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EDISON INTERNATIONAL  
Form U-3A-2  
February 28, 2002

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

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

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

To Be Filed Annually Prior to March 1

EDISON INTERNATIONAL  
(Name of Company)

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

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

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

UTILITY SUBSIDIARIES  
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01 SOUTHERN CALIFORNIA EDISON COMPANY ("SCE") is a California corporation having its principa  
business at 2244 Walnut Grove Avenue (P.O. Box 800), Rosemead, California 91770. SCE is a  
primarily engaged in the business of supplying electric energy to portions of central and

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California, excluding the City of Los Angeles and certain other cities. Unless otherwise subsidiaries have the same principal place of business as Southern California Edison Compa

- 02 CALIFORNIA ELECTRIC POWER COMPANY (inactive).
- 02 CONSERVATION FINANCING CORPORATION is a California corporation engaged in the remediation mitigation of environmental liabilities.
- 02 EDISON ESI is a California corporation engaged in the business of marketing services, product information, and copyrighted materials to third parties on behalf of SCE.
- 02 Edison Material Supply is a Delaware limited liability company that provides procurement and warehousing services.
- 02 MONO POWER COMPANY is an inactive California corporation that has been engaged in the business of exploring for and developing fuel resources.
- 03 The Bear Creek Uranium Company is an inactive California partnership between Mono Power (50%) and Union Pacific Resources (50%) that has been engaged in reclamation of an uranium mining and milling complex in Wyoming.
- 02 SCE CAPITAL COMPANY (inactive Delaware corporation).
- 02 SCE Funding LLC is a Delaware limited liability company that acts as a financing vehicle for the issuance of reduction bonds.
- 02 SCE Trust I is a Delaware business trust organized to act as a financing vehicle.
- 02 SCE Trust II is a Delaware business trust organized to act as a financing vehicle.
- 02 SCE UK Services Ltd. is a United Kingdom private limited company having its registered office at Lansdowne House, Berkeley Square, London, England W1X 5DH, which provides auditing services to affiliated companies.
- 02 SOUTHERN STATES REALTY is a California corporation engaged in holding real estate assets.

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NONUTILITY SUBSIDIARIES

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- 01 EDISON DRIVES ELECTRIC is a California corporation having its principal place of business at 2244 Grove Avenue, Rosemead, California 91770, which is engaged in administering a vehicle lease program for Edison International employees.
- 01 EDISON ENERGY (inactive)
- 01 EDISON INSURANCE SERVICES, INC., is a Hawaii corporation having its principal executive office at Alakea Street, 22nd Floor, Honolulu, Hawaii 96813, which provides domestic and foreign professional business interruption insurance to Edison International and its subsidiaries.
- 01 EDISON INTERNATIONAL POWER (inactive)
- 01 EDISON VENTURES is a California corporation having its principal place of business at 2244 Grove Avenue, Rosemead, California 91770, which owns the stock and coordinates the activities of Edison subsidiaries. The subsidiaries of Edison Ventures are as follows:
  - 02 EDISON TRANSENERGY is a California corporation having its principal place of business at 2244 Grove Avenue, Rosemead, California 91770, which is engaged in pipeline development activities.

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transport crude oil.

01 EIX Trust I is a Delaware business trust that acts as a financing vehicle.

01 EIX Trust II is a Delaware business trust that acts as a financing vehicle.

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

01 THE MISSION GROUP is a California corporation having its principal place of business at 22 Avenue, Rosemead, California 91770, which owns the stock and coordinates the activities of its subsidiaries. The subsidiaries of The Mission Group are as follows:

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

03 EDISON SOURCE is a California corporation having its principal place of business at 10000 Karman Avenue, Suite 1700, Irvine, California 92612-1046, which owns the stock of its subsidiaries. The majority of the assets of Edison Source were sold to its former owners in October 2001.

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

04 G.H.V. REFRIGERATION, INC. is an inactive California corporation having its principal place of business at 2244 Walnut Grove Avenue, Rosemead, California 91770.

03 EDISON SELECT was a California corporation that had its principal place of business at 955 Overland Court, San Dimas, California 91773. It was engaged in the business of providing construction and services. This entity and its subsidiaries were sold to Tyco International Ltd. in August 2001.

04 EDISON HOME PROTECTION COMPANY (Inactive)

04 SELECT HOME WARRANTY COMPANY (Inactive)

04 EDISON SECURITY CORP. [formerly Westec Residential Security, Inc.] was a Delaware corporation that had its principal place of business at 955 Overland Court, San Dimas, California 91773. It was engaged in the business of providing home security services.

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04 VALLEY BURGLAR & FIRE ALARM CO., INC. was a California corporation that had its principal place of business at 955 Overland Court, San Dimas, California 91773. It was engaged in the business of providing home security services.

03 EDISON UTILITY SERVICES was a California corporation that had its principal place of business at 955 Overland Court, San Dimas, California 91773. It was engaged in the business of providing construction services including billing and transmission and distribution outsourcing. This entity was sold to Edison International LLC in January 2001.

02 EDISON ENVIRONMENTAL SERVICES is an inactive California corporation having its principal place of business at 2244 Walnut Grove Avenue, Rosemead, California 91770.

02 EDISON O&M SERVICES is a California corporation having its principal place of business at 955 State College Boulevard, Fullerton, California 92831, that provides generation operation and maintenance services.

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02 EDISON TECHNOLOGY SOLUTIONS ("ETS") is an inactive California corporation having its principal  
business at 2244 Walnut Grove Avenue, Rosemead, California 91770. The subsidiaries of  
Technology Solutions are as follows:

03 EDISON EV is an inactive California corporation having its principal place of business  
Walnut Grove Avenue, Rosemead, California 91770.

03 FACILICHEM, INC., is a California corporation having its principal place of business  
Ravenswood Avenue, Menlo Park, California 94025, which was organized to engage in the  
development and commercialization of liquid membrane technologies for application in  
industrial and chemical processes. ETS has a 10% ownership interest with an option  
that interest to 16.66%

02 EDISON CAPITAL is a California corporation having its principal place of business at 18  
Avenue, Suite 1700, Irvine, California 92612-1046. It is engaged in the business of lease  
transactions and other project financings, either directly or through subsidiaries. Edison  
owns a group of subsidiaries and has interests in various partnerships through its  
subsidiaries and partnerships of Edison Capital are listed below. Unless otherwise indicated,  
entities are corporations, are organized under the laws of the State of California, and  
principal place of business as Edison Capital.

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

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

04 EDISON CAPITAL HOUSING INVESTMENTS  
[directly owns 0.35% of Edison Housing Consolidation Co.; see listing under MHICAL 95 C  
[directly owns 35.52% of Edison Funding Omicron Incorporated; see listing under Edison  
Consolidation Co.]

05 1st Time Homebuyer Opportunities LP (Chester County Homes) 99%  
05 1732 Champa LP (Buerger Brothers Lofts) 99%  
05 18303 Kittridge Associates LP 99%  
05 210 Washington Avenue Associates (Renaissance Plaza) (Connecticut partnership) 99%  
05 2400 Locust Associates LP (Locust on the Park) 99%  
05 3790 Wisconsin Street Partners LP (Wisconsin III) 99.9%  
05 Argyle Redevelopment Partnership, Ltd. (Colorado partnership) 99%

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05 Auburn Manor L.L.C. 50%  
05 Bartlett Hill Associates LP 99%  
05 CCS/Bellingham LP (Washington Grocery Building) 99%  
05 Cincinnati Ravenwood Apartments LP 99%  
05 Conejo Valley Community Housing Associates (Community House Apartments) 99%  
05 EAST COAST CAPITAL, INC. (Massachusetts corporation)  
Address: 240 Commercial Street, Boston, MA 02109-1336

05 EC ASSET SERVICES, INC. (Massachusetts corporation)  
Address: 240 Commercial Street, Boston, MA 02109-1336

05 EC PROPERTIES, INC. (Massachusetts corporation)  
Address: 240 Commercial Street, Boston, MA 02109-1336

06 Corporations for Affordable Housing LP 1%GP  
07 Arbor Lane Associates Phase II LP (Timberwood) 99%  
07 Arroyo Vista Associates LP 99%  
07 Artloft Associates LP 35.6%  
07 Caleb Affordable Housing Associates LP (Ledges/Pinebrook) 99%  
07 The Carlin LP 99%

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07 Diamond Phase III Venture LP 99%  
07 Fairmont Hotel Urban Renewal Associates LP 99%  
07 Mackenzie Park Associates LP 99%  
07 Parkside Associates LP (Parkside Garden) 99%  
07 Pines Housing LP 99%  
07 Pines Housing II, LP 99%  
07 Smyrna Gardens Associates LP 99%  
07 Tioga Gardens LP 99%  
07 Walden Pond, LP (Hamlet) 99%  
06 Corporations for Affordable Housing LP II 1%GP  
07 2601 North Broad Street Associates LP (Station House) 99%  
07 Artloft Associates LP 53.39%  
07 Brookline Housing Associates LLC (Bridgewater) 99%  
07 EDA LP (Eagle's Nest) 99%  
07 Edgewood Manor Associates II LP 99%  
07 Gateway Housing LP (Gateway Townhomes) 99%  
07 Homestead Village Associates LP 99%  
07 Junction City Apartments LP (Green Park) 99%  
07 Liberty House Associates LP 99%  
07 Maple Ridge Development Associates LP 99%  
07 Parsonage Cottage Senior Residence LP 99%  
07 Rittenhouse School LP 99%  
07 Silver City Housing LP 99%  
07 South 55th Street, LP 99%  
07 W. M. Housing Associates LP (Williamsport Manor) 99%  
07 Winnsboro Apartments LP (Deer Wood) 99%  
05 EC PROPERTIES III, INC. (Massachusetts corporation)  
Address: 240 Commercial Street, Boston, MA 02109-1336  
06 Corporations for Affordable Housing LP III 1%GP  
07 Piedmont Housing Associates 99%  
07 Pines Housing III 99%  
07 Salem Lafayette Urban Renewal Associates, LP 99%  
07 Spring Valley Commons LP 99%  
07 Stevenson Housing Associates (Park Vista) 99%  
05 EC-SLP, INC. (Massachusetts corporation)  
Address: 240 Commercial Street, Boston, MA 02109-1336  
05 ECHI-A COMPANY  
05 ECHI-B COMPANY  
05 ECHI Wyvernwood, Inc.  
05 ECH/HFC GP Partnership No. 1 34.9%GP  
06 Edison Capital Housing Partners VII LP 19.4%GP  
07 C-Court LP (Cawelti Court) 99%  
07 Cottonwood Affordable Housing LP 99%

