Balance Sheet.
- A.15. MEC International B.V. Consolidating Income Statement.
- A.16. MEC International B.V. Equity Investments.
- A.17. Loy Yang Holdings Pty. Ltd. Consolidating Balance Sheet.
- A.18. Loy Yang Holdings Pty. Ltd. Consolidating Income Statement.
- A.19. Mission Energy Company (UK) Ltd. Consolidating Balance Sheet.
- A.20. Mission Energy Company (UK) Ltd. Consolidating Income Statement.
- A.21. Mission Energy Holdings Pty. Ltd. Consolidating Balance Sheet.
- A.22. Mission Energy Holdings Pty. Ltd. Consolidating Income Statement.
- A.23. Pride Hold Ltd. Consolidating Balance Sheet.
- A.24. Pride Hold Ltd. Consolidating Income Statement.
- A.25. Mission Energy Fuel Company Consolidating Balance Sheet.
- A.26. Mission Energy Fuel Company Consolidating Income Statement.
- A.27. Mission First Financial and Subsidiaries Consolidating Balance

- Sheet.
- A.28. Mission First Financial and Subsidiaries Consolidating Income Statement.
 - A.29. Mission First Financial and Subsidiaries Equity Investments in Real Estate Limited Partnerships.
 - A.30. Mission First Financial and Subsidiaries Equity Investments in Resource Recovery Project.
 - A.31. Mission Funding Company and Subsidiaries Consolidating Balance Sheet.
 - A.32. Mission Funding Company and Subsidiaries Consolidating Income Statement.
 - A.33. Mission Funding Epsilon and Subsidiaries Consolidating Balance Sheet.
 - A.34. Mission Funding Epsilon and Subsidiaries Consolidating Income Statement.
 - A.35. Mission Housing Investments Consolidating Balance Sheet.
 - A.36. Mission Housing Investments Consolidating Income Statement.
 - A.37. Mission Land Company and Subsidiaries Consolidating Balance Sheet.
 - A.38. Mission Land Company and Subsidiaries Consolidating Income Statement.
 - A.39. Mission Land Company and Subsidiaries Equity Investments.
 - A.40. Associated Southern Investment Company and Subsidiary Consolidating Balance Sheet.
 - A.41. Associated Southern Investment Company and Subsidiary Consolidating Income Statement.
 - A.42. Mission Power Engineering Company and Subsidiaries Consolidating Balance Sheet.
 - A.43. Mission Power Engineering Company and Subsidiaries Consolidating Income Statement.

SCEcorp and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Southern California Edison Co. Consolidated	The Mission Group Consolidated	SCEcorp	Consolidating Adjustments	SCEcorp Consolidated
=====					
ASSETS					
=====					
Utility plant, at original cost	\$18,436,134				\$18,436,134
Less-accumulated provision for depreciation and decommissioning	7,138,289				7,138,289
	-----				-----
Construction work in progress	11,297,845				11,297,845
Nuclear fuel, at amortized cost	857,225				857,225
	148,012				148,012
	-----				-----
Total utility plant	12,303,082				12,303,082
	-----				-----
Nonutility property - net of accumulated provision for depreciation	61,838	\$1,214,633			1,276,471
Nuclear decommissioning trusts	788,575				788,575
Investments in partnerships and unconsolidated subsidiaries		1,162,452	\$5,927,922	(\$5,927,922)	1,162,452
Investments in leveraged leases		497,469			497,469
Other investments	20,577				20,577
	-----				-----
Total other property and investments	870,990	2,874,554	5,927,922	(5,927,922)	3,745,544
	-----				-----
Cash and equivalents	204,919	209,587	6,004		420,510
Receivables, including unbilled revenue, net of allowance for uncollectible accounts	831,070	58,495	143,427	(152,234)	880,758
Fuel inventory	120,859				120,859
Materials and supplies, at average cost	104,092				104,092
Accumulated deferred income taxes - net	204,119				204,119
Prepayments and other current assets	97,518	22,040	180	(1,980)	117,758
	-----				-----
Total current assets	1,562,577	290,122	149,611	(154,214)	1,848,096
	-----				-----
Unamortized debt issuance and reacquisition					

expense	381,781			381,781
Rate phase-in plan	364,209			364,209
Unamortized nuclear plant--net	273,837			273,837
Income tax-related deferred charges	2,016,194			2,016,194
Other deferred charges	318,949	126,725	125	445,799
Total deferred charges	3,354,970	126,725	125	3,481,820
TOTAL ASSETS	\$18,091,619	\$3,291,401	\$6,077,658	(\$6,082,136) \$21,378,542

SCEcorp and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Southern California Edison Co. Consolidated	The Mission Group Consolidated	SCEcorp	Consolidating Adjustments	SCEcorp Consolidated
CAPITALIZATION AND LIABILITIES					
Common shareholders' equity:					
Common stock	\$2,495,417	\$626,079	\$2,691,605	(\$3,121,496)	\$2,691,605
Retained earnings	2,430,181	376,245	3,265,976	(2,806,426)	3,265,976
	4,925,598	1,002,324	5,957,581	(5,927,922)	5,957,581
Preferred stock:					
Not subject to mandatory redemption	358,755				358,755
Subject to mandatory redemption	275,000				275,000
Long-term debt	5,233,697	1,225,498			6,459,195
Total capitalization	10,793,050	2,227,822	5,957,581	(5,927,922)	13,050,531
Other long-term liabilities	266,595				266,595
Current portion of long-term debt and redeemable preferred stock	151,200	197,696			348,896
Short-term debt	613,094	22,250	20,000		655,344
Accounts payable	336,464	38,500	4,627	(6,491)	373,100
Accrued taxes	394,740	22,788	(18,158)	11,242	410,612
Accrued interest	89,615	11,701	44		101,360
Dividends payable	162,818		158,965	(158,965)	162,818
Regulatory balancing accounts--net	57,932				57,932
Deferred unbilled revenue and other	653,233	86,593	1,500		741,326
Total current liabilities	2,459,096	379,528	166,978	(154,214)	2,851,388
Accumulated deferred income taxes - net	3,616,657	598,830	(46,768)		4,168,719
Accumulated deferred investment tax credits	421,338	34,236			455,574
Customer advances and other deferred credits	534,883	50,985	(133)		585,735
Total deferred credits	4,572,878	684,051	(46,901)		5,210,028
TOTAL CAPITALIZATION AND LIABILITIES	\$18,091,619	\$3,291,401	\$6,077,658	(\$6,082,136)	\$21,378,542

SCEcorp and Subsidiaries
Consolidating Income Statement
For The Year Ended December 31, 1993
(In thousands)

	Southern California Edison Co. Consolidated	The Mission Group Consolidated	SCEcorp	Consolidating Adjustments	SCEcorp Consolidated
--	--	--------------------------------------	---------	------------------------------	-------------------------

Electric revenue	\$7,396,599				\$7,396,599
Diversified operations		\$424,482	\$18,626	(\$18,630)	424,478
Total operating revenue	7,396,599	424,482	18,626	(18,630)	7,821,077
Fuel	792,056	41,740			833,796
Purchased power	2,498,349			511	2,498,860
Provisions for regulatory adjustment clauses - net	(286,894)				(286,894)
Other operating expenses	1,263,046	323,383	2,665	(514)	1,588,580
Maintenance	360,423	2,455			362,878
Depreciation and decommissioning	892,502	29,592			922,094
Income taxes	505,899	(39,624)	(1,492)		464,783
Property and other taxes	206,775	12,826	18,626	(18,627)	219,600
Total operating expenses	6,232,156	370,372	19,799	(18,630)	6,603,697
Operating income	1,164,443	54,110	(1,173)	0	1,217,380
Provision for phase-in plan	(137,300)				(137,300)
Allowance for equity funds used during construction	20,262				20,262
Other nonoperating income - net	63,703	23,217	150		87,070
Total other income (deductions) - net	(53,335)	23,217	150	0	(29,968)
Income before interest and other expense	1,111,108	77,327	(1,023)	0	1,187,412
Interest on long-term debt	399,137	128,950			528,087
Other interest expense	51,071	14,474	293		65,838
Allowance for borrowed funds used during construction	(16,167)				(16,167)
Capitalized interest	(978)	(69,138)			(70,116)
Dividend on subsidiary preferred stock	40,722				40,722
Total interest and other expenses - net	473,785	74,286	293	0	548,364
NET INCOME	\$637,323	\$3,041	(\$1,316)	\$0	\$639,048

Southern California Edison Co. and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	California Electric Power Company	Conservation Financing Corporation	Energy Services Inc.	Mono Power Company
ASSETS	(Inactive)	(Inactive)		(Inactive)
Utility plant, at original cost				
Less-accumulated provision for depreciation and decommissioning				
Construction work in progress				
Nuclear fuel, at amortized cost				
Total utility plant				
Nonutility property - net of accumulated provision for depreciation			\$8	\$7,410
Nuclear decommissioning trusts				
Investments in partnerships and unconsolidated subsidiaries				
Investments in leveraged leases				
Other investments				
Total other property and investments			8	7,410
Cash and equivalents			1,088	156
Receivables, including unbilled revenue, net of allowance for uncollectible accounts			3,147	(107)
Fuel inventory				

Materials and supplies, at average cost	199	
Accumulated deferred income taxes - net		
Prepayments and other current assets	210	

Total current assets	4,644	49

Unamortized debt issuance and reacquisition expense		
Rate phase-in plan		
Unamortized nuclear plant--net		
Income tax-realated deferred charges		
Other deferred charges		

Total deferred charges	0	

TOTAL ASSETS	\$4,652	\$7,459
	=====	

Southern California Edison Co. and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	California Electric Power Company	Conservation Financing Corporation	Energy Services Inc.	Mono Power Company
=====	(Inactive)	(Inactive)		(Inactive)
=====	=====			
CAPITALIZATION AND LIABILITIES				
Common shareholders' equity:				
Common stock			\$100	\$2,749
Retained earnings			1,440	(2,694)

			1,540	55
Preferred stock:				
Not subject to mandatory redemption				
Subject to mandatory redemption				
Long-term debt				

Total capitalization			1,540	55

Other long-term liabilities				

Current portion of long-term debt and redeemable preferred stock				
Short-term debt				
Accounts payable			3,067	
Accrued taxes				
Accrued interest				
Dividends payable				
Regulatory balancing accounts--net				
Deferred unbilled revenue and other				

Total current liabilities			3,067	

Accumulated deferred income taxes - net			45	
Accumulated deferred investment tax credits				
Customer advances and other deferred credits				7,404

Total deferred credits			45	7,404

TOTAL CAPITALIZATION AND LIABILITIES			\$4,652	\$7,459
			=====	

Southern California Edison Co. and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	SCE Capital Company	Southern States Realty	Southern California Edison Co.	Consolidating Adjustments
=====				
ASSETS				
=====				
Utility plant, at original cost			\$18,436,134	
Less-accumulated provision for depreciation and decommissioning			7,138,289	

			11,297,845	
Construction work in progress			857,225	
Nuclear fuel, at amortized cost			148,012	

Total utility plant			12,303,082	

Nonutility property - net of accumulated provision for depreciation		\$3,038	51,382	
Nuclear decommissioning trusts			788,575	
Investments in partnerships and unconsolidated subsidiaries			5,930	(\$5,930)
Investments in leveraged leases			0	
Other investments			20,577	

Total other property and investments		3,038	866,464	(5,930)

Cash and equivalents	\$98	2,015	201,562	
Receivables, including unbilled revenue, net of allowance for uncollectible accounts	352,133	423	830,937	(355,463)
Fuel inventory			120,859	
Materials and supplies, at average cost			103,893	
Accumulated deferred income taxes - net	1	(16)	204,134	
Prepayments and other current assets		1,291	96,017	

Total current assets	352,232	3,713	1,557,402	(355,463)

Unamortized debt issuance and reacquisition expense	668		381,781	(668)
Rate phase-in plan			364,209	
Unamortized nuclear plant--net			273,837	
Income tax-related deferred charges			2,016,194	
Other deferred charges	(7,825)	115	318,834	7,825

Total deferred charges	(7,157)	115	3,354,855	7,157

TOTAL ASSETS	\$345,075	\$6,866	\$18,081,803	(\$354,236)
=====				

Southern California Edison Co. and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	SCE Capital Company	Southern States Realty	Southern California Edison Co.	Consolidating Adjustments
=====				
CAPITALIZATION AND LIABILITIES				
=====				
Common shareholders' equity:				
Common stock	\$120	\$5,763	\$2,495,417	(\$8,732)
Retained earnings	(2,160)	612	2,430,181	2,802

	(2,040)	6,375	4,925,598	(5,930)
Preferred stock:				
Not subject to mandatory redemption			358,755	
Subject to mandatory redemption			275,000	
Long-term debt	342,843		5,233,697	(342,843)

Total capitalization	340,803	6,375	10,793,050	(348,773)

Other long-term liabilities			266,595	

Current portion of long-term debt and redeemable preferred stock			151,200	

Short-term debt			613,094	
Accounts payable		468	338,392	(5,463)
Accrued taxes			394,740	
Accrued interest	4,272		85,343	
Dividends payable			162,818	
Regulatory balancing accounts--net			57,932	
Deferred unbilled revenue and other			653,233	
Total current liabilities	4,272	468	2,456,752	(5,463)
Accumulated deferred income taxes - net		19	3,616,593	
Accumulated deferred investment tax credits			421,338	
Customer advances and other deferred credits		4	527,475	
Total deferred credits		23	4,565,406	
TOTAL CAPITALIZATION AND LIABILITIES	\$345,075	\$6,866	\$18,081,803	(\$354,236)

Southern California Edison Co. and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

Southern
California
Edison Co.
Consolidated

ASSETS

Utility plant, at original cost	\$18,436,134
Less-accumulated provision for depreciation and decommissioning	7,138,289

	11,297,845
Construction work in progress	857,225
Nuclear fuel, at amortized cost	148,012

Total utility plant	12,303,082

Nonutility property - net of accumulated provision for depreciation	61,838
Nuclear decommissioning trusts	788,575
Investments in partnerships and unconsolidated subsidiaries	0
Investments in leveraged leases	
Other investments	20,577

Total other property and investments	870,990

Cash and equivalents	204,919
Receivables, including unbilled revenue, net of allowance for uncollectible accounts	831,070
Fuel inventory	120,859
Materials and supplies, at average cost	104,092
Accumulated deferred income taxes - net	204,119
Prepayments and other current assets	97,518

Total current assets	1,562,577

Unamortized debt issuance and reacquisition expense	381,781
Rate phase-in plan	364,209
Unamortized nuclear plant--net	273,837

Income tax-related deferred charges	2,016,194
Other deferred charges	318,949

Total deferred charges	3,354,970

TOTAL ASSETS	\$18,091,619
	=====

Southern California Edison Co. and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

Southern
California
Edison Co.
Consolidated

=====

CAPITALIZATION AND LIABILITIES

=====

Common shareholders' equity:	
Common stock	\$2,495,417
Retained earnings	2,430,181

	4,925,598
Preferred stock:	
Not subject to mandatory redemption	358,755
Subject to mandatory redemption	275,000
Long-term debt	5,233,697

Total capitalization	10,793,050

Other long-term liabilities	266,595

Current portion of long-term debt and redeemable preferred stock	151,200
Short-term debt	613,094
Accounts payable	336,464
Accrued taxes	394,740
Accrued interest	89,615
Dividends payable	162,818
Regulatory balancing accounts--net	57,932
Deferred unbilled revenue and other	653,233

Total current liabilities	2,459,096

Accumulated deferred income taxes - net	3,616,657
Accumulated deferred investment tax credits	421,338
Customer advances and other deferred credits	534,883

Total deferred credits	4,572,878

TOTAL CAPITALIZATION AND LIABILITIES	\$18,091,619
	=====

Southern California Edison Co. and Subsidiaries
Consolidating Income Statement
For The Year Ended December 31, 1993
(In thousands)

	California Electric Power Company	Conservation Financing Corporation	Energy Services Inc.	Mono Power Company	SCE Capital Company
	(Inactive)	(Inactive)		(Inactive)	
Electric revenue			\$7,755	\$1,190	
Diversified operations					
Total operating revenue			7,755	1,190	
Fuel					
Purchased power					
Provisions for regulatory adjustment clauses - net					
Other operating expenses			7,631	1,190	\$18
Maintenance					
Depreciation and decommissioning					
Income taxes			166		(7)
Property and other taxes					
Total operating expenses			7,797	1,190	11
Operating income			(42)	0	(11)
Provision for phase-in plan					
Allowance for equity funds used during construction					
Other - net			30		23,020
Total other income (deductions) - net			30		23,020
Income before interest and other expenses			(12)		23,009
Interest on long-term debt					23,020
Other interest expense			43		
Allowance for borrowed funds used during construction					
Capitalized interest					
Dividends on subsidiary preferred stock					
Total interest and other expenses - net			43		23,020
NET INCOME			(\$55)	\$0	(\$11)

Southern California Edison Co. and Subsidiaries
Consolidating Income Statement
For The Year Ended December 31, 1993
(In thousands)

	Southern States Realty	Southern California Edison Co.	Consolidating Adjustments	Southern California Edison Co. Consolidated
Electric revenue	\$4,552	\$7,387,225	(\$4,123)	\$7,396,599
Diversified operations				
Total operating revenue	4,552	7,387,225	(4,123)	7,396,599
Fuel		792,008	48	792,056
Purchased power		2,498,349		2,498,349
Provisions for regulatory adjustment clauses - net		(286,894)		(286,894)
Other operating expenses	5,437	1,252,941	(4,171)	1,263,046
Maintenance		360,423		360,423
Depreciation and decommissioning		892,230		892,502
Income taxes	(695)	506,435		505,899
Property and other taxes	66	206,709		206,775
Total operating expenses	5,080	6,222,201	(4,123)	6,232,156

Operating income	(528)	1,165,024	0	1,164,443
Provision for phase-in plan		(137,300)		(137,300)
Allowance for equity funds used during construction		20,262		20,262
Other - net	(293)	64,010	(23,064)	63,703
Total other income (deductions) - net	(293)	(53,028)	(23,064)	(53,335)
Income before interest and other expenses	(821)	1,111,996	(23,064)	1,111,108
Interest on long-term debt		399,137	(23,020)	399,137
Other interest expense		51,072	(44)	51,071
Allowance for borrowed funds used during construction		(16,167)		(16,167)
Capitalized interest		(978)		(978)
Dividends on subsidiary preferred stock		40,722		40,722
Total interest and other expenses - net		473,786	(23,064)	473,785
NET INCOME	(\$821)	\$638,210	\$0	\$637,323

Southern California Edison Company and Subsidiaries
Equity Investments
December 31, 1993

Mono Power
Company

Name of Entity:

Bear Creek
Uranium
Company

Ownership Interest:

Nature/Purpose of Business:

(a)

Ownership Interest in (000):

Assets	\$0
Revenue	0
Net Income	0

To develop and operate an integrated uranium mining complex in Wyoming.

The Mission Group and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Mission Energy Company Consolidated	Mission Land Company Consolidated	Mission Power Engineering Company	Mission First Financial Consolidated	The Mission Group
=====					
ASSETS					
=====					
Utility plant, at original cost					
Less-accumulated provision for depreciation and decommissioning					

Construction work in progress					
Nuclear fuel, at amortized cost					

Total utility plant					

Nonutility property - net of accumulated provision for depreciation	\$727,916	\$452,153	\$1,952	\$32,609	\$3
Nuclear decommissioning trusts					
Investments in partnerships and unconsolidated subsidiaries	925,065	2,194		691,998	
Investments in leveraged leases				43,561	
Other investments					985,215

Total other property and investments	1,652,981	454,347	1,952	768,168	985,218

Cash and equivalents	51,245	15,950		135,766	6,626
Receivables, including unbilled revenue, net of allowance for uncollectible accounts	30,952	7,388	838	62,951	5,937
Fuel inventory					
Materials and supplies, at average cost					
Accumulated deferred income taxes - net					
Prepayments and other current assets	17,947	3,695		398	

Total current assets	100,144	27,033	838	199,115	12,563

Unamortized debt issuance and reacquisition expense					
Rate phase-in plan					
Unamortized nuclear plant--net					
Income tax-related deferred charges					
Other deferred charges	87,644	34,871	3,423	4,362	4,630

Total deferred charges	87,644	34,871	3,423	4,362	4,630

TOTAL ASSETS	\$1,840,769	\$516,251	\$6,213	\$971,645	\$1,002,411
=====					

The Mission Group and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Mission Energy Company Consolidated	Mission Land Company Consolidated	Mission Power Engineering Company	Mission First Financial Consolidated	The Mission Group
=====					
CAPITALIZATION AND LIABILITIES					
=====					
Common shareholders' equity:					
Common stock	\$349,919	\$162,408	\$3,000	\$78,909	\$626,079
Retained earnings	203,165	58,741	(9,567)	140,218	374,435

	553,084	221,149	(6,567)	219,127	1,000,514

Preferred stock:					
Not subject to mandatory redemption					
Subject to mandatory redemption					
Long-term debt	975,837	40,204	4,595	210,881	

Total capitalization	1,528,921	261,353	(1,972)	430,008	1,000,514

Other long-term liabilities					

Current portion of long-term					

debt and redeemable preferred stock	23,902	173,794			
Short-term debt	7,250	55,000			
Accounts payable	39,794	2,716	3,402	582	1,346
Accrued taxes	18,255	4,246	282		4
Accrued interest	5,662	4,784		1,255	
Dividends payable					
Regulatory balancing accounts--net					
Deferred unbilled revenue and other	283	811		84,952	547
Total current liabilities	95,146	241,351	3,684	86,789	1,897
Accumulated deferred income taxes - net	178,406		2,207	423,631	
Accumulated deferred investment tax credits	34,236				
Customer advances and other deferred credits	4,060	13,547	2,294	31,217	
Total deferred credits	216,702	13,547	4,501	454,848	
TOTAL CAPITALIZATION AND LIABILITIES	\$1,840,769	\$516,251	\$6,213	\$971,645	\$1,002,411

The Mission Group and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	The Mission Consolidating Group Adjustments Consolidated	
=====		
ASSETS		
=====		
Utility plant, at original cost		
Less-accumulated provision for depreciation and decommissioning		

Construction work in progress		
Nuclear fuel, at amortized cost		

Total utility plant		

Nonutility property - net of accumulated provision for depreciation		\$1,214,633
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	(\$456,805)	1,162,452
Investments in leveraged leases	453,908	497,469
Other investments	(\$985,215)	0

Total other property and investments	(988,112)	2,874,554

Cash and equivalents		209,587
Receivables, including unbilled revenue, net of allowance for uncollectible accounts	(49,571)	58,495
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Prepayments and other current assets		22,040

Total current assets	(49,571)	290,122

Unamortized debt issuance and reacquisition expense		
Rate phase-in plan		
Unamortized nuclear plant--net		
Income tax-related deferred charges		
Other deferred charges	(8,205)	126,725

Total deferred charges	(8,205)	126,725
TOTAL ASSETS	(\$1,045,888)	\$3,291,401

The Mission Group and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Consolidating Adjustments	The Mission Group Consolidated
=====		
CAPITALIZATION AND LIABILITIES		
=====		
Common shareholders' equity:		
Common stock	(\$594,236)	\$626,079
Retained earnings	(390,747)	376,245
	(984,983)	1,002,324
Preferred stock:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Long-term debt	(6,019)	1,225,498
Total capitalization	(991,002)	2,227,822
Other long-term liabilities		
Current portion of long-term debt and redeemable preferred stock		197,696
Short-term debt	(40,000)	22,250
Accounts payable	(9,339)	38,501
Accrued taxes		22,787
Accrued interest		11,701
Dividends payable		
Regulatory balancing accounts--net		
Deferred unbilled revenue and other		86,593
Total current liabilities	(49,339)	379,528
Accumulated deferred income taxes - net	(5,414)	598,830
Accumulated deferred investment tax credits		34,236
Customer advances and other deferred credits	(133)	50,985
Total deferred credits	(5,547)	684,051
TOTAL CAPITALIZATION AND LIABILITIES	(\$1,045,888)	\$3,291,401

The Mission Group and Subsidiaries
Consolidating Income Statement
For The Year Ended December 31, 1993
(In thousands)

	Mission Energy Company Consolidated	Mission First Financial Consolidated	Mission Land Company Consolidated	Mission Power Engineering Company	The Mission Group
Electric revenue					
Diversified operations	\$272,774	\$10,949	\$140,633		
Total operating revenue	272,774	10,949	140,633	0	0
Fuel	41,740				
Purchased power					
Provisions for regulatory adjustment clauses - net					
Other operating expenses	192,419	5,365	121,471	6,831	237
Maintenance			2,455		
Depreciation and decommissioning	17,103	4,515	7,972		2
Income taxes	(12,631)	(24,678)	(634)	(2,802)	(93)
Property and other taxes			12,815	21	
Total operating expenses	238,631	(14,798)	144,079	4,050	146
Operating income	34,143	25,747	(3,446)	(4,050)	(146)
Provision for phase-in plan					
Allowance for equity funds used during construction					
Other nonoperating income - net	1,684	17,443	16,868	(10,936)	112
Total other income (deductions) - net	1,684	17,443	16,868	(10,936)	112
Income before interest and other expenses	35,827	43,190	13,422	(14,986)	(34)
Interest on long-term debt	94,439	13,937	20,574		
Other interest expense	8,220	47	8,109		
Allowance for borrowed funds used during construction					
Capitalized interest	(69,138)				
Dividend on subsidiary preferred stock					
Total interest and other expenses - net	33,521	13,984	28,683	0	
NET INCOME	\$2,306	\$29,206	(\$15,261)	(\$14,986)	(\$34)

The Mission Group and Subsidiaries
Consolidating Income Statement
For The Year Ended December 31, 1993
(In thousands)

	Consolidating Adjustments	The Mission Group Consolidated
Electric revenue		
Diversified operations	\$126	\$424,482
Total operating revenue	126	424,482
Fuel		41,740
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operating expenses	(2,940)	323,383
Maintenance		2,455
Depreciation and decommissioning		29,592

Income taxes	1,214	(39,624)
Property and other taxes	(10)	12,826
Total operating expenses	(1,736)	370,372
Operating income	1,862	54,110
Provision for phase-in plan		
Allowance for equity funds used during construction		
Other nonoperating income - net	(1,954)	23,217
Total other income (deductions) - net	(1,954)	23,217
Income before interest and other expenses	(92)	77,327
Interest on long-term debt		128,950
Other interest expense	(1,902)	14,474
Allowance for borrowed funds used during construction		
Capitalized interest		(69,138)
Dividend on subsidiary preferred stock		
Total interest and other expenses - net	(1,902)	74,286
NET INCOME	\$1,810	\$3,041

Mission Energy Company and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Aguila Energy Company	Anacapa Energy Company	Anacostia Energy Company	Arrowhead Energy Company	Balboa Energy Company	Bergen Point Energy Company
=====						
ASSETS	(Inactive)					
=====						
Utility plant, at original cost						
Less-accumulated provision for depreciation and decommissioning						

Construction work in progress						
Nuclear fuel, at amortized cost						

Total utility plant						

Nonutility property - net of accumulated provision for depreciation						
Nuclear decommissioning trusts						
Investments in partnerships and unconsolidated subsidiaries	\$19,845	\$4,733	\$0	\$198	\$0	\$1,092
Investments in leveraged leases						
Other investments						

Total other property and investments	19,845	4,733	0	198	0	1,092

Cash and equivalents	2,954	0		0		
Receivables, including unbilled revenue, net of allowance for uncollectible accounts	5			4		
Fuel inventory						
Materials and supplies, at average cost						
Accumulated deferred income taxes - net						
Prepayments and other current assets		6				

Total current assets	2,959	6	0	4	0	0

Unamortized debt issuance and reacquisition expense						
Rate phase-in plan						
Unamortized nuclear plant--net						

Income tax-related deferred charges
Other deferred charges

Total deferred charges

TOTAL ASSETS	\$22,804	\$4,739	\$0	\$202	\$0	\$1,092
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Mission Energy Company and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Blue Ridge Energy Company	BN Geothermal Inc.	Bretton Woods Energy Company	Camino Energy Company	Capistrano Cogeneration Company	Capitol Energy Company (Inactive)
ASSETS						
Utility plant, at original cost						
Less-accumulated provision for depreciation and decommissioning						
Construction work in progress						
Nuclear fuel, at amortized cost						
Total utility plant						
Nonutility property - net of accumulated provision for depreciation						
Nuclear decommissioning trusts						
Investments in partnerships and unconsolidated subsidiaries	\$0	\$41,672	\$0	\$142,373	\$27,109	\$0
Investments in leveraged leases						
Other investments						
Total other property and investments	0	41,672	0	142,373	27,109	0
Cash and equivalents		0	0	15,600	3	
Receivables, including unbilled revenue, net of allowance for uncollectible accounts		0		1,626	4	
Fuel inventory						
Materials and supplies, at average cost						
Accumulated deferred income taxes - net						
Prepayments and other current assets			0	43	16	
Total current assets	0	0	0	17,269	23	0
Unamortized debt issuance and reacquisition expense						
Rate phase-in plan						
Unamortized nuclear plant--net						
Income tax-related deferred charges						
Other deferred charges				3,354		
Total deferred charges				3,354		0
TOTAL ASSETS	\$0	\$41,672	\$0	\$162,996	\$27,132	\$0