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07 Fifth and Wilshire Apartments LP 99%  
07 Flagstaff Affordable Housing II, LP (Forest View Apts.) 99%  
07 Huff Avenue Associates LP 99%  
07 Mountain View Townhomes Associates LP 99%  
07 Oak Forest Associates LP 99%  
07 Paradise Road Partners LP (Gateway Village) 99%  
07 Woodland Arms Apartments, Ltd. 99%  
05 ECH/HFC GP Partnership No. 2 56.7%GP  
06 Edison Capital Housing Partners VIII LP 18.54%GP  
07 Catalonia Associates LP 99%  
07 Ohlone Housing Associates LP 99%  
05 ECHP INVESTMENT COMPANY  
06 ECHP LLC  
07 Edison Capital Housing Partners XVI LP 0.01%GP

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08 Bouquet Canyon Seniors LP 99%  
08 Diamond Creek Apartments LP 99.9%  
08 Eugene Hotel LP 99.9%  
08 Hilltop Farms LP 99.9%  
08 KDF Park Glenn LP (Park Glenn) 99%  
08 KDF Park Glenn Seniors LP (Park Glenn II) 99.9%  
08 King Road Associates LP 99.9%  
08 LL Housing LP (Maryland partnership) (Laurel Lakes) 99%  
08 Red Lake LP #1 99%  
08 San Martin de Porres LP 99.9%  
08 Southern Hotel LP 99.9%  
08 Terra Cotta Housing Associates LP 99.9%  
07 Edison Capital Housing Partners XVII LP 0.01%GP  
08 Antelope Associates LP 99%  
08 Baker Park Associates LP 99%  
08 Fremont Building LP (Crescent Arms) 99%  
08 Hercules Senior Housing Associates 99.9%  
08 La Terraza Associates LP (Carlsbad Villas at Camino Real) 99%  
08 Parkview Apartments Associates LP (Parkview/Sunburst) 99.9%  
08 Quebec Arms Apartments LP 99.9%  
08 Sky Parkway Housing Associates LP 99%  
08 Sunset Creek Partners LP 99%  
08 University Manor Apartments LP 99.9%  
08 Vista Verde Housing Associates LP 99.9%  
07 Edison Capital Housing Partners XVIII LP 0.01%GP  
08 Aaron Michael Associates LP 99.9%  
08 Bracher Associates LP 99%  
08 Florin Woods Associates LP 99%  
08 Lovejoy Station LP 99.9%  
08 OL Hope LP (Olympic Hope) 99.9%  
08 Palmer Heights, LLC 99%  
08 Pinmore Associates LP 99%  
08 SD Regency Centre LP 99.9%  
07 Edison Capital Housing Partners XIX LP 0.01%GP  
08 Cochrane Village Apartments LP 99%  
08 CCS/Mount Vernon Housing LP (La Venture) 99%  
08 Ontario Senior Housing LP (Ontario Plaza) 99%  
08 Pecan Court Associates LP 99.9%  
08 Pellettieri Homes Urban Renewal Associates, LP 99%  
08 Rincon De Los Esteros Associates LP 99%  
08 KDF Santa Paula LP (Santa Paula) 99%  
08 Schoolhouse Court Housing Associates LP 99.9%  
08 Virginia Lane LP 99.9%  
08 Winfield Hill Associates LP 99%  
05 EDISON CAPITAL AFFORDABLE HOUSING 97 V  
05 EDISON CAPITAL AFFORDABLE HOUSING 97 VI

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05 EDISON CAPITAL AFFORDABLE HOUSING 97 VII  
05 EDISON CAPITAL AFFORDABLE HOUSING 97 VIII  
05 EDISON CAPITAL AFFORDABLE HOUSING 99A COMPANY  
05 Edison Capital Affordable Housing 99A G.P. 27.69%GP  
06 Edison Capital Housing Partners IX LP 13.5533%GP  
07 1010 SVN Associates LP 99.9%  
07 2814 Fifth Street Associates LP (Land Park Woods) 99%  
07 Alma Place Associates LP 99%  
07 Knolls Community Associates LP 99.9%  
07 Monterra Village Associates LP 99%  
07 Pacific Terrace Associates LP 99.9%

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07 PVA LP (Park Victoria) 99%  
07 Sherman Glen, L.L.C. 99%  
07 Strobridge Housing Associates LP 99%  
07 Trolley Terrace Townhomes LP 99.9%  
07 Walnut Avenue Partnership LP 99%  
05 EDISON CAPITAL AFFORDABLE HOUSING 99B COMPANY 99.99%  
05 Edison Capital Affordable Housing 99B G.P. 99.99%GP  
06 Edison Capital Housing Partners X LP 19.3952%GP  
07 Beacon Manor Associates LP 99.9%  
07 Boulder Creek Apartments LP 99.9%  
07 Burlington Senior Housing LLC 99.9%  
07 CCS/Renton Housing LP (Renton) 99.9%  
07 Coolidge Station Apartments L.L.C. 99%  
07 Lark Ellen LP 99%  
07 Mercy Housing California IX LP (Sycamore) 99.9%  
07 Morgan Hill Ranch Housing LP 99%  
07 Pacifica Community Associates LP (Villa Pacifica) 99.9%  
07 Persimmon Associates LP 99%  
07 Providence-Brown Street Housing LP (Brown Street) 99.9%  
07 San Juan Commons 1996 LP 99.9%  
07 Timber Sound, Ltd. 99%  
07 Timber Sound II, Ltd. 99%  
07 Trinity Park Apartments LP 99.9%  
07 Venbury Trail LP 99.9%  
06 Edison Capital Housing Partners XI LP 18.62486%GP  
07 1475 167th Avenue Associates LP (Bermuda Gardens) 99.9%  
07 Auburn Manor Apartments LP 99.9%  
07 Barnsdall Court LP (Villa Mariposa) 99%  
07 Borregas Court LP 99%  
07 Bryson Family Apartments LP 99.9%  
07 Carson Housing LP 98%  
07 Casa Rampart LP (Rampart Apartments) 98.9%  
07 Davis MHA Twin Pines Community Associates LP (Northstar Apartments) 99%  
07 Eastwood Homes LP 99%  
07 Electra Arms Senior Associates LP 99%  
07 Grace Housing LP 99%  
07 Stony Point Apartment Investors LP (Panas Place) 99.9%  
07 Wall Street Palmer House LP 99%  
07 Wilmington Housing Associates LP (New Harbor Vista) 99.9%  
06 Edison Capital Housing Partners XII LP 13.73759%GP  
07 Cedarshores Limited Dividend Housing Association LP 98.99%  
07 Heritage Partners LP 99%  
07 Osage Terrace LP 99.89%  
07 West Oaks Apartments LP 99.9%  
07 Yale Street LP 99.9%  
06 Edison Capital Housing Partners XIII LP 17.03513%GP  
07 Alhambra Apartments LP 99.9%  
07 Chamber Apartments LP 99%  
07 Park Land Senior Apartments Investors LP (Banducci) 99.9%

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07 President John Adams Manor Apartments LP 99.9%  
07 Riverwalk Apartments, Ltd. (Colorado) 99%  
07 Rosecreek Senior Living LP 99.9%  
07 Twin Ponds Apartments LP 99.9%  
07 Woodleaf Village LP 98.99%  
07 Women's Westlake LP (Dorothy Day) 99%  
06 Edison Capital Housing Partners XIV LP 7.61%GP  
07 Apollo Development Associates LP (Apollo Hotel) 99.9%

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07 Carson Terrace LP 99.9%  
07 Don Avante Association II LP (Village Avante) 99.9%  
07 Preservation Properties I 99.9%  
07 Preservation Properties II 99.9%  
07 Preservation Properties III 99.9%  
07 Preservation Properties IV 99.9%  
07 Preservation Properties V 99.9%  
07 Rowland Heights Preservation LP 99.9%  
07 Springdale Preservation LP (Springdale West) 99.9%  
06 Edison Capital Housing Partners XV LP 9.567%GP  
07 708 Pico LP (Wavecrest Apartments) 99.9%  
07 Benton Green LP 99.9%  
07 Don Avante Association I LP (Don de Dios) 99.9%  
07 Emmanuel Grant Company LLC (Capitol Heights) 99.9%  
07 Highland Village Partners LP 99.9%  
07 I.G. Partners LP (Islands Gardens) 99.9%  
07 Karen Partners LP 99.9%  
07 Lilac Estates LP 99.9%  
07 Mountainlands Housing Partners LP (Holiday Village Apartments) 99.9%  
07 NAHF Brockton LP (Southfield Gardens) 99.9%  
07 Northern Senior Housing LP (St. Johnsbury) 99.9%  
07 Park Place 1998, LLC 99.9%  
07 Park Williams Partners LP 99.9%  
07 Patriots Pointe at Colonial Hills LP 99.9%  
07 PlumTree Preservation LP 99.9%  
07 Poinsettia Housing Associates 99.9%  
07 Project Home I LLC 99.99%  
07 Saratoga Vacaville LP (Saratoga Senior) 99.9%  
07 Serena Sunbow LP (Villa Serena) 99.9%  
07 St. Regis Park LP (Pear Tree) 99.9%  
07 Vista Sonoma Senior Living LP 99.9%  
07 Westfair LLC (Cedar Ridge) 99.9%  
07 Windrush Apartments of Statesville LP 99.9%  
07 Wingate LLC (Regency Park) 99.9%  
05 Edison Capital Contributions VI Partners 91.77%GP  
06 ECH Investor Partners VI-A LP 15.39%GP  
07 Edison Capital Housing Partners VI LP 61.82%GP  
08 Admiralty Heights Associates II 1995 LP (Kent Manor) 99%  
08 Affordable/Citrus Glenn Phase II, Ltd. (Citrus Glenn Apts. Phase II) 99%  
08 Altamont Hotel Associates LP 99%  
08 Bradley Manor Senior Apartments LP 99%  
08 Double X Associates 1995 LP (Terrace Manor) 99%  
08 Hamilton Place Apartments LP (Larkin Place) 99%  
08 Hamilton Place Senior Living LP 99%  
08 Hearthstone Group 3 LP (Evergreen Court) 99%  
08 KDF Malabar LP 99%  
08 LINC-Bristol Associates I, LP (City Gardens) 99%  
08 MAS-WT, LP (Washington Terrace) 99%  
08 Northwood Manor Associates LP 99%  
08 Silver Lake Properties LP 99%  
08 University Park Properties LP 99%  
08 Upland Senior Housing LP (Coy D. Estes) 99%