Mission Energy Company and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

Centerport Energy	Chesapeake Bay Energy	Chester Energy	Clayville Energy	Colonial Energy	Conejo Energy
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	Company	Company	Company	Company	Company	Company
ASSETS					(Inactive)	
Utility plant, at original cost						
Less-accumulated provision for depreciation and decommissioning						
Construction work in progress						
Nuclear fuel, at amortized cost						
Total utility plant						
Nonutility property - net of accumulated provision for depreciation						
Nuclear decommissioning trusts						
Investments in partnerships and unconsolidated subsidiaries	\$0	\$2,433	\$0	\$0	\$0	\$35,471
Investments in leveraged leases						
Other investments						
Total other property and investments	0	2,433	0	0	0	35,471
Cash and equivalents		38	0			0
Receivables, including unbilled revenue, net of allowance for uncollectible accounts		22				
Fuel inventory						
Materials and supplies, at average cost						
Accumulated deferred income taxes - net			0			0
Prepayments and other current assets						
Total current assets	0	60	0	0	0	0
Unamortized debt issuance and reacquisition expense						
Rate phase-in plan						
Unamortized nuclear plant--net						
Income tax-related deferred charges						
Other deferred charges						
Total deferred charges	0					
TOTAL ASSETS	\$0	\$2,493	\$0	\$0	\$0	\$35,471

Mission Energy Company and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Coronado Energy Company	Crescent Valley Energy Company	Crystal River Energy Company	Del Mar Energy Company	Desert Sunrise Energy Company	Devereaux Energy Company
ASSETS					(Inactive)	
Utility plant, at original cost						
Less-accumulated provision for depreciation and decommissioning						
Construction work in progress						
Nuclear fuel, at amortized cost						
Total utility plant						
Nonutility property - net of accumulated provision for depreciation						
Nuclear decommissioning trusts						
Investments in partnerships and unconsolidated subsidiaries	\$0	\$11,777	\$1,728	\$4,737	\$0	\$8
Investments in leveraged leases						
Other investments						
Total other property and investments	0	11,777	1,728	4,737	0	8

Cash and equivalents	0	643	0	42	6	0
Receivables, including unbilled revenue, net of allowance for uncollectible accounts		0	1,461	(1)	0	
Fuel inventory						
Materials and supplies, at average cost						
Accumulated deferred income taxes - net						
Prepayments and other current assets		4		4		
Total current assets	0	647	1,461	45	6	0
Unamortized debt issuance and reacquisition expense						
Rate phase-in plan						
Unamortized nuclear plant--net						
Income tax-related deferred charges						
Other deferred charges		0				
Total deferred charges	0	0	0	0	0	0
TOTAL ASSETS	\$0	\$12,424	\$3,189	\$4,782	\$6	\$8

Mission Energy Company and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Eastern Sierra Energy Company	East Maine Energy Company	El Dorado Energy Company	EMP Inc.	Four Counties Gas Company	Hanover Energy Company
ASSETS		(Inactive)			(Inactive)	
Utility plant, at original cost						
Less-accumulated provision for depreciation and decommissioning						
Total utility plant						
Construction work in progress						
Nuclear fuel, at amortized cost						
Total utility plant						
Nonutility property - net of accumulated provision for depreciation						
Nuclear decommissioning trusts						
Investments in partnerships and unconsolidated subsidiaries	\$10,231	\$0	\$72,095	\$30,567	\$0	\$13,329
Investments in leveraged leases						
Other investments						
Total other property and investments	10,231	0	72,095	30,567	0	13,329
Cash and equivalents	0	0	0	43	0	7
Receivables, including unbilled revenue, net of allowance for uncollectible accounts	52		4,268	687		6
Fuel inventory						
Materials and supplies, at average cost						
Accumulated deferred income taxes - net				15		
Prepayments and other current assets						
Total current assets	52	0	4,268	745	0	13
Unamortized debt issuance and reacquisition expense						
Rate phase-in plan						
Unamortized nuclear plant--net						
Income tax-related deferred charges						
Other deferred charges						60
Total deferred charges	0	0	0	0	0	60
TOTAL ASSETS	\$10,283	\$0	\$76,363	\$31,312	\$0	\$13,402

Mission Energy Company and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Holtsville Energy Company	Indian Bay Energy Company	Jefferson Energy Company	Kings Canyon Energy Company	Kingspark Energy Company	Laguna Energy Company
=====						
ASSETS				(Inactive)		(Inactive)
=====						
Utility plant, at original cost						
Less-accumulated provision for depreciation and decommissioning						

Construction work in progress						
Nuclear fuel, at amortized cost						

Total utility plant						

Nonutility property - net of accumulated provision for depreciation						
Nuclear decommissioning trusts						
Investments in partnerships and unconsolidated subsidiaries	\$0	\$0	\$5,067	\$0	\$0	\$0
Investments in leveraged leases						
Other investments						

Total other property and investments	0	0	5,067	0	0	0

Cash and equivalents	1		0	0		0
Receivables, including unbilled revenue, net of allowance for uncollectible accounts	0		0		1	7
Fuel inventory						
Materials and supplies, at average cost						
Accumulated deferred income taxes - net						0
Prepayments and other current assets						

Total current assets	1	0	0	0	1	7

Unamortized debt issuance and reacquisition expense						
Rate phase-in plan						
Unamortized nuclear plant--net						
Income tax-related deferred charges						
Other deferred charges			1			

Total deferred charges	0	0	1			

TOTAL ASSETS	\$1	\$0	\$5,068	\$0	\$1	\$7
=====						

Mission Energy Company and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	La Jolla Energy Company	Lake Grove Energy Company	Lakeview Energy Company	Lehigh River Energy Company	Longview Cogeneration Company
=====					
ASSETS	(Inactive)	(Inactive)			
=====					
Utility plant, at original cost					
Less-accumulated provision for depreciation and decommissioning					

Construction work in progress					
Nuclear fuel, at amortized cost					

Total utility plant					

Nonutility property - net of accumulated provision for depreciation					
Nuclear decommissioning trusts					

Investments in partnerships and unconsolidated subsidiaries	\$0	\$0	\$0	\$657	\$0
Investments in leveraged leases					
Other investments					
Total other property and investments	0	0	0	657	0
Cash and equivalents	0			0	
Receivables, including unbilled revenue, net of allowance for uncollectible accounts				0	
Fuel inventory					
Materials and supplies, at average cost					
Accumulated deferred income taxes - net					
Prepayments and other current assets					
Total current assets	0	0	0	0	0
Unamortized debt issuance and reacquisition expense					
Rate phase-in plan					
Unamortized nuclear plant--net					
Income tax-related deferred charges					
Other deferred charges					
Total deferred charges					
TOTAL ASSETS	\$0	\$0	\$0	\$657	\$0

Mission Energy Company and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Madera Energy Company	Madison Energy Comapny	MEC International B.V. Consolidated	Mission Energy Asia	Mission Energy Canada Corporation
=====					
ASSETS					
=====					
Utility plant, at original cost					
Less-accumulated provision for depreciation and decommissioning					
Construction work in progress					
Nuclear fuel, at amortized cost					
Total utility plant					
Nonutility property - net of accumulated provision for depreciation			\$729,556		
Nuclear decommissioning trusts					
Investments in partnerships and unconsolidated subsidiaries	\$0	\$0	9,049	\$0	\$47,251
Investments in leveraged leases					
Other investments			0		
Total other property and investments	0	0	738,605	0	47,251
Cash and equivalents			20,951		17
Receivables, including unbilled revenue, net of allowance for uncollectible accounts			0		
Fuel inventory					
Materials and supplies, at average cost					
Accumulated deferred income taxes - net					
Prepayments and other current assets			16,366		
Total current assets	0	0	37,317	0	17
Unamortized debt issuance and reacquisition expense					
Rate phase-in plan					
Unamortized nuclear plant--net					
Income tax-related deferred charges					
Other deferred charges			70,929		
=====					

Total deferred charges	70,929				
TOTAL ASSETS	\$0	\$0	\$846,851	\$0	\$47,268

Mission Energy Company and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Mission Energy Fuel Company Consolidated	Mission Energy Indonesia	Mission Energy Mexico (Inactive)	Mission Energy New York, Inc.	Mission Energy Westside, Inc.
ASSETS					
Utility plant, at original cost					
Less-accumulated provision for depreciation and decommissioning					
Construction work in progress					
Nuclear fuel, at amortized cost					
Total utility plant					
Nonutility property - net of accumulated provision for depreciation			\$200		
Nuclear decommissioning trusts					
Investments in partnerships and unconsolidated subsidiaries	\$139,304	\$0	0	\$31,036	\$0
Investments in leveraged leases					
Other investments					
Total other property and investments	139,304	0	200	31,036	0
Cash and equivalents	191		100	0	
Receivables, including unbilled revenue, net of allowance for uncollectible accounts	760			868	
Fuel inventory					
Materials and supplies, at average cost					
Accumulated deferred income taxes - net					
Prepayments and other current assets	912		4		
Total current assets	1,863	0	104	868	0
Unamortized debt issuance and reacquisition expense					
Rate phase-in plan					
Unamortized nuclear plant--net					
Income tax-related deferred charges					
Other deferred charges	1,443		19	3,750	
Total deferred charges	1,443		19	3,750	0
TOTAL ASSETS	\$142,610	\$0	\$323	\$35,654	\$0

Mission Energy Company and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Mission Operation & Maintenance Incorporated	Mission Triple Cycle Systems Company	Niguel Energy Company	Northern Sierra Energy Company	Ortega Energy Company	Otter Point Energy Company
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ASSETS	(Inactive)					
Utility plant, at original cost						
Less-accumulated provision for depreciation and decommissioning						
Construction work in progress						
Nuclear fuel, at amortized cost						
Total utility plant						
Nonutility property - net of accumulated provision for depreciation	\$202					
Nuclear decommissioning trusts						
Investments in partnerships and unconsolidated subsidiaries		\$0	\$36,884	\$0	\$0	\$0
Investments in leveraged leases						
Other investments						
Total other property and investments	202	0	36,884	0	0	0
Cash and equivalents	308					
Receivables, including unbilled revenue, net of allowance for uncollectible accounts	13,156					
Fuel inventory						
Materials and supplies, at average cost						
Accumulated deferred income taxes - net						
Prepayments and other current assets	27	0				
Total current assets	13,491	0	0	0	0	0
Unamortized debt issuance and reacquisition expense						
Rate phase-in plan						
Unamortized nuclear plant--net						
Income tax-related deferred charges						
Other deferred charges	34	0				
Total deferred charges	34	0				
TOTAL ASSETS	\$13,727	\$0	\$36,884	\$0	\$0	\$0

Mission Energy Company and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Panther Timber Company	Patapsco Energy Company	Pleasant Valley Energy Company	Prince George Energy Company	Quartz Peak Energy Company	Rapidan Energy Company
ASSETS	(Inactive)					
Utility plant, at original cost						
Less-accumulated provision for depreciation and decommissioning						
Construction work in progress						
Nuclear fuel, at amortized cost						
Total utility plant						
Nonutility property - net of accumulated provision for depreciation						
Nuclear decommissioning trusts						
Investments in partnerships and unconsolidated subsidiaries	\$0	\$0	(\$17)	\$15,818	\$12,186	\$6,360
Investments in leveraged leases						
Other investments						
Total other property and investments	0	0	(17)	15,818	12,186	6,360
Cash and equivalents	4		3	0	0	68
Receivables, including unbilled revenue, net of allowance for uncollectible accounts	0		341	0		86
Fuel inventory						
Materials and supplies, at average cost						
Accumulated deferred income taxes - net						
Prepayments and other current assets					1	
Total current assets	4	0	344	0	1	154

Unamortized debt issuance and reacquisition expense						
Rate phase-in plan						
Unamortized nuclear plant--net						
Income tax-related deferred charges						
Other deferred charges			1,000			1
Total deferred charges			1,000			1
TOTAL ASSETS	\$4	\$0	\$1,327	\$15,818	\$12,187	\$6,515

Mission Energy Company and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Reeves Bay Energy Company	Ridgecrest Energy Company	Rio Escondido Energy Company	Riverport Energy Company	San Felipe Energy Company	San Gabriel Energy Company
ASSETS						(Inactive)
Utility plant, at original cost						
Less-accumulated provision for depreciation and decommissioning						
Construction work in progress						
Nuclear fuel, at amortized cost						
Total utility plant						
Nonutility property - net of accumulated provision for depreciation						
Nuclear decommissioning trusts						
Investments in partnerships and unconsolidated subsidiaries	\$0	\$0	\$93,150	\$0	\$28,012	\$0
Investments in leveraged leases						
Other investments						
Total other property and investments	0	0	93,150	0	28,012	0
Cash and equivalents			33			
Receivables, including unbilled revenue, net of allowance for uncollectible accounts			0			
Fuel inventory						
Materials and supplies, at average cost						
Accumulated deferred income taxes - net						
Prepayments and other current assets						
Total current assets	0	0	33	0	0	0
Unamortized debt issuance and reacquisition expense						
Rate phase-in plan						
Unamortized nuclear plant--net						
Income tax-related deferred charges						
Other deferred charges						
Total deferred charges						
TOTAL ASSETS	\$0	\$0	\$93,183	\$0	\$28,012	\$0

Mission Energy Company and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	San Jacinto Energy Company	San Joaquin Energy Company	San Juan Energy Company	San Pedro Energy Company	Santa Ana Energy Company
ASSETS					(Inactive)

Utility plant, at original cost					
Less-accumulated provision for depreciation and decommissioning					

Construction work in progress					
Nuclear fuel, at amortized cost					

Total utility plant					

Nonutility property - net of accumulated provision for depreciation					
Nuclear decommissioning trusts					
Investments in partnerships and unconsolidated subsidiaries	\$0	\$33,541	\$8,129	\$0	\$0
Investments in leveraged leases					
Other investments					

Total other property and investments	0	33,541	8,129	0	0

Cash and equivalents		17	1		
Receivables, including unbilled revenue, net of allowance for uncollectible accounts		5	21		
Fuel inventory					
Materials and supplies, at average cost					
Accumulated deferred income taxes - net		19	21		
Prepayments and other current assets					

Total current assets	0	41	43	0	0

Unamortized debt issuance and reacquisition expense					
Rate phase-in plan					
Unamortized nuclear plant--net					
Income tax-related deferred charges					
Other deferred charges					

Total deferred charges					

TOTAL ASSETS	\$0	\$33,582	\$8,172	\$0	\$0
=====					

Mission Energy Company and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Santa Clara Energy Company	Silverado Energy Company	Silver Springs Energy Company	Sonoma Geothermal Company	South Coast Energy Company	Southern Sierra Energy Company
=====						
ASSETS						

Utility plant, at original cost						
Less-accumulated provision for depreciation and decommissioning						

Construction work in progress						
Nuclear fuel, at amortized cost						

Total utility plant						

Nonutility property - net of accumulated provision for depreciation						
Nuclear decommissioning trusts						
Investments in partnerships and unconsolidated subsidiaries	\$0	\$4,393	\$0	\$4,955	\$7,039	\$44,512
Investments in leveraged leases						
Other investments						

Total other property and investments	0	4,393	0	4,955	7,039	44,512

Cash and equivalents		0		0	605	4
Receivables, including unbilled revenue, net of allowance for uncollectible accounts		0		296	9	73
Fuel inventory						
Materials and supplies, at average cost						
Accumulated deferred income taxes - net		6			4	29
Prepayments and other current assets						

Total current assets	0	6	0	296	618	106

Unamortized debt issuance and reacquisition
 expense
 Rate phase-in plan
 Unamortized nuclear plant--net
 Income tax-related deferred charges
 Other deferred charges

Total deferred charges

TOTAL ASSETS	\$0	\$4,399	\$0	\$5,251	\$7,657	\$44,618
--------------	-----	---------	-----	---------	---------	----------

Mission Energy Company and Subsidiaries
 Consolidating Balance Sheet
 December 31, 1993
 (In thousands)

	Viejo Energy Company	Vista Energy Company	Western Sierra Energy Company	Winters Run Energy Company	Mission Energy Company	Consolidating Adjustments
ASSETS						(Inactive)
Utility plant, at original cost						
Less-accumulated provision for depreciation and decommissioning						
Construction work in progress						
Nuclear fuel, at amortized cost						
Total utility plant						
Nonutility property - net of accumulated provision for depreciation					\$4,390	(\$6,432)
Nuclear decommissioning trusts						
Investments in partnerships and unconsolidated subsidiaries	\$4,466	\$10,081	\$44,107	\$0	(80,143)	(\$170)
Investments in leveraged leases					794,394	(794,394)
Other investments						
Total other property and investments	4,466	10,081	44,107	0	718,641	(800,996)
Cash and equivalents	0	0	3		9,603	
Receivables, including unbilled revenue, net of allowance for uncollectible accounts	1	2,002	18		1,798	3,376
Fuel inventory						
Materials and supplies, at average cost						
Accumulated deferred income taxes - net						
Prepayments and other current assets	6		33		431	
Total current assets	7	2,002	54	0	11,832	3,376
Unamortized debt issuance and reacquisition expense						
Rate phase-in plan						
Unamortized nuclear plant--net						
Income tax-related deferred charges						
Other deferred charges					7,053	
Total deferred charges					7,053	
TOTAL ASSETS	\$4,473	\$12,083	\$44,161	\$0	\$737,526	(\$797,620)

Mission Energy Company and Subsidiaries
 Consolidating Balance Sheet
 December 31, 1993
 (In thousands)

Mission
 Energy
 Company
 Consolidated

ASSETS

Utility plant, at original cost	
Less-accumulated provision for depreciation and decommissioning	

Construction work in progress	
Nuclear fuel, at amortized cost	

Total utility plant	

Nonutility property - net of accumulated provision for depreciation	\$727,916
Nuclear decommissioning trusts	
Investments in partnerships and unconsolidated subsidiaries	925,065
Investments in leveraged leases	
Other investments	

Total other property and investments	1,652,981

Cash and equivalents	51,245
Receivables, including unbilled revenue, net of allowance for uncollectible accounts	30,952
Fuel inventory	
Materials and supplies, at average cost	
Accumulated deferred income taxes - net	
Prepayments and other current assets	17,947

Total current assets	100,144

Unamortized debt issuance and reacquisition expense	
Rate phase-in plan	
Unamortized nuclear plant--net	
Income tax-related deferred charges	
Other deferred charges	87,644

Total deferred charges	87,644

TOTAL ASSETS	\$1,840,769
	=====

Mission Energy Company and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Aguila Energy Company	Anacapa Energy Company	Anacostia Energy Company	Arrowhead Energy Company	Balboa Energy Company	Bergen Point Energy Company
=====						
CAPITALIZATION AND LIABILITIES						
=====						
(Inactive)						
=====						
Common shareholders' equity:						
Common stock	\$0	\$3,295	\$0	\$200	\$0	\$968
Retained earnings	18,571	102	0	2	(6)	(537)
	-----	-----	-----	-----	-----	-----
	18,571	3,397	0	202	(6)	431
Preferred stock:						
Not subject to mandatory redemption						
Subject to mandatory redemption						
Long-term debt						
	-----	-----	-----	-----	-----	-----
Total capitalization	18,571	3,397	0	202	(6)	431
	-----	-----	-----	-----	-----	-----
Other long-term liabilities						
	-----	-----	-----	-----	-----	-----
Current portion of long-term debt and redeemable preferred stock						
Short-term debt						
Accounts payable	(4,087)	1,163		(89)	2	449

Accrued taxes			0			
Accrued interest			0			
Dividends payable						
Regulatory balancing accounts--net						
Deferred unbilled revenue and other						
Total current liabilities	(4,087)	1,163	0	(89)	2	449
Accumulated deferred income taxes - net	8,320	179		89	4	212
Accumulated deferred investment tax credits						
Customer advances and other deferred credits						
Total deferred credits	8,320	179	0	89	4	212
TOTAL CAPITALIZATION AND LIABILITIES	\$22,804	\$4,739	\$0	\$202	\$0	\$1,092

Mission Energy Company and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Blue Ridge Energy Company	BN Geothermal Inc.	Bretton Woods Energy Company	Camino Energy Company	Capistrano Cogeneration Company
=====					
CAPITALIZATION AND LIABILITIES					
=====					
Common shareholders' equity:					
Common stock	\$0	\$36,501	\$313	\$22,900	\$10,366
Retained earnings	(6)	(1,159)	70	28,171	2,358
	(6)	35,342	383	51,071	12,724
Preferred stock:					
Not subject to mandatory redemption					
Subject to mandatory redemption				55,400	
Long-term debt					
Total capitalization	(6)	35,342	383	106,471	12,724
Other long-term liabilities					
Current portion of long-term debt and redeemable preferred stock				11,200	
Short-term debt					
Accounts payable	2	4,610	(240)	(41)	(5,310)
Accrued taxes					
Accrued interest				2,274	
Dividends payable					
Regulatory balancing accounts--net					
Deferred unbilled revenue and other					
Total current liabilities	2	4,610	(240)	13,433	(5,310)
Accumulated deferred income taxes - net	4	1,517	(143)	33,176	17,042
Accumulated deferred investment tax credits		203		9,916	2,676
Customer advances and other deferred credits					
Total deferred credits	4	1,720	(143)	43,092	19,718
TOTAL CAPITALIZATION AND LIABILITIES	\$0	\$41,672	\$0	\$162,996	\$27,132
=====					

Mission Energy Company and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

Capitol Energy Company	Centerport Energy Company	Chesapeake Bay Energy Company	Chester Energy Company	Clayville Energy Company
------------------------------	---------------------------------	-------------------------------------	------------------------------	--------------------------------

CAPITALIZATION AND LIABILITIES					
(Inactive)					
Common shareholders' equity:					
Common stock	\$0	\$241	\$2,458	\$114	\$0
Retained earnings	0	52	9	(139)	(3)
	0	293	2,467	(25)	(3)
Preferred stock:					
Not subject to mandatory redemption					
Subject to mandatory redemption					
Long-term debt					
Total capitalization	0	293	2,467	(25)	(3)
Other long-term liabilities					
Current portion of long-term debt and redeemable preferred stock					
Short-term debt					
Accounts payable		(181)	26	25	3
Accrued taxes		0			
Accrued interest					
Dividends payable					
Regulatory balancing accounts--net					
Deferred unbilled revenue and other					
Total current liabilities	0	(181)	26	25	3
Accumulated deferred income taxes - net		(112)	0	0	
Accumulated deferred investment tax credits					
Customer advances and other deferred credits					
Total deferred credits	0	(112)	0	0	0
TOTAL CAPITALIZATION AND LIABILITIES	\$0	\$0	\$2,493	\$0	\$0

Mission Energy Company and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Colonial Energy Company	Conejo Energy Company	Coronado Energy Company	Crescent Valley Energy Company	Crystal River Energy Company	Del Mar Energy Company
CAPITALIZATION AND LIABILITIES						
(Inactive)						
Common shareholders' equity:						
Common stock	\$0	\$16,092	\$0	\$0	\$2,433	\$2,432
Retained earnings	(1)	3,300	(3)	1,668	65	870
	(1)	19,392	(3)	1,668	2,498	3,302
Preferred stock:						
Not subject to mandatory redemption						
Subject to mandatory redemption						
Long-term debt						
Total capitalization	(1)	19,392	(3)	1,668	2,498	3,302
Other long-term liabilities						
Current portion of long-term debt and redeemable preferred stock						
Short-term debt						
Accounts payable	1	(7,436)	3	1,529	938	(1,832)
Accrued taxes						
Accrued interest						
Dividends payable						
Regulatory balancing accounts--net						
Deferred unbilled revenue and other						
Total current liabilities	1	(7,436)	3	1,529	938	(1,832)
Accumulated deferred income taxes - net		19,349		5,427	(247)	3,312

Accumulated deferred investment tax credits		4,166		3,800		
Customer advances and other deferred credits						
Total deferred credits		0	23,515	0	9,227	(247) 3,312
TOTAL CAPITALIZATION AND LIABILITIES		\$0	\$35,471	\$0	\$12,424	\$3,189 \$4,782

Mission Energy Company and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Desert Sunrise Energy Company	Devereaux Energy Company	Eastern Sierra Energy Company	East Maine Energy Company	El Dorado Energy Company	EMP Inc.
CAPITALIZATION AND LIABILITIES	(Inactive)		(Inactive)			
Common shareholders' equity:						
Common stock	\$117	\$0	\$11,668	\$0	\$73,271	\$9,280
Retained earnings	(99)	2	(1,577)	(4)	216	(2,647)
	18	2	10,091	(4)	73,487	6,633
Preferred stock:						
Not subject to mandatory redemption						
Subject to mandatory redemption						
Long-term debt						
Total capitalization	18	2	10,091	(4)	73,487	6,633
Other long-term liabilities						
Current portion of long-term debt and redeemable preferred stock						
Short-term debt						
Accounts payable	(13)	6	454	4	4,800	(4,396)
Accrued taxes						
Accrued interest						
Dividends payable						
Regulatory balancing accounts--net						
Deferred unbilled revenue and other						
Total current liabilities	(13)	6	454	4	4,800	(4,396)
Accumulated deferred income taxes - net	1		(262)		(1,924)	21,457
Accumulated deferred investment tax credits				0		6,096
Customer advances and other deferred credits						1,522
Total deferred credits	1	0	(262)	0	(1,924)	29,075
TOTAL CAPITALIZATION AND LIABILITIES	\$6	\$8	\$10,283	\$0	\$76,363	\$31,312

Mission Energy Company and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Four Counties Gas Company	Hanover Energy Company	Holtsville Energy Company	Indian Bay Energy Company	Jefferson Energy Company
CAPITALIZATION AND LIABILITIES	(Inactive)				

Common shareholders' equity:

Common stock	\$0	\$13,452	\$1,272	\$207	\$5,691
Retained earnings	(3)	(462)	(879)	43	162
	(3)	12,990	393	250	5,853
Preferred stock:					
Not subject to mandatory redemption					
Subject to mandatory redemption					
Long-term debt					
Total capitalization	(3)	12,990	393	250	5,853
Other long-term liabilities					
Current portion of long-term debt and redeemable preferred stock					0
Short-term debt					0
Accounts payable	3	(1,215)	382	(153)	(1,145)
Accrued taxes					
Accrued interest					0
Dividends payable					
Regulatory balancing accounts--net					
Deferred unbilled revenue and other					
Total current liabilities	3	(1,215)	382	(153)	(1,145)
Accumulated deferred income taxes - net		1,627	(774)	(97)	360
Accumulated deferred investment tax credits					
Customer advances and other deferred credits					
Total deferred credits	0	1,627	(774)	(97)	360
TOTAL CAPITALIZATION AND LIABILITIES	\$0	\$13,402	\$1	\$0	\$5,068

Mission Energy Company and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Kings Canyon Energy Company	Kingspark Energy Company	Laguna Energy Company	La Jolla Energy Company	Lake Grove Energy Company
CAPITALIZATION AND LIABILITIES	(Inactive)		(Inactive)	(Inactive)	(Inactive)
Common shareholders' equity:					
Common stock	\$0	\$3,094	\$11,535	\$0	\$696
Retained earnings	(2)	271	629	(3)	(507)
	(2)	3,365	12,164	(3)	189
Preferred stock:					
Not subject to mandatory redemption					
Subject to mandatory redemption					
Long-term debt					
Total capitalization	(2)	3,365	12,164	(3)	189
Other long-term liabilities					
Current portion of long-term debt and redeemable preferred stock					
Short-term debt					
Accounts payable	2	(2,742)	(12,275)	3	(189)
Accrued taxes					
Accrued interest					
Dividends payable					
Regulatory balancing accounts--net					
Deferred unbilled revenue and other					
Total current liabilities	2	(2,742)	(12,275)	3	(189)
Accumulated deferred income taxes - net		(622)	118		0
Accumulated deferred investment tax credits					
Customer advances and other deferred credits					
Total deferred credits	0	(622)	118	0	0

TOTAL CAPITALIZATION AND LIABILITIES

	\$0	\$1	\$7	\$0	\$0
--	-----	-----	-----	-----	-----

Mission Energy Company and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Lakeview Energy Company	Lehigh River Energy Company	Longview Cogeneration Company	Madera Energy Company	Madison Energy Company
=====					
CAPITALIZATION AND LIABILITIES					
=====					
Common shareholders' equity:					
Common stock	\$0	\$8,093	\$0	\$0	\$0
Retained earnings	(3)	(5,479)	(2)	(6)	0
	(3)	2,614	(2)	(6)	0
Preferred stock:					
Not subject to mandatory redemption					
Subject to mandatory redemption					
Long-term debt					
Total capitalization	(3)	2,614	(2)	(6)	0
Other long-term liabilities					
Current portion of long-term debt and redeemable preferred stock					
Short-term debt					
Accounts payable	3	(2,919)	2	2	
Accrued taxes					
Accrued interest					
Dividends payable					
Regulatory balancing accounts--net					
Deferred unbilled revenue and other					
Total current liabilities	3	(2,919)	2	2	0
Accumulated deferred income taxes - net		950		4	
Accumulated deferred investment tax credits		12			
Customer advances and other deferred credits					
Total deferred credits	0	962	0	4	0
TOTAL CAPITALIZATION AND LIABILITIES	\$0	\$657	\$0	\$0	\$0

Mission Energy Company and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	MEC International B.V. Consolidated	Mission Energy Asia	Mission Energy Canada Corporation	Mission Energy Fuel Company Consolidated	Mission Energy Indonesia
=====					
CAPITALIZATION AND LIABILITIES					
=====					
Common shareholders' equity:					
Common stock	\$56,706	\$0	\$45,069	\$138,420	\$0
Retained earnings	572	(3)	1,039	(800)	(3)
	57,278	(3)	46,108	137,620	(3)
Preferred stock:					
Not subject to mandatory redemption					