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08 Vista Properties LLC (Vista View) 99%  
08 Vista Verde Townhomes II LLC 99%  
06 ECH Investor Partners VI-B LP 100%GP  
07 Edison Capital Housing Partners VI LP 37.18%GP  
08 Admiralty Heights Associates II 1995 LP (Kent Manor) 99%



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08 Affordable/Citrus Glenn Phase II, Ltd. (Citrus Glenn Apts. Phase II) 99%  
08 Altamont Hotel Associates LP 99%  
08 Bradley Manor Senior Apartments LP 99%  
08 Double X Associates 1995 LP (Terrace Manor) 99%  
08 Hamilton Place Apartments LP (Larkin Place) 99%  
08 Hamilton Place Senior Living LP 99%  
08 Hearthstone Group 3 LP (Evergreen Court) 99%  
08 KDF Malabar LP 99%  
08 LINC-Bristol Associates I, LP (City Gardens) 99%  
08 MAS-WT, LP (Washington Terrace) 99%  
08 Northwood Manor Associates LP 99%  
08 Silver Lake Properties LP 99%  
08 University Park Properties LP 99%  
08 Upland Senior Housing LP (Coy D. Estes) 99%  
08 Vista Properties LLC (Vista View) 99%  
08 Vista Verde Townhomes II LLC 99%  
05 EDISON CAPITAL HOUSING DELAWARE, INC.  
06 B.A.I. Edison Ravenwood LP (Ravenwood) 90%GP  
07 Cincinnati Ravenwood Apartments LP 0.1%GP  
05 Edison Capital Housing Partners V LP 100%GP  
06 AMCAL Santa Barbara Fund XXXVI LP (Positano) 99%  
06 Bodega Hills Investors LP 99%  
06 Mercy Housing California IV LP (Vista Grande) 99%  
06 Park Place Terrace LP 99%  
06 River Walk Apartments Homes LP 99%  
06 San Diego Golden Villa Partners LP (Golden Villa) 99%  
06 Santa Alicia Gardens Townhomes LP (The Gardens) 99%  
06 St. Hedwig's Gardens LP 99%  
06 Sunshine Terrace LP 99%  
06 Union Meadows Associates LLC 99%  
05 EDISON CAPITAL HOUSING FLORIDA  
05 EDISON CAPITAL HOUSING MANAGEMENT  
05 EDISON CAPITAL HOUSING NEW JERSEY  
05 [owns 6.16% of Edison Housing Consolidation Co.; see listing under MHICAL 95 Compan  
05 EDISON CAPITAL HOUSING NEW YORK  
06 WPA/Edison LLC (Pier A) 99%  
05 EDISON CAPITAL HOUSING PENNSYLVANIA  
05 [owns 5.26% of Edison Housing Consolidation Co.; see listing under MHICAL 95 Compan  
05 EDISON FUNDING OMICRON INCORPORATED (Delaware corporation) (formerly Edison Funding  
55.52% [also owned 0.08% by Edison Funding Company and 44.40% by Edison Housing Con  
06 EDISON FUNDING OLIVE COURT 100%  
07 Olive Court Housing Associates LP 0.6%  
05 EDISON HOUSING NORTH CAROLINA  
06 Edison Capital Contributions VI Partners 4.03%  
07 ECH Investor Partners VI-A LP 15.39%GP  
08 Edison Capital Housing Partners VI LP 61.82%GP  
09 Admiralty Heights Associates II 1995 LP (Kent Manor) 99%  
09 Affordable/Citrus Glenn Phase II, Ltd. (Citrus Glenn Apts. Phase II) 99%  
09 Altamont Hotel Associates LP 99%  
09 Bradley Manor Senior Apartments LP 99%  
09 Double X Associates 1995 LP (Terrace Manor) 99%  
09 Hamilton Place Apartments LP (Larkin Place) 99%  
09 Hamilton Place Senior Living LP 99%  
09 Hearthstone Group 3 LP (Evergreen Court) 99%  
  
9  
  
09 KDF Malabar LP 99%  
09 LINC-Bristol Associates I, LP (City Gardens) 99%  
09 MAS-WT, LP (Washington Terrace) 99%

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09 Northwood Manor Associates LP 99%  
09 Silver Lake Properties LP 99%  
09 University Park Properties LP 99%  
09 Upland Senior Housing LP (Coy D. Estes) 99%  
09 Vista Properties LLC (Vista View) 99%  
09 Vista Verde Townhomes II LLC 99%  
07 ECH Investor Partners VI-B LP 100%GP  
08 Edison Capital Housing Partners VI LP 37.18%GP  
09 Admiralty Heights Associates II 1995 LP (Kent Manor) 99%  
09 Affordable/Citrus Glenn Phase II, Ltd. (Citrus Glenn Apts. Phase II) 99%  
09 Altamont Hotel Associates LP 99%  
09 Bradley Manor Senior Apartments LP 99%  
09 Double X Associates 1995 LP (Terrace Manor) 99%  
09 Hamilton Place Apartments LP (Larkin Place) 99%  
09 Hamilton Place Senior Living LP 99%  
09 Hearthstone Group 3 LP (Evergreen Court) 99%  
09 KDF Malabar LP 99%  
09 LINC-Bristol Associates I, LP (City Gardens) 99%  
09 MAS-WT, LP (Washington Terrace) 99%  
09 Northwood Manor Associates LP 99%  
09 Silver Lake Properties LP 99%  
09 University Park Properties LP 99%  
09 Upland Senior Housing LP (Coy D. Estes) 99%  
09 Vista Properties LLC (Vista View) 99%  
09 Vista Verde Townhomes II LLC 99%  
05 EDISON HOUSING OREGON, INC.  
05 EDISON HOUSING SOUTH CAROLINA  
06 Edison Capital Contributions VI Partners 4.20%  
07 ECH Investor Partners VI-A LP 15.39%GP  
08 Edison Capital Housing Partners VI LP 61.82%GP  
09 Admiralty Heights Associates II 1995 LP (Kent Manor) 99%  
09 Affordable/Citrus Glenn Phase II, Ltd. (Citrus Glenn Apts. Phase II) 99%  
09 Altamont Hotel Associates LP 99%  
09 Bradley Manor Senior Apartments LP 99%  
09 Double X Associates 1995 LP (Terrace Manor) 99%  
09 Hamilton Place Apartments LP (Larkin Place) 99%  
09 Hamilton Place Senior Living LP 99%  
09 Hearthstone Group 3 LP (Evergreen Court) 99%  
09 KDF Malabar LP 99%  
09 LINC-Bristol Associates I, LP (City Gardens) 99%  
09 MAS-WT, LP (Washington Terrace) 99%  
09 Northwood Manor Associates LP 99%  
09 Silver Lake Properties LP 99%  
09 University Park Properties LP 99%  
09 Upland Senior Housing LP (Coy D. Estes) 99%  
09 Vista Properties LLC (Vista View) 99%  
09 Vista Verde Townhomes II LLC 99%  
07 ECH Investor Partners VI-B LP 100%GP  
08 Edison Capital Housing Partners VI LP 37.18%GP  
09 Admiralty Heights Associates II 1995 LP (Kent Manor) 99%  
09 Affordable/Citrus Glenn Phase II, Ltd. (Citrus Glenn Apts. Phase II) 99%  
09 Altamont Hotel Associates LP 99%  
09 Bradley Manor Senior Apartments LP 99%  
09 Double X Associates 1995 LP (Terrace Manor) 99%  
09 Hamilton Place Apartments LP (Larkin Place) 99%  
09 Hamilton Place Senior Living LP 99%  
09 Hearthstone Group 3 LP (Evergreen Court) 99%

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09 KDF Malabar LP 99%  
09 LINC-Bristol Associates I, LP (City Gardens) 99%  
09 MAS-WT, LP (Washington Terrace) 99%  
09 Northwood Manor Associates LP 99%  
09 Silver Lake Properties LP 99%  
09 University Park Properties LP 99%  
09 Upland Senior Housing LP (Coy D. Estes) 99%  
09 Vista Properties LLC (Vista View) 99%  
09 Vista Verde Townhomes II LLC 99%  
05 EHI DEVELOPMENT COMPANY  
05 EHI DEVELOPMENT FUND  
05 Florence Apartments LLC 99%  
05 Harry Clark Jr. Residential Center LLC 99%  
05 Hotel Elkhart L.L.C. (The Cornerstone) 99%  
05 Josephinum Associates LP, The (Washington partnership) 99%  
05 Kennedy Lofts Associates LP (Massachusetts partnership) 99%  
05 LL Housing L.L.C. 24.5%  
05 Madison/Mollison LP (Park Mollison) 99%  
05 Maplewood Housing Associates LP 99.9%  
05 MH I LP 1%GP  
06 California Park Apartments LP 99%  
05 MH II LP 1%GP  
06 5363 Dent Avenue Associates LP 99%  
05 MH III LP 1%GP  
06 DeRose Housing Associates LP 99%  
05 MH IV LP 1%GP  
06 MPT Apartments LP (MacArthur Park) 99%  
05 MH V LP 1%GP  
06 Centennial Place LP 99%  
05 MHICAL 94 COMPANY  
[owns 19.32% of Edison Housing Consolidation Co.; see listing under MHICAL 95 Compa  
05 MHICAL 94 LP (Delaware partnership) 1%GP  
06 Mayacamas Village Associates LP 99%  
06 West Capital Courtyard LP 99%  
05 MHICAL 95 LP (Delaware partnership) 1%GP  
06 Abby Associates LP (Windmere) 99%  
06 Colina Vista LP 99%  
06 Mercy Housing California VI LP (205 Jones) 99%  
05 MHICAL 96 LP (Delaware partnership) 1%GP  
06 Greenway Village Associates LP 99%  
06 Kennedy Court Partners LP 99%  
06 Klamath Associates LP 99%  
06 Westgate Townhomes Associates LP 99%  
05 MHICAL 95 COMPANY  
06 ECH/HFC GP Partnership No. 2 43.3%  
07 Edison Capital Housing Partners VIII LP 18.54%GP  
08 Catalonia Associates LP 99%  
08 Ohlone Housing Associates LP 99%  
06 EDISON HOUSING CONSOLIDATION CO. (formerly Edison Housing Georgia) 29.90%  
07 EDISON FUNDING OMICRON INCORPORATED (Delaware corporation) (formerly Edison F  
GP) 44.40% [also owned 0.08% by Edison Funding Company and 55.52% by Edison C  
Investments]  
08 16th and Church Street Associates LP 99%  
08 1856 Wells Court Partners, LP (Wells Court) 99%  
08 AE Associates LP (Avenida Espana) 99%  
08 Agape Housing LP 99%  
08 Anglo Edison Ravenwood L.L.C. 99%  
08 Brantwood II Associates LP 99%  
08 Brooks School Associates LP 99%  
08 Bryn Mawr - Belle Shore LP (The) 99%

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08 Bush Hotel LP 99%  
08 Centertown Associates LP (Ravenwood) 99%  
08 Centro Partners LP (El Centro) 99%  
08 Coyote Springs Apartments Associates LP 99%  
08 Cypress Cove Associates 99%  
08 Del Carlo Court Associates LP 99%  
08 Delta Plaza Apartments LP 99%  
08 EAH Larkspur Creekside Associates LP 99%  
08 East Cotati Avenue Partners LP 99%  
08 EDISON FUNDING OLIVE COURT 100%  
09 Olive Court Housing Associates LP 0.6%  
08 Edmundson Associates LP (Willows) 99%  
08 El Barrio Academy Urban Renewal Associates, LP (Academy Street) 99%  
08 Elizabeth West and East LP 99%  
08 Farm (The) Associates LP 99%  
08 Gilroy Redwood Associates LP (Redwoods) 99%  
08 Ginzton Associates LP 99%  
08 Grossman Apartments Investors LP 99%  
08 Heather Glen Associates LP 99%  
08 HMB-Atlanta I LP (Spring Branch) 99%  
08 Holy Family Associates LP 99%  
08 Lackawana Housing Associates LLC (Goodwill Neighborhood Residences) 99%  
08 Maplewood School Apartments LP 99%  
08 Mar Associates LP (Frank Mar) 99%  
08 McFarland Press Associates LP 99%  
08 Mercantile Housing LLC (Mercantile Square) 99%  
08 Merrill Road Associates LP 99%  
08 MH I LP 99%  
09 California Park Apartments LP 99%  
08 MHICAL 94 LP (Delaware partnership) 99%LP  
09 Mayacamas Village Associates LP 99%  
09 West Capital Courtyard LP 99%  
08 MHICAL 95 LP (Delaware partnership) 99%LP  
09 Abby Associates LP (Windmere) 99%  
09 Colina Vista LP 99%  
09 Mercy Housing California VI LP (205 Jones) 99%  
08 MHICAL 96 LP (Delaware partnership) 99%LP  
09 Greenway Village Associates LP 99%  
09 Kennedy Court Partners LP 99%  
09 Klamath Associates LP 99%  
09 Westgate Townhomes Associates LP 99%  
08 Mid-Peninsula Century Village Associates LP (Century Village) 99%  
08 Mission Capp LP 99%  
08 Mission Housing Partnership 1996 LP (Delaware partnership) 99%LP  
08 Neary Lagoon Partners LP 99%  
08 North Park Village LLC 99%  
08 Oceanside Gardens LP 99%  
08 Omaha Amber Ridge LP (Amber Ridge) 99%  
08 Open Door Associates LP (West Valley) 99%  
08 Palmer House LP 99%  
08 Richmond City Center Associates LP 99%  
08 Riverside/Liebrandt Partners LP (La Playa) 99%  
08 Roebling Village Inn Urban Renewal LP 99%  
08 Rosebloom Associates LP (Oakshade) 99%  
08 San Pablo Senior Housing Associates LP 99%  
08 San Pedro Gardens Associates LP 99%  
08 Santa Paulan Senior Apartments Associates LP (The Paulan) 99%  
08 South Beach Housing Associates LP (Steamboat) 99%  
08 South Winery Associates LP (The Winery Apartments) 99%



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08 Sherman Glen, L.L.C. 99%  
08 Strobbridge Housing Associates LP 99%  
08 Trolley Terrace Townhomes LP 99.9%  
08 Walnut Avenue Partnership LP 99%

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06 MHICAL 97 LP 99%LP  
07 Garnet Housing Associates LP 99%  
05 MHICAL 97 LP 1%GP  
06 Garnet Housing Associates LP 99%  
05 MHIFED 94 COMPANY  
05 MHIFED 94 LP (Delaware partnership) 1%GP; 99%LP to Bell Atlantic  
06 Berry Avenue Associates LP 99%  
06 Carlton Way Apartments LP 99%  
06 CDR Senior Housing Associates (Casa del Rio) 99%  
06 Corona Ely/Ranch Associates LP 99%  
06 Fairview Village Associates LP 99%  
06 Fell Street Housing Associates LP 99%  
06 Hope West Apartments LP 99%  
06 Morrone Gardens Associates LP 99%  
06 Pajaro Court Associates LP 99%  
06 Tierra Linda Associates LP 99%  
06 Tlaquepaque Housing Associates LP 99%  
05 MHIFED 95 COMPANY  
05 MHIFED 95 LP (Delaware partnership) 1%GP; 99%LP to Bell Atlantic  
06 1101 Howard Street Associates LP 99%  
06 Avalon Courtyard LP (Carson Senior Housing) 99%  
06 Hollywood El Centro LP 99%  
06 La Brea/Franklin LP 99%  
06 Larkin Pine LP 99%  
06 Mercy Housing California III LP (3rd and Reed) 99%  
06 Pinole Grove Associates LP 99%  
06 Second Street Center LP (Santa Monica) 99%  
06 Solinas Village Partners LP 99%  
06 Three Oaks Housing LP 99%  
05 MHIFED 96 COMPANY  
05 MHIFED 96 LP (Delaware partnership) 5%GP; 95%LP to Cargill  
06 Lavell Village Associates LP 99%  
06 North Town Housing Partners LP (Villa del Norte Village) 99%  
06 Poco Way Associates LP 99%  
06 Seasons Affordable Senior Housing LP 99%  
05 MHIFED 96A COMPANY  
05 MHIFED 96A LP (Delaware partnership) 1%GP; 99%LP to Bell Atlantic  
06 Good Samaritan Associates LP 99%  
06 Metro Senior Associates LP 99%  
06 Oxnard Housing Associates LP 99%  
06 Reseda Village LP 99%  
06 Round Walk Village Apartments LP 99%  
06 Santa Alicia Family Housing Associates 99%  
06 Vine Street Court LP 99%  
06 Vine Street Court LP II 99%  
05 MHIFED 97 COMPANY  
06 MHIFED 97 LP 99%LP  
05 MHIFED 97 LP 1%GP  
05 Mid-Peninsula Sharmon Palms Associates LP (Sharmon Palms) 99%  
05 MISSION HOUSING ALPHA  
06 Lee Park Investors LP (Pennsylvania partnership) 99%  
06 Quebec Arms Apartments LP 0.05% GP  
06 University Manor Apartment LP 0.05% GP

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

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

06 MH II LP 99%

07 5363 Dent Avenue Associates LP 99%

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06 MH III LP 99%

07 DeRose Housing Associates LP 99%

06 MH IV LP 99%

07 MPT Apartments LP (MacArthur Park) 99%

06 MH V LP 99%

07 Centennial Place LP 99%

05 MISSION HOUSING DENVER  
[owns 5.67% of Edison Housing Consolidation Co.; see listing under MHICAL 95 Compan

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

06 Edison Capital Affordable Housing 99A G.P. 2.78%

07 Edison Capital Housing Partners IX LP 13.5533%GP

08 1010 SVN Associates LP 99.9%

08 2814 Fifth Street Associates LP (Land Park Woods) 99%

08 Alma Place Associates LP 99%

08 Knolls Community Associates LP 99.9%

08 Monterra Village Associates LP 99%

08 Pacific Terrace Associates LP 99.9%

08 PVA LP (Park Victoria) 99%

08 Sherman Glen, L.L.C. 99%

08 Strobbridge Housing Associates LP 99%

08 Trolley Terrace Townhomes LP 99.9%

08 Walnut Avenue Partnership LP 99%

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

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

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

05 MISSION HOUSING THETA

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

07 Cedarshores Limited Dividend Housing Association LP 0.01%

07 Edison Capital Affordable Housing 99A G.P. 0.01%

08 Edison Capital Housing Partners IX LP 13.5533%GP

09 1010 SVN Associates LP 99.9%

09 2814 Fifth Street Associates LP (Land Park Woods) 99%

09 Alma Place Associates LP 99%

09 Knolls Community Associates LP 99.9%

09 Monterra Village Associates LP 99%

09 Pacific Terrace Associates LP 99.9%

09 PVA LP (Park Victoria) 99%

09 Sherman Glen, L.L.C. 99%

09 Strobbridge Housing Associates LP 99%

09 Trolley Terrace Townhomes LP 99.9%

09 Walnut Avenue Partnership LP 99%

07 Edison Capital Affordable Housing 99B G.P. 0.01%

08 Edison Capital Housing Partners X LP 19.3952%GP

09 Beacon Manor Associates LP 99.9%

09 Boulder Creek Apartments LP 99.9%

09 Burlington Senior Housing LLC 99.9%

09 CCS/Renton Housing LP (Renton) 99.9%

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09 Coolidge Station Apartments L.L.C. 99%  
09 Lark Ellen LP 99%  
09 Mercy Housing California IX LP (Sycamore) 99.9%  
09 Morgan Hill Ranch Housing LP 99%  
09 Pacifica Community Associates LP (Villa Pacifica) 99.9%  
09 Persimmon Associates LP 99%  
09 Providence-Brown Street Housing LP (Brown Street) 99.9%  
09 San Juan Commons 1996 LP 99.9%

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09 Timber Sound, Ltd. 99%  
09 Timber Sound II, Ltd. 99%  
09 Trinity Park Apartments LP 99.9%  
09 Venbury Trail LP 99.9%

07 Oakdale Terrace Leased Housing Associates LP 0.01%  
07 Westfield Condominium Investment LP 0.01%  
07 Woodleaf Village LP 0.01%

06 Mission Housing Investors Partnership 5%GP; 95%LP to GECC  
07 1028 Howard Street Associates LP 99%  
07 Forest Winds Associates LP 99%  
07 Glen Eden Associates LP (A Street) 99%  
07 Gray's Meadows Investors LP 99%  
07 Prince Bozzuto LP (Fairground Commons) (Maryland partnership) 99%  
07 Rancho Park Associates LP 99%  
07 Rustic Gardens Associates LP 99%  
07 Sea Ranch Apartments LP 99%  
07 Springdale Kresson Associates LP (Jewish Federation) (New Jersey partnership)