Subject to mandatory redemption Long-term debt	726,746				
Total capitalization	784,024	(3)	46,108	137,620	(3)
Other long-term liabilities					
Current portion of long-term debt and redeemable preferred stock	0				
Short-term debt				0	
Accounts payable	58,288	3	(1,114)	10,125	3
Accrued taxes	1,436		898	0	
Accrued interest				0	
Dividends payable					
Regulatory balancing accounts--net					
Deferred unbilled revenue and other					
Total current liabilities	59,724	3	(216)	10,125	3
Accumulated deferred income taxes - net	1,903		1,376	(5,452)	
Accumulated deferred investment tax credits	0		0		
Customer advances and other deferred credits	1,200		0	317	
Total deferred credits	3,103	0	1,376	(5,135)	0
TOTAL CAPITALIZATION AND LIABILITIES	\$846,851	\$0	\$47,268	\$142,610	\$0

Mission Energy Company and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Mission Energy Mexico	Mission Energy New York, Inc.	Mission Energy Westside, Inc.	Mission Operation & Maintenance Incorporated
=====				
CAPITALIZATION AND LIABILITIES	(Inactive)			
=====				
Common shareholders' equity:				
Common stock	\$200	\$28,005	\$0	\$250
Retained earnings	(841)	(518)	0	5,493
	(641)	27,487	0	5,743
Preferred stock:				
Not subject to mandatory redemption				
Subject to mandatory redemption				
Long-term debt				
Total capitalization	(641)	27,487	0	5,743
Other long-term liabilities				
Current portion of long-term debt and redeemable preferred stock				
Short-term debt		7,250		
Accounts payable	957	(260)		7,946
Accrued taxes				
Accrued interest		1,240		
Dividends payable				
Regulatory balancing accounts--net				
Deferred unbilled revenue and other				
Total current liabilities	957	8,230	0	7,946
Accumulated deferred income taxes - net	7	(63)		38
Accumulated deferred investment tax credits				
Customer advances and other deferred credits				
Total deferred credits	7	(63)	0	38
TOTAL CAPITALIZATION AND LIABILITIES	\$323	\$35,654	\$0	\$13,727
=====				

Mission Energy Company and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Mission Triple Cycle Systems Company	Niguel Energy Company	Northern Sierra Energy Company	Ortega Energy Company	Otter Point Energy Company	Panther Timber Company
CAPITALIZATION AND LIABILITIES (Inactive)						
Common shareholders' equity:						
Common stock	\$334	\$13,730	\$0	\$0	\$0	\$966
Retained earnings	156	6,741	134	(4)	0	393
	490	20,471	134	(4)	0	1,359
Preferred stock:						
Not subject to mandatory redemption						
Subject to mandatory redemption						
Long-term debt						
Total capitalization	490	20,471	134	(4)	0	1,359
Other long-term liabilities						
Current portion of long-term debt and redeemable preferred stock						
Short-term debt						
Accounts payable	(389)	(9,558)	(134)	4		(935)
Accrued taxes						
Accrued interest						
Dividends payable						
Regulatory balancing accounts--net						
Deferred unbilled revenue and other						
Total current liabilities	(389)	(9,558)	(134)	4	0	(935)
Accumulated deferred income taxes - net	(101)	21,459	0	0	0	(420)
Accumulated deferred investment tax credits	0	4,512				
Customer advances and other deferred credits						
Total deferred credits	(101)	25,971	0	0	0	(420)
TOTAL CAPITALIZATION AND LIABILITIES	\$0	\$36,884	\$0	\$0	\$0	\$4

Mission Energy Company and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Patapsco Energy Company	Pleasant Valley Energy Company	Prince George Energy Company	Quartz Peak Energy Company	Rapidan Energy Company	Reeves Bay Energy Company
CAPITALIZATION AND LIABILITIES (Inactive)						
Common shareholders' equity:						
Common stock	\$0	\$119	\$14,094	\$9,278	\$6,152	\$788
Retained earnings	0	(169)	(73)	1,082	7	(669)
	0	(50)	14,021	10,360	6,159	119
Preferred stock:						
Not subject to mandatory redemption						
Subject to mandatory redemption						
Long-term debt		400				
Total capitalization	0	350	14,021	10,360	6,159	119
Other long-term liabilities						
Current portion of long-term debt and redeemable preferred stock						
Short-term debt					0	
Accounts payable		61	(440)	749	1,919	(119)
Accrued taxes						
Accrued interest		88			0	
Dividends payable						
Regulatory balancing accounts--net						
Deferred unbilled revenue and other						
Total current liabilities	0	149	(440)	749	1,919	(119)
Accumulated deferred income taxes - net	0	828	2,237	1,078	(1,563)	0

Accumulated deferred investment tax credits
Customer advances and other deferred credits

Total deferred credits	0	828	2,237	1,078	(1,563)	0
TOTAL CAPITALIZATION AND LIABILITIES	\$0	\$1,327	\$15,818	\$12,187	\$6,515	\$0

Mission Energy Company and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Rio				
	Ridgecrest Energy Company	Escondido Energy Company	Riverport Energy Company	San Felipe Energy Company	San Gabriel Energy Company
CAPITALIZATION AND LIABILITIES (Inactive)					
Common shareholders' equity:					
Common stock	\$0	\$123,675	\$333	\$18,282	\$0
Retained earnings	(6)	(16,852)	79	2,845	(3)
	(6)	106,823	412	21,127	(3)
Preferred stock:					
Not subject to mandatory redemption					
Subject to mandatory redemption					
Long-term debt					
Total capitalization	(6)	106,823	412	21,127	(3)
Other long-term liabilities					
Current portion of long-term debt and redeemable preferred stock					
Short-term debt					
Accounts payable	2	(19,141)	(258)	(15,904)	3
Accrued taxes		6,376			
Accrued interest					
Dividends payable					
Regulatory balancing accounts--net					
Deferred unbilled revenue and other					
Total current liabilities	2	(12,765)	(258)	(15,904)	3
Accumulated deferred income taxes - net	4	(875)	(154)	17,914	
Accumulated deferred investment tax credits				4,875	
Customer advances and other deferred credits					
Total deferred credits	4	(875)	(154)	22,789	0
TOTAL CAPITALIZATION AND LIABILITIES	\$0	\$93,183	\$0	\$28,012	\$0

Mission Energy Company and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	San Jacinto Energy Company	San Joaquin Energy Company	San Juan Energy Company	San Pedro Energy Company	Santa Ana Energy Company
CAPITALIZATION AND LIABILITIES (Inactive)					
Common shareholders' equity:					
Common stock	\$0	\$3,000	\$4,942	\$0	\$0
Retained earnings	(3)	7,811	(1,976)	(6)	(6)

Preferred stock:	(3)	10,811	2,966	(6)	(6)
Not subject to mandatory redemption					
Subject to mandatory redemption					
Long-term debt		0			
Total capitalization	(3)	10,811	2,966	(6)	(6)
Other long-term liabilities					
Current portion of long-term debt and redeemable preferred stock					
Short-term debt					
Accounts payable	3	3,113	4,858	2	2
Accrued taxes					
Accrued interest					
Dividends payable					
Regulatory balancing accounts--net					
Deferred unbilled revenue and other					
Total current liabilities	3	3,113	4,858	2	2
Accumulated deferred income taxes - net		16,115	348	4	4
Accumulated deferred investment tax credits		3,543			
Customer advances and other deferred credits					
Total deferred credits	0	19,658	348	4	4
TOTAL CAPITALIZATION AND LIABILITIES	\$0	\$33,582	\$8,172	\$0	\$0

Mission Energy Company and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Santa Clara Energy Company	Silverado Energy Company	Silver Springs Energy Company	Sonoma Geothermal Company	South Coast Energy Company
CAPITALIZATION AND LIABILITIES					
Common shareholders' equity:					
Common stock	\$0	\$2,911	\$0	\$3,657	\$2,070
Retained earnings	(4)	205	(2)	(213)	(1,205)
	(4)	3,116	(2)	3,444	865
Preferred stock:					
Not subject to mandatory redemption					
Subject to mandatory redemption					
Long-term debt					0
Total capitalization	(4)	3,116	(2)	3,444	865
Other long-term liabilities					
Current portion of long-term debt and redeemable preferred stock					
Short-term debt					
Accounts payable	4	1,343	2	729	2,064
Accrued taxes					
Accrued interest					
Dividends payable					
Regulatory balancing accounts--net					
Deferred unbilled revenue and other					
Total current liabilities	4	1,343	2	729	2,064
Accumulated deferred income taxes - net		(60)		38	3,882
Accumulated deferred investment tax credits				20	846
Customer advances and other deferred credits				1,020	
Total deferred credits	0	(60)	0	1,078	4,728
TOTAL CAPITALIZATION AND LIABILITIES	\$0	\$4,399	\$0	\$5,251	\$7,657

Mission Energy Company and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Southern Sierra Energy Company	Viejo Energy Company	Vista Energy Company	Western Sierra Energy Company	Winters Run Energy Company
=====					
CAPITALIZATION AND LIABILITIES	(Inactive)				
=====					
Common shareholders' equity:					
Common stock	\$5,456	\$3,255	\$9,512	\$13,090	\$0
Retained earnings	8,342	(11)	451	(3,343)	0
	-----	-----	-----	-----	-----
	13,798	3,244	9,963	9,747	0
Preferred stock:					
Not subject to mandatory redemption					
Subject to mandatory redemption					
Long-term debt	1,425			0	
	-----	-----	-----	-----	-----
Total capitalization	15,223	3,244	9,963	9,747	0

Other long-term liabilities					

Current portion of long-term debt and redeemable preferred stock					
Short-term debt					
Accounts payable	9,691	1,057	2,307	11,353	
Accrued taxes					
Accrued interest					
Dividends payable					
Regulatory balancing accounts--net					
Deferred unbilled revenue and other					
	-----	-----	-----	-----	-----
Total current liabilities	9,691	1,057	2,307	11,353	0

Accumulated deferred income taxes - net	14,615	172	(187)	17,926	
Accumulated deferred investment tax credits	5,089			5,135	
Customer advances and other deferred credits					
	-----	-----	-----	-----	-----
Total deferred credits	19,704	172	(187)	23,061	0

TOTAL CAPITALIZATION AND LIABILITIES	\$44,618	\$4,473	\$12,083	\$44,161	\$0
=====					

Mission Energy Company and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Mission Energy Company	Mission Energy Consolidating Adjustments	Mission Energy Company Consolidated
=====			
CAPITALIZATION AND LIABILITIES			
=====			
Common shareholders' equity:			
Common stock	\$355,434	(\$746,498)	\$349,919
Retained earnings	199,490	(47,999)	203,165
	-----	-----	-----
	554,924	(794,497)	553,084
Preferred stock:			
Not subject to mandatory redemption			0
			0

Subject to mandatory redemption			0
Long-term debt	198,298	(6,432)	975,837
Total capitalization	753,222	(800,929)	1,528,921
Other long-term liabilities			0
Current portion of long-term debt and redeemable preferred stock	0	12,702	23,902
Short-term debt	0		7,250
Accounts payable	10,635	(9,326)	39,794
Accrued taxes	9,545	0	18,255
Accrued interest	2,060		5,662
Dividends payable			0
Regulatory balancing accounts--net			0
Deferred unbilled revenue and other	283		283
Total current liabilities	22,523	3,376	95,146
Accumulated deferred income taxes - net	(35,705)	14,071	178,406
Accumulated deferred investment tax credits	(2,514)	(14,139)	34,236
Customer advances and other deferred credits		1	4,060
Total deferred credits	(38,219)	(67)	216,702
TOTAL CAPITALIZATION AND LIABILITIES	\$737,526	(\$797,620)	\$1,840,769

Mission Energy Company and Subsidiaries
Consolidating Income Statement
For The Year Ended December 31, 1993
(in thousands)

	Aguila Energy Company	Anacapa Energy Company	Anacostia Energy Company	Arrowhead Energy Company	Balboa Energy Company	Bergen Point Energy Company	Blue Ridge Energy Company
(inactive)							
Electric revenue							
Diversified operations	\$0	\$875	\$0	\$0	\$0	\$80	\$0
Total operating revenue	0	875	0	0	0	80	0
Fuel							
Purchased power							
Provisions for regulatory adjustment clauses - net							
Other operating expenses		633			0	625	
Maintenance							
Depreciation and decommissioning	100	86			0	14	
Income taxes	(138)	54	1	(3)	3	(244)	3
Property and other taxes							
Total operating expenses	(38)	773	1	(3)	3	395	3
Operating income	38	102	(1)	3	(3)	(315)	(3)
Provision for phase-in plan							
Allowance for equity funds used during construction							
Other nonoperating income - net	56	0		1			
Total other income (deductions) - net	56	0	0	1	0	0	0
Income before interest and other expenses	94	102	(1)	4	(3)	(315)	(3)
Interest on long-term debt							
Other interest expense							
Allowance for borrowed funds used during construction							
Capitalized interest							
Dividend on subsidiary preferred stock							
Total interest and other expenses - net	0	0	0	0	0	0	0

NET INCOME	\$94	\$102	(\$1)	\$4	(\$3)	(\$315)	(\$3)
------------	------	-------	-------	-----	-------	---------	-------

Mission Energy Company and Subsidiaries
Consolidating Income Statement
For The Year Ended December 31, 1993
(in thousands)

	BN Geothermal Inc.	Bretton Woods Energy Company	Camino Energy Company	Capistrano Cogeneration Company	Capitol Energy Company	Centerport Energy Company
						(inactive)
Electric revenue						
Diversified operations	\$6,326	\$0	\$31,386	\$2,851	\$0	\$0
Total operating revenue	6,326	0	31,386	2,851	0	0
Fuel						
Purchased power						
Provisions for regulatory adjustment clauses - net						
Other operating expenses	845		702	645		
Maintenance						
Depreciation and decommissioning	23		688	8		
Income taxes	786	(80)	9,934	1,123	0	(61)
Property and other taxes						
Total operating expenses	1,654	(80)	11,324	1,776	0	(61)
Operating income	4,672	80	20,062	1,075	0	61
Provision for phase-in plan						
Allowance for equity funds used during construction						
Other nonoperating income - net	13	0	943	1		
Total other income (deductions) - net	13	0	943	1	0	0
Income before interest and other expenses	4,685	80	21,005	1,076	0	61
Interest on long-term debt			7,383			
Other interest expense						
Allowance for borrowed funds used during construction						
Capitalized interest						
Dividend on subsidiary preferred stock						
Total interest and other expenses - net	0	0	7,383	0	0	0
NET INCOME	\$4,685	\$80	\$13,622	\$1,076	\$0	\$61

Mission Energy Company and Subsidiaries
Consolidating Income Statement
For The Year Ended December 31, 1993
(in thousands)

	Chesapeake Bay Energy Company	Chester Energy Company	Clayville Energy Company	Colonial Energy Company	Conejo Energy Company	Coronado Energy Company	Crescent Valley Energy Company
							(Inactive)
Electric revenue							
Diversified operations	\$0	\$0	\$0	\$0	\$3,923	\$0	\$2,783
Total operating revenue	0	0	0	0	3,923	0	2,783

Fuel							
Purchased power							
Provisions for regulatory adjustment clauses - net							
Other operating expenses	0				625		625
Maintenance							
Depreciation and decommissioning					17		
Income taxes	0	2	1		1,815		328
Property and other taxes							
Total operating expenses	0	2	1	0	2,457	0	953
Operating income	0	(2)	(1)	0	1,466	0	1,830
Provision for phase-in plan							
Allowance for equity funds used during construction							
Other nonoperating income - net	16				0		13
Total other income (deductions) - net	16	0	0	0	0	0	13
Income before interest and other expenses	16	(2)	(1)	0	1,466	0	1,843
Interest on long-term debt							
Other interest expense	5						
Allowance for borrowed funds used during construction							
Capitalized interest							
Dividend on subsidiary preferred stock							
Total interest and other expenses - net	5	0	0	0	0	0	0
NET INCOME	\$11	(\$2)	(\$1)	\$0	\$1,466	\$0	\$1,843

Mission Energy Company and Subsidiaries
Consolidating Income Statement
For The Year Ended December 31, 1993
(in thousands)

	Crystal River Energy Company	Del Mar Energy Company	Desert Sunrise Energy Company	Devereaux Energy Company	Eastern Sierra Energy Company	East Maine Energy Company	El Dorado Energy Company
			(Inactive)			(Inactive)	
Electric revenue							
Diversified operations	\$0	\$743	\$0	\$8	\$1,322	\$0	\$8
Total operating revenue	0	743	0	8	1,322	0	8
Fuel							
Purchased power							
Provisions for regulatory adjustment clauses - net							
Other operating expenses		634			628		6
Maintenance							
Depreciation and decommissioning		14			253		
Income taxes	1	28	1	4	132	1	(177)
Property and other taxes							
Total operating expenses	1	676	1	4	1,013	1	(171)
Operating income	(1)	67	(1)	4	309	(1)	179
Provision for phase-in plan							
Allowance for equity funds used during construction							
Other nonoperating income - net	31	11			7		25
Total other income (deductions) - net	31	11	0	0	7	0	25
Income before interest and other expenses	30	78	(1)	4	316	(1)	204
Interest on long-term debt							
Other interest expense							
Allowance for borrowed funds used during							

construction
 Capitalized interest
 Dividend on subsidiary preferred stock

Total interest and other expenses - net

NET INCOME

	0	0	0	0	0	0	0
	\$30	\$78	(\$1)	\$4	\$316	(\$1)	\$204

Mission Energy Company and Subsidiaries
 Consolidating Income Statement
 For The Year Ended December 31, 1993
 (in thousands)

	EMP Inc.	Four Counties Gas Company	Hanover Energy Company Consol- idated	Holtville Energy Company	Indian Bay Energy Company	Jefferson Energy Company	Kings Canyon Energy Company
	(Inactive)						(Inactive)
Electric revenue							
Diversified operations	\$2,961	\$0	\$1,248	\$0	\$0	\$307	\$0
Total operating revenue	2,961	0	1,248	0	0	307	0
Fuel							
Purchased power							
Provisions for regulatory adjustment clauses - net							
Other operating expenses	625		628				
Maintenance							
Depreciation and decommissioning	39		200				
Income taxes	1,543	0	379	(18)	(52)	99	0
Property and other taxes							
Total operating expenses	2,207	0	1,207	(18)	(52)	99	0
Operating income	754	0	41	18	52	208	0
Provision for phase-in plan							
Allowance for equity funds used during construction							
Other nonoperating income - net	0		186			1	
Total other income (deductions) - net	0	0	186	0	0	1	0
Income before interest and other expenses	754	0	227	18	52	209	0
Interest on long-term debt						62	
Other interest expense							
Allowance for borrowed funds used during construction							
Capitalized interest							
Dividend on subsidiary preferred stock							
Total interest and other expenses - net	0	0	0	0	0	62	0
NET INCOME	\$754	\$0	\$227	\$18	\$52	\$147	\$0

Mission Energy Company and Subsidiaries
 Consolidating Income Statement
 For The Year Ended December 31, 1993
 (in thousands)

	Kingspark Energy Company	Laguna Energy Company	La Jolla Energy Company	Lake Grove Energy Company	Lakeview Energy Company	Lehigh River Energy Company
	(Inactive)	(Inactive)	(Inactive)	(Inactive)	(Inactive)	(Inactive)
Electric revenue						
Diversified operations	\$0	\$0	\$0	\$0	\$0	(\$713)
Total operating revenue	0	0	0	0	0	(713)
Fuel						

Purchased power						
Provisions for regulatory adjustment clauses - net						625
Other operating expenses	177					
Maintenance						229
Depreciation and decommissioning						
Income taxes	(156)	(297)	0	65	0	(511)
Property and other taxes						
Total operating expenses	(156)	(120)	0	65	0	343
Operating income	156	120	0	(65)	0	(1,056)
Provision for phase-in plan						
Allowance for equity funds used during construction						
Other nonoperating income - net		(683)				
Total other income (deductions) - net	0	(683)	0	0	0	0
Income before interest and other expenses	156	(563)	0	(65)	0	(1,056)
Interest on long-term debt		30				
Other interest expense						
Allowance for borrowed funds used during construction						
Capitalized interest						
Dividend on subsidiary preferred stock						
Total interest and other expenses - net	0	30	0	0	0	0
NET INCOME	\$156	(\$593)	\$0	(\$65)	\$0	(\$1,056)

Mission Energy Company and Subsidiaries
Consolidating Income Statement
For The Year Ended December 31, 1993
(in thousands)

	Longview Cogeneration Company	Madera Energy Company	Madison Energy Company	MEC International B.V. Consolidated	Mission Energy Asia	Mission Energy Canada Corporation
(Inactive)						
Electric revenue						
Diversified operations	\$0	\$0	\$0	\$102,603	\$0	\$4,307
Total operating revenue	0	0	0	102,603	0	4,307
Fuel				41,740		
Purchased power						
Provisions for regulatory adjustment clauses - net						
Other operating expenses		0		23,780		5
Maintenance				0		
Depreciation and decommissioning				12,517		0
Income taxes	1	3		197	0	2,313
Property and other taxes						
Total operating expenses	1	3	0	78,234	0	2,318
Operating income	(1)	(3)	0	24,369	0	1,989
Provision for phase-in plan						
Allowance for equity funds used during construction						
Other nonoperating income - net		0		2,182		110
Total other income (deductions) - net	0	0	0	2,182	0	110
Income before interest and other expenses	(1)	(3)	0	26,551	0	2,099
Interest on long-term debt				68,291	0	0
Other interest expense						
Allowance for borrowed funds used during construction						

Capitalized interest				(42,856)		
Dividend on subsidiary preferred stock						
Total interest and other expenses - net	0	0	0	25,435	0	0
NET INCOME	(\$1)	(\$3)	\$0	\$1,116	\$0	\$2,099

Mission Energy Company and Subsidiaries
Consolidating Income Statement
For The Year Ended December 31, 1993
(in thousands)

	Mission Energy Fuel Company Consolidated	Mission Energy Indonesia	Mission Energy Mexico	Mission Energy New York, Inc.	Mission Energy Westside, Inc.
	(Inactive)				
Electric revenue					
Diversified operations	\$13,432	\$0	\$0	\$5	\$0
Total operating revenue	13,432	0	0	5	0
Fuel					
Purchased power					
Provisions for regulatory adjustment clauses - net					
Other operating expenses	2,291		502	1	
Maintenance					
Depreciation and decommissioning	680		108		
Income taxes	277	2	0	(458)	
Property and other taxes					
Total operating expenses	3,248	2	610	(457)	0
Operating income	10,184	(2)	(610)	462	0
Provision for phase-in plan					
Allowance for equity funds used during construction					
Other nonoperating income - net	544		(4)	176	
Total other income (deductions) - net	544	0	(4)	176	0
Income before interest and other expenses	10,728	(2)	(614)	638	0
Interest on long-term debt	847			1,137	
Other interest expense					
Allowance for borrowed funds used during construction					
Capitalized interest					
Dividend on subsidiary preferred stock					
Total interest and other expenses - net	847	0	0	1,137	0
NET INCOME	\$9,881	(\$2)	(\$614)	(\$499)	\$0

Mission Energy Company and Subsidiaries
Consolidating Income Statement
For The Year Ended December 31, 1993
(in thousands)

	Mission Operation & Maintenance Inc.	Mission Triple Cycle Systems Company	Niguel Energy Company	Northern Sierra Energy Company	Ortega Energy Company	Otter Point Energy Company	Panther Timber Company
	(Inactive)						

Electric revenue							
Diversified operations	\$24,074	\$0	\$3,720	\$0	\$0	\$0	\$0
Total operating revenue	24,074	0	3,720	0	0	0	0
Fuel							
Purchased power							
Provisions for regulatory adjustment clauses - net							
Other operating expenses	22,675	0	625			0	
Maintenance							
Depreciation and decommissioning	36		10				
Income taxes	684	(159)	1,341	2	0	0	(396)
Property and other taxes							
Total operating expenses	23,395	(159)	1,976	2	0	0	(396)
Operating income	679	159	1,744	(2)	0	0	396
Provision for phase-in plan							
Allowance for equity funds used during construction							
Other nonoperating income - net	120						2
Total other income (deductions) - net	120	0	0	0	0	0	2
Income before interest and other expenses	799	159	1,744	(2)	0	0	398
Interest on long-term debt		0					
Other interest expense							
Allowance for borrowed funds used during construction							
Capitalized interest							
Dividend on subsidiary preferred stock							
Total interest and other expenses - net	0	0	0	0	0	0	0
NET INCOME	\$799	\$159	\$1,744	(\$2)	\$0	\$0	\$398

Mission Energy Company and Subsidiaries
Consolidating Income Statement
For The Year Ended December 31, 1993
(in thousands)

	Patapsco Energy Company	Pleasant Valley Energy Company	Prince George Energy Company	Quartz Peak Energy Company	Rapidan Energy Company	Reeves Energy Company	Bay Ridgecrest Energy Company
(Inactive)							
Electric revenue							
Diversified operations	\$0	(\$3,451)	\$3,245	\$2,522	\$375	\$0	\$0
Total operating revenue	0	(3,451)	3,245	2,522	375	0	0
Fuel							
Purchased power							
Provisions for regulatory adjustment clauses - net							
Other operating expenses		650	625	690	5	0	
Maintenance							
Depreciation and decommissioning		9	614	61		0	
Income taxes	0	(1,673)	722	(105)	109	119	3
Property and other taxes							
Total operating expenses	0	(1,014)	1,961	646	114	119	3
Operating income	0	(2,437)	1,284	1,876	261	(119)	(3)
Provision for phase-in plan							
Allowance for equity funds used during construction							
Other nonoperating income - net		55	3	15	(186)		
Total other income (deductions) - net	0	55	3	15	(186)	0	0
Income before interest and other expenses	0	(2,382)	1,287	1,891	75	(119)	(3)
Interest on long-term debt		42			62		
Other interest expense							
Allowance for borrowed funds used during construction							
Capitalized interest							

Dividend on subsidiary preferred stock

Total interest and other expenses - net	0	42	0	0	62	0	0
NET INCOME	\$0	(\$2,424)	\$1,287	\$1,891	\$13	(\$119)	(\$3)

Mission Energy Company and Subsidiaries
 Consolidating Income Statement
 For The Year Ended December 31, 1993
 (in thousands)

	Rio Escondido Energy Company	Riverport Energy Company	San Felipe Energy Company	San Gabriel Energy Company	San Jacinto Energy Company	San Joaquin Energy Company
				(Inactive)	(Inactive)	
Electric revenue						
Diversified operations	\$2,616	\$0	\$3,306	\$0	\$0	\$15,323
Total operating revenue	2,616	0	3,306	0	0	15,323
Fuel						
Purchased power						
Provisions for regulatory adjustment clauses - net						
Other operating expenses	27,977		541			661
Maintenance						
Depreciation and decommissioning			20			27
Income taxes	(8,624)	(90)	1,496		0	6,752
Property and other taxes						
Total operating expenses	19,353	(90)	2,057	0	0	7,440
Operating income	(16,737)	90	1,249	0	0	7,883
Provision for phase-in plan						
Allowance for equity funds used during construction						
Other nonoperating income - net	95					(23)
Total other income (deductions) - net	95	0	0	0	0	(23)
Income before interest and other expenses	(16,642)	90	1,249	0	0	7,860
Interest on long-term debt						
Other interest expense	12					
Allowance for borrowed funds used during construction						
Capitalized interest						
Dividend on subsidiary preferred stock						
Total interest and other expenses - net	12	0	0	0	0	0
NET INCOME	(\$16,654)	\$90	\$1,249	\$0	\$0	\$7,860

Mission Energy Company and Subsidiaries
 Consolidating Income Statement
 For The Year Ended December 31, 1993
 (in thousands)

	San Juan Energy Company	San Pedro Energy Company	Santa Ana Energy Company	Santa Clara Energy Company	Silverado Energy Company	Silver Springs Energy Company	Sonoma Geothermal Company
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Electric revenue

Diversified operations	\$10,350	\$0	\$0	\$0	\$771	\$0	\$30
Total operating revenue	10,350	0	0	0	771	0	30
Fuel							
Purchased power							
Provisions for regulatory adjustment clauses - net							
Other operating expenses	669			0	633	0	625
Maintenance							
Depreciation and decommissioning	139				67		0
Income taxes	4,016	3	3	1	12	0	(628)
Property and other taxes							
Total operating expenses	4,824	3	3	1	712	0	(3)
Operating income	5,526	(3)	(3)	(1)	59	0	33
Provision for phase-in plan							
Allowance for equity funds used during construction							
Other nonoperating income - net	86				(1)		169
Total other income (deductions) - net	86	0	0	0	(1)	0	169
Income before interest and other expenses	5,612	(3)	(3)	(1)	58	0	202
Interest on long-term debt		0					
Other interest expense							
Allowance for borrowed funds used during construction							
Capitalized interest							0
Dividend on subsidiary preferred stock							
Total interest and other expenses - net	0	0	0	0	0	0	0
NET INCOME	\$5,612	(\$3)	(\$3)	(\$1)	\$58	\$0	\$202

Mission Energy Company and Subsidiaries
Consolidating Income Statement
For The Year Ended December 31, 1993
(in thousands)

	South Coast Energy Company	Southern Sierra Energy Company	Viejo Energy Company	Vista Energy Company	Western Sierra Energy Company	Winters Run Energy Company	Mission Energy Company
							(Inactive)
Electric revenue							
Diversified operations	\$3,997	\$22,399	\$559	\$36	\$24,060	\$0	(\$15,703)
Total operating revenue	3,997	22,399	559	36	24,060	0	(15,703)
Fuel							
Purchased power							
Provisions for regulatory adjustment clauses - net							
Other operating expenses	1,231	662	633	0	713		93,709
Maintenance							
Depreciation and decommissioning	4	58	83	0	37		962
Income taxes	1,278	6,161	(69)	27	9,799	0	(50,878)
Property and other taxes							
Total operating expenses	2,513	6,881	647	27	10,549	0	43,793
Operating income	1,484	15,518	(88)	9	13,511	0	(59,496)
Provision for phase-in plan							
Allowance for equity funds used during construction							
Other nonoperating income - net	6	38	0	158	87		(1,771)
Total other income (deductions) - net	6	38	0	158	87	0	(1,771)
Income before interest and other expenses	1,490	15,556	(88)	167	13,598	0	(61,267)
Interest on long-term debt		3					19,500
Other interest expense							8,203
Allowance for borrowed funds used during construction							
Capitalized interest							(26,282)
Dividend on subsidiary preferred stock							

Total interest and other expenses - net	3	0	0	0	0	0	1,421
NET INCOME	\$1,487	\$15,556	(\$88)	\$167	\$13,598	\$0	(\$62,688)

Mission Energy Company and Subsidiaries
Consolidating Income Statement
For The Year Ended December 31, 1993
(in thousands)

	Consolidating Adjustments	Mission Energy Company Consolidated
Electric revenue		0
Diversified operations	\$90	272,774
Total operating revenue	90	272,774
Fuel		41,740
Purchased power		0
Provisions for regulatory adjustment clauses - net		0
Other operating expenses	4,493	192,419
Maintenance		0
Depreciation and decommissioning		17,103
Income taxes	562	(12,631)
Property and other taxes		0
Total operating expenses	5,055	238,631
Operating income	(4,965)	34,143
Provision for phase-in plan		0
Allowance for equity funds used during construction		0
Other nonoperating income - net	(798)	1,684
Total other income (deductions) - net	(798)	1,684
Income before interest and other expenses	(5,763)	35,827
Interest on long-term debt	(2,918)	94,439
Other interest expense		8,220
Allowance for borrowed funds used during construction		0
Capitalized interest		(69,138)
Dividend on subsidiary preferred stock		0
Total interest and other expenses - net	(2,918)	33,521
NET INCOME	(\$2,845)	\$2,306

Mission Energy Co. and Subsidiaries
Equity Investments
December 31, 1993

	Aguila Energy Company	Anacapa Energy Company	Arrowhead Energy Company	Balboa Energy Company	Bergen Point Energy Company
Name of Entity:	American Bituminous Power Partners, L.P.	Salinas Rive Cogeneration Company	Crown Energy, L.P.	Smithtown Cogeneration, L.P.	TEVCO/ Mission Bayonne Partnership
Ownership Interest:	49.5%	50%	57%	50%	50%
Nature/Purpose of Business:	(a)	(b)	(c)	(d)	(e)
Ownership Interest in (000):					
Assets	\$96,468	\$23,094	\$0	\$2,178	\$841
Revenue	\$8,217	\$8,545	\$0	\$0	\$79
Net Income (Loss)	(\$2,824)	\$947	\$0	\$0	\$72

- (a) To own an 80 MW cogeneration facility located in Grant Town, West Virginia.
- (b) To own and operate the 38 MW cogeneration facility located in Monterey County, California.
- (c) To own and operate a 180 MW cogeneration facility to be located in New Jersey.
- (d) To own and operate power production facilities.
- (e) To own a limited partnership interest in the Cogen Technologies NJ Venture.