05 MISSION HOUSING ZETA  
[owns 5.35% of Edison Housing Consolidation Co.; see listing under MHICAL 95 Company]

05 MISSION SA COMPANY  
05 National Boston Lofts Associates LLLP (Boston Lofts) 99%  
05 Oakdale Terrace Leased Housing Associates LP 98.99%  
05 Olive Court Apartments LP 98.9%  
05 Pacific Vista Las Flores LP (Vista Las Flores) 99.9%  
05 Pilot Grove LP (Massachusetts partnership) 99%  
05 Pinewood on Wisconsin Apartments 99%  
05 Post Office Plaza LP (Ohio partnership) 99%  
05 Tabor Grand LP (Colorado partnership) 99%  
05 WGA INVESTORS COMPANY [dead project]  
05 West Valley Hart LP (Hart and Alabama) 99.9%  
05 Westfield Condominium Investment LP 98.99%  
05 White Mountain Apache LP 99%

04 EDISON FUNDING OMICRON INCORPORATED (Delaware corporation) (formerly Edison Funding Omicron)  
[also owned 55.52% by Edison Capital Housing Investments and 44.40% by Edison Housing Investments]

05 EDISON FUNDING OLIVE COURT 100%  
06 Olive Court Housing Associates LP 0.6%

04 EDISON INTEGRATED ENERGY SERVICES

04 MISSION FIRST ASSET INVESTMENT

04 MISSION FUNDING BETA

04 MISSION FUNDING EPSILON  
05 Edison Capital (Bermuda) Investments, Ltd. (Bermuda corporation)  
Address: Clarendon House, 2 Church Street, Hamilton HM CX, Bermuda

06 Edison Capital LAI (Bermuda) Ltd. (Bermuda corporation)  
Address: Clarendon House, 2 Church Street, P.O. Box HM666, Hamilton HM CX, Bermuda

07 Trinidad and Tobago Methanol Company Limited (equity) 1.0%

06 Edison Capital Latin American Investments (Bermuda) Ltd. (Bermuda corporation) 3%  
Address: Clarendon House, 2 Church Street, P.O. Box HM666, Hamilton HM CX, Bermuda

07 AIG Asian Infrastructure Fund II LP 5.8%

07 AIG-GE Capital Latin American Infrastructure Fund LP 8%



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07 AIG Emerging Europe Infrastructure Fund LP 18.05%  
07 AIG Emerging Europe Infrastructure Management LP 23.6%GP  
05 Edison Capital International (Bermuda) Ltd. (Bermuda corporation)  
Address: Clarendon House, 2 Church Street, P.O. Box HM666, Hamilton HM CX, Bermuda

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06 Edison Capital International Transmission (Bermuda) Ltd. (Bermuda corporation) 1  
06 Edison Capital Latin American Investments (Bermuda) Ltd. (Bermuda corporation) 3  
07 AIG Asian Infrastructure Fund II LP 5.8%  
07 AIG-GE Capital Latin American Infrastructure Fund LP 7.89%  
08 Andes Energy XII Ltd. 100%  
09 Paz Holdings Ltd. 43.22%  
10 Compania Adminstradora de Empresas Bolivia S.A. (Cade) 12.55% (Bolivi  
company)  
Address: Edificio Electropaz SA, subsuelo Plaza Venezuela No. 1401  
Paz, Bolivia  
10 Electricidad de La Paz S.A. (Electropaz) (equity) 10% (Bolivian for  
company) [See 4.EC01]  
Address: Avenida Illimani 1973, Casilla 10511, La Paz, Bolivia  
10 Empresa de Luz y Fuerza Electrica de Oruro S.A. (Elfeo) 12.55% (Bol  
utility company) [See 4.EC02]  
Address: Junin No. 710, Casilla No. 53, Oruro, Bolivia  
10 Empresa de Servicios Edeser S.A. (Edeser) 12.55% (Bolivian  
service company)  
Address: Iturralde No. 1309, Miraflores, La Paz, Bolivia

07 AIG Emerging Europe Infrastructure Fund LP 18.05%  
07 AIG Emerging Europe Infrastructure Management LP 23.6%GP  
06 Olmecca Cable Investments Ltd. (Mandeville Mexico, S.A.) 21.7%  
06 Paz Holdings Ltd. 30.42%  
07 Compania Adminstradora de Empresas Bolivia S.A. (Cade) 12.55% (Bolivian servi  
Address: Edificio Electropaz SA, subsuelo Plaza Venezuela No. 1401 esq. Loay  
Bolivia  
07 Electricidad de La Paz S.A. (Electropaz) (equity) 10% (Bolivian foreign utili  
4.EC01]  
Address: Avenida Illimani 1973, Casilla 10511, La Paz, Bolivia  
07 Empresa de Luz y Fuerza Electrica de Oruro S.A. (Elfeo) 12.55% (Bolivian fore  
company) [See 4.EC02]  
Address: Calle Junin No. 71, Casilla No. 53, Oruro, Bolivia  
07 Empresa de Servicios Edeser S.A. (Edeser) 12.55% (Bolivian service  
company)  
Address: Iturralde No. 1309, Miraflores, La Paz, Bolivia

05 Edison Capital Latin American Investments Holding Company (Delaware corporation)  
06 Edison Capital Latin American Investments (Bermuda) Ltd. (Bermuda corporation) 3  
07 AIG Asian Infrastructure Fund II LP 5.8%  
07 AIG-GE Capital Latin American Infrastructure Fund LP 7.89%  
07 AIG Emerging Europe Infrastructure Fund LP 18.05%  
07 AIG Emerging Europe Infrastructure Management LP 23.6%GP  
05 Edison Capital (Netherlands) Holdings B.V.  
Address: Aert van Nesstraat 45, 3012 CA Rotterdam, The Netherlands  
06 Edison Capital (Netherlands) Investments B.V.  
Address: Aert van Nesstraat 45, 3012 CA Rotterdam, The Netherlands

05 MISSION FUNDING ALPHA  
06 MISSION FUNDING MU  
07 EPZ Mission Funding Mu Trust (equity interest in foreign utility company) [Se  
Address: c/o Wilmington Trust Company, Rodney Square North, 111 North Market  
Wilmington, Delaware 19890-0004  
05 MISSION FUNDING DELTA  
06 MISSION FUNDING NU  
07 EPZ Mission Funding Nu Trust (equity interest in foreign utility company) [Se

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Address: c/o Wilmington Trust Company, Rodney Square North, 111 North Market  
Wilmington, Delaware 19890-0004

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05 Mission Investments, Inc. (U.S. Virgin Islands corp.)  
Address: ABN Trustcompany, Guardian Building, Havensight, 2nd Floor, St. Thomas, U  
Islands

05 Mission (Bermuda) Investments, Ltd. (Bermuda corp.)  
Address: Clarendon House, 2 Church Street, Hamilton HM CX, Bermuda

04 MISSION FUNDING GAMMA

04 MISSION FUNDING KAPPA

05 ABB Funding Partners, LP 14.27%

04 MISSION FUNDING ZETA

05 Huntington LP (New York partnership) 50%

05 Lakota Ridge LLC 75% [See 4.EC05]

Address: c/o DanMar & Associates, 520 Fifth Avenue SE, Pipestone, Minnesota 56164

05 Shaokatan Hills LLC 75% [See 4.EC06]

Address: c/o DanMar & Associates, 520 Fifth Avenue SE, Pipestone, Minnesota 56164

05 Woodstock Hills LLC 75% [See 4.EC07]

Address: c/o DanMar & Associates, 520 Fifth Avenue SE, Pipestone, Minnesota 56164

04 MISSION IOWA WIND COMPANY

05 Storm Lake Power Partners I LLC (99%) [See 4.EC08]

Address: 13000 Jameson Road, Tehachapi, CA 93561

03 EDISON MORTGAGE COMPANY

03 MISSION BARTLETT HILL COMPANY

03 MISSION INTERNATIONAL CAPITAL, INC.

03 RENEWABLE ENERGY CAPITAL COMPANY

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

03 ASSOCIATED SOUTHERN INVESTMENT COMPANY

03 CALABASAS PALATINO, INC. (Inactive)

03 Carol Stream Developers G.P. (Illinois partnership) 60%GP

03 Centrelake Partners, LP (limited partnership) 98%GP

03 IRWINDALE LAND COMPANY (Inactive)

03 MISSION AIRPORT PARK DEVELOPMENT CO.

04 Carol Stream Developers G.P. (Illinois partnership) 40%GP

04 Centrelake Partners, LP (limited partnership) 2%LP

04 Mission Vacaville LP (limited partnership) 1%GP

03 MISSION INDUSTRIAL CONSTRUCTORS, INC. (Inactive)

03 Mission-Oceangate 75%GP

03 MISSION/ONTARIO, INC. (Inactive)

03 MISSION SOUTH BAY COMPANY (Inactive)

04 Mission-Oceangate 25%GP

03 MISSION TEXAS PROPERTY HOLDINGS, INC. (Inactive)

03 Mission Vacaville LP (limited partnership) 99%LP

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

03 ASSOCIATED SOUTHERN ENGINEERING COMPANY (Inactive)

02 MISSION ENERGY HOLDING COMPANY is a Delaware corporation having its principal place of

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South State College Boulevard, Fullerton, California 92831. Mission Energy Holding Company is the parent of Edison Mission Energy and also acts as a financing vehicle.

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

### EDISON MISSION ENERGY DOMESTIC COMPANIES:

04 AGUILA ENERGY COMPANY (LP)  
05 American Bituminous Power Partners, LP (Delaware limited partnership) 49.5%; 50% with P  
Address: Grant Town Power Plant, Highway 17, Grant Town, WV 26574  
06 American Kiln Partners, LP (Delaware limited partnership) 49.5% of 53%  
04 ANACAPA ENERGY COMPANY (GP)  
05 Salinas River Cogeneration Company 50%  
Address: Star Route 42, Sargents Road, San Ardo, CA 93450  
04 ARROWHEAD ENERGY COMPANY (Inactive)  
04 BALBOA ENERGY COMPANY (GP)  
05 Smithtown Cogeneration, LP (Delaware partnership) 50%; 100% w/ Kingspark  
04 BLUE RIDGE ENERGY COMPANY (GP)  
05 Bretton Woods Cogeneration, LP (Delaware limited partnership) 50%; 100% w/ Bretton Woods  
04 BRETTON WOODS ENERGY COMPANY (GP and LP)  
05 Bretton Woods Cogeneration, LP (Delaware LP) 50%; 100% w/ Blue Ridge  
04 CAMINO ENERGY COMPANY (GP)  
05 Watson Cogeneration Company (general partnership) 49%  
05 CPC Cogeneration LLC (Delaware LLC) 49%  
04 CAPISTRANO COGENERATION COMPANY (GP)  
05 James River Cogeneration Company (North Carolina partnership) 50%  
04 CENTERPORT ENERGY COMPANY (GP and LP)  
05 Riverhead Cogeneration I, LP (Delaware partnership) 50%; 100% w/ Ridgecrest  
04 CHESAPEAKE BAY ENERGY COMPANY (GP)  
05 Delaware Clean Energy Project (Delaware general partnership) 50%  
04 CHESTER ENERGY COMPANY (no partners; option Chesapeake,VA)  
04 CLAYVILLE ENERGY COMPANY  
05 Oconee Energy, LP (Delaware LP) 50%; 100% w/Coronado  
04 COLONIAL ENERGY COMPANY (Inactive)  
04 CORONADO ENERGY COMPANY  
05 Oconee Energy, LP (Delaware LP) 50%; 100% w/Clayville  
04 CRESCENT VALLEY ENERGY COMPANY (Inactive)  
04 DEL MAR ENERGY COMPANY (GP)  
05 Mid-Set Cogeneration Company 50%  
Address: 13705 Shalae Road, Fellows, CA 93224  
04 DELAWARE ENERGY CONSERVERS, INC. (Delaware corporation) (Inactive)  
04 DESERT SUNRISE ENERGY COMPANY (Nevada corporation) (Inactive)  
04 DEVEREAUX ENERGY COMPANY (LP)  
04 EASTERN SIERRA ENERGY COMPANY (GP and LP)  
[This entity and its subsidiary were sold on 09/20/2001]  
05 Saguaro Power Company, LP 50%

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Address: 8000 W. Lake Mead Drive, Henderson, NV 89001  
04 EAST MAINE ENERGY COMPANY (Inactive)  
04 EDISON ALABAMA GENERATING COMPANY

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04 EDISON MISSION DEVELOPMENT, INC. (Delaware corporation) 100%  
04 EDISON MISSION ENERGY FUEL  
05 EDISON MISSION ENERGY OIL & GAS  
06 Four Star Oil & Gas Company 37.196%  
Address: 200 Westchester Avenue, White Plains, NY 10650  
05 EDISON MISSION ENERGY PETROLEUM  
05 POCONO FUELS COMPANY (Inactive)  
05 SOUTHERN SIERRA GAS COMPANY  
06 TM Star Fuel Company (general partnership) 50%  
04 EDISON MISSION ENERGY FUNDING CORP. (Delaware corporation) 1%  
04 Edison Mission Energy Interface Ltd. (British Columbia company)  
Address: 2 Sheppard Ave. E. #200, North York, Ontario, Canada  
05 The Mission Interface Partnership (Province of Ontario G.P.) 50%  
04 EDISON MISSION ENERGY SERVICES, INC. [formerly Edison Mission  
Energy Fuel Services, Inc.] [PowerGen project]  
04 EDISON MISSION FUEL RESOURCES, INC. [Com Ed Project]  
04 EDISON MISSION FUEL TRANSPORTATION, INC. [Com Ed Project]  
04 EDISON MISSION MARKETING & TRADING, INC. [Com Ed Project]  
04 EDISON MISSION HOLDINGS CO. (formerly EME Homer City Holdings Co.)  
05 CHESTNUT RIDGE ENERGY COMPANY 100%  
06 EME HOMER CITY GENERATION LP (Pennsylvania) 99%LP [See 4.EME05]  
Address: 1750 Power Plant Road, Homer City, PA 15748-8009  
05 EDISON MISSION FINANCE CO. 100%  
05 HOMER CITY PROPERTY HOLDINGS, INC. 100%  
05 MISSION ENERGY WESTSIDE, INC. 100%  
06 EME HOMER CITY GENERATION LP (Pennsylvania) 1%GP [See 4.EME05]  
Address: 1750 Power Plant Road, Homer City, PA 15748-8009  
04 EDISON MISSION OPERATION & MAINTENANCE, INC.  
05 Mission Operations de Mexico, S.A. de C.V. (Inactive) 99%  
Address: Bosques de Ciruelos No. 304 2 Piso, Colonia Bosques de las Lomas, 11700 Mexico  
Federal  
04 EDISON MISSION PROJECT CO. (formerly EME UK International, Inc.) (Delaware corporation) 10%  
of the issued and outstanding Class D shares of MEC International B.V. (0.01%)--see INTERN  
04 EL DORADO ENERGY COMPANY (GP)  
04 EME CP HOLDINGS CO.  
05 Bretton Woods Funding I, L.L.C.  
05 CP Power Sales Five, L.L.C.  
05 CP Power Sales Thirteen, L.L.C.  
05 CP Power Sales Fourteen, L.L.C.  
05 CP Power Sales Fifteen, L.L.C.  
05 CP Power Sales Seventeen, L.L.C.  
05 CP Power Sales Eighteen, L.L.C.  
05 CP Power Sales Nineteen, L.L.C.  
05 CP Power Sales Twenty, L.L.C.  
05 Sunapee Funding I, L.L.C.  
04 EME EASTERN HOLDINGS CO.  
05 Athens Funding, L.L.C.  
05 Citizens Power Holdings One, LLC  
06 CL Power Sales One, L.L.C. 25%  
06 CL Power Sales Two, L.L.C. 25%  
06 CL Power Sales Six, L.L.C. 25%  
06 CL Power Sales Seven, L.L.C. 25%  
06 CL Power Sales Eight, L.L.C. 25%  
06 CL Power Sales Nine, L.L.C. 25%

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06 CL Power Sales Ten, L.L.C. 25%  
05 CP Power Sales Twelve, L.L.C.  
04 EMP, INC. (Oregon corporation) (GP and LP) (Inactive)

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04 FOUR COUNTIES GAS COMPANY (Inactive)  
04 GLOBAL POWER INVESTORS, INC.  
04 HANOVER ENERGY COMPANY  
05 CHICKAHOMINY RIVER ENERGY CORPORATION (Virginia corporation) (GP and LP)  
06 Commonwealth Atlantic LP (Delaware partnership) 50% [See 4.EME02]  
Address: 2837 South Military Highway, Chesapeake, VA 23323-0286  
04 HOLTSVILLE ENERGY COMPANY (GP and LP)  
05 Brookhaven Cogeneration, LP (Delaware partnership) 50%; 100% w/ Madera  
04 INDIAN BAY ENERGY COMPANY (GP and LP)  
05 Riverhead Cogeneration III, LP (Delaware partnership) 50%; 100% w/ Santa Ana  
04 JEFFERSON ENERGY COMPANY (GP and LP) (Inactive)  
04 KINGS CANYON ENERGY COMPANY (Inactive)  
04 KINGSPARK ENERGY COMPANY (GP and LP)  
05 Smithtown Cogeneration, LP (Delaware partnership) 50%; 100% w/ Balboa  
04 LAGUNA ENERGY COMPANY (Inactive) (former interest in Ambit)  
04 LA JOLLA ENERGY COMPANY (Inactive) (used for Belridge)  
04 LAKEVIEW ENERGY COMPANY  
05 Georgia Peaker, LP (Delaware LP) 50%; 100% w/ Silver Springs  
04 LEHIGH RIVER ENERGY COMPANY (Inactive)  
04 LONGVIEW COGENERATION COMPANY (held for Weyerhaeuser)  
04 MADERA ENERGY COMPANY (GP)  
05 Brookhaven Cogeneration, LP (Delaware partnership) 50%; 100% w/ Holtsville  
04 MADISON ENERGY COMPANY (LP)  
05 Gordonsville Energy, LP (Delaware partnership) 49%; 50% w/ Rapidan [See 4.EME03]  
Address: 115 Red Hill Road, Gordonsville, VA 22942  
04 Majestic Energy Limited (UK private limited company)  
Address: Lansdowne House, Berkeley Square, London W1X 5DH England  
05 EME Royale (New Zealand private limited company)  
Address: Lansdowne House, Berkeley Square, London W1X 5DH England  
06 Edison Mission Energy Taupo Limited (New Zealand company) 100%  
Address: Southgate Complex, Level 20, HWT Tower, 40 City Road, South Melbourne, 32  
Australia  
04 MIDWEST GENERATION EME, LLC (Delaware LLC) 100%  
Address: One Financial Place, 400 South LaSalle Street, Suite 3410, Chicago, Illinois 606  
05 COLLINS HOLDINGS EME, LLC  
Address: One Financial Place, 400 South LaSalle Street, Suite 3410, Chicago, Illinois  
05 EDISON MISSION MIDWEST HOLDINGS CO. 100%  
Address: One Financial Place, 400 South LaSalle Street, Suite 3410, Chicago, Illinois  
06 EDISON MISSION ENERGY FUEL SERVICES, LLC  
Address: One Financial Place, 440 South LaSalle Street, Suite 3500, Chicago, Illin  
06 EDISON MISSION OVERSEAS CO. (Com Ed project) 100%  
Address: One Financial Place, 400 South LaSalle Street, Suite 3410, Chicago, Illin  
07 Edison Mission Overseas Ltd. (Com Ed project) 100%  
Address: One Financial Place, 400 South LaSalle Street, Suite 3410, Chicago, IL  
06 MIDWEST GENERATION, LLC (Com Ed project) 100% [See 4.EME06]  
Address: One Financial Place, 400 South LaSalle Street, Suite 3410, Chicago, Illin  
Crawford Station, 3501 South Pulaski Road, Chicago, IL 60608  
Collins Station, 4200 East Pine Bluff Road, Morris, IL 60623  
Fisk Station, 1111 West Cermak Road, Chicago, IL 60608  
Joliet Station, 1800 Channahon Road, Joliet, IL 60436  
Powerton Station, 13082 East Manito Road, Pekin, IL 61554  
Waukegon Station, 10 Greenwood Avenue, Waukegan, IL 60087  
Will County Station, 529 East Romeo Road, Romeoville, IL 60441  
04 MIDWEST PEAKER HOLDINGS, INC. (Delaware corporation) 100%

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04 Mission Capital, LP (Delaware LP) 3%; MIPS partnership

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04 MISSION DEL CIELO, INC. 100%