Mission Energy Co. and Subsidiaries
Equity Investments
December 31, 1993

	Blue Ridge Energy Company	BN Geothermal, Inc.	Bretton Woods Energy Company	Camino Energy Company	Capistrano Cogeneration Company
Name of Entity:	Bretton Woods Cogeneration, L.P.	Vulcan/BN Geothermal Power Company	Bretton Woods Cogeneration, L.P.	Watson Cogeneration Company	James River Cogeneration Company
Ownership Interest:	50%	50%	50%	49%	50%
Nature/Purpose of Business:	(f)	(g)	(h)	(i)	(j)
Ownership Interest in (000):					
Assets	\$322	\$36,489	\$321	\$142,621	\$47,555
Revenue	\$0	\$17,080	\$0	\$100,752	\$25,872
Net Income (Loss)	\$0	\$6,876	\$0	\$30,770	\$3,384

- (f) To own and operate power production facilities.
- (g) To own and operate the 34 MW geothermal facility located near Niland in Imperial County, California.
- (h) To own and operate power production facilities.
- (i) To own and operate the 385 MW cogeneration facility at ARCO's Los Angeles Refinery in Carson, California.
- (j) To own and operate the 110 MW cogeneration facility located in Hopewell, Chester County, Virginia.

Mission Energy Co. and Subsidiaries
Equity Investments
December 31, 1993

	Centerport Energy Company	Chesapeake Bay Energy Company	Clayville Energy Company	Conejo Energy Company	Coronado Energy Company	Crescent Valley Energy Company
Name of Entity:	Riverhead Cogeneratio I, L.P.	Delaware Clean Energy Project	Oconee Energy, L.P.	Andy Hoch (Del Ranch), L.P.	Oconee Energy, L.P.	Beowawe Geothermal Power Company
Ownership Interest:	50%	50%	50%	50%	50%	50%
Nature/Purpose of Business:	(k)	(l)	(m)	(n)	(o)	(p)
Ownership Interest in (000):						
Assets	\$215	\$0	\$0	\$48,546	\$0	\$13,383
Revenue	\$0	\$0	\$0	\$20,530	\$0	\$6,144
Net Income (Loss)	\$0	\$0	\$0	\$3,769	\$0	\$2,781

- (k) To own and operate power production facilities.
- (i) To own a 232 MW power production facility located in Delaware.
- (m) To own and operate power production facilities.
- (n) To own and operate the 38 MW geothermal facility located near Niland in Imperial County, California.
- (o) To own and operate power production facilities.
- (p) To own and operate the 15 MW geothermal facility at the Beowawe Known Geothermal Resource Area of Eureka and Lander County, Nevada.

Mission Energy Co. and Subsidiaries
Equity Investments
December 31, 1993

	Crystal River Energy Company	Del Mar Energy Company	Devereaux Energy Company	Eastern Sierra Energy Company	El Dorado Energy Company
Name of Entity:	Glenwood Springs Salt Company, L.P.	Mid-Set Cogeneration Company	Auburndale Power Partners, L.P.	Saguaro Power Company, L.P.	Auburndale Power Partners, L.P.
Ownership Interest:	90%	50%	50%	50%	50%
Nature/Purpose of Business:	(q)	(r)	(s)	(t)	(u)
Ownership Interest in (000):					
Assets	\$4,227	\$13,918	\$43,357	\$58,374	\$43,357
Revenue	\$12	\$8,216	\$10	\$15,555	\$10
Net Income (Loss)	(\$68)	\$828	\$10	\$1,168	\$10

(q) To own and operate a 25 MW cogeneration facility located in Glenwood Springs, Colorado.

(r) To own and operate the 38 MW cogeneration facility located in Kern County, California.

(s) To own and operate a 150 MW power production facility located in Florida.

(t) To own and operate the 90 MW cogeneration facility located in Henderson, Nevada.

(u) To own and operate a 150 MW power production facility located in Florida.

Mission Energy Co. and Subsidiaries
Equity Investments
December 31, 1993

	EMP, Inc.	(1) GEO East Mesa Limited Partnership	Chickahominy River Energy Company	Holtsville Energy Company	Indian Bay Energy Company
Name of Entity:	GEO East Mesa Limited Partnership (1)	GEO East Mesa Electric Company	Commonwealth Atlantic Limited Partnership	Brookhaven Cogeneration, L.P.	Riverhead Cogeneration III, L.P.
Ownership Interest:	50%	100%	50%	50%	50%
Nature/Purpose of Business:	(v)	(w)	(x)	(y)	(z)
Ownership Interest in (000):					
Assets	\$91,835	\$8,970	\$72,189	\$1,020	\$191
Revenue	\$21,918	\$4,116	\$12,111	\$0	\$0
Net Income (Loss)	\$2,396	\$131	\$958	\$0	\$0

- (v) To own and operate geothermal facilities (53 MW) located near Holtville in Imperial Valley, California.
- (w) To own and operate a 13 MW geothermal facility located near Holtville in Imperial Valley, California.
- (x) To own a 340 MW power production facility located in Chesapeake, Virginia.
- (y) To own and operate power production facilities.
- (z) To own and operate power production facilities.

Mission Energy Co. and Subsidiaries
Equity Investments
December 31, 1993

	Jefferson Energy Company	Kingspark Energy Company	Lakewiew Energy Company	Lehigh River Energy Company	(2) TEVCO/ Mission Assets Partnership
Name of Entity:	Gordonsville Energy, L.P.	Smithtown Cogeneration, L.P.	Georgia Peakers, L.P.	TEVCO/ Mission Assets Partnership (2)	Continental Energy Associates L.P.
Ownership Interest:	50%	50%	50%	50%	22.5%
Nature/Purpose of Business:	(aa)	(ab)	(ac)	(ad)	(ae)
Ownership Interest in (000):					
Assets	\$89,771	\$2,178	\$0	\$10	\$23,037
Revenue	\$102	\$0	\$0	\$0	\$11,545
Net Income (Loss)	\$102	\$0	\$0	(\$5)	(\$1,427)

- (aa) To own and operate a 240 MW cogeneration facility located in Gordonsville, Virginia.
- (ab) To own and operate power production facilities.
- (ac) To own and operate power production facilities.
- (ad) To own limited partnership interests in power production facilities located in Maine and Pennsylvania.
- (ae) To own a 131 MW cogeneration facility located in Hazleton, Pennsylvania.

Mission Energy Co. and Subsidiaries
Equity Investments
December 31, 1993

	Madera Energy Company	Madison Energy Company
Name of Entity:	Brookhaven Cogeneration, L.P.	Gordonsville Energy, L.P.

Ownership Interest:	50%	49%
---------------------	-----	-----

Nature/Purpose of Business:	(af)	(ag)
-----------------------------	------	------

Ownership Interest in (000):

Assets	\$1,020	\$87,975
Revenue	\$0	\$100
Net Income (Loss)	\$0	\$100

(af) To own and operate power production facilities.

(ag) To own and operate a 240 MW cogeneration facility located in Gordonsville, Virginia.

Mission Energy Co. and Subsidiaries
Equity Investments
December 31, 1993

	Mission Energy Canada	Mission Energy Methane Company	Mission Energy Oil & Gas Company	Mission Energy New York, Inc	Mission Triple Cycl Systems Company
Name of Entity:	Mission Interface Partnership	Coalbed Methane J.V.	Four Star Oil & Gas Company	Brooklyn Navy Yard Cogeneration Partners, L.P.	Triple Cycl Partnership
Ownership Interest:	50%	11% - 45%	27.4%	50%	50%
Nature/Purpose of Business:	(al)	(an)	(ao)	(ap)	(aq)
Ownership Interest in (000):					
Assets	\$0	\$45,881	\$116,340	\$19,211	\$0
Revenue	\$0	\$1,004	\$54,170	\$6	\$0
Net Income (Loss)	\$0	(\$47)	\$14,248	\$6	\$0

(al) To own and operate power production facilities.

(an) To own various percentage of working interests in various fields and wells as a joint venture.

- (ao) To own 23.4% interest in the common stock of a domestic oil and gas exploration and production company.
- (ap) To own and operate the 286 MW power production facility located near the Brooklyn Bridge in Brooklyn, New York.
- (aq) To own 25% interest in a partnership that has rights to a proprietary technology.

Mission Energy Co. and Subsidiaries
Equity Investments
December 31, 1993

	Niguel Energy Company	Northern Sierra Energy Company	Panther Timber Company	Pleasant Valley Energy Company	Prince George Energy Company	Hopewell Cogeneration Limited Partnership
Name of Entity:	Elmore, L.P.	Sobel Cogeneration Company	American Kiln Partners, L.P.	American Bituminous Power Partners, L.P.	Hopewell Cogeneration Limited Partnership	Hopewell Cogeneration Inc. (4)
Ownership Interest:	50%	50%	2%	.5%	24.75%	.25%
Nature/Purpose of Business:	(ar)	(as)	(at)	(au)	(av)	(aw)
Ownership Interest in (000):						
Assets	\$52,229	\$0	\$0	\$974	\$46,046	\$5
Revenue	\$20,862	\$0	\$0	\$83	\$13,523	\$1
Net Income (Loss)	\$3,784	\$0	\$0	(\$29)	\$3,224	\$0

- (ar) To own and operate the 38 MW geothermal facility located near Niland in Imperial Valley, California.
- (as) Currently is inactive.
- (at) Currently inactive.
- (au) To own and operate the 80 MW cogeneration facility located in Grant Town, West Virginia.
- (av) To own and operate a 356 MW cogeneration facility located in Chester County, Virginia.
- (aw) To own and operate a 356 MW cogeneration facility located in Chester County, Virginia.

Mission Energy Co. and Subsidiaries
Equity Investments
December 31, 1993

	(4) Hopewell Cogeneration, Inc.	Quartz Peak Energy Company	Rapidan Energy Company	Reeves Bay Energy Company	Ridgecrest Energy Company	Rio Escondido Energy Company
Name of Entity:	Hopewell Cogeneration Limited	Nevada Sun-Peak L.P.	Gordonsville Energy, L.P.	North Shore Energy, L.P.	Riverhead Energy, L.P.	Energia del Norte, S.A. de C.V.

	Partnership					(5)
Ownership Interest:	1%	50%	1%	50%	50%	49%
Nature/Purpose of Business:	(ax)	(ay)	(az)	(ba)	(bb)	(bc)
Ownership Interest in (000):						
Assets	\$1,860	\$37,650	\$1,795	\$0	\$215	\$101,919
Revenue	\$546	\$7,619	\$2	\$0	\$0	\$69,124
Net Income (Loss)	\$130	\$2,376	\$2	\$0	\$0	\$5,454

(ax) To own and operate a 356 MW cogeneration facility located in Chester County, Virginia.

(ay) To own 50% of the 210 MW independent power production plant located near Las Vegas, Nevada.

(az) To own and operate a 240 MW cogeneration facility located in Gordonsville, Virginia.

(ba) To own and operate power production facilities.

(bb) To own and operate power production facilities.

(bc) To own and operate power production facilities located in Mexico.

Mission Energy Co. and Subsidiaries
Equity Investments
December 31, 1993

	(5)				
Name of Entity:	o Energia del Norte, S.A. de C.V.	Riverport Energy Company	San Felipe Energy Company	San Joaquin Energy Company	San Juan Energy Company
	Minera Cabonifera Rio Escondido S.A. de C.V.	Riverhead Cogeneration II, L.P.	Leathers, L.P.	Midway-Sunset Cogeneration Company L.P.	March Point Cogeneration Company
Ownership Interest:	100%	50%	50%	50%	50%
Nature/Purpose of Business:	(bd)	(be)	(bf)	(bg)	(bh)
Ownership Interest in (000):					
Assets	\$207,997	\$277	\$57,044	\$74,782	\$75,683
Revenue	\$141,070	\$0	\$19,984	\$55,069	\$32,099
Net Income (Loss)	\$11,129	\$0	\$3,516	\$14,689	\$9,327

(bd) To own and operate power production facilities located in Mexico.

(be) To own and operate power production facilities.

- (bf) To own and operate the 38 MW geothermal facility located near Niland in Imperial Valley, California.
- (bg) To own and operate the 225 MW cogeneration facility located near Taft in Kern County, California.
- (bh) To own and operate the 140 MW cogeneration facility located in Anacortes, Washington.

Mission Energy Co. and Subsidiaries
Equity Investments
December 31, 1993

	San Pedro Energy Company	Santa Ana Energy Company	Santa Clara Energy Company	Silverado Energy Company	Silver Springs Energy Company	Sonoma Geothermal Company
Name of Entity:	Riverhead Cogeneration II, L.P.	Riverhead Cogeneration III, L.P.	North Shore Energy, L.P.	Coalinga Cogeneration Company	Georgia Peakers, L.P.	Geothermal Energy Partners, Ltd.
Ownership Interest:	50%	50%	50%	50%	50%	5%
Nature/Purpose of Business:	(bi)	(bj)	(bk)	(bl)	(bm)	(bn)
Ownership Interest in (000):						
Assets	\$277	\$191	\$0	\$21,343	\$0	\$3,749
Revenue	\$0	\$0	\$0	\$8,694	\$0	\$923
Net Income (Loss)	\$0	\$0	\$0	\$836	\$0	\$53

- (bi) To own and operate power production facilities.
- (bj) To own and operate power production facilities.
- (bk) To own and operate power production facilities.
- (bl) To own and operate the 38 MW cogeneration facility located in Fresno County, California.
- (bm) To own and operate power production facilities.
- (bn) To own and operate the 20 MW geothermal facility located in Cloverdale, California.

Mission Energy Co. and Subsidiaries
Equity Investments
December 31, 1993

	South Coast Energy Company	Southern Sierra Energy Company	Southern Sierra Gas Company	Viejo Energy Company	Vista Energy Company	Western Sierra Energy Company
Name of Entity:	Harbor Cogeneration Company	Kern River Cogeneration Company	T M Star Fuel Company	Sargent Canyon Cogeneration Company	Vista Energy, L.P.	Sycamore Cogeneration Company
Ownership Interest:	30%	50%	50%	50%	57%	50%

Nature/Purpose of Business:	(bo)	(bp)	(bq)	(br)	(bs)	(bt)
Ownership Interest in (000):						
Assets	\$15,365	\$78,013	\$2,185	\$22,196	\$6,992	\$98,645
Revenue	\$14,468	\$73,004	\$9,121	\$7,893	\$24	\$77,236
Net Income (Loss)	\$3,971	\$21,791	\$761	\$782	\$24	\$24,078

(bo) To own and operate the 80 MW cogeneration facility at the Wilmington Oil Field located in Los Angeles, California.

(bp) To own and operate the 300 MW Kern River ("Omar Hill") cogeneration facility at Texaco's Kern River Oil Field located near Bakersfield, California.

(bq) To own an 50% interest in a domestic oil and gas exploration and production company.

(br) To own and operate the 38 MW cogeneration facility located in Monterey County, California.

(bs) To own and operate power production facilities.

(bt) To own and operate the 300 MW cogeneration facility located at Texaco's Kern River Oil Field near Bakersfield, California.

Mission Energy Co. and Subsidiaries
Equity Investments
December 31, 1993

Mission
Energy
Company
=====

Name of Entity: N/A

Ownership Interest: N/A

Nature/Purpose of Business: (bu)

Ownership Interest in (000):

Assets	\$4,749
Revenue	N/A
Net Income (Loss)	N/A

(bu) Represents goodwill resulting from the acquisition of an entity having a partnership interest as its sole asset. The goodwill is being amortized over a twenty-seven year period.

N/A Not Applicable

Mission Energy Company and Subsidiaries
 Real Estate Equity Investments
 December 31, 1993
 (In Thousands)

	Southern Sierra Energy Company =====	(1) Mission Housing V, a California Limited Partnership =====
Name of Entity:	Mission Housing V, a California Limited Partnership (1)	Centennial Place, a California Limited Partnership
Ownership Interest:	99%	99%
Nature/Purpose of Business:	(a)	(b)
Ownership Interest in (000):		
Assets	\$113,449	\$114,596
Revenue	\$4,866	\$4,916
Net Income (Loss)	(\$3,740)	(\$3,778)

(a) To own a limited partnership interest in Centennial Place, a California Limited Partnership.

(b) To own the Centennial low-income housing complex in Pasadena, California.

Hanover Energy Company
 Consolidating Balance Sheet
 December 31, 1993
 (In thousands)

	River Egy. Corp.	Energy Company	Consolidating Adjustments	Company Consolidated
=====				
ASSETS				
=====				
Utility plant, at original cost				
Less-accumulated provision for depreciation and decommissioning				

Construction work in progress				
Nuclear fuel, at amortized cost				

Total utility plant				

Nonutility property - net of accumulated provision for depreciation				
Nuclear decommissioning trusts				
Investments in partnerships and unconsolidated subsidiaries	\$1,915	\$11,925	(\$511)	\$13,329
Investments in leveraged leases				
Other investments				

Total other property and investments	1,915	11,925	(511)	13,329

Cash and equivalents	\$1,000	(993)		7
Receivables, including unbilled revenue, net of allowance for uncollectible accounts		2,409	(2,403)	6
Fuel inventory				
Materials and supplies, at average cost				
Accumulated deferred income taxes - net				
Prepayments and other current assets				

Total current assets	1,000	1,416	(2,403)	13

Unamortized debt issuance and reacquisition expense				
Rate phase-in plan				
Unamortized nuclear plant--net				
Income tax-related deferred charges				
Other deferred charges		60		60

Total deferred charges		60		60

TOTAL ASSETS	\$2,915	\$13,401	(\$2,914)	\$13,402
=====				

Hanover Energy Company
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Chicahominy River Egy. Corp.	Hanover Energy Company	Consolidating Adjustments	Hanover Energy Company Consolidated
=====				
CAPITALIZATION AND LIABILITIES				
=====				
Common shareholders' equity:				
Common stock		\$13,452		\$13,452
Retained earnings	\$512	(463)	(\$511)	(462)

	512	12,989	(511)	12,990
Preferred stock:				
Not subject to mandatory redemption				
Subject to mandatory redemption				
Long-term debt				

Total capitalization	512	12,989	(511)	12,990

Other long-term liabilities				
Current portion of long-term debt and redeemable preferred stock				
Short-term debt				
Accounts payable	2,403	(1,215)	(2,403)	(1,215)
Accrued taxes				
Accrued interest				
Dividends payable				
Regulatory balancing accounts--net				
Deferred unbilled revenue and other				
Total current liabilities	2,403	(1,215)	(2,403)	(1,215)
Accumulated deferred income taxes - net		1,627		1,627
Accumulated deferred investment tax credits				
Customer advances and other deferred credits				
Total deferred credits		1,627		1,627
TOTAL CAPITALIZATION AND LIABILITIES	\$2,915	\$13,401	(\$2,914)	\$13,402

Hanover Energy Company
Consolidating Income Statement
For The Year Ended December 31, 1993
(In thousands)

	Chicahominy River Egy. Corp.	Hanover Energy Company	Consolidating Adjustments	Hanover Energy Company Consolidated
Electric revenue				
Diversified operations	\$690	\$558		\$1,248
Total operating revenue	690	558		1,248
Fuel				
Purchased power				
Provisions for regulatory adjustment clauses - net				
Other operating expenses	202	628	(202)	628
Maintenance				
Depreciation and decommissioning		200		200
Income taxes		379		379
Property and other taxes				
Total operating expenses	202	1,207	(202)	1,207
Operating income	488	(649)	202	41
Provision for phase-in plan				
Allowance for equity funds used during construction				
Other nonoperating income - net		186		186
Total other income (deductions) - net		186		186
Income before interest and other expenses	488	(463)	202	227
Interest on long-term debt				
Other interest expense				
Allowance for borrowed funds used during construction				
Capitalized interest				
Dividend on subsidiary preferred stock				
Total interest and other expenses - net				
NET INCOME	\$488	(\$463)	\$202	\$227

MEC International B.V.
 Consolidating Balance Sheet
 December 31, 1993
 (In thousands)

	Mission Energy Holdings Pty. Ltd.	Mission Energy Company (UK) Ltd.	Pride Hold Ltd.	Loy Yang Holdings Pty. Ltd.	Latrobe Power Pty. Ltd.	Traralgon Pty. Ltd.
=====						
ASSETS						
=====						
Utility plant, at original cost						
Less-accumulated provision for depreciation and decommissioning						
Construction work in progress						
Nuclear fuel, at amortized cost						
Total utility plant						

Nonutility property - net of accumulated provision for depreciation	\$359	\$30,061	\$164,144	\$537,175		
Nuclear decommissioning trusts						
Investments in partnerships and unconsolidated subsidiaries		(449)				
Investments in leveraged leases						
Other investments						
Total other property and investments	359	29,612	164,144	537,175	0	0
Cash and equivalents	217	4,007	15,597	979		
Receivables, including unbilled revenue, net of allowance for uncollectible accounts						
Fuel inventory						
Materials and supplies, at average cost						
Accumulated deferred income taxes - net						
Prepayments and other current assets	380	3,004	9,588	5,475		
Total current assets	597	7,011	25,185	6,454	0	0

Unamortized debt issuance and reacquisition expense						
Rate phase-in plan						
Unamortized nuclear plant--net						
Income tax-related deferred charges						
Other deferred charges	207	22,949	20,608	48,114		
Total deferred charges	207	22,949	20,608	48,114	0	0
TOTAL ASSETS	\$1,163	\$59,572	\$209,937	\$591,743	\$0	\$0
=====						

MEC International B.V.
 Consolidating Balance Sheet
 December 31, 1993
 (In thousands)

	Mission Energy Holdings Pty. Ltd.	Mission Energy Company (UK) Ltd.	Pride Hold Ltd.	Loy Yang Holdings Pty. Ltd.	Latrobe Power Pty. Ltd.	Traralgon Pty. Ltd.
=====						
CAPITALIZATION AND LIABILITIES						
=====						
Common shareholders' equity:						
Common stock	(\$509)	\$26,798	\$4,369	(\$1,240)		
Retained earnings						

Preferred stock:	(509)	26,798	4,369	(1,240)	0	0
Not subject to mandatory redemption						
Subject to mandatory redemption						
Long-term debt	147	30,851	173,485	564,877		
Total capitalization	(362)	57,649	177,854	563,637	0	0
Other long-term liabilities						
Current portion of long-term debt and redeemable preferred stock						
Short-term debt						
Accounts payable	1,615	1,214	26,742	28,710		
Accrued taxes		24	1,412			
Accrued interest						
Dividends payable						
Regulatory balancing accounts--net						
Deferred unbilled revenue and other						
Total current liabilities	1,615	1,238	28,154	28,710	0	0
Accumulated deferred income taxes - net						
Accumulated deferred investment tax credits	(252)	685	2,891	(604)		
Customer advances and other deferred credits	162		1,038			
Total deferred credits	(90)	685	3,929	(604)	0	0
TOTAL CAPITALIZATION AND LIABILITIES	\$1,163	\$59,572	\$209,937	\$591,743	\$0	\$0

MEC International B.V.
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	MEC International B.V.	Mission Energy Asia	Consolidating Adjustments	MEC International B.V. Consolidated
=====				
ASSETS				
=====				
Utility plant, at original cost				
Less-accumulated provision for depreciation and decommissioning				
Construction work in progress				
Nuclear fuel, at amortized cost				
Total utility plant				
Nonutility property - net of accumulated provision for depreciation	(\$2,429)	\$246		\$729,556
Nuclear decommissioning trusts				
Investments in partnerships and unconsolidated subsidiaries	33,296		(23,798)	9,049
Investments in leveraged leases				
Other investments				0
Total other property and investments	30,867	246	(23,798)	738,605
Cash and equivalents	108	43		20,951
Receivables, including unbilled revenue, net of allowance for uncollectible accounts				0
Fuel inventory				
Materials and supplies, at average cost				
Accumulated deferred income taxes - net				
Prepayments and other current assets	2		(2,083)	16,366
Total current assets	110	43	(2,083)	37,317
=====				

Unamortized debt issuance and reacquisition expense				
Rate phase-in plan				
Unamortized nuclear plant--net				
Income tax-related deferred charges				
Other deferred charges	32,825	4	(53,778)	70,929
Total deferred charges	32,825	4	(53,778)	70,929
TOTAL ASSETS	\$63,802	\$293	(\$79,659)	\$846,851

MEC International B.V.
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	MEC International B.V.	Mission Energy Asia	Consolidating Adjustments	MEC International B.V. Consolidated
=====				
CAPITALIZATION AND LIABILITIES				
=====				
Common shareholders' equity:				
Common stock	\$53,718	(\$119)	(\$26,311)	\$56,706
Retained earnings	572			572
	54,290	(119)	(26,311)	57,278
Preferred stock:				
Not subject to mandatory redemption				
Subject to mandatory redemption				
Long-term debt	8,661		(51,275)	726,746
Total capitalization	62,951	(119)	(77,586)	784,024
Other long-term liabilities				0
Current portion of long-term debt and redeemable preferred stock				
Short-term debt				
Accounts payable	1,607	473	(2,073)	58,288
Accrued taxes				1,436
Accrued interest				
Dividends payable				
Regulatory balancing accounts--net				
Deferred unbilled revenue and other				
Total current liabilities	1,607	473	(2,073)	59,724
Accumulated deferred income taxes - net	(756)	(61)		1,903
Accumulated deferred investment tax credits				1,200
Customer advances and other deferred credits				
Total deferred credits	(756)	(61)	0	3,103
TOTAL CAPITALIZATION AND LIABILITIES	\$63,802	\$293	(\$79,659)	\$846,851

MEC International B.V.
Consolidating Income Statement
For The Year Ended December 31, 1993
(In thousands)

Mission Energy Holdings Pty. Ltd. Mission Energy Company (UK) Ltd. Mission Energy Asia Hold Pty. Ltd. Loy Yang Holdings Pty. Ltd. Latrobe Power Pty. Ltd. Traralgon Pty. Ltd.

Electric revenue			\$85,106	\$18,478		
Diversified operations		(\$6)				
Total operating revenue		(6)	85,106	18,478	0	0
Fuel			38,308	3,432		
Purchased power						
Provisions for regulatory adjustment clauses - net						
Other operating expenses	\$980	3,537	16,222	2,945		
Maintenance						
Depreciation and decommissioning	59	102	7,277	3,795		
Income taxes	(336)	(1,159)	3,001	(620)		
Property and other taxes						
Total operating expenses	703	2,480	64,808	9,552	0	0
Operating income	(703)	(2,486)	20,298	8,926	0	0
Provision for phase-in plan						
Allowance for equity funds used during construction						
Other nonoperating income - net	215	4,038	1,818	19		
Total other income (deductions) - net	215	4,038	1,818	19	0	0
Income before interest and other expenses	(488)	1,552	22,116	8,945	0	0
Interest on long-term debt	21		16,941	53,042		
Other interest expense						
Allowance for borrowed funds used during construction						
Capitalized interest				(42,856)		
Dividend on subsidiary preferred stock						
Total interest and other expenses - net	21	0	16,941	10,186	0	0
NET INCOME	(\$509)	\$1,552	\$5,175	(\$1,241)	\$0	\$0

(1) Revenue - Diversified Operation = Income from Equity Investment.

(2) Income Taxes are taxes on Operating Income After Interest Expense.

MEC International B.V.
Consolidating Income Statement
For The Year Ended December 31, 1993
(In thousands)

	Mission Energy Pty. Ltd	MEC International B.V.	Consolidating Adjustments	MEC International B.V. Consolidated
Electric revenue				\$103,584
Diversified operations		(\$975)		(981)
Total operating revenue		(975)		102,603
Fuel				41,740
Purchased power				
Provisions for regulatory adjustment clauses - net				
Other operating expenses	\$180	67	(\$151)	23,780
Maintenance				
Depreciation and decommissioning		1,284		12,517
Income taxes	(61)	(628)		197
Property and other taxes				
Total operating expenses	119	723	(151)	78,234
Operating income	(119)	(1,698)	151	24,369
Provision for phase-in plan				

Allowance for equity funds used during construction				
Other nonoperating income - net		(249)	(3,659)	2,182
Total other income (deductions) - net	0	(249)	(3,659)	2,182
Income before interest and other expenses	(119)	(1,947)	(3,508)	26,551
Interest on long-term debt		524	(2,237)	68,291
Other interest expense				
Allowance for borrowed funds used during construction				
Capitalized interest				(42,856)
Dividend on subsidiary preferred stock				
Total interest and other expenses - net	0	524	(2,237)	25,435
NET INCOME	(\$119)	(\$2,471)	(\$1,271)	\$1,116

/TABLE

MEC International B.V.
Equity Investments
December 31, 1993

<TABLE>

	MEC International B.V.	Hydro Energy B.V.	Hydro Energy B.V.	MEC International B.V.
Name of Entity:	Hydro Energy B.V.	Compania Mediterranea de Energias	Iberica de Energias S.A.	Iberian Hy-Power Amsterdam B.V.
Ownership Interest:	10.0%	100.0%	100.0%	34.0%
Nature/Purpose of Business:	(a)	(a)	(a)	(a)
Ownership Interest in (000):				
Assets	\$99,765	\$32,768	\$36,971	\$66,006
Revenues	942	4,950	4,474	8,572
Net Income	167	1,384	1,502	275

(a) To own hydroelectric facilities located throughout Spain.

(b) To own and operate a 1000MW cogeneration facility located in the Latrobe Valley of Australia.

MEC International B.V.
Equity Investments
December 31, 1993

Hydro Energy B.V.	Iberian Hy-Power Amsterdam B.V.	Iberian Hy-Power Amsterdam B.V.	Iberian Hy-Power Amsterdam B.V.
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Name of Entity:	Energias Hidraulicas S.A.	Electro- Metalurgica del Ebro	Hidroelectrica de Sosis, S.A.	Hidroelectrica de Olvera
Ownership Interest:	100.0%	80.1%	99.9%	66.0%
Nature/Purpose of Business:	(a)	(a)	(a)	(a)
Ownership Interest in (000):				
Assets	\$8,055	\$71,677	\$7,098	\$2,624
Revenues	0	10,649	1,612	44
Net Income	(1,214)	(1,474)	(109)	(17)

(a) To own hydroelectric facilities located throughout Spain.

(b) To own and operate a 1000MW cogeneration facility located in the Latrobe Valley of Australia.

MEC International B.V.
Equity Investments
December 31, 1993

Iberian Hy-Power Amsterdam B.V.	Iberian Hy-Power Amsterdam B.V.	Iberian Hy-Power Amsterdam B.V.	Iberian Hy-Power Amsterdam B.V.
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Name of Entity:	Hidroelectrica del Cadagua, S.A.	Hidroelectrica de Casillas	Hidroelectrica de Posadas, S.A.	Electra La Mella
Ownership Interest:	72.8%	49.0%	100.0%	70.0%
Nature/Purpose of Business:	(a)	(a)	(a)	(a)
Ownership Interest in (000):				
Assets	\$3,131	\$172	\$301	\$368
Revenues	497	0	0	90
Net Income	4	0	1	16

(a) To own hydroelectric facilities located throughout Spain.

(b) To own and operate a 1000MW cogeneration facility located in the Latrobe Valley of Australia.

MEC International B.V.
Equity Investments
December 31, 1993

Iberian Hy-Power	Latrobe	(1) Mission	(2) Latrobe
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	Amsterdam B.V.	Power Pty. Ltd.	Victoria Partnership	Power Partnership
Name of Entity:	Hydro Energy B.V.	Mission Victoria Partnership (1)	Latrobe Power Partnership (2)	Loy Yang B Joint Venture
Ownership Interest:	90.0%	52.3%	42.0%	51.0%
Nature/Purpose of Business:	(a)	(b)	(b)	(b)
Ownership Interest in (000):				
Assets	\$82,538	\$0	\$239,255	\$466,458
Revenues	8,482	0	8,619	20,255
Net Income	2,597	0	(2,134)	13,083

(a) To own hydroelectric facilities located throughout Spain.

(b) To own and operate a 1000MW cogeneration facility located in the Latrobe Valley of Australia.

MEC International B.V.
Equity Investments
December 31, 1993

	Mission Egy. Australia Pty. Ltd.	Latrobe Power Partnership	(3) Mission Egy. Ventures Australia Pty. Ltd.	MEC International B.V.
Name of Entity:	Latrobe Power Partnership (3)	Loy Yang B Joint Venture	Mission Victoria Partnership (4)	Latrobe Power Pty. Ltd. (9)
Ownership Interest:	58.0%	51.0%	N/A	50.0%
Nature/Purpose of Business:	(b)	(b)	(b)	(b)
Ownership Interest in (000):				
Assets	\$330,400	\$466,458	\$0	\$4,595
Revenues	11,902	20,255	0	0
Net Income	(2,947)	13,083	0	(765)

(a) To own hydroelectric facilities located throughout Spain.

(b) To own and operate a 1000MW cogeneration facility located in the Latrobe Valley of Australia.

MEC International B.V.
Equity Investments
December 31, 1993

	(4) Mission Victoria	(5) Latrobe Power	MEC International	(6) Traralgon Power
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	Partnership	Partnership	Pty. Ltd.	Pty. Ltd.
Name of Entity:	Latrobe Power Partnership (5)	Loy Yang B Joint Venture	Traralgon Power Pty. Ltd. (6)	Mission Victoria Partnership (7)
Ownership Interest:	42.0%	51.0%	50.0%	46.7%
Nature/Purpose of Business:	(b)	(b)	(b)	(b)
Ownership Interest in (000):				
Assets	\$239,255	\$446,458	\$4,101	\$0
Revenues	8,619	20,255	0	0
Net Income	(2,134)	13,083	(683)	0

(a) To own hydroelectric facilities located throughout Spain.

(b) To own and operate a 1000MW cogeneration facility located in the Latrobe Valley of Australia.

MEC International B.V.
Equity Investments
December 31, 1993

	(7)	(8)	Mission Energy Canada Corporation	Mission Energy Canada Corporation
Name of Entity:	Mission Victoria Partnership	Latrobe Power Partnership	B.C. Star Partners	Mission Interface Partnership
Ownership Interest:	42.0%	51.0%	50%	50%
Nature/Purpose of Business:	(b)	(b)	(c)	(c)
Ownership Interest in (000):				
Assets	\$239,255	\$466,458	\$47,363	\$0
Revenues	8,619	20,255	\$14,861	\$0
Net Income	(2,134)	13,083	\$3,468	\$0

(a) To own hydroelectric facilities located throughout Spain.

(b) To own and operate a 1000MW cogeneration facility located in the Latrobe Valley of Australia.

MEC International B.V.
Equity Investments
December 31, 1993

Energy
Company (UK)
Limited

=====

Name of Entity: Derwent
Cogeneration
Company

Ownership Interest: 33%

Nature/Purpose of Business: (c)

Ownership Interest in (000):

Assets	\$31,282
Revenues	\$52
Net Income	(\$3)

(a) To own hydroelectric facilities located throughout Spain.

(b) To own and operate a 1000MW cogeneration facility located in the Latrobe Valley of Australia.

Loy Yang Holdings Pty. Ltd.
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Mission Energy Australia Pty. Ltd.	Mission Egy. Ventures Australia Pty. Ltd.
--	---	--

=====

ASSETS

=====

Utility plant, at original cost		
Less-accumulated provision for depreciation and decommissioning	-----	

Construction work in progress		
Nuclear fuel, at amortized cost	-----	

Total utility plant		

Nonutility property - net of accumulated provision for depreciation		
Nuclear decommissioning trusts	\$536,751	
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		

Total other property and investments	536,751	0
--------------------------------------	---------	---

Cash and equivalents	980	
Receivables, including unbilled revenue, net of allowance for uncollectible accounts	4,833	
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Prepayments and other current assets	641	
Total current assets	6,454	0
Unamortized debt issuance and reacquisition expense		
Rate phase-in plan		
Unamortized nuclear plant--net		
Income tax-related deferred charges		
Other deferred charges	59,580	88
Total deferred charges	59,580	88
TOTAL ASSETS	\$602,785	\$88

Loy Yang Holdings Pty. Ltd.
Consolidating Balance Sheet
December 31, 1993
(In thousands)

Mission Energy Australia Pty. Ltd.	Mission Egy. Ventures Australia Pty. Ltd.
---	--

=====

CAPITALIZATION AND LIABILITIES

=====

Common shareholders' equity:

Common stock		
Retained earnings	\$163	(\$15)
	163	(15)
Preferred stock:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Long-term debt	18,785	
Total capitalization	18,948	(15)
Other long-term liabilities	564,877	
Current portion of long-term debt and redeemable preferred stock		
Short-term debt		
Accounts payable	9,936	
Accrued taxes		

Accrued interest		
Dividends payable		
Regulatory balancing accounts--net		
Deferred unbilled revenue and other		
	-----	-----
Total current liabilities	9,936	0
	-----	-----
Accumulated deferred income taxes - net	11,190	81
Accumulated deferred investment tax credits		
Customer advances and other deferred credits	(2,166)	22
	-----	-----
Total deferred credits	9,024	103
	-----	-----
TOTAL CAPITALIZATION AND LIABILITIES	\$602,785	\$88
	=====	=====

Loy Yang Holdings Pty. Ltd.
Consolidating Income Statement
For The Year Ended December 31, 1993
(In thousands)

	Mission Energy Australia Pty. Ltd.	Mission Egy. Ventures Australia Pty. Ltd.
	=====	=====
Electric revenue		
Diversified operations	\$20,522	(\$22)
	-----	-----
Total operating revenue	20,522	(22)
	-----	-----
Fuel	5,341	
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operating expenses	9,124	
Maintenance		
Depreciation and decommissioning	3,793	
Income taxes	147	(7)
Property and other taxes		
	-----	-----
Total operating expenses	18,405	(7)
	-----	-----
Operating income	2,117	(15)
	-----	-----
Provision for phase-in plan		
Allowance for equity funds used during construction		
Other nonoperating income - net	8,228	
	-----	-----
Total other income (deductions) - net	8,228	0
	-----	-----
Income before interest and other expenses	10,345	(15)
	-----	-----

Interest on long-term debt	53,038	
Other interest expense		
Allowance for borrowed funds used during construction		
Capitalized interest	(42,856)	
Dividend on subsidiary preferred stock		
	-----	-----
Total interest and other expenses - net	10,182	0
	-----	-----
NET INCOME	\$163	(\$15)
	=====	=====

Mission Energy Company (UK) Limited
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Mission Energy Limited	Mission Energy Services Limited	Mission (No. 2) Limited
=====	=====	=====	=====
ASSETS			
=====	=====	=====	=====
Utility plant, at original cost			
Less-accumulated provision for depreciation and decommissioning			
	-----	-----	-----
Construction work in progress			
Nuclear fuel, at amortized cost			
	-----	-----	-----
Total utility plant			
Nonutility property - net of accumulated provision for depreciation	\$753		
Nuclear decommissioning trusts			
Investments in partnerships and unconsolidated subsidiaries			
Investments in leveraged leases			
Other investments			
	-----	-----	-----
Total other property and investments	753		
Cash and equivalents	28	\$280	
Receivables, including unbilled revenue, net of allowance for uncollectible accounts			
Fuel inventory			
Materials and supplies, at average cost			
Accumulated deferred income taxes - net			
Prepayments and other current assets	214	126	
	-----	-----	-----
Total current assets	242	406	
Unamortized debt issuance and reacquisition expense			
Rate phase-in plan			
Unamortized nuclear plant--net			
Income tax-related deferred charges			
Other deferred charges	16	5	
	-----	-----	-----

Total deferred charges	16	5	
	-----	-----	-----
TOTAL ASSETS	\$1,011	\$411	\$0
	=====	=====	=====

Mission Energy Company (UK) Limited
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Mission Energy Limited	Mission Energy Services Limited	Mission (No. 2) Limited
=====			
CAPITALIZATION AND LIABILITIES			
=====			
Common shareholders' equity			
Common stock			
Retained earnings	(\$745)	(\$125)	
	-----	-----	-----
Preferred stock of subsidiary:	(745)	(125)	
Not subject to mandatory redemption			
Subject to mandatory redemption			
Long-term debt of subsidiaries			
	-----	-----	-----
Total capitalization	(745)	(125)	
	-----	-----	-----
Other long-term liabilities			
	-----	-----	-----
Current portion of subsidiaries' long-term debt and redeemable subsidiary preferred stock			
Short-term debt	1,011	476	
Accounts payable	710	44	
Accrued taxes	14	16	
Accrued interest			
Dividends payable			
Regulator balancing accounts--net			
Deferred unbilled revenue and other			
	-----	-----	-----
Total current liabilities	1,735	536	
	-----	-----	-----
Accumulated deferred income taxes - net	21		
Accumulated deferred investment tax credits			
Customer advances and other deferred credits			
	-----	-----	-----
Total deferred credits	21		
	-----	-----	-----
TOTAL CAPITALIZATION AND LIABILITIES	\$1,011	\$411	\$0
	=====	=====	=====

Mission Energy Company (UK) Limited
Consolidating Income Statement
For The Year Ended December 31, 1993
(In thousands)

	Mission Energy Limited	Mission Energy Services Limited	Mission (No. 2) Limited
Electric revenue			
Diversified operations	\$2,835	\$891	
Total operating revenue	2,835	891	
Fuel			
Purchased power			
Provisions for regulatory adjustment clauses - net			
Other operating expenses	3,523	1,019	
Maintenance			
Depreciation and decommissioning	102		
Income taxes			
Property and other taxes			
Total operating expenses	3,625	1,019	
Operating income	(790)	(128)	
Provision for phase-in plan			
Allowance for equity funds used during construction			
Other nonoperating income - net	(2)	2	
Total other income (deductions) - net	(2)	2	
Income before interest and other expenses	(792)	(126)	
Interest on long-term debt			
Other interest expense			
Allowance for borrowed funds used during construction			
Capitalized interest			
Dividend on subsidiary preferred stock			
Total interest and other expenses - net			
NET INCOME	(\$792)	(\$126)	

Mission Energy Holdings Party Limited
Consolidating Balance Sheet
December 31, 1993
(In thousands)

Mission Egy. Development
Australia Pty. Ltd.

Mission Egy. Management
Australia Pty. Ltd.

ASSETS

Utility plant, at original cost
Less-accumulated provision for depreciation

and decommissioning		

Construction work in progress		
Nuclear fuel, at amortized cost		

Total utility plant		

Nonutility property - net of accumulated provision for depreciation		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		

Total other property and investments	0	0

Cash and equivalents		202
Receivables, including unbilled revenue, net of allowance for uncollectible accounts		(202)
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Prepayments and other current assets		

Total current assets	0	0

Unamortized debt issuance and reacquisition expense		
Rate phase-in plan		
Unamortized nuclear plant--net		
Income tax-related deferred charges		
Other deferred charges		

Total deferred charges	0	0

TOTAL ASSETS	\$0	\$0
	=====	=====

Mission Energy Holdings Party Limited
Consolidating Balance Sheet
December 31, 1993
(In thousands)

Mission Egy. Development
Australia Pty. Ltd.

Mission Egy. Management
Australia Pty. Ltd.

=====

CAPITALIZATION AND LIABILITIES

=====

Common shareholders' equity:

Common stock

Retained earnings

0 0

Preferred stock:

Not subject to mandatory redemption

Subject to mandatory redemption

Long-term debt

Total capitalization	0	0
Other long-term liabilities		
Current portion of long-term debt and redeemable preferred stock		
Short-term debt		
Accounts payable		
Accrued taxes		
Accrued interest		
Dividends payable		
Regulatory balancing accounts--net		
Deferred unbilled revenue and other		
Total current liabilities	0	0
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Total deferred credits	0	0
TOTAL CAPITALIZATION AND LIABILITIES	\$0	\$0

Mission Energy Holdings Party Limited
Consolidating Income Statement
For The Year Ended December 31, 1993
(In thousands)

	Mission Egy. Development Australia Pty. Ltd.	Mission Egy. Management Australia Pty. Ltd.
Electric revenue		
Diversified operations		\$300
Total operating revenue	0	300
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operating expenses		\$301
Maintenance		
Depreciation and decommissioning		
Income taxes		
Property and other taxes		
Total operating expenses	0	301
Operating income	0	(1)
Provision for phase-in plan		
Allowance for equity funds used during construction		
Other nonoperating income - net		1

Total other income (deductions) - net	0	1
	-----	-----
Income before interest and other expenses	0	0
	-----	-----
Interest on long-term debt		
Other interest expense		
Allowance for borrowed funds used during construction		
Capitalized interest		
Dividend on subsidiary preferred stock		
	-----	-----
Total interest and other expenses - net	0	0
	-----	-----
NET INCOME	\$0	\$0
	=====	=====

Pride Hold Ltd.
Consolidating Balance Sheet
December 31, 1993
(In thousands)

Lakeland
Power Ltd.

=====

ASSETS

=====

Utility plant, at original cost	
Less-accumulated provision for depreciation and decommissioning	-----
Construction work in progress	
Nuclear fuel, at amortized cost	-----
Total utility plant	-----
Nonutility property - net of accumulated provision for depreciation	163,361
Nuclear decommissioning trusts	
Investments in partnerships and unconsolidated subsidiaries	
Investments in leveraged leases	
Other investments	-----
Total other property and investments	163,361

Cash and equivalents	36,439
Receivables, including unbilled revenue, net of allowance for uncollectible accounts	
Fuel inventory	
Materials and supplies, at average cost	
Accumulated deferred income taxes - net	
Prepayments and other current assets	10,118

Total current assets	46,557

Unamortized debt issuance and reacquisition expense	
Rate phase-in plan	

Unamortized nuclear plant--net	
Income tax-related deferred charges	
Other deferred charges	

Total deferred charges	

TOTAL ASSETS	209,918
	=====

Pride Hold Ltd.
Consolidating Balance Sheet
December 31, 1993
(In thousands)

Lakeland
Power Ltd.

=====

CAPITALIZATION AND LIABILITIES

=====

Common shareholders' equity:	
Common stock	
Retained earnings	\$5,132

	5,132
Preferred stock:	
Not subject to mandatory redemption	
Subject to mandatory redemption	
Long-term debt	162,385

Total capitalization	167,517

Other long-term liabilities	

Current portion of long-term	
debt and redeemable preferred stock	16,186
Short-term debt	
Accounts payable	21,850
Accrued taxes	1,459
Accrued interest	
Dividends payable	
Regulatory balancing accounts--net	
Deferred unbilled revenue and other	

Total current liabilities	39,495

Accumulated deferred income taxes - net	2,906
Accumulated deferred investment tax credits	
Customer advances and other deferred credits	

Total deferred credits	2,906

TOTAL CAPITALIZATION AND LIABILITIES	209,918
	=====

Pride Hold Ltd.
Consolidating Income Statement
For The Year Ended December 31, 1993
(In thousands)

Lakeland
Power Ltd.

=====	
Electric revenue	\$85,106
Diversified operations	
Total operating revenue	----- 85,106 -----
Fuel	38,308
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operating expenses	26,048
Maintenance	
Depreciation and decommissioning	
Income taxes	
Property and other taxes	
Total operating expenses	----- 64,356 -----
Operating income	----- 20,750 -----
Provision for phase-in plan	
Allowance for equity funds used during construction	
Other nonoperating income - net	1,367
Total other income (deductions) - net	----- 1,367 -----
Income before interest and other expenses	----- 22,117 -----
Interest on long-term debt	16,941
Other interest expense	
Allowance for borrowed funds used during construction	
Capitalized interest	
Dividend on subsidiary preferred stock	
Total interest and other expenses - net	----- 16,941 -----
NET INCOME	----- \$5,176 =====

Mission Energy Fuel Company
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Mission Energy Oil & Gas Company	Mission Energy Petroleum Company	Mission Energy Methane Company	Pocono Fuels Company	Southern Sierra Gas Company	Mission Energy Fuel Company
ASSETS		(Inactive)		(Inactive)		
=====						
Utility plant, at original cost						
Less-accumulated provision for depreciation and decommissioning						

Construction work in progress						
Nuclear fuel, at amortized cost						
Total utility plant						
Nonutility property - net of accumulated provision for depreciation						
Nuclear decommissioning trusts						
Investments in partnerships and unconsolidated subsidiaries	\$94,454	\$0	\$43,882	\$0	\$968	\$51,803
Investments in leveraged leases						
Other investments						
Total other property and investments	94,454	0	43,882	0	968	51,803
Cash and equivalents	3		78	4		106
Receivables, including unbilled revenue, net of allowance for uncollectible accounts	6		437	317		
Fuel inventory						
Materials and supplies, at average cost						
Accumulated deferred income taxes - net			3			909
Prepayments and other current assets						
Total current assets	9		518	321		1,015
Unamortized debt issuance and reacquisition expense						
Rate phase-in plan						
Unamortized nuclear plant--net						
Income tax-related deferred charges				1,443		
Other deferred charges						
Total deferred charges				1,443		
TOTAL ASSETS	\$94,463	\$0	\$44,400	\$1,764	\$968	\$52,818

Mission Energy Fuel Company
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Mission Energy Oil & Gas Company	Mission Energy Petroleum Company	Mission Energy Methane Company	Pocono Fuels Company	Southern Sierra Gas Company	Mission Energy Fuel Company
CAPITALIZATION AND LIABILITIES						
		(Inactive)		(Inactive)		
Common shareholders' equity:						
Common stock	\$92,199	\$0	\$43,103	\$1,636	\$0	\$53,285
Retained earnings	(843)	(\$2)	223	188	176	(542)
Preferred stock:	91,356	(2)	43,326	1,824	176	52,743
Not subject to mandatory redemption						
Subject to mandatory redemption						
Long-term debt						
Total capitalization	91,356	(2)	43,326	1,824	176	52,743
Other long-term liabilities						
Current portion of long-term debt and redeemable preferred stock						
Short-term debt	0					
Accounts payable	12,101	2	(2,048)	(783)	805	48
Accrued taxes						
Accrued interest	0					
Dividends payable						
Regulatory balancing accounts--net						
Deferred unbilled revenue and other						
Total current liabilities	12,101	2	(2,048)	(783)	805	48
Accumulated deferred income taxes - net	(8,994)		3,122	406	(13)	27
Accumulated deferred investment tax credits						
Customer advances and other deferred credits				317		
Total deferred credits	(8,994)	0	3,122	723	(13)	27
TOTAL CAPITALIZATION AND LIABILITIES	\$94,463	\$0	\$44,400	\$1,764	\$968	\$52,818

Mission Energy Fuel Company
Consolidating Balance Sheet
December 31, 1993

(In thousands)

	Mission Energy Fuel Consolidati Adjustments	Company Consolidated
=====		
ASSETS		
=====		
Utility plant, at original cost		
Less-accumulated provision for depreciation and decommissioning		

Construction work in progress		
Nuclear fuel, at amortized cost		

Total utility plant		

Nonutility property - net of accumulated provision for depreciation		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	(\$51,803)	\$139,304
Investments in leveraged leases		
Other investments		0
	-----	-----
Total other property and investments	(51,803)	139,304
	-----	-----
Cash and equivalents	0	191
Receivables, including unbilled revenue, net of allowance for uncollectible accounts		760
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Prepayments and other current assets	0	912
	-----	-----
Total current assets	0	1,863
	-----	-----
Unamortized debt issuance and reacquisition expense		
Rate phase-in plan		
Unamortized nuclear plant--net		
Income tax-related deferred charges		
Other deferred charges		1,443
	-----	-----
Total deferred charges		1,443
	-----	-----
TOTAL ASSETS	(\$51,803)	\$142,610
	=====	=====

Mission Energy Fuel Company
Consolidating Balance Sheet
December 31, 1993
(In thousands)

Mission
Energy Fuel

Consolidated Company
Adjustments Consolidated

=====

CAPITALIZATION AND LIABILITIES

=====

Common shareholders' equity:		
Common stock	(\$51,803)	\$138,420
Retained earnings	0	(\$800)
	(51,803)	137,620
Preferred stock:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Long-term debt		
Total capitalization	(51,803)	137,620
Other long-term liabilities		
Current portion of long-term debt and redeemable preferred stock		
Short-term debt		0
Accounts payable	0	10,125
Accrued taxes		0
Accrued interest		0
Dividends payable		
Regulatory balancing accounts--net		
Deferred unbilled revenue and other		
	0	10,125
Total current liabilities	0	10,125
Accumulated deferred income taxes - net		
		(5,452)
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		317
	0	(5,135)
Total deferred credits	0	(5,135)
TOTAL CAPITALIZATION AND LIABILITIES	(\$51,803)	\$142,610

Mission Energy Fuel Company
Consolidating Income Statement
For The Year Ended December 31, 1993
(In thousands)

	Mission Energy Oil & Gas Company	Mission Energy Petroleum Company	Mission Energy Methane Company	Pocono Fuels Company	Southern Sierra Gas Company	Mission Energy Fuel Company
		(Inactive)		(Inactive)		
Electric revenue						
Diversified operations	\$12,211	\$0	\$393	\$0	\$828	\$0
Total operating revenue	12,211		393	0	828	
Fuel						
Purchased power						
Provisions for regulatory adjustment clauses - net						
Other operating expenses	744		922		625	
Maintenance						
Depreciation and decommissioning	691		(11)	0		
Income taxes	424		(176)	(28)	65	(8)
Property and other taxes						
Total operating expenses	1,859	0	735	(28)	690	(8)
Operating income	10,352	0	(342)	28	138	8
Provision for phase-in plan						
Allowance for equity funds used during construction						

Other nonoperating income - net	1,085	0	0	0	(541)
Total other income (deductions) - net	1,085	0	0	0	(541)
Income before interest and other expense	11,437	0	(342)	28	138
Interest on long-term debt	847				
Other interest expense					
Allowance for borrowed funds used during construction					
Capitalized interest					
Dividend on subsidiary preferred stock					
Total interest and other expenses - net	847				
NET INCOME	\$10,590	\$0	(\$342)	\$28	\$138
					(\$533)

Mission Energy Fuel Company
Consolidating Income Statement
For The Year Ended December 31, 1993
(In thousands)

	Consolidating Adjustments	Mission Energy Fuel Company Consolidated
Electric revenue		
Diversified operations	\$0	\$13,432
Total operating revenue		13,432
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operating expenses		2,291
Maintenance		
Depreciation and decommissioning		680
Income taxes		277
Property and other taxes		
Total operating expenses	0	3,248
Operating income	0	10,184
Provision for phase-in plan		
Allowance for equity funds used during construction		
Other nonoperating income - net		544
Total other income (deductions) - net	0	544
Income before interest and other expense	0	10,728
Interest on long-term debt		847
Other interest expense		0
Allowance for borrowed funds used during construction		
Capitalized interest		
Dividend on subsidiary preferred stock		
Total interest and other expenses - net		847
NET INCOME	\$0	\$9,881

=====
Mission First Financial and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Burlington Apts., Inc.	Mission Funding Company Consolidated	Renewable Energy Capital Company	Mission First Financial	Consolidating Adjustments
=====					
ASSETS					
=====					
Utility plant, at original cost					
Less-accumulated provision for depreciation and decommissioning					