05 Mission Del Sol, LLC (Delaware LLC) 100%

06 SUNRISE POWER COMPANY, LLC 50% [EWG] [See 4.EME25]  
Address: 12857 Sunrise Power Road, Fellows, CA 93224

07 Mission De Las Estrellas LLC 100%

04 MISSION/EAGLE ENERGY COMPANY (Inactive)

04 MISSION ENERGY CONSTRUCTION SERVICES, INC.

04 MISSION ENERGY GENERATION, INC. (Inactive)

04 MISSION ENERGY HOLDINGS, INC.

05 Mission Capital, LP (Delaware LP) 97%; MIPS partnership

04 MISSION ENERGY HOLDINGS INTERNATIONAL, INC. [holds 100% of the issued and outstanding Class  
MEC International B.V. (99.97%)--see INTERNATIONAL section]

05 EME Investments, LLC (Delaware LLC) 100% [Contact Energy Acq.]

05 EME SOUTHWEST POWER CORPORATION (Delaware corporation) 100% [holds 100% of the issued and  
Class C shares of MEC International B.V. (0.01%)--see INTERNATIONAL section]

05 EME UK International LLC (Delaware LLC) 100% [holds 100% of the issued and outstanding  
MEC International B.V. (0.01%)--see INTERNATIONAL section]

04 MISSION ENERGY INDONESIA (Inactive)

04 MISSION ENERGY MEXICO (Inactive) formerly the branch office in Mexico (no partnership)

04 MISSION ENERGY NEW YORK, INC. (GP and LP)

05 Brooklyn Navy Yard Cogeneration Partners, LP (Delaware partnership) 50% [See 4.EME01]  
Address: Flushing Avenue, Cumberland Street, Building 41, Brooklyn, NY 11205

04 MISSION ENERGY WALES COMPANY

05 Mission Hydro Limited Partnership 30%  
Address: Lansdowne House, Berkeley Square, London W1X 5DH England

06 EME Generation Holdings Limited (UK company) 100%  
Address: Lansdowne House, Berkeley Square, London W1X 5DH England

07 Loyvic Pty Ltd. (Australia company) 100%  
Address: Southgate Complex, Level 20, HWT Tower, 40 City Road, South Melbourne,  
Australia

08 Energy Capital Partnership (Australia partnership) 1%  
Address: Southgate Complex, Level 20, HWT Tower, 40 City Road, South Melbourne,  
Victoria, Australia

09 Enerloy Pty Ltd. (Australia company) 100%  
Address: Southgate Complex, Level 20, HWT Tower, 40 City Road, South Melbourne,  
Victoria, Australia

07 EME Victoria Generation Limited (UK company) 100%  
Address: Lansdowne House, Berkeley Square, London W1X 5DH England

08 Energy Capital Partnership (Australia partnership) 98%

09 Enerloy Pty Ltd. (Australia company) 100%

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

09 Gippsland Power Pty Ltd 100%  
Address: Southgate Complex, Level 20, HWT Tower, 40 City Road, South Melbourne,  
Victoria, Australia

10 Loy Yang B Joint Venture 49% [See 4.EME11]  
Address: Bartons Lane, Loy Yang, Victoria, Australia 3844

07 Energy Capital Partnership (Australia partnership) 1%LP

08 Enerloy Pty Ltd. (Australia company) 100%

07 First Hydro Holdings Company (Australia partnership) 99%  
Address: Lansdowne House, Berkeley Square, London W1X 5DH England

08 First Hydro Company 99% [See 4.EME15]  
Address: Bala House, St. David's Park, Ewloe, Ddwyd, Wales CH5 3XJ

08 First Hydro Finance plc 100%  
Address: Lansdowne House, Berkeley Square, London W1X 5DH England

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09 First Hydro Company 1% [See 4.EME15]  
Address: Bala House, St. David's Park, Ewloe, Dlwyd, Wales CH5 3XJ  
04 Mission Operations de Mexico, S.A. de C.V. (Inactive) 1%  
Address: Bosques de Ciruelos No. 304 2 Piso, Colonia Bosques de las Lomas, 11700 Mexico D  
04 MISSION TRIPLE CYCLE SYSTEMS COMPANY (GP)  
05 Triple Cycle Partnership (Texas G.P.) 50%  
04 NORTH JACKSON ENERGY COMPANY (Inactive)  
04 NORTHERN SIERRA ENERGY COMPANY (GP)  
05 Sobel Cogeneration Company (general partnership) 50%  
04 ORTEGA ENERGY COMPANY  
04 PANTHER TIMBER COMPANY (GP)  
05 American Kiln Partners, LP (Delaware limited partnership) 2%  
04 PARADISE ENERGY COMPANY (Inactive)  
04 PLEASANT VALLEY ENERGY COMPANY (GP)  
05 American Bituminous Power Partners, LP (Delaware limited partnership) 0.5%; 50% w/ Agui  
Address: Grant Town Power Plant, Highway 17, Grant Town, WV 26574  
06 American Kiln Partners, LP (Delaware Limited Partnership) 0.5% of 53%  
04 PRINCE GEORGE ENERGY COMPANY (LP)  
[This entity and its subsidiaries were sold on 06/29/2001]  
05 Hopewell Cogeneration Limited Partnership (Delaware limited partnership) 24.75%  
05 Hopewell Cogeneration Inc. (Delaware corporation) 25%  
06 Hopewell Cogeneration Limited Partnership (Delaware limited partnership) 1%  
04 QUARTZ PEAK ENERGY COMPANY (LP)  
[Quartz Peak sold partnership interests in Nevada Sun-Peak on 12/05/2001]  
05 Nevada Sun-Peak LP (Nevada partnership) 50% [See 4.EME07]  
Address: 200 South Virginia Street, Reno, NV 89501  
04 RAPIDAN ENERGY COMPANY (GP)  
05 Gordonsville Energy, LP (Delaware partnership) 1%; 50% w/ Madison [See 4.EME03]  
Address: 115 Red Hill Road, Gordonsville, VA 22942  
04 REEVES BAY ENERGY COMPANY (GP and LP)  
05 North Shore Energy LP (Delaware partnership) 50%; 100% w/ Santa Clara  
06 Northville Energy Corporation (New York corp.) 100%  
04 RIDGECREST ENERGY COMPANY (GP)  
05 Riverhead Cogeneration I, LP (Delaware partnership) 50%; 100% w/ Centerport  
04 RIO ESCONDIDO ENERGY COMPANY  
04 RIVERPORT ENERGY COMPANY (GP and LP)  
05 Riverhead Cogeneration II, LP (Delaware partnership) 50%; 100% w/ San Pedro  
04 SAN GABRIEL ENERGY COMPANY (Inactive)  
04 SAN JOAQUIN ENERGY COMPANY (GP)  
05 Midway-Sunset Cogeneration Company, LP 50%  
Address: 3466 West Crocker Springs Road, Fellows, CA 93224  
04 SAN JUAN ENERGY COMPANY (GP)  
05 March Point Cogeneration Company 50%  
04 SAN PEDRO ENERGY COMPANY (GP)  
05 Riverhead Cogeneration II, LP (Delaware partnership) 50%; 100% w/ Riverport  
04 SANTA ANA ENERGY COMPANY (GP)  
05 Riverhead Cogeneration III, LP (Delaware partnership) 50%; 100% w/ Indian Bay  
04 SANTA CLARA ENERGY COMPANY (GP)  
05 North Shore Energy, LP (Delaware partnership) 50%; 100% w/ Reeves Bay  
06 Northville Energy Corporation (New York corporation) 100%  
04 SILVERADO ENERGY COMPANY (GP)  
05 Coalinga Cogeneration Company 50%  
Address: 32812 West Gate Road, Bakersfield, CA 93210  
04 SILVER SPRINGS ENERGY COMPANY  
05 Georgia Peaker, LP (Delaware limited partnership) 50%; 100% w/ Lakeview  
04 SONOMA GEOTHERMAL COMPANY (Inactive)

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04 SOUTH COAST ENERGY COMPANY (GP)  
05 Harbor Cogeneration Company 30% [See 4.EME04]  
Address: 420 Henry Ford Avenue, Wilmington, CA 93210  
04 SOUTHERN SIERRA ENERGY COMPANY (GP)  
05 Kern River Cogeneration Company (general partnership) 50%  
Address: SW China Grade Loop, Bakersfield, CA 93308  
04 THOROFARE ENERGY COMPANY (Inactive)  
04 VIEJO ENERGY COMPANY (GP)  
05 Sargent Canyon Cogeneration Company 50%  
Address: Star Route 42, Sargents Road, San Ardo, CA 93450  
04 VISTA ENERGY COMPANY (New Jersey corporation) (Inactive)  
04 WESTERN SIERRA ENERGY COMPANY (GP)  
05 Sycamore Cogeneration Company (general partnership) 50%  
Address: SW China Grade Loop, Bakersfield, CA 93308

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

05 MEC International B.V. (Netherlands corporation) (Holding Company 99.99% owned by Mission  
Holdings International, Inc., a California corp. (owns 100% of Class A Shares) and 0.01%  
International LLC, a Delaware LLC (owns 100% of Class B shares)  
Address: Apollolaan 15, 1077 AB Amsterdam, The Netherlands  
06 Adelaide Ventures Ltd. (Cayman Island company) 100%  
Address: Walker House, Mary Street, P.O. Box 265GT, George Town, Grand Cayman, Cayman Islands  
06 Beheer-en Beleggingsmaatschappij Jydeno B.V. 100%  
Address: Croeselaan 18, 3500 GT Utrecht, The Netherlands  
07 Vindoor Investments (Mauritius) Limited 10%  
Address: BAI Building, 5th Floor, Pope Hennessey Street, Port Luis, Mauritius  
08 Coaltrade Services International Pte Ltd 100%  
Address: 10 Anson Road, #18-12, International Plaza, Singapore 079903  
06 Edison Mission Advantage B.V. 100%  
Address: Croeselaan 18, 3500 GT Utrecht, The Netherlands  
07 Edison Mission LYB PEDS Pty Ltd (formerly Edison Mission De Laide Pty Ltd. (Australia)  
100%  
Address: Southgate Complex, Level 20, HWT Tower, 40 City Road, South Melbourne,  
Australia  
06 Edison Mission Energy Asia Pte Ltd. (Singapore private  
company limited by shares) 100% (EME's Regional Asia Pacific Headquarters)  
Address: 391-B Orchard Road, Ngee Ann City, Tower B, 14th Floor, #14-08/10, Singapore  
07 Edison Mission Energy Asia Pacific Pte Ltd. (Singapore corporation) 100%  
Address: 391-B Orchard Road, Ngee Ann City, Tower B, 14th Floor, #14-08/10, Singapore  
07 Edison Mission Energy Fuel Company Pte Ltd. (Singapore corporation) 100%  
Address: 391-B Orchard Road, Ngee Ann City, Tower B, 14th Floor, #14-08/10, Singapore  
07 Edison Mission Operation & Maintenance Services Pte Ltd 100%  
Address: 391-B Orchard Road, Ngee Ann City, Tower B, 14th Floor, #14-08/10, Singapore  
07 P.T. Edison Mission Operation and Maintenance Indonesia (Indonesian company) 99%  
Address: Jl. Gen. A Yani No. 54 Probolinggo, East Java, Indonesia  
06 Edison Mission Energy International B.V. (Netherlands company) 99%  
Address: Croeselaan 18, 3500 GT Utrecht, The Netherlands  
06 Edison Mission Energy Services B.V. (Netherlands co.) 100%  
Address: Croeselaan 18, 3500 GT Utrecht, The Netherlands  
06 Edison Mission Millennium B.V. (Netherlands company) 100%  
Address: Croeselaan 18, 3500 GT Utrecht, The Netherlands  
07 EME Caliraya B.V. (formerly Beheer-en Beleggingsmaatschappij Trepo B.V. 75%  
Address: Apollolaan 15, 1077 AB Amsterdam, The Netherlands