Construction work in progress					
Nuclear fuel, at amortized cost					

Total utility plant					

Nonutility property - net of accumulated provision for depreciation	\$32,191			\$418	
Nuclear decommissioning trusts					
Investments in partnerships and unconsolidated subsidiaries		\$691,998		36,124	(\$36,124)
Investments in leveraged leases		43,561			
Other investments					

Total other property and investments	32,191	735,559		36,542	(36,124)

Cash and equivalents	468	135,166		132	
Receivables, including unbilled revenue, net of allowance for uncollectible accounts	545	24,584	\$310	41,985	(4,473)
Fuel inventory					
Materials and supplies, at average cost					
Accumulated deferred income taxes - net					
Prepayments and other current assets	350	12		36	

Total current assets	1,363	159,762	310	42,153	(4,473)

Unamortized debt issuance and reacquisition expense					
Rate phase-in plan					
Unamortized nuclear plant--net					
Income tax-related deferred charges					
Other deferred charges	826	3,536			

Total deferred charges	826	3,536			

TOTAL ASSETS	\$34,380	\$898,857	\$310	\$78,695	(\$40,597)
=====					

Mission First Financial and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Burlington Apts., Inc.	Mission Funding Company Consolidated	Renewable Energy Capital Company	Mission First Financial	Consolidating Adjustments
=====					
CAPITALIZATION AND LIABILITIES					
=====					

Common shareholders' equity:					
Common stock	\$1,528	\$125,059	\$3	\$78,909	(\$126,590)
Retained earnings	(\$69)	56,281	186	(6,648)	90,468
	-----	-----	-----	-----	-----
	1,459	181,340	189	72,261	(36,122)
Preferred stock:					
Not subject to mandatory redemption					
Subject to mandatory redemption					
Long-term debt	29,611	181,270			
	-----	-----	-----	-----	-----
Total capitalization	31,070	362,610	189	72,261	(36,122)
	-----	-----	-----	-----	-----
Other long-term liabilities					
Current portion of long-term debt and redeemable preferred stock					
Short-term debt					
Accounts payable					
Accrued taxes	179	635	121	4,122	(4,475)
Accrued interest					
Dividends payable	734	521			
Regulatory balancing accounts--net					
Deferred unbilled revenue and other	431	82,759		1,762	
	-----	-----	-----	-----	-----
Total current liabilities	1,344	83,915	121	5,884	(4,475)
	-----	-----	-----	-----	-----
Accumulated deferred income taxes - net	2,032	422,169		(570)	
Accumulated deferred investment tax credits					
Customer advances and other deferred credits	(66)	30,163		1,120	
	-----	-----	-----	-----	-----
Total deferred credits	1,966	452,332	0	550	0
	-----	-----	-----	-----	-----
TOTAL CAPITALIZATION AND LIABILITIES	\$34,380	\$898,857	\$310	\$78,695	(\$40,597)
	=====	=====	=====	=====	=====

Mission First Financial and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

Mission First
Financial
Consolidated

=====

ASSETS

=====

Utility plant, at original cost	
Less-accumulated provision for depreciation and decommissioning	-----
Construction work in progress	
Nuclear fuel, at amortized cost	-----
Total utility plant	-----
Nonutility property - net of accumulated provision for depreciation	\$32,609
Nuclear decommissioning trusts	
Investments in partnerships and unconsolidated subsidiaries	691,998
Investments in leveraged leases	43,561
Other investments	-----
Total other property and investments	768,168

Cash and equivalents	135,766
Receivables, including unbilled revenue, of allowance for uncollectible accounts	62,951
Fuel inventory	
Materials and supplies, at average cost	
Accumulated deferred income taxes - net	
Prepayments and other current assets	398

Total current assets	199,115

Unamortized debt issuance and reacquisition expense	
Rate phase-in plan	
Unamortized nuclear plant--net	
Income tax-related deferred charges	
Other deferred charges	4,362

Total deferred charges	4,362

TOTAL ASSETS	\$971,645
	=====

Mission First Financial and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

Mission First
Financial
Consolidated

=====

CAPITALIZATION AND LIABILITIES

=====

Common shareholders' equity:	
Common stock	\$78,909
Retained earnings	140,218

	219,127
Preferred stock:	
Not subject to mandatory redemption	
Subject to mandatory redemption	
Long-term debt	210,881

Total capitalization	430,008

Other long-term liabilities	

Current portion of long-term debt and redeemable preferred stock	
Short-term debt	
Accounts payable	
Accrued taxes	582
Accrued interest	
Dividends payable	1,255
Regulatory balancing accounts--net	
Deferred unbilled revenue and other	84,952

Total current liabilities	86,789

Accumulated deferred income taxes - net	423,631

Accumulated deferred investment tax credi	
Customer advances and other deferred cred	31,217
Total deferred credits	454,848

TOTAL CAPITALIZATION AND LIABILITIES	\$971,645
	=====

Mission First Financial and Subsidiaries
Consolidating Income Statement
For The Year Ended December 31, 1993
(In thousands)

	Burlington Apts., Inc.	Mission Funding Company Consolidated	Renewable Energy Capital Company	Mission First Financial	Consolidating Adjustments
Electric revenue					
Diversified operations	\$2,159	\$8,790			
Total operating revenue	2,159	8,790			
Fuel					
Purchased power					
Provisions for regulatory adjustment clauses - net					
Other operating expenses	972	550		3,843	
Maintenance					
Depreciation and decommissioning	587	3,839		89	
Income taxes	29	(23,064)		(1,643)	
Property and other taxes					
Total operating expenses	1,588	(18,675)		2,289	
Operating income	571	27,465		(2,289)	
Provision for phase-in plan					
Allowance for equity funds used during construction					
Other nonoperating income - net	727	15,500		1,216	
Total other income (deductions) - net	727	15,500		1,216	
Income before interest and other expenses	1,298	42,965		(1,073)	
Interest on long-term debt	1,367	12,570			
Other interest expense		47			
Allowance for borrowed funds used during construction					
Capitalized interest					
Dividend on subsidiary preferred stock					
Total interest and other expenses - net	1,367	12,617			
NET INCOME	(\$69)	\$30,348	\$0	(\$1,073)	\$0

Mission First Financial and Subsidiaries
Consolidating Income Statement
For The Year Ended December 31, 1993
(In thousands)

Financial
Consolidated

=====	
Electric revenue	
Diversified operations	\$10,949

Total operating revenue	10,949

Fuel	
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operating expenses	5,365
Maintenance	
Depreciation and decommissioning	4,515
Income taxes	(24,678)
Property and other taxes	

Total operating expenses	(14,798)

Operating income	25,747

Provision for phase-in plan	
Allowance for equity funds used during construction	
Other nonoperating income - net	17,443

Total other income (deductions) - net	17,443

Income before interest and other expenses	43,190

Interest on long-term debt	13,937
Other interest expense	47
Allowance for borrowed funds used during construction	
Capitalized interest	
Dividend on subsidiary preferred stock	

Total interest and other expenses - net	13,984

NET INCOME	\$29,206
	=====

Mission First Financial
Equity Investments in Real Estate Limited Partnerships
December 31, 1993

	Mission Housing Investments	Mission Housing Investments	Mission Housing Investments
	=====		
	=====		
Name of Entity:	Abby Associates (Windmere)	A E Associates (Avenida Espana)	Argyle Redevelopment Partnership
Ownership Interest:	99.0%	99.0%	99.0%

Equity Interest in (000):

Assets	\$0	\$9,929	\$6,189
Revenues	0	\$21	\$2,450
Net Income (Loss)	0	(\$52)	(\$185)

Mission First Financial
Equity Investments in Real Estate Limited Partnerships
December 31, 1993

	Mission Housing Investments	Mission Housing Investments	Mission Housing Investments	Mission Housing Investments
Name of Entity:	Bartlett Hill Associates	Berry Avenue Associates	Carlton Way Apartments	Centertown Associates

Ownership Interest: 99.0% 99.0% 99.0% 99.0%

Equity Interest in (000):

Assets	\$7,058	\$0	\$0	\$8,129
Revenues	\$447	\$0	\$0	\$354
Net Income (Loss)	(\$251)	\$0	\$0	(\$302)

Mission First Financial
Equity Investments in Real Estate Limited Partnerships
December 31, 1993

	Mission Housing Investments	Mission Housing Investments	Mission Housing Investments	Mission Housing Investments
Name of Entity:	Centro Partners	Corona Ely/ Ranch Associates	Coyote Springs Apartments Associates	Crescent Arms

Ownership Interest: 99.0% 99.0% 99.0% 99.0%

Equity Interest in (000):

Assets	\$0	\$0	\$13,304	\$0
Revenues	\$0	\$0	\$429	\$0
Net Income (Loss)	\$0	\$0	(\$467)	\$0

Mission First Financial
Equity Investments in Real Estate Limited Partnerships
December 31, 1993

	Mission Housing Investments	Mission Housing Investments	Mission Housing Investments	Mission Housing Investments
Name of Entity:	Cypress Cove Associates	EAH Larkspur Creekside Associates	East Catati Avenue Partners	Edmundson Associates
Ownership Interest:	99.0%	99.0%	99.0%	99.0%
Equity Interest in (000):				
Assets	\$3,213	\$3,264	\$6,285	\$4,346
Revenues	\$76	\$200	\$100	\$149
Net Income (Loss)	(\$94)	(\$99)	(\$166)	(\$141)

Mission First Financial
Equity Investments in Real Estate Limited Partnerships
December 31, 1993

	Mission Housing Investments	Mission Housing Investments	Mission Housing Investments	Mission Housing Investments
Name of Entity:	Farm (The) Associates	Fell Street Housing Associates	Gilroy Redwood Associates	Ginzton Associates
Ownership Interest:	99.0%	99.0%	99.0%	99.0%
Equity Interest in (000):				
Assets	\$6,471	\$0	\$3,699	\$9,940
Revenues	\$126	\$0	\$185	\$315
Net Income (Loss)	(\$181)	\$0	(\$101)	(\$255)

Mission First Financial
Equity Investments in Real Estate Limited Partnerships
December 31, 1993

	Mission Housing Investments	Mission Housing Investments	Mission Housing Investments	Mission Housing Investments
Name of Entity:	Grossman Apartments Investors	Heather Glen Associates	Holy Family Associates	Hope West Apartments
Ownership Interest:	99.0%	99.0%	99.0%	99.0%
Equity Interest in (000):				

Assets	\$1,315	\$8,819	\$9,240	\$0
Revenues	\$7	\$317	\$224	\$0
Net Income (Loss)	(\$28)	\$245	(\$295)	\$0

Mission First Financial
Equity Investments in Real Estate Limited Partnerships
December 31, 1993

	Mission Housing Investments	Mission Housing Investments	Mission Housing Investments	Mission Housing I
Name of Entity:	Kennedy Lofts Associates	La Brea/ Franklin	Larkin Pine	California Park Apartments
Ownership Interest:	97.0%	99.0%	99.0%	99.0%
Equity Interest in (000):				
Assets	\$20,492	\$0	\$0	\$3,609
Revenues	\$1,845	\$0	\$0	\$346
Net Income (Loss)	(\$897)	\$0	\$0	(\$162)

Mission First Financial
Equity Investments in Real Estate Limited Partnerships
December 31, 1993

	Mission Housing II	Mission Housing III	Mission Housing IV	Mission Housing V	Mission Housing Investments
Name of Entity:	5363 Dent Avenue Associates	De Rosa Housing Associates	MPT Apartments	Centennial Place	Mar Associates
Ownership Interest:	99.0%	99.0%	99.0%	99.0%	99.0%
Equity Interest in (000):					
Assets	\$1,384	\$5,248	\$8,327	\$11,484	\$17,544
Revenues	\$163	\$446	\$928	\$495	\$677
Net Income (Loss)	(\$54)	(\$290)	(\$336)	(\$396)	(\$647)

Mission First Financial
Equity Investments in Real Estate Limited Partnerships
December 31, 1993

	Mission Housing Investments	Mission Housing Investments	Mission Housing Investments	Mission Housing Alpha
Name of Entity:	Mayacamas Village Associates	Mid-Peninsula Sharmon Palms Associates	Mission Capp	Lee Park Investors
Ownership Interest:	99.0%	99.0%	99.0%	99.0%
Equity Interest in (000):				
Assets	\$0	\$3,774	\$6,109	\$35,042
Revenues	\$0	\$218	\$389	\$4,611
Net Income (Loss)	\$0	(\$98)	(\$190)	\$75

Mission First Financial
Equity Investments in Real Estate Limited Partnerships
December 31, 1993

	Mission Housing Beta	Mission Housing Gamma	Mission Housing Delta	Mission Housing Delta
Name of Entity:	Richmond City Center Associates	Del Carlo Court Associates	MH I Limited Partnership	MH II Limited Partnership
Ownership Interest:	99.0%	99.0%	99.0%	99.0%
Equity Interest in (000):				
Assets	\$8,270	\$6,099	\$3,573	\$1,370
Revenues	\$169	\$123	\$343	\$161
Net Income (Loss)	(\$430)	(\$215)	(\$160)	(\$53)

Mission First Financial
Equity Investments in Real Estate Limited Partnerships
December 31, 1993

	Mission Housing Delta	Mission Housing Delta	Mission Housing Epsilon	Mission Housing Investors Partnership
Name of Entity:	MH III Limited Partnership	MH IV Limited Partnership		Forest Winds Associates
Ownership Interest:	99.0%	99.0%		99.0%
Equity Interest in (000):				

Assets	\$5,196	\$8,244	\$0
Revenues	\$442	\$919	\$0
Net Income (Loss)	(\$287)	(\$333)	\$0

Mission First Financial
Equity Investments in Real Estate Limited Partnerships
December 31, 1993

	Mission Housing Investors Partnership	Mission Housing Investors Partnership	Mission Housing Investors Partnership	Mission Housing Investors Partnership
Name of Entity:	Glen Eden Associates	Gray's Meadows Investors	Prince Bozzuto	Rancho Park
Ownership Interest:	99.0%	99.0%	99.0%	99.0%
Equity Interest in (000):				
Assets	\$361	\$0	\$0	\$398
Revenues	\$0	\$0	\$0	\$0
Net Income (Loss)	(\$111)	\$0	(\$101)	(\$26)

Mission First Financial
Equity Investments in Real Estate Limited Partnerships
December 31, 1993

	Mission Housing Investors Partnership	Mission Housing Investors Partnership	Mission Housing Investors Partnership	Mission Housing Investors Partnership
Name of Entity:	Rustic Gardens Associates	Sea Ranch Apartments	Springdale Kresson Associates	1028 Howard Street Associates
Ownership Interest:	99.0%	99.0%	99.0%	99.0%
Equity Interest in (000):				
Assets	\$0	\$131	\$424	\$0
Revenues	\$0	\$1	\$4	\$0
Net Income (Loss)	\$0	(\$47)	(\$135)	\$0

Mission First Financial
Equity Investments in Real Estate Limited Partnerships
December 31, 1993

Mission Housing	Mission Housing	Mission Housing	Mission Housing
-----------------	-----------------	-----------------	-----------------

	Zeta	Theta	Theta	Theta
Name of Entity:		Mission Housing Investors Partnership (Forest Winds)	Mission Housing Investors Partnership (Glen Eden)	Mission Housing Investors Partnership (Gray's Meadows)
Ownership Interest:		5% x 99%	5% x 99%	5% x 99%
Equity Interest in (000):				
Assets		\$0	\$18	\$0
Revenues		\$0	\$0	\$0
Net Income (Loss)		\$0	(\$6)	\$0

Mission First Financial
Equity Investments in Real Estate Limited Partnerships
December 31, 1993

	Mission Housing Theta	Mission Housing Theta	Mission Housing Theta
Name of Entity:	Mission Housing Investors Partnership (Rancho Park)	Mission Housing Investors Partnership (Rustic Gardens)	Mission Housing Investors Partnership (Sea Ranch)
Ownership Interest:	5% x 99%	5% x 99%	5% x 99%
Equity Interest in (000):			
Assets	\$20	\$0	\$7
Revenues	\$0	\$0	\$0
Net Income (Loss)	(\$1)	\$0	(\$2)

Mission First Financial
Equity Investments in Real Estate Limited Partnerships
December 31, 1993

	Mission Housing Theta	Mission Housing Theta	Mission Housing Investments
Name of Entity:	Mission Housing Investors Partnership (Springdale Kresson)	Mission Housing Investors Partnership (1028 Howard)	Morrone Gardens Associates
Ownership Interest:	5% x 99%	5% x 99%	99%
Equity Interest in (000):			
Assets	\$21	\$0	\$0
Revenues	\$0	\$0	\$0
Net Income (Loss)	(\$7)	\$0	\$0

Mission First Financial
 Equity Investments in Real Estate Limited Partnerships
 December 31, 1993

	Mission Housing Investments	Mission Housing Investments	Mission Housing Investments	Mission Housing Investments
Name of Entity:	Nearby Lagoon Associates	Open Doors Associates	Pajaro Court Associates	Palmer House
Ownership Interest:	99%	99%	99%	99%
Equity Interest in (000):				
Assets	\$10,590	\$9,349	\$0	\$2,025
Revenues	\$389	\$291	\$0	\$185
Net Income (Loss)	(\$410)	(\$274)	\$0	(\$65)

Mission First Financial
 Equity Investments in Real Estate Limited Partnerships
 December 31, 1993

	Mission Housing Investments	Mission Housing Investments	Mission Housing Investments	Mission Housing Investments
Name of Entity:	Park Place Terrace	Pilot Grove	Pinole Grove Associates	Post Office Plaza
Ownership Interest:	99%	99%	99%	99%
Equity Interest in (000):				
Assets	\$0	\$0	\$0	\$61,231
Revenues	\$0	\$0	\$0	\$7,338
Net Income (Loss)	\$0	(\$413)	\$0	(\$1,471)

Mission First Financial
 Equity Investments in Real Estate Limited Partnerships
 December 31, 1993

	Mission Housing Investments	Mission Housing Investments	Mission Housing Investments	Mission Housing Investments
Name of Entity:	Rincon De Los Riverside/	Rosebloom	Runsen	

	Esteros Associates	Liebrandt Partners	Associates	Associates
Ownership Interest:	99%	99%	99%	99%
Equity Interest in (000):				
Assets	\$0	\$0	\$5,016	\$0
Revenues	\$0	\$0	\$146	\$0
Net Income (Loss)	\$0	\$0	(\$170)	\$0

Mission First Financial
Equity Investments in Real Estate Limited Partnerships
December 31, 1993

	Mission Housing Investments	Mission Housing Investments	Mission Housing Investments	Mission Housing Investments
Name of Entity:	San Pablo Senior Housing Associates	San Pedro Gardens Associates	Santa Paulan Senior Apartments Associates	Second Street Center
Ownership Interest:	99%	99%	99%	99%
Equity Interest in (000):				
Assets	\$4,548	\$3,542	\$9,385	\$0
Revenues	\$288	\$107	\$764	\$0
Net Income (Loss)	(\$198)	(\$151)	(\$202)	\$0

Mission First Financial
Equity Investments in Real Estate Limited Partnerships
December 31, 1993

	Mission Housing Investments	Mission Housing Investments	Mission Housing Investments	Mission Housing Investments
Name of Entity:	South Beach Housing Associates	Stoney Creek Associates	Studebaker Building	Sultana Acres Associates
Ownership Interest:	99%	99%	99%	99%
Equity Interest in (000):				
Assets	\$21,300	\$11,174	\$3,857	\$2,707
Revenues	\$602	\$327	\$39	\$136
Net Income (Loss)	(\$450)	(\$544)	(\$51)	(\$95)

Mission First Financial
 Equity Investments in Real Estate Limited Partnerships
 December 31, 1993

	Mission Housing Investments	Mission Housing Investments	Mission Housing Investments	Mission Housing Investments
Name of Entity:	Tabor Grand	The Josephinum Associates	Terra Linda Associates	Tlaquepaque Housing Associates
Ownership Interest:	99%	99%	99%	99%
Equity Interest in (000):				
Assets	\$3,982	\$10,940	\$0	\$0
Revenues	\$172	\$865	\$0	\$0
Net Income (Loss)	(\$140)	(\$429)	\$0	\$0

Mission First Financial
 Equity Investments in Real Estate Limited Partnerships
 December 31, 1993

	Mission Housing Investments	Mission Housing Investments	Mission Housing Investments	Mission Housing Investments
Name of Entity:	Tuscany Associates	Washington Creek Associates	Westport Village Homes Associates	Wheeler Manor Associates
Ownership Interest:	99%	99%	99%	99%
Equity Interest in (000):				
Assets	\$4,887	\$4,199	\$1,276	\$13,139
Revenues	\$34	\$94	\$121	\$439
Net Income (Loss)	(\$101)	(\$127)	(\$37)	(\$373)

Mission First Financial
 Equity Investments in Real Estate Limited Partnerships
 December 31, 1993

	Mission Housing Investments	Mission Housing Investments	Mission Housing Investments	Mission Housing Investments
Name of Entity:	Winfield Hill Associates	Y.W.C.A. Villa Nueva Associates	16th and Church Street Associates	1101 Howard Street Associates

Ownership Interest:	99%	99%	99%	99%
Equity Interest in (000):				
Assets	\$0	\$10,438	\$2,707	\$0
Revenues	\$0	\$109	\$112	\$0
Net Income (Loss)	\$0	(\$419)	(\$132)	\$0

Mission First Financial
Equity Investments in Real Estate Limited Partnerships
December 31, 1993

	Mission Housing Investments	Mission Housing Investments
=====		
=====		
Name of Entity:	\$210 Washington Avenue Associates	Delta Plaza Apartments Associates

Ownership Interest:	99%	99%
Equity Interest in (000):		
Assets	\$11,206	\$0
Revenues	\$488	\$12
Net Income (Loss)	(\$719)	(\$41)

Mission First Financial
Equity Investments in Resource Recovery Project
December 31, 1993

	Mission Funding Zeta	Burlington Apartments, Inc.
=====		
=====		
Name of Entity:	Huntingtington	Burlington Arboretum L.P.

Ownership Interest:	50.0%	94.67%
Equity Interest in (000):		

Original Cost of Interest	\$26,450	\$34,380
Investment in Resource Recovery Project	24,476	2,456
Investment Income - Net	128	(470)

Mission Funding Company and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Mission First Asset Investment	Mission Funding Beta	Mission Funding Epsilon Consolidated	Mission Funding Gamma	Mission Funding Kappa
=====					
ASSETS					
=====					
Utility plant, at original cost					
Less-accumulated provision for depreciation and decommissioning					
Construction work in progress					
Nuclear fuel, at amortized cost					
Total utility plant					

Nonutility property - net of accumulated provision for depreciation					
Nuclear decommissioning trusts					
Investments in partnerships and unconsolidated subsidiaries		\$69,783	\$331,439	51568	83
Investments in leveraged leases		2,701	36,358	\$4,502	
Other investments					
Total other property and investments		72,484	367,797	56,070	83

Cash and equivalents			2		
Receivables, including unbilled revenue, net of allowance for uncollectible accounts	19,770	46,876	266,532	27,989	12
Fuel inventory					
Materials and supplies, at average cost					
Accumulated deferred income taxes - net					
Prepayments and other current assets			12		
Total current assets	19,770	46,876	266,546	27,989	12

Unamortized debt issuance and reacquisition expense					
Rate phase-in plan					
Unamortized nuclear plant--net					
Income tax-related deferred charges					
Other deferred charges			87		
Total deferred charges			87	0	0

TOTAL ASSETS	\$19,770	\$119,360	\$634,430	\$84,059	\$95
=====					

Mission Funding Company and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

Mission	Mission	Mission Funding	Mission	Mission
---------	---------	--------------------	---------	---------

	First Asset Investment	Funding Beta	Epsilon Consolidated	Funding Gamma	Funding Kappa
CAPITALIZATION AND LIABILITIES					
Common shareholders' equity:					
Common stock	\$19,764	\$39,723	\$244,974	\$31,449	\$100
Retained earnings	5	18,299	89,229	13,585	(16)
	19,769	58,022	334,203	45,034	84
Preferred stock:					
Not subject to mandatory redemption					
Subject to mandatory redemption					
Long-term debt					
Total capitalization	19,769	58,022	334,203	45,034	84
Other long-term liabilities					
Current portion of long-term debt and redeemable preferred stock					
Short-term debt					
Accounts payable	1	39	87	41	11
Accrued taxes					
Accrued interest					
Dividends payable					
Regulatory balancing accounts--net					
Deferred unbilled revenue and other		56	299	94	
Total current liabilities	1	95	386	135	11
Accumulated deferred income taxes - net		61,243	299,841	38,890	
Accumulated deferred investment tax credits					
Customer advances and other deferred credits					
Total deferred credits	0	61,243	299,841	38,890	0
TOTAL CAPITALIZATION AND LIABILITIES	\$19,770	\$119,360	\$634,430	\$84,059	\$95

Mission Funding Company and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Mission Funding Theta	Mission Funding Zeta	Mission Housing Investments Consolidated	Mission Funding Company	Consolidating Adjustments
ASSETS					
Utility plant, at original cost					
Less-accumulated provision for depreciation and decommissioning					
Construction work in progress					
Nuclear fuel, at amortized cost					
Total utility plant					
Nonutility property - net of accumulated provision for depreciation					
Nuclear decommissioning trusts					
Investments in partnerships and unconsolidated subsidiaries		\$24,475	\$229,497	\$486,307	(\$501,154)
Investments in leveraged leases					
Other investments					
Total other property and investments	0	24,475	229,497	486,307	(501,154)
Cash and equivalents			8,334	126,830	
Receivables, including unbilled revenue, net of allowance for uncollectible accounts	4	20,654	65,009	2,455	(424,717)
Fuel inventory					
Materials and supplies, at average cost					

Accumulated deferred income taxes - net
Prepayments and other current assets

Total current assets	4	20,654	73,343	129,285	(424,717)
Unamortized debt issuance and reacquisition expense					
Rate phase-in plan					
Unamortized nuclear plant--net					
Income tax-related deferred charges					
Other deferred charges			2,475	974	
Total deferred charges			2,475	974	
TOTAL ASSETS	\$4	\$45,129	\$305,315	\$616,566	(\$925,871)

Mission Funding Company and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Mission Funding Theta	Mission Funding Zeta	Mission Housing Investments Consolidated	Mission Funding Company	Consolidating Adjustments
CAPITALIZATION AND LIABILITIES					
Common shareholders' equity:					
Common stock		\$26,450	\$151,704	\$125,059	(\$514,164)
Retained earnings	(\$7)	5,280	28,671	(111,775)	13,010
	(7)	31,730	180,375	13,284	(501,154)
Preferred stock:					
Not subject to mandatory redemption					
Subject to mandatory redemption				181,270	
Long-term debt					
Total capitalization	(7)	31,730	180,375	194,554	(501,154)
Other long-term liabilities					
Current portion of long-term debt and redeemable preferred stock					
Short-term debt					
Accounts payable	11	86	3,985	421,091	(424,717)
Accrued taxes				521	
Accrued interest					
Dividends payable					
Regulatory balancing accounts--net					
Deferred unbilled revenue and other			81,910	400	
Total current liabilities	11	86	85,895	422,012	(424,717)
Accumulated deferred income taxes - net		13,313	8,882		
Accumulated deferred investment tax credits					
Customer advances and other deferred credit			30,163		
Total deferred credits	0	13,313	39,045		
TOTAL CAPITALIZATION AND LIABILITIES	\$4	\$45,129	\$305,315	\$616,566	(\$925,871)

Mission Funding Company and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

Mission
Funding
Company
Consolidated

=====

ASSETS

=====

Utility plant, at original cost	
Less-accumulated provision for depreciation and decommissioning	
Construction work in progress	
Nuclear fuel, at amortized cost	

Total utility plant	-----
Nonutility property - net of accumulated provision for depreciation	
Nuclear decommissioning trusts	
Investments in partnerships and unconsolidated subsidiaries	\$691,998
Investments in leveraged leases	43,561
Other investments	

Total other property and investments	735,559

Cash and equivalents	135,166
Receivables, including unbilled revenue, ne of allowance for uncollectible accounts	24,584
Fuel inventory	
Materials and supplies, at average cost	
Accumulated deferred income taxes - net	
Prepayments and other current assets	12

Total current assets	159,762

Unamortized debt issuance and reacquisition expense	
Rate phase-in plan	
Unamortized nuclear plant--net	
Income tax-related deferred charges	
Other deferred charges	3,536

Total deferred charges	3,536

TOTAL ASSETS	\$898,857
	=====

Mission Funding Company and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

Mission
Funding
Company
Consolidated

=====

CAPITALIZATION AND LIABILITIES

=====

Common shareholders' equity:	
Common stock	\$125,059
Retained earnings	56,281

	181,340
Preferred stock:	
Not subject to mandatory redemption	
Subject to mandatory redemption	
Long-term debt	181,270

Total capitalization	362,610

Other long-term liabilities	

Current portion of long-term debt and redeemable preferred stock	
Short-term debt	
Accounts payable	635
Accrued taxes	521
Accrued interest	
Dividends payable	
Regulatory balancing accounts--net	
Deferred unbilled revenue and other	82,759

Total current liabilities	83,915

Accumulated deferred income taxes - net	422,169
Accumulated deferred investment tax credits	
Customer advances and other deferred credit	30,163

Total deferred credits	452,332

TOTAL CAPITALIZATION AND LIABILITIES	\$898,857
	=====

Mission Funding Company and Subsidiaries
Consolidating Income Statement
For The Year Ended December 31, 1993
(In thousands)

	Mission First Asset Investment	Mission Funding Beta	Mission Funding Epsilon Consolidated	Mission Funding Gamma	Mission Funding Kappa
Electric revenue					
Diversified operations		\$2,376	\$17,152	\$1,906	(\$17)
Total operating revenue	0	2,376	17,152	1,906	(17)
Fuel					
Purchased power					
Provisions for regulatory adjustment clauses - net					
Other operating expenses	10	10	41	10	10
Maintenance					
Depreciation and decommissioning					
Income taxes	(33)	350	2,124	255	(11)
Property and other taxes					
Total operating expenses	(23)	360	2,165	265	(1)
Operating income	23	2,016	14,987	1,641	(16)
Provision for phase-in plan					
Allowance for equity funds used during construction					

Other nonoperating income - net	357	1	7	1	
Total other income (deductions) - net	357	1	7	1	0
Income before interest and other expenses	380	2,017	14,994	1,642	(16)
Interest on long-term debt					
Other interest expense					
Allowance for borrowed funds used during construction					
Capitalized interest					
Dividend on subsidiary preferred stock					
Total interest and other expenses - net					
NET INCOME	\$380	\$2,017	\$14,994	\$1,642	(\$16)

Mission Funding Company and Subsidiaries
Consolidating Income Statement
For The Year Ended December 31, 1993
(In thousands)

	Mission Funding Theta	Mission Funding Zeta	Mission Housing Investments Consolidated	Mission Funding Company	Consolidating Adjustments
Electric revenue					
Diversified operations			(\$12,627)		
Total operating revenue			(12,627)		
Fuel					
Purchased power					
Provisions for regulatory adjustment clauses - net					
Other operating expenses	\$10	\$10	193	256	
Maintenance					
Depreciation and decommissioning		894	2,945		
Income taxes	(4)	(525)	(24,906)	(314)	
Property and other taxes					
Total operating expenses	6	379	(21,768)	(58)	
Operating income	(6)	(379)	9,141	58	
Provision for phase-in plan					
Allowance for equity funds used during construction					
Other nonoperating income - net		612	7,094	7,428	
Total other income (deductions) - net	0	612	7,094	7,428	
Income before interest and other expenses	(6)	233	16,235	7,486	
Interest on long-term debt				12,570	
Other interest expense			47		
Allowance for borrowed funds used during construction					
Capitalized interest					
Dividend on subsidiary preferred stock					
Total interest and other expenses - net			47	12,570	
NET INCOME	(\$6)	\$233	\$16,188	(\$5,084)	\$0

Mission Funding Company and Subsidiaries
Consolidating Income Statement
For The Year Ended December 31, 1993
(In thousands)

Mission
Funding
Company
Consolidated

Electric revenue	
Diversified operations	\$8,790

Total operating revenue	8,790

Fuel	
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operating expenses	550
Maintenance	
Depreciation and decommissioning	3,839
Income taxes	(23,064)
Property and other taxes	

Total operating expenses	(18,675)

Operating income	27,465

Provision for phase-in plan	
Allowance for equity funds used during construction	
Other nonoperating income - net	15,500

Total other income (deductions) - net	15,500

Income before interest and other expenses	42,965

Interest on long-term debt	12,570
Other interest expense	47
Allowance for borrowed funds used during construction	
Capitalized interest	
Dividend on subsidiary preferred stock	

Total interest and other expenses - net	12,617

NET INCOME	\$30,348
	=====

Mission Funding Epsilon and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Mission Funding Alpha	Mission Funding Delta	Mission (Bermuda) Investments, Ltd.	Mission Investments Inc.	Mission Funding Epsilon
=====					
ASSETS					
=====					
Utility plant, at original cost					
Less-accumulated provision for depreciation and decommissioning					

Construction work in progress					
Nuclear fuel, at amortized cost					
Total utility plant					
Nonutility property - net of accumulated provision for depreciation					
Nuclear decommissioning trusts					
Investments in partnerships					
and unconsolidated subsidiaries	\$175,001	\$25,206			\$235,647
Investments in leveraged leases					36,358
Other investments					
Total other property and investments	175,001	25,206		0	272,005
Cash and equivalents			1	1	
Receivables, including unbilled revenue, net of allowance for uncollectible accounts	100,664	18,429	13	2	147,437
Fuel inventory					
Materials and supplies, at average cost					
Accumulated deferred income taxes - net					12
Prepayments and other current assets					
Total current assets	100,664	18,429	14	3	147,449
Unamortized debt issuance and reacquisition expense					
Rate phase-in plan					
Unamortized nuclear plant--net					
Income tax-related deferred charges					
Other deferred charges		6			81
Total deferred charges		6			81
TOTAL ASSETS	\$275,671	\$43,635	\$14	\$3	\$419,535

Mission Funding Epsilon and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Mission Funding Alpha	Mission Funding Delta	Mission (Bermuda) Investments, Ltd.	Mission Investments Inc.	Mission Funding Epsilon
CAPITALIZATION AND LIABILITIES					
Common shareholders' equity:					
Common stock	\$90,522	\$13,880	\$12	\$1	\$244,974
Retained earnings	45,911	5,377			37,941
	136,433	19,257	12	1	282,915
Preferred stock:					
Not subject to mandatory redemption					
Subject to mandatory redemption					
Long-term debt					
Total capitalization	136,433	19,257	12	1	282,915
Other long-term liabilities					
Current portion of long-term debt and redeemable preferred stock					
Short-term debt	41	42	2	2	13
Accounts payable					
Accrued taxes					
Accrued interest					
Dividends payable					
Regulatory balancing accounts--net					
Deferred unbilled revenue and other					299
Total current liabilities	41	42	2	2	312

Accumulated deferred income taxes - net	139,197	24,336			136,308
Accumulated deferred investment tax credits					
Customer advances and other deferred credits					

Total deferred credits	139,197	24,336	0	0	136,308

TOTAL CAPITALIZATION AND LIABILITIES	\$275,671	\$43,635	\$14	\$3	\$419,535
	=====				

Mission Funding Epsilon and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Consolidating Adjustments	Mission Funding Epsilon Consolidated
=====		
ASSETS		
=====		
Utility plant, at original cost		
Less-accumulated provision for depreciation and decommissioning		

Construction work in progress		
Nuclear fuel, at amortized cost		

Total utility plant		

Nonutility property - net of accumulated provision for depreciation		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	(\$104,415)	\$331,439
Investments in leveraged leases		36,358
Other investments		

Total other property and investments	(104,415)	367,797

Cash and equivalents		2
Receivables, including unbilled revenue, net of allowance for uncollectible accounts	(13)	266,532
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		12
Prepayments and other current assets		

Total current assets	(13)	266,546

Unamortized debt issuance and reacquisition expense		
Rate phase-in plan		
Unamortized nuclear plant--net		
Income tax-related deferred charges		
Other deferred charges		87

Total deferred charges		87

TOTAL ASSETS	(\$104,428)	\$634,430
	=====	

Mission Funding Epsilon and Subsidiaries
 Consolidating Balance Sheet
 December 31, 1993
 (In thousands)

	Consolidating Adjustments	Mission Funding Epsilon Consolidated
=====		
CAPITALIZATION AND LIABILITIES		
=====		
Common shareholders' equity:		
Common stock	(\$104,415)	\$244,974
Retained earnings		89,229
	-----	-----
	(104,415)	334,203
Preferred stock:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Long-term debt		
	-----	-----
Total capitalization	(104,415)	334,203
	-----	-----
Other long-term liabilities		
	-----	-----
Current portion of long-term debt and redeemable preferred stock		
Short-term debt	(13)	87
Accounts payable		
Accrued taxes		
Accrued interest		
Dividends payable		
Regulatory balancing accounts--net		
Deferred unbilled revenue and other		299
	-----	-----
Total current liabilities	(13)	386
	-----	-----
Accumulated deferred income taxes - net		299,841
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
	-----	-----
Total deferred credits	0	299,841
	-----	-----
TOTAL CAPITALIZATION AND LIABILITIES	(\$104,428)	\$634,430
=====		

Mission Funding Epsilon and Subsidiaries
 Consolidating Income Statement
 For The Year Ended December 31, 1993
 (In thousands)

	Mission Funding Alpha	Mission Funding Delta	Mission (Bermuda) Investments, Ltd.	Mission Investments Inc.	Mission Funding Epsilon
=====					
Electric revenue					
Diversified operations	\$10,395				\$6,757
	-----	-----	-----	-----	-----

Total operating revenue	10,395			6,757
Fuel				
Purchased power				
Provisions for regulatory adjustment clauses - net				
Other operating expenses	10	\$10	\$6	\$4 11
Maintenance				
Depreciation and decommissioning				
Income taxes	3,289	(37)	(3)	(1,125)
Property and other taxes				
Total operating expenses	3,299	(27)	3	4 (1,114)
Operating income	7,096	27	(3)	(4) 7,871
Provision for phase-in plan				
Allowance for equity funds used during construction				
Other nonoperating income - net			3	4
Total other income (deductions) - net			3	4
Income before interest and other expense	7,096	27	0	0 7,871
Interest on long-term debt				
Other interest expense				
Allowance for borrowed funds used during construction				
Capitalized interest				
Dividend on subsidiary preferred stock				
Total interest and other expenses - net				
NET INCOME	\$7,096	\$27		\$7,871

Mission Funding Epsilon and Subsidiaries
Consolidating Income Statement
For The Year Ended December 31, 1993
(In thousands)

	Consolidating Adjustments	Mission Funding Epsilon Consolidated
Electric revenue		
Diversified operations		\$17,152
Total operating revenue		17,152
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operating expenses		41
Maintenance		
Depreciation and decommissioning		
Income taxes		2,124
Property and other taxes		
Total operating expenses		2,165
Operating income		14,987
Provision for phase-in plan		
Allowance for equity funds used during		

construction	
Other nonoperating income - net	7

Total other income (deductions) - net	7

Income before interest and other expense	14,994

Interest on long-term debt	
Other interest expense	
Allowance for borrowed funds used during construction	
Capitalized interest	
Dividend on subsidiary preferred stock	

Total interest and other expenses - net	

NET INCOME	\$14,994
=====	

Mission Housing Investments and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Mission Housing Alpha	Mission Housing Beta	Mission Housing Delta	Mission Housing Epsilon	Mission Housing Gamma	Mission Housing Theta
=====						
ASSETS						

Utility plant, at original cost						
Less-accumulated provision for depreciation and decommissioning						
Construction work in progress						
Nuclear fuel, at amortized cost						

Total utility plant						

Nonutility property - net of accumulated provision for depreciation						
Nuclear decommissioning trusts						
Investments in partnerships and unconsolidated subsidiaries	\$2,583	\$4,054	\$6,447		\$2,710	\$1,165
Investments in leveraged leases						
Other investments						

Total other property and investments	2,583	4,054	6,447		2,710	1,165

Cash and equivalents						
Receivables, including unbilled revenue, net of allowance for uncollectible accounts	3,078	798	1,685	\$4	681	1011
Fuel inventory						
Materials and supplies, at average cost						
Accumulated deferred income taxes - net						
Prepayments and other current assets						

Total current assets	3,078	798	1,685	4	681	1,011

Unamortized debt issuance and reacquisition expense						
Rate phase-in plan						
Unamortized nuclear plant--net						
Income tax-related deferred charges						
Other deferred charges	179					

Total deferred charges	179	0	0	0	0	0

TOTAL ASSETS	\$5,840	\$4,852	\$8,132	\$4	\$3,391	\$2,176
=====						

Mission Housing Investments and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Mission Housing Alpha	Mission Housing Beta	Mission Housing Delta	Mission Housing Epsilon	Mission Housing Gamma	Mission Housing Theta
=====						
CAPITALIZATION AND LIABILITIES						
=====						
Common shareholders' equity:						
Common stock	\$3,264	\$3,526	\$7,057			\$1,000
Retained earnings	1,258	283	756	(\$6)	\$403	(16)
	-----	-----	-----	-----	-----	-----
	4,522	3,809	7,813	(6)	403	984
Preferred stock:						
Not subject to mandatory redemption						
Subject to mandatory redemption						
Long-term debt						
	-----	-----	-----	-----	-----	-----
Total capitalization	4,522	3,809	7,813	(6)	403	984
Other long-term liabilities						
	-----	-----	-----	-----	-----	-----
Current portion of long-term debt and redeemable preferred stock						
Short-term debt	60	10	10	10	2,875	9
Accounts payable						
Accrued taxes						
Accrued interest						
Dividends payable						
Regulatory balancing accounts--net						
Deferred unbilled revenue and other		1,074	224			1,182
	-----	-----	-----	-----	-----	-----
Total current liabilities	60	1,084	234	10	2,875	1,191
Accumulated deferred income taxes - net	1,258	(41)	85		(22)	1
Accumulated deferred investment tax credits						
Customer advances and other deferred credits					135	
	-----	-----	-----	-----	-----	-----
Total deferred credits	1,258	(41)	85	0	113	1
	-----	-----	-----	-----	-----	-----
TOTAL CAPITALIZATION AND LIABILITIES	\$5,840	\$4,852	\$8,132	\$4	\$3,391	\$2,176
=====						

Mission Housing Investments and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Mission Housing Zeta	Mission Housing Investments	Consolidati Adjustments	Mission Housing Investments Consolidated
=====				
ASSETS				
=====				
Utility plant, at original cost				
Less-accumulated provision for depreciation and decommissioning				
Construction work in progress				
Nuclear fuel, at amortized cost				
	-----	-----	-----	-----

Total utility plant				
Nonutility property - net of accumulated provision for depreciation				
Nuclear decommissioning trusts				
Investments in partnerships and unconsolidated subsidiaries		\$212,538		\$229,497
Investments in leveraged leases				
Other investments				
Total other property and investments		212,538		229,497
Cash and equivalents		8,334		8,334
Receivables, including unbilled revenue, net of allowance for uncollectible accounts	\$4	57,748		65,009
Fuel inventory				
Materials and supplies, at average cost				
Accumulated deferred income taxes - net				
Prepayments and other current assets				
Total current assets	4	66,082		73,343
Unamortized debt issuance and reacquisition expense				
Rate phase-in plan				
Unamortized nuclear plant--net				
Income tax-related deferred charges				
Other deferred charges		2,296		2,475
Total deferred charges	0	2,296		2,475
TOTAL ASSETS	\$4	\$280,916	\$0	\$305,315

Mission Housing Investments and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Mission Housing Zeta	Mission Housing Investments	Consolidati Adjustments	Mission Housing Investments Consolidated
=====				
CAPITALIZATION AND LIABILITIES				
=====				
Common shareholders' equity:				
Common stock		\$136,857		\$151,704
Retained earnings	(\$7)	26,000		28,671
	(7)	162,857		180,375
Preferred stock:				
Not subject to mandatory redemption				
Subject to mandatory redemption				
Long-term debt				
Total capitalization	(7)	162,857		180,375
Other long-term liabilities				
Current portion of long-term debt and redeemable preferred stock				
Short-term debt	11	1,000		3,985
Accounts payable				
Accrued taxes				
Accrued interest				
Dividends payable				
Regulatory balancing accounts--net				
Deferred unbilled revenue and other		79,430		81,910
Total current liabilities	11	80,430		85,895

Accumulated deferred income taxes - net	7,601	8,882
Accumulated deferred investment tax credits		
Customer advances and other deferred credits	30,028	30,163
Total deferred credits	0	39,045
TOTAL CAPITALIZATION AND LIABILITIES	\$4	\$305,315

Mission Housing Investments and Subsidiaries
Consolidating Income Statement
For The Year Ended December 31, 1993
(In thousands)

	Mission Housing Alpha	Mission Housing Beta	Mission Housing Delta	Mission Housing Epsilon	Mission Housing Gamma
Electric revenue					
Diversified operations	\$359	(\$430)	(\$924)		(\$215)
Total operating revenue	359	(430)	(924)	0	(215)
Fuel					
Purchased power					
Provisions for regulatory adjustment clauses - net					
Other operating expenses	10	10	10	10	10
Maintenance					
Depreciation and decommissioning	112	115	(90)		75
Income taxes	85	(838)	(1,601)	(4)	(703)
Property and other taxes					
Total operating expenses	207	(713)	(1,681)	6	(618)
Operating income	152	283	757	(6)	403
Provision for phase-in plan					
Allowance for equity funds used during construction					
Other nonoperating income - net					
Total other income (deductions) - net					
Income before interest and other expenses	152	283	757	(6)	403
Interest on long-term debt					
Other interest expense					
Allowance for borrowed funds used during construction					
Capitalized interest					
Dividend on subsidiary preferred stock					
Total interest and other expenses - net					
NET INCOME	\$152	\$283	\$757	(\$6)	\$403

Mission Housing Investments and Subsidiaries
Consolidating Income Statement
For The Year Ended December 31, 1993
(In thousands)

Mission Housing Theta	Mission Housing Zeta	Mission Housing Investment	Consolidating Adjustments
-----------------------	----------------------	----------------------------	---------------------------

Electric revenue				
Diversified operations	(\$16)		(\$11,401)	
Total operating revenue	(16)	0	(11,401)	
Fuel				
Purchased power				
Provisions for regulatory adjustment clauses - net				
Other operating expenses	10	10	123	
Maintenance				
Depreciation and decommissioning			2,733	
Income taxes	(10)	(4)	(21,831)	
Property and other taxes				
Total operating expenses	0	6	(18,975)	
Operating income	(16)	(6)	7,574	
Provision for phase-in plan				
Allowance for equity funds used during construction				
Other nonoperating income - net			7,094	
Total other income (deductions) - net			7,094	
Income before interest and other expenses	(16)	(6)	14,668	
Interest on long-term debt				
Other interest expense			47	
Allowance for borrowed funds used during construction				
Capitalized interest				
Dividend on subsidiary preferred stock				
Total interest and other expenses - net			47	
NET INCOME	(\$16)	(\$6)	\$14,621	\$0

Mission Housing Investments and Subsidiaries
Consolidating Income Statement
For The Year Ended December 31, 1993
(In thousands)

Mission
Housing
Investment
Consolidated

Electric revenue	
Diversified operations	(\$12,627)
Total operating revenue	(12,627)
Fuel	
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operating expenses	193
Maintenance	
Depreciation and decommissioning	2,945
Income taxes	(24,906)
Property and other taxes	
Total operating expenses	(21,768)

Operating income	9,141
Provision for phase-in plan	
Allowance for equity funds used during construction	
Other nonoperating income - net	7,094
Total other income (deductions) - net	7,094
Income before interest and other expenses	16,235
Interest on long-term debt	
Other interest expense	47
Allowance for borrowed funds used during construction	
Capitalized interest	
Dividend on subsidiary preferred stock	
Total interest and other expenses - net	47
NET INCOME	\$16,188

Mission Land Company and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Associated Southern Investment Company	Calabasas Palatino Inc.	CA Commerce Center North, L.P.	Carol Point Builders I	Carol Point Builders II
=====	(inactive)				
ASSETS	=====				
Utility plant, at original cost					
Less-accumulated provision for depreciation and decommissioning					
Construction work in progress					
Nuclear fuel, at amortized cost					
Total utility plant					
Nonutility property - net of accumulated provision for depreciation	\$4		\$29,584		
Nuclear decommissioning trusts					
Investments in partnerships and unconsolidated subsidiaries	1,053				
Investments in leveraged leases					
Other investments					
Total other property and investments	1,057	0	29,584	0	0
Cash and equivalents	139				
Receivables, including unbilled revenue, net of allowance for uncollectible accounts	1,489		1	242	
Fuel inventory					
Materials and supplies, at average cost					
Accumulated deferred income taxes - net					
Prepayments and other current assets	1				
Total current assets	1,629	0	1	242	0
Unamortized debt issuance and reacquisition expense					
Rate phase-in plan					
Unamortized nuclear plant--net					
Income tax-related deferred charges					
Other deferred charges					

Total deferred charges				0	
TOTAL ASSETS	\$2,686	\$0	\$29,585	\$242	\$0

Mission Land Company and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Associated Southern Investment Company Consolidated	Calababas Palatino Inc.	CA Commerce Center North, L.P.	Carol Point Builders I	Carol Point Builders II
CAPITALIZATION AND LIABILITIES (inactive)					
Common shareholders' equity:					
Common stock	\$1,240		\$6,907	(\$1,875)	(\$72)
Retained earnings	(912)		(2,091)	2,114	(85)
	328	0	4,816	239	(157)
Preferred stock:					
Not subject to mandatory redemption					
Subject to mandatory redemption					
Long-term debt					
Total capitalization	328	0	4,816	239	(157)
Other long-term liabilities					
Current portion of long-term debt and redeemable preferred stock			23,210		
Short-term debt					
Accounts payable	775		56	3	157
Accrued taxes	79		279		
Accrued interest			1,224		
Dividends payable					
Regulatory balancing accounts--net					
Deferred unbilled revenue and other					
Total current liabilities	854	0	24,769	3	157
Accumulated deferred income taxes - net	1,504				
Accumulated deferred investment tax credits					
Customer advances and other deferred credits					
Total deferred credits	1,504	0	0	0	0
TOTAL CAPITALIZATION AND LIABILITIES	\$2,686	\$0	\$29,585	\$242	\$0

Mission Land Company and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Carol Stream Developers	Centrelake Partners, L.P.	Corona Partners, L.P.	Irwindale Land Company
ASSETS (inactive)				
Utility plant, at original cost				
Less-accumulated provision for depreciation and decommissioning				

Construction work in progress				
Nuclear fuel, at amortized cost				
Total utility plant				
Nonutility property - net of accumulated provision for depreciation	\$19,464	\$21,417	\$11,757	
Nuclear decommissioning trusts				
Investments in partnerships and unconsolidated subsidiaries				
Investments in leveraged leases				
Other investments				
Total other property and investments	19,464	21,417	11,757	0
Cash and equivalents	45	42	106	
Receivables, including unbilled revenue, net of allowance for uncollectible accounts	72	28	52	
Fuel inventory				
Materials and supplies, at average cost				
Accumulated deferred income taxes - net	(527)	137	415	
Prepayments and other current assets				
Total current assets	(410)	207	573	0
Unamortized debt issuance and reacquisition expense				
Rate phase-in plan				
Unamortized nuclear plant--net				
Income tax-related deferred charges				
Other deferred charges	5		387	
Total deferred charges	5	0	387	
TOTAL ASSETS	\$19,059	\$21,624	\$12,717	\$0

Mission Land Company and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Carol Stream Developers	Centrelake Partners, L.P.	Corona Partners, L.P.	Irwindale Land Company
CAPITALIZATION AND LIABILITIES				(inactive)
Common shareholders' equity:				
Common stock	\$11,510	\$17,999	\$1,435	
Retained earnings	(1,657)	(1,250)	(679)	
	9,853	16,749	756	0
Preferred stock:				
Not subject to mandatory redemption				
Subject to mandatory redemption				
Long-term debt		4,450		
Total capitalization	9,853	21,199	756	0
Other long-term liabilities				
Current portion of long-term debt and redeemable preferred stock	7,935		10,454	
Short-term debt				
Accounts payable	1,141	221	25	
Accrued taxes		113	66	
Accrued interest	130	25	38	
Dividends payable				
Regulatory balancing accounts--net				
Deferred unbilled revenue and other			37	
Total current liabilities	9,206	359	10,620	0
Accumulated deferred income taxes - net				
Accumulated deferred investment tax credits				
Customer advances and other deferred credits		66	1,341	

Total deferred credits	0	66	1,341	0
TOTAL CAPITALIZATION AND LIABILITIES	\$19,059	\$21,624	\$12,717	\$0

Mission Land Company and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Lusk-Mission Industrial Partners I	Mission Airport Park Dvlp. Co.	Ontario Airport Ind. Park	Mission CCH I, L.P.	Mission Comstock Crosser Hickey
=====					
ASSETS					
=====					
Utility plant, at original cost					
Less-accumulated provision for depreciation and decommissioning					

Construction work in progress					
Nuclear fuel, at amortized cost					

Total utility plant					

Nonutility property - net of accumulated provision for depreciation	\$54,913	\$15,227	\$1,040		\$57,989
Nuclear decommissioning trusts					
Investments in partnerships and unconsolidated subsidiaries		1,816			
Investments in leveraged leases					
Other investments					

Total other property and investments	54,913	17,043	1,040	0	57,989

Cash and equivalents		217	6	253	76
Receivables, including unbilled revenue, net of allowance for uncollectible accounts	617	27,766	47	7,335	389
Fuel inventory					
Materials and supplies, at average cost					
Accumulated deferred income taxes - net					
Prepayments and other current assets	106	34	24	27	989

Total current assets	723	28,017	77	7,615	1,454

Unamortized debt issuance and reacquisition expense					
Rate phase-in plan					
Unamortized nuclear plant--net					
Income tax-related deferred charges					
Other deferred charges		9,578			813

Total deferred charges	0	9,578	0	0	813

TOTAL ASSETS	\$55,636	\$54,638	\$1,117	\$7,615	\$60,256
=====					

Mission Land Company and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Lusk-Mission Industrial Partners I	Mission Airport Park Dvlp. Co.	Ontario Airport Ind. Park	Mission CCH I, L.P.	Mission Comstock Crosser Hickey
=====					

CAPITALIZATION AND LIABILITIES

Common shareholders' equity:					
Common stock	\$30,013	\$45,032	\$1,149	\$6,702	\$22,160
Retained earnings	(3,991)	2,551	(54)	885	(3,923)
	26,022	47,583	1,095	7,587	18,237
Preferred stock:					
Not subject to mandatory redemption					
Subject to mandatory redemption					5,950
Long-term debt					5,950
Total capitalization	26,022	47,583	1,095	7,587	24,187
Other long-term liabilities					
Current portion of long-term debt and redeemable preferred stock					
	27,199				35,056
Short-term debt					
Accounts payable	26	6,426		28	310
Accrued taxes	1,046	163	22		523
Accrued interest	1,343				135
Dividends payable					
Regulatory balancing accounts--net					
Deferred unbilled revenue and other		8			34
Total current liabilities	29,614	6,597	22	28	36,058
Accumulated deferred income taxes - net					
		(332)			
Accumulated deferred investment tax credits					
Customer advances and other deferred credits		790			11
Total deferred credits	0	458	0	0	11
TOTAL CAPITALIZATION AND LIABILITIES	\$55,636	\$54,638	\$1,117	\$7,615	\$60,256

Mission Land Company and Subsidiaries
 Consolidating Balance Sheet
 December 31, 1993
 (In thousands)

	Mission DAI I, L.P.	Mission Industrial Contractors, Inc.	Mission Koll I, L.P.	Mission Messenger Vacaville	Mission Nexus I, L.P.
=====					
ASSETS	(inactive)	(inactive)			
=====					
Utility plant, at original cost					
Less-accumulated provision for depreciation and decommissioning					

Construction work in progress					
Nuclear fuel, at amortized cost					

Total utility plant					

Nonutility property - net of accumulated provision for depreciation			\$7,291	\$59,812	\$27,416
Nuclear decommissioning trusts					
Investments in partnerships and unconsolidated subsidiaries					
Investments in leveraged leases					
Other investments					
Total other property and investments	0	0	7,291	59,812	27,416

Cash and equivalents			5	717	592
Receivables, including unbilled revenue, net of allowance for uncollectible accounts				463	527
Fuel inventory					
Materials and supplies, at average cost					
Accumulated deferred income taxes - net			67	320	165
Prepayments and other current assets					

Total current assets	0	0	72	1,500	1,284
Unamortized debt issuance and reacquisition expense					
Rate phase-in plan					
Unamortized nuclear plant--net					
Income tax-related deferred charges					
Other deferred charges			333	2,764	3,269
Total deferred charges			333	2,764	3,269
TOTAL ASSETS	\$0	\$0	\$7,696	\$64,076	\$31,969

Mission Land Company and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Mission DAI I, L.P.	Mission Industrial Contractors, Inc.	Mission Koll I, L.P.	Mission Messenger Vacaville	Mission Nexus I, L.P.
CAPITALIZATION AND LIABILITIES					
Common shareholders' equity:					
Common stock			\$7,907	\$32,694	\$6,706
Retained earnings			(278)	(4,155)	(45)
Preferred stock:	0	0	7,629	28,539	6,661
Not subject to mandatory redemption					
Subject to mandatory redemption					
Long-term debt				30,711	
Total capitalization	0	0	7,629	59,250	6,661
Other long-term liabilities					
Current portion of long-term debt and redeemable preferred stock					
Short-term debt				3,428	24,808
Accounts payable			2	502	14
Accrued taxes			65	300	162
Accrued interest				564	
Dividends payable					
Regulatory balancing accounts--net					
Deferred unbilled revenue and other				13	144
Total current liabilities	0	0	67	4,807	25,128
Accumulated deferred income taxes - net					
Accumulated deferred investment tax credits				19	180
Customer advances and other deferred credits					
Total deferred credits	0	0	0	19	180
TOTAL CAPITALIZATION AND LIABILITIES	\$0	\$0	\$7,696	\$64,076	\$31,969

Mission Land Company and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

Mission Nexus II, L.P.	Mission Ontario Inc.	Mission South Bay Company	Mission Texas Property Holdings, Inc.
---------------------------	-------------------------	---------------------------------	---

ASSETS	(inactive)	(inactive)	
Utility plant, at original cost			
Less-accumulated provision for depreciation and decommissioning			
Construction work in progress			
Nuclear fuel, at amortized cost			
Total utility plant			
Nonutility property - net of accumulated provision for depreciation	\$5,692		
Nuclear decommissioning trusts			
Investments in partnerships and unconsolidated subsidiaries			750
Investments in leveraged leases			
Other investments			
Total other property and investments	5,692	0	0
Cash and equivalents	7		15
Receivables, including unbilled revenue, net of allowance for uncollectible accounts			(750)
Fuel inventory			
Materials and supplies, at average cost			
Accumulated deferred income taxes - net	20		
Prepayments and other current assets			
Total current assets	27	0	0
Unamortized debt issuance and reacquisition expense			
Rate phase-in plan			
Unamortized nuclear plant--net			
Income tax-related deferred charges			
Other deferred charges	100		
Total deferred charges	100		0
TOTAL ASSETS	\$5,819	\$0	\$0

Mission Land Company and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Mission Nexus II, L.P.	Mission Ontario Inc.	Mission South Bay Company	Mission Texas Property Holdings, Inc.
CAPITALIZATION AND LIABILITIES	(inactive)	(inactive)		
Common shareholders' equity:				
Common stock	\$5,716			\$32
Retained earnings	(343)			(14)
Preferred stock:	5,373	0	0	18
Not subject to mandatory redemption				
Subject to mandatory redemption				
Long-term debt				
Total capitalization	5,373	0	0	18
Other long-term liabilities				
Current portion of long-term debt and redeemable preferred stock				
Short-term debt				
Accounts payable				
Accrued taxes	20			(3)
Accrued interest	171			

Dividends payable				
Regulatory balancing accounts--net				
Deferred unbilled revenue and other	255			
Total current liabilities	446	0	0	(3)
Accumulated deferred income taxes - net				(0)
Accumulated deferred investment tax credits				
Customer advances and other deferred credits				
Total deferred credits	0	0	0	(0)
TOTAL CAPITALIZATION AND LIABILITIES	\$5,819	\$0	\$0	\$15

Mission Land Company and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Ontario Lakeshore Partners, L.P.	Realco Texas Master Limited Partnership	Mission Land Company	Consolidating Adjustments
=====				
ASSETS				
=====				
Utility plant, at original cost				
Less-accumulated provision for depreciation and decommissioning				
Construction work in progress				
Nuclear fuel, at amortized cost				
Total utility plant				
Nonutility property - net of accumulated provision for depreciation	\$21,532	\$49,662	\$67,552	\$1,801
Nuclear decommissioning trusts				
Investments in partnerships and unconsolidated subsidiaries			179,784	(181,209)
Investments in leveraged leases				
Other investments				
Total other property and investments	21,532	49,662	247,336	(179,408)
Cash and equivalents	338	998	12,394	0
Receivables, including unbilled revenue, net of allowance for uncollectible accounts	70	125	23,733	(54,818)
Fuel inventory				
Materials and supplies, at average cost				
Accumulated deferred income taxes - net				
Prepayments and other current assets	149	1,526	242	
Total current assets	557	2,649	36,369	(54,818)
Unamortized debt issuance and reacquisition expense				
Rate phase-in plan				
Unamortized nuclear plant--net				
Income tax-related deferred charges				
Other deferred charges	2,228	277	14,869	248
Total deferred charges	2,228	277	14,869	248
TOTAL ASSETS	\$24,317	\$52,588	\$298,574	(\$233,978)
=====				

Mission Land Company and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Ontario Lakeshore Partners, L.P.	Realco Texas Master Limited Partnership	Mission Land Company	Consolidating Adjustments
=====				
CAPITALIZATION AND LIABILITIES				
=====				
Common shareholders' equity:				
Common stock	\$3,133	\$11,679	\$171,379	(\$219,038)
Retained earnings	(1,360)	(1,085)	44,245	30,868
	-----	-----	-----	-----
	1,773	10,594	215,624	(188,170)
Preferred stock:				
Not subject to mandatory redemption				
Subject to mandatory redemption				
Long-term debt	6,843			(7,750)
	-----	-----	-----	-----
Total capitalization	8,616	10,594	215,624	(195,920)

Other long-term liabilities				
Current portion of long-term debt and redeemable preferred stock	15,300	38,591		(12,187)
Short-term debt			55,000	
Accounts payable	40	1,322	28,934	(37,266)
Accrued taxes	86	1,018	(772)	1,079
Accrued interest	73	615	619	(153)
Dividends payable				
Regulatory balancing accounts--net				
Deferred unbilled revenue and other	86	0	335	(101)
	-----	-----	-----	-----
Total current liabilities	15,585	41,546	84,116	(48,628)

Accumulated deferred income taxes - net			(3,055)	1,883
Accumulated deferred investment tax credits				
Customer advances and other deferred credits	116	448	1,889	8,687
	-----	-----	-----	-----
Total deferred credits	116	448	(1,166)	10,570

TOTAL CAPITALIZATION AND LIABILITIES	\$24,317	\$52,588	\$298,574	(\$233,978)
=====				

Mission Land Company and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

Mission Land
Company
Consolidated

=====

ASSETS

=====

Utility plant, at original cost	
Less-accumulated provision for depreciation and decommissioning	-----
Construction work in progress	
Nuclear fuel, at amortized cost	-----
Total utility plant	-----
Nonutility property - net of accumulated provision for depreciation	\$452,153

Nuclear decommissioning trusts	
Investments in partnerships and unconsolidated subsidiaries	2,194
Investments in leveraged leases	
Other investments	

Total other property and investments	454,347

Cash and equivalents	15,950
Receivables, including unbilled revenue, net of allowance for uncollectible accounts	7,388
Fuel inventory	
Materials and supplies, at average cost	
Accumulated deferred income taxes - net	
Prepayments and other current assets	3,695

Total current assets	27,033

Unamortized debt issuance and reacquisition expense	
Rate phase-in plan	
Unamortized nuclear plant--net	
Income tax-related deferred charges	
Other deferred charges	34,871

Total deferred charges	34,871

TOTAL ASSETS	\$516,251
	=====

Mission Land Company and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Mission Land Company Consolidated
	=====
CAPITALIZATION AND LIABILITIES	
	=====
Common shareholders' equity:	
Common stock	\$162,408
Retained earnings	58,741

	221,149
Preferred stock:	
Not subject to mandatory redemption	
Subject to mandatory redemption	
Long-term debt	40,204

Total capitalization	261,353

Other long-term liabilities	

Current portion of long-term debt and redeemable preferred stock	173,794
Short-term debt	55,000
Accounts payable	2,716
Accrued taxes	4,246

Accrued interest	4,784
Dividends payable	
Regulatory balancing accounts--net	
Deferred unbilled revenue and other	811

Total current liabilities	241,351

Accumulated deferred income taxes - net	(0)
Accumulated deferred investment tax credits	
Customer advances and other deferred credits	13,547

Total deferred credits	13,547

TOTAL CAPITALIZATION AND LIABILITIES	\$516,251
	=====

Mission Land Company and Subsidiaries
Consolidating Income Statement
For The Year Ended December 31, 1993
(In thousands)

	Associated Southern Investment Company Consolidated	Calabasas Palatino Inc.	CA Commerce Center North, L.P.	Carol Point Builders I	Carol Point Builders II
	(inactive)				
Electric revenue					
Diversified operations	\$926			\$15,858	\$2,930
	-----			-----	-----
Total operating revenue	926	0	0	15,858	2,930
	-----			-----	-----
Fuel					
Purchased power					
Provisions for regulatory adjustment clauses - net					
Other operating expenses	9		14	12,893	2,916
Maintenance				23	32
Depreciation and decommissioning				396	25
Income taxes	96				
Property and other taxes	2		305	88	14
	-----		-----	-----	-----
Total operating expenses	107	0	319	13,400	2,987
	-----		-----	-----	-----
Operating income	819	0	(319)	2,458	(57)
	-----		-----	-----	-----
Provision for phase-in plan					
Allowance for equity funds used during construction					
Other nonoperating income - net	(1,252)		1	3	1
	-----		-----	-----	-----
Total other income (deductions) - net	(1,252)	0	1	3	1
	-----		-----	-----	-----
Income before interest and other expenses	(433)	0	(318)	2,461	(56)
	-----		-----	-----	-----
Interest on long-term debt			1,773		28
Other interest expense				348	
Allowance for borrowed funds used during construction					
Capitalized interest					
Dividend on subsidiary preferred stock					
	-----		-----	-----	-----
Total interest and other expenses - net			1,773	348	28
	-----		-----	-----	-----
NET INCOME	(\$433)	\$0	(\$2,091)	\$2,113	(\$84)
	=====		=====	=====	=====

Mission Land Company and Subsidiaries
Consolidating Income Statement
For The Year Ended December 31, 1993

(In thousands)

	Carol Stream Developers	Centrelake Partners, L.P.	Corona Partners, L.P.	Irwindale Land Company	Lusk-Mission Industrial Partners I
	(inactive)				
Electric revenue					
Diversified operations	\$106		\$1,207		\$523
Total operating revenue	106	0	1,207	0	523
Fuel					
Purchased power					
Provisions for regulatory adjustment clauses - net					
Other operating expenses	510	721	367		542
Maintenance	26	0	157		
Depreciation and decommissioning	64	2	354		
Income taxes		0	0		
Property and other taxes	512	131	154		1,968
Total operating expenses	1,112	854	1,032	0	2,510
Operating income	(1,006)	(854)	175	0	(1,987)
Provision for phase-in plan					
Allowance for equity funds used during construction					
Other nonoperating income - net	6	(1)	(177)		32
Total other income (deductions) - net	6	(1)	(177)	0	32
Income before interest and other expenses	(1,000)	(855)	(2)	0	(1,955)
Interest on long-term debt		394	0		2,035
Other interest expense	656		678		
Allowance for borrowed funds used during construction					
Capitalized interest					
Dividend on subsidiary preferred stock					
Total interest and other expenses - net	656	394	678	0	2,035
NET INCOME	(\$1,656)	(\$1,249)	(\$680)	\$0	(\$3,990)

Mission Land Company and Subsidiaries
Consolidating Income Statement
For The Year Ended December 31, 1993
(In thousands)

	Mission Airport Park Dvlp. Co.	Ontario Airport Ind. Park	Mission CCH I, L.P.	Mission Comstock Crosser Hickey	Mission DAI I, L.P.
	(inactive)				
Electric revenue					
Diversified operations	\$1,285		\$25,726	\$679	
Total operating revenue	1,285	0	25,726	679	0
Fuel					
Purchased power					
Provisions for regulatory adjustment clauses - net					
Other operating expenses	735	10	22,820	424	
Maintenance	56		77	133	
Depreciation and decommissioning	189		590	199	
Income taxes	14		0		
Property and other taxes	179	45	158	735	

Total operating expenses	1,173	55	23,645	1,491	0
Operating income	112	(55)	2,081	(812)	0
Provision for phase-in plan Allowance for equity funds used during construction					
Other nonoperating income - net	382		2	(168)	
Total other income (deductions) - net	382	0	2	(168)	0
Income before interest and other expenses	494	(55)	2,083	(980)	0
Interest on long-term debt			1,199	2,940	
Other interest expense				4	
Allowance for borrowed funds used during construction					
Capitalized interest					
Dividend on subsidiary preferred stock					
Total interest and other expenses - net	0	0	1,199	2,944	0
NET INCOME	\$494	(\$55)	\$884	(\$3,924)	\$0

Mission Land Company and Subsidiaries
Consolidating Income Statement
For The Year Ended December 31, 1993
(In thousands)

	Mission Industrial Contractors, Inc.	Mission Koll I, L.P.	Mission Messenger Vacaville	Mission Nexus I, L.P.	Mission Nexus II, L.P.
	(inactive)				
Electric revenue					
Diversified operations			\$2,086	\$4,262	
Total operating revenue	0	0	2,086	4,262	0
Fuel					
Purchased power					
Provisions for regulatory adjustment clauses - net					
Other operating expenses		20	1,660	504	7
Maintenance		5	131	75	0
Depreciation and decommissioning			542	923	
Income taxes		0			
Property and other taxes		177	754	385	20
Total operating expenses	0	202	3,087	1,887	27
Operating income	0	(202)	(1,001)	2,375	(27)
Provision for phase-in plan Allowance for equity funds used during construction					
Other nonoperating income - net		0	34	18	
Total other income (deductions) - net	0	0	34	18	0
Income before interest and other expenses	0	(202)	(967)	2,393	(27)
Interest on long-term debt		71	3,188		316
Other interest expense		4		2,437	
Allowance for borrowed funds used during construction					
Capitalized interest					
Dividend on subsidiary preferred stock					
Total interest and other expenses - net	0	75	3,188	2,437	316
NET INCOME	\$0	(\$277)	(\$4,155)	(\$44)	(\$343)

Mission Land Company and Subsidiaries
Consolidating Income Statement
For The Year Ended December 31, 1993
(In thousands)

	Mission Ontario Inc.	Mission South Bay Company	Mission Texas Property Holdings, Inc.	Ontario Lakeshore Partners, L.P.	Realco Texas Master Limited Partnership
	(inactive)	(inactive)			
Electric revenue					
Diversified operations				\$2,618	\$42,906
Total operating revenue	0	0	0	2,618	42,906
Fuel					
Purchased power					
Provisions for regulatory adjustment clauses - net					
Other operating expenses			31	962	35,815
Maintenance				274	1,169
Depreciation and decommissioning				1,188	1,126
Income taxes			(1)	0	
Property and other taxes				196	1,514
Total operating expenses	0	0	30	2,620	39,624
Operating income	0	0	(30)	(2)	3,282
Provision for phase-in plan					
Allowance for equity funds used during construction					
Other nonoperating income - net			17	(1)	3
Total other income (deductions) - net	0	0	17	(1)	3
Income before interest and other expenses	0	0	(13)	(3)	3,285
Interest on long-term debt				1,358	2,829
Other interest expense					1,542
Allowance for borrowed funds used during construction					
Capitalized interest					
Dividend on subsidiary preferred stock					
Total interest and other expenses - net	0	0	0	1,358	4,371
NET INCOME	\$0	\$0	(\$13)	(\$1,361)	(\$1,086)

Mission Land Company and Subsidiaries
Consolidating Income Statement
For The Year Ended December 31, 1993
(In thousands)

	Mission Land Company	Mission Land Consolidating Adjustments	Mission Land Company Consolidated
Electric revenue			
Diversified operations	(\$5,390)	\$44,911	\$140,633

Total operating revenue	(5,390)	44,911	140,633

Fuel			
Purchased power			
Provisions for regulatory adjustment clauses - net			
Other operating expenses	7,944	32,567	121,471
Maintenance	248	49	2,455
Depreciation and decommissioning	1,477	897	7,972
Income taxes	(743)		(634)
Property and other taxes	1,502	3,976	12,815

Total operating expenses	10,428	37,489	144,079

Operating income	(15,818)	7,422	(3,446)

Provision for phase-in plan			
Allowance for equity funds used during construction			
Other nonoperating income - net	11,985	5,983	16,868

Total other income (deductions) - net	11,985	5,983	16,868

Income before interest and other expenses	(3,833)	13,405	13,422

Interest on long-term debt		4,443	20,574
Other interest expense	2,515	(75)	8,109
Allowance for borrowed funds used during construction			
Capitalized interest			
Dividend on subsidiary preferred stock			

Total interest and other expenses - net	2,515	4,368	28,683

NET INCOME	(\$6,348)	\$9,037	(\$15,261)
=====			

Mission Land Company and Subsidiaries
Equity Investments
December 31, 1993

	Associated Southern Investment Company	Mission Land Company	Mission Land Company	Mission Land Company	Mission Land Company
Name of Entity:	Calabasas Central Valley	Mission- Dominion	Mission- Shea	701 Minnesota	Parkway Business Centre Partners, Ltd.
Ownership Interest:	39.5%	0.0%	50.0%	55.0%	10.0%
Nature/Purpose of Business:	(a)	(b)	(c)	(d)	
Ownership Interest (000) in:					
Assets	\$3,544,732	\$0	\$2,090,329	\$240,803	\$0
Revenues	1,294,873	\$0	4,840,293	6,359,416	\$0
Net Income	92,348	\$0	(578,988)	4,138,236	\$0

NOTE: Values shown are at Mission's % interest.

(a) To acquire, hold, purchase, lease, sell, exchange, subdivide, improve,

design, construct operate, supervise and manage real and personal property at Calabasas Park.

(b) To develop and sell condominiums in Culver City, California. Investment in Dominion has been written off and Mission is involved in litigation with both partner and

(c) To develop and sell single-family homes in Escondido Heights, California. Investment in Mission-Shea has been fully reserved.

(d) To develop an existing building into atrium-style residential lofts in San Francisco, California.

(e) To develop industrial lots for sale in Poway, California.

Associated Southern Investment Co. and Sub.
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Calabasas Park Company Inc.	Associated Southern Investment Company	Consolidating Adjustments	Associated Southern Investment Company Consolidated
=====	(Inactive)			
=====				
ASSETS				
=====				
Utility plant, at original cost				
Less-accumulated provision for depreciation and decommissioning				

Construction work in progress				
Nuclear fuel, at amortized cost				

Total utility plant				

Nonutility property - net of accumulated provision for depreciation		4		\$4
Nuclear decommissioning trusts				
Investments in partnerships and unconsolidated subsidiaries		1,053		1,053
Investments in leveraged leases				
Other investments				

Total other property and investments		1,057		1,057

Cash and equivalents		139		139
Receivables, including unbilled revenue, net of allowance for uncollectible accounts		1,489		1,489
Fuel inventory				
Materials and supplies, at average cost				
Accumulated deferred income taxes - net				
Prepayments and other current assets		1		1

Total current assets		1,629		1,629

Unamortized debt issuance and reacquisition expense				
Rate phase-in plan				
Unamortized nuclear plant--net				
Income tax-related deferred charges				
Other deferred charges				

Total deferred charges				

TOTAL ASSETS		\$2,686		\$2,686
=====				

Associated Southern Investment Co. and Sub.
Consolidating Balance Sheet

December 31, 1993
(In thousands)

	Calabasas Park Company Inc.	Associated Southern Investment Company	Consolidating Adjustments	Associated Southern Investment Company Consolidated
=====				
CAPITALIZATION AND LIABILITIES	(Inactive)	(Inactive)		
=====				
Common shareholders' equity:				
Common stock		\$1,240		\$1,240
Retained earnings		(912)		(912)
		-----		-----
		328		328
Preferred stock:				
Not subject to mandatory redemption				
Subject to mandatory redemption				
Long-term debt				
		-----		-----
Total capitalization		328		328

Other long-term liabilities				

Current portion of long-term debt and redeemable preferred stock				
Short-term debt				
Accounts payable		775		775
Accrued taxes		79		79
Accrued interest				
Dividends payable				
Regulatory balancing accounts--net				
Deferred unbilled revenue and other				
		-----		-----
Total current liabilities		854		854

Accumulated deferred income taxes - net		1,504		1,504
Accumulated deferred investment tax credits				
Customer advances and other deferred credits				
		-----		-----
Total deferred credits		1,504		1,504

TOTAL CAPITALIZATION AND LIABILITIES		\$2,686		\$2,686
=====				

Associated Southern Investment Co. and Sub.
Consolidating Income Statement
For The Year Ended December 31, 1993
(In thousands)

	Calabasas Park Company Inc.	Associated Southern Investment Company	Consolidating Adjustments	Associated Southern Investment Company Consolidated
=====				
	(Inactive)			
=====				
Electric revenue				
Diversified operations		\$926		\$926
		-----		-----
Total operating revenue		926		926

Fuel				
Purchased power				
Provisions for regulatory adjustment clauses - net				
Other operating expenses		9		9
Maintenance				
Depreciation and decommissioning				
Income taxes		96		96
Property and other taxes		2		2
		-----		-----
Total operating expenses		107		107

Operating income	819	819
Provision for phase-in plan		
Allowance for equity funds used during construction		
Other nonoperating income - net	(1,252)	(1,252)
Total other income (deductions) - net	(1,252)	(1,252)
Income before interest and other expenses	(433)	(433)
Interest on long-term debt		
Other interest expense		
Allowance for borrowed funds used during construction		
Capitalized interest		
Dividend on subsidiary preferred stock		
Total interest and other expenses - net		
NET INCOME	(\$433)	(\$433)

Mission Power Engineering Company and Subsidiaries
Consolidating Balance Sheet
December 31, 1993
(In thousands)

	Associated Southern Engineering Company	Mission Power Engineering Company	Consolidating Adjustments	Mission Power Engineering Co Consolidated
=====	(Inactive)			
=====				
ASSETS				
=====				
Utility plant, at original cost				
Less-accumulated provision for depreciation and decommissioning				

Construction work in progress				
Nuclear fuel, at amortized cost				

Total utility plant				

Nonutility property - net of accumulated provision for depreciation		\$1,952		\$1,952
Nuclear decommissioning trusts				
Investments in partnerships and unconsolidated subsidiaries				
Investments in leveraged leases				
Other investments				

Total other property and investments		1,952		1,952

Cash and equivalents				0
Receivables, including unbilled revenue, net of allowance for uncollectible accounts		838		838
Fuel inventory				
Materials and supplies, at average cost				
Accumulated deferred income taxes - net				
Prepayments and other current assets				

Total current assets		838		838

Unamortized debt issuance and reacquisition expense				
Rate phase-in plan				
Unamortized nuclear plant--net				
Income tax-related deferred charges				
Other deferred charges		3,423		3,423

Total deferred charges		3,423		3,423

TOTAL ASSETS		\$6,213	\$0	\$6,213
=====				

Mission Power Engineering Company and Subsidiaries
 Consolidating Balance Sheet
 December 31, 1993
 (In thousands)

	Associated Southern Engineering Company	Mission Power Engineering Company	Consolidating Adjustments	Mission Power Engineering Co Consolidated
=====				
CAPITALIZATION AND LIABILITIES				
(Inactive)				

Common shareholders' equity:				
Common stock		\$3,000		\$3,000
Retained earnings		(9,567)		(9,567)
		(6,567)		(6,567)
Preferred stock:				
Not subject to mandatory redemption				
Subject to mandatory redemption				
Long-term debt		4,595		4,595
Total capitalization		(1,972)		(1,972)
Other long-term liabilities				
Current portion of long-term debt and redeemable preferred stock				
Short-term debt				
Accounts payable		3,402		3,402
Accrued taxes		282		282
Accrued interest				
Dividends payable				
Regulatory balancing accounts--net				
Deferred unbilled revenue and other				
Total current liabilities		3,684		3,684
Accumulated deferred income taxes - net		2,207		2,207
Accumulated deferred investment tax credits				
Customer advances and other deferred credits		2,294		2,294
Total deferred credits		4,501		4,501
TOTAL CAPITALIZATION AND LIABILITIES		\$6,213	\$0	\$6,213
=====				

Mission Power Engineering Company and Subsidiaries
 Consolidating Income Statement
 For The Year Ended December 31, 1993
 (In thousands)

	Associated Southern Engineering Company	Mission Power Engineering Company	Consolidating Adjustments	Mission Power Engineering Co Consolidated
=====				
Electric revenue				
(Inactive)				

Diversified operations				
Total operating revenue				
Fuel				
Purchased power				
Provisions for regulatory adjustment clauses - net				
Other operating expenses		\$6,831		\$6,831
Maintenance				
Depreciation and decommissioning				

Income taxes	(2,802)		(2,802)
Property and other taxes	21		21
Total operating expenses	4,050		4,050
Operating income	(4,050)		(4,050)
Provision for phase-in plan			
Allowance for equity funds used during construction			
Other nonoperating income - net	(10,936)		(10,936)
Total other income (deductions) - net	(10,936)		(10,936)
Income before interest and other expenses	(14,986)		(14,986)
Interest on long-term debt			
Other interest expense			
Allowance for borrowed funds used during construction			
Capitalized interest			
Dividend on subsidiary preferred stock			
Total interest and other expenses - net			
NET INCOME	(\$14,986)	\$0	(\$14,986)

EXHIBIT B

FINANCIAL DATA SCHEDULE

The following is provided for SCEcorp on a consolidated basis:

Item No.	Caption Heading	Amount
1	Total Assets	\$21,378,542,000
2	Total Operating Revenues	\$7,821,077,000
3	Net Income	\$639,048,000

EXHIBIT C

EXEMPT WHOLESALE GENERATORS (EWGs):

4.1 COMMONWEALTH ATLANTIC LIMITED PARTNERSHIP

SCEcorp
The Mission Group
Mission Energy Company
Hanover Energy Company
Chickahominy River Energy Corp.
Commonwealth Atlantic Limited Partnership

4.2 NEVADA SUN-PEAK LIMITED PARTNERSHIP

SCEcorp
The Mission Group
Mission Energy Company
Quartz Peak Energy Company
Nevada Sun-Peak Limited Partnership

4.3 CROWN ENERGY, L.P. (not operational)

SCEcorp
The Mission Group
Mission Energy Company
Arrowhead Energy Company
Crown Energy, L.P.

4.4 VISTA ENERGY, L.P. (not operational)

SCEcorp
The Mission Group
Mission Energy Company
Vista Energy Company
Vista Energy, L.P.

FOREIGN UTILITY COMPANIES:

- - - - -

4.5 LOY YANG B JOINT VENTURE

SCEcorp
The Mission Group
Mission Energy Company
MEC International B.V.
Latrobe Power Pty Ltd
Mission Victoria Partnership
Latrobe Power Partnership
Loy Yang B Joint Venture

SCEcorp
The Mission Group
Mission Energy Company
MEC International B.V.
Loy Yang Holdings Pty Ltd
Latrobe Power Pty Ltd
Mission Victoria Partnership
Latrobe Power Partnership
Loy Yang B Joint Venture

SCEcorp
The Mission Group
Mission Energy Company
MEC International B.V.
Loy Yang Holdings Pty Ltd
Mission Energy Australia Pty Ltd
Latrobe Power Partnership
Loy Yang B Joint Venture

SCEcorp
The Mission Group
Mission Energy Company
MEC International B.V.
Loy Yang Holdings Pty Ltd
Mission Energy Ventures Australia Pty. Ltd.
Mission Victoria Partnership
Latrobe Power Partnership
Loy Yang B Joint Venture

SCEcorp
The Mission Group
Mission Energy Company
MEC International B.V.
Loy Yang Holdings Pty Ltd
Traralgon Power Pty Ltd

Mission Victoria Partnership
Latrobe Power Partnership
Loy Yang B Joint Venture

4.6 COMPANIA MEDITERRANEA DE ENERGIAS, S.A.

SCEcorp

The Mission Group
Mission Energy Company
MEC International B.V.
Iberian Hy-Power Amsterdam B.V.
Hydro Energy B.V.
Compania Mediterranea de Energias, S.A.

SCEcorp

The Mission Group
Mission Energy Company
MEC International B.V.
Hydro Energy B.V.
Compania Mediterranea de Energias, S.A.

4.7 ELECTRA LA MELLA, S.A.

SCEcorp

The Mission Group
Mission Energy Company
MEC International B.V.
Iberian Hy-Power Amsterdam B.V.
Electra La Mella, S.A.

4.8 ELECTROMETALURGICA DEL EBRO, S.A.

SCEcorp

The Mission Group
Mission Energy Company
MEC International B.V.
Iberian Hy-Power Amsterdam B.V.
Electrometalurgica del Ebro, S.A.

4.9 HIDROELECTRICA DEL CADAGUA, S.A.

SCEcorp

The Mission Group
Mission Energy Company
MEC International B.V.
Iberian Hy-Power Amsterdam B.V.
Hidroelectrica del Cadagua, S.A.

4.10 HIDROELECTRICA DE CASILLAS, S.A. (not operational)

SCEcorp

The Mission Group
Mission Energy Company
MEC International B.V.
Iberian Hy-Power Amsterdam B.V.
Hidroelectrica de Casillas, S.A.

4.11 HIDROELECTRICA DE OLVERA, S.A.

SCEcorp

The Mission Group
Mission Energy Company
MEC International B.V.
Iberian Hy-Power Amsterdam B.V.
Hidroelectrica de Olvera, S.A.

4.12 HIDROELECTRICA DE POSADAS, S.A. (not operational)

SCEcorp
The Mission Group
Mission Energy Company
MEC International B.V.
Iberian Hy-Power Amsterdam B.V.
Hidroelectrica de Posadas, S.A.

4.13 HIDROELECTRICA DEL SOSSIS, S.A.

SCEcorp
The Mission Group
Mission Energy Company
MEC International B.V.
Iberian Hy-Power Amsterdam B.V.
Hidroelectrica del Sossis, S.A.

4.14 IBERICA DE ENERGIAS, S.A.

SCEcorp
The Mission Group
Mission Energy Company
MEC International B.V.
Iberian Hy-Power Amsterdam B.V.
Hydro Energy B.V.
Iberica de Energias, S.A.

SCEcorp
The Mission Group
Mission Energy Company
MEC International B.V.
Hydro Energy B.V.
Iberica de Energias, S.A.

4.15 LAKELAND POWER LIMITED

SCEcorp
The Mission Group
Mission Energy Company
MEC International B.V.
Pride Hold Ltd.
Lakeland Power Limited

4.16 DERWENT COGENERATION LIMITED (not operational)

SCEcorp
The Mission Group
Mission Energy Company
MEC International B.V.
Mission Energy Company (UK) Limited
Derwent Cogeneration Limited