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08 CBK Power Company Ltd. (Philippine LP) 49%  
Address: 1701 One Magnificent Mile Building, San Miguel Avenue, Ortigas Center, Philippines [See 4.EME23]

07 EME Kayalaan B.V. (formerly Beheer-en Beleggingsmaatschappij Hagra B.V. 100%  
Address: Apollolaan 15, 1077 AB Amsterdam, The Netherlands

08 CBK Power Company Ltd. (Philippine LP) 1%  
Address: 1701 One Magnificent Mile Building, San Miguel Avenue, Ortigas Center, Philippines [See 4.EME23]

06 Edison Mission Operation & Maintenance Services B.V. (Netherlands company) 100%  
Address: Croeselaan 18, 3500 GT Utrecht, The Netherlands

07 Edison Mission Operation & Maintenance (Thailand) Company Limited 100%  
Address: 7th Fl. Bubhakit Bldg., 20 North Sathorn Road, Kwaeng Silom, Khet Bang

07 EME Philippines Services Corporation [formerly EME Philippines OandM Corporation  
co.) 100%  
Address: Unit 1105, Tower One, Ayala Triangle, Ayala Avenue, Makati City, Philippines

07 Kalayaan Power Management Corporation 50% [EWG] [See 4.EME24]  
Address: 1701 One Magnificent Mile Building, San Miguel Avenue, Ortigas Center, Philippines

06 Edison Mission Wind Power Italy B.V. (formerly IVPC Energy 5 B.V.) 100%  
Address: Apollolaan 15, 1077 AB Amsterdam, The Netherlands

07 Italian Vento Power Corporation 4 S.r.l. (joint venture) 50% [See 4.EME21]  
Address: Via Circumvallazione, 54/h, 83100 Avellino, Italy

06 EME Atlantic Holdings Limited (UK company) 100%  
Address: Lansdowne House, Berkeley Square, London W1X 5DH England

07 EME Ascot Limited (UK company) 100% [Contact Energy Project, 2nd Stage]  
Address: Lansdowne House, Berkeley Square, London W1X 5DH England

08 EME Buckingham Limited (UK company) 100% [Contact Energy Project, 2nd Stage]  
Address: Lansdowne House, Berkeley Square, London W1X 5DH England

09 EME Precision B.V. (Netherlands company) (formerly Beheer-en-Beleggingsmaatschappij B.V.) 100% [Contact Energy Project, 2nd Stage]  
Address: Croeselaan 18, 3500 GT Utrecht, The Netherlands

10 Mission Energy Universal Holdings [formerly EME Universal Holdings (Netherlands company) 100% [Contact Energy Project, 2nd Stage]  
Address: Lansdowne House, Berkeley Square, London W1X 5DH England

11 Contact Energy Limited (New Zealand company) (equity) 0.624% [See 4.EME09]  
Address: Level 1, Harbor City Tower, 29 Brandon Street, Box 10-742 Wellington, New Zealand

11 Mission Contact Finance Limited (New Zealand company) 100%  
Address: Bell Gully, IBM Centre, 171 Featherston Street, Wellington, New Zealand

11 Mission Energy Five Star (New Zealand company) 100%  
Address: IBM Centre, 171 Featherston Street, Wellington, New Zealand

11 Mission Energy Pacific Holdings [formerly EME Pacific Holdings (New Zealand company) 100% [Contact Energy Project, 2nd Stage]  
Address: IBM Centre, 171 Featherston Street, Wellington, New Zealand

12 Contact Energy Limited (New Zealand company) (equity) 50.598%  
[See 4.EME09]

06 EME Tri Gen B.V. 100%  
Address: Croeselaan 18, 3500 GT Utrecht, The Netherlands

07 Tri Energy Company Limited (Thai limited liability company) (Tri Energy Project) [See 4.EME13]  
Address: Grand, Amarin Tower, 16th Floor, New Petchburi Road, Ratchathewi, Bangkok, Thailand

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06 EME Victoria B.V. 100% (Inactive)  
Address: Croeselaan 18, 3500 GT Utrecht, The Netherlands

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06 First Hydro Renewables Limited, a UK company 100%  
Address: Dinorwig Power Station, Llamberis, Gwynedd, LL55 4TY, Wales  
07 Celtic Offshore Wind Limited 96%  
Address: The Long Barn, Waen Farm, Nercwys Road, Mold, Flintshire, CH7 4ED, Wal  
07 First Hydro Renewables (COWL) Limited 100%  
Address: Dinorwig Power Station, Llamberis, Gwynedd, LL55 4TY, Wales  
06 Global Generation B.V. 100%  
Address: Apollolaan 15, 1077 AB Amsterdam, The Netherlands  
07 Caresale Services Limited (UK LLC) 49%  
Address: Lansdowne House, Berkeley Square, London W1X 5DH England  
07 Edison First Power Holdings II (UK LLC) 100% [PowerGen project]  
Address: Lansdowne House, Berkeley Square, London W1X 5DH England  
08 Edison First Power Holdings I (UK LLC) 100% [PowerGen project]  
Address: Lansdowne House, Berkeley Square, London W1X 5DH England  
09 Caresale Services Limited (UK LLC) 51%  
Address: Lansdowne House, Berkeley Square, London W1X 5DH England  
09 Edison Mission Marketing and Services Limited (UK company) 100%  
Address: Lansdowne House, Berkeley Square, London W1X 5DH England  
09 EME Finance UK Limited (UK LLC) 100%  
Address: Lansdowne House, Berkeley Square, London W1X 5DH England  
09 South Australian Holdings Ltd. 100%  
Address: Lansdowne House, Berkeley Square, London W1X 5DH England  
10 Edison Mission Retail Pty Ltd. (Australian co.) 100%  
Address: Southgate Complex, Level 20, HWT Tower, 40 City Road, South  
Victoria, Australia  
10 Edison Mission Utilities Pty. Ltd. (Australian company) 100%  
Address: Southgate Complex, Level 20, HWT Tower, 40 City Road, South  
Victoria, Australia  
10 EME International Dragon Limited (UK) 100%  
Address: Lansdowne House, Berkeley Square, London W1X 5DH England  
11 Edison Mission Ausone Pty Ltd. (Australian co.) 100%  
Address: Southgate Complex, Level 20, HWT Tower, 40 City Road, Sou  
3205 Victoria, Australia  
11 EME Adelaide Energy Ltd. (UK company) 100%  
Address: Lansdowne House, Berkeley Square, London W1X 5DH England  
11 EME Monet Ltd. (UK company) 100%  
Address: Lansdowne House, Berkeley Square, London W1X 5DH England  
12 Edison Mission Vendesi Pty Ltd. (Australian company) 100%  
Address: Southgate Complex, Level 20, HWT Tower, 40 City Road,  
3205 Victoria, Australia  
08 Energy Generation Finance PLC (UK) 100%  
Address: Lansdowne House, Berkeley Square, London W1X 5DH England  
08 Maplekey Holdings Limited (UK LLC) 100%  
Address: Lansdowne House, Berkeley Square, London W1X 5DH England  
09 Maplekey UK Finance Limited (UK company) 100%  
Address: Lansdowne House, Berkeley Square, London W1X 5DH England  
10 Maplekey UK Limited (UK LLC) 100%  
Address: Lansdowne House, Berkeley Square, London W1X 5DH England  
11 Edison First Power Limited (Guernsey LLC) 100% [See 4.EME16]  
Address: Lansdowne House, Berkeley Square, London W1X 5DH England  
[sold interests in Fiddler's Ferry and Ferrybridge on 12/21/2001]  
07 Redbill Contracts Limited (UK LLC) 100%  
Address: Lansdowne House, Berkeley Square, London W1X 5DH England  
06 Hydro Energy B.V. (Netherlands LLC) 10%  
Address: Croeselaan 18, 3500 GT Utrecht, The Netherlands  
  
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07 Iberica de Energias, S.L. (Spain corporation) 96.65% [See 4.EME17]  
Address: Paseo de Gracia 18, Planta 4, 08007, Barcelona, Spain

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08 Electrometalurgica del Ebro, S.L. ("EMESA") (Spain corporation) 91.32% [See 4  
Address: Paseo de Gracia 18, Planta 4, 08007, Barcelona, Spain

09 Monasterio de Rueda, S.L. (Spain) 100%  
Address: Paseo de Gracia 18, Planta 4, 08007, Barcelona, Spain

06 Iberian Hy-Power Amsterdam B.V. (Netherlands LLC) 100%  
Address: Strawinskylaan 1725, Amsterdam, NOORD-HOLL 1077 XX

07 EME Desarrello Espana S.L. 100%  
Address: Paseo de Gracia 18, 4o. Piso, 08007, Barcelona, Spain

07 Hydro Energy B.V. (Netherlands company) 90%  
08 Iberica de Energias, S.L. (Spain corporation) 96.65% [See 4.EME17]  
09 Electrometalurgica del Ebro, S.L. ("EMESA") (Spain corporation) 91.32%  
[See 4.EME18]

10 Monasterio de Rueda, S.L. (Spain) 100%  
07 Iberica de Energias, S.L. (Spain corporation) 3.35% [See 4.EME17]  
08 Electrometalurgica del Ebro, S.L. ("EMESA") (Spain corporation) 91.32%  
[See 4.EME18]

09 Monasterio de Rueda, S.L. (Spain) 100%  
06 Latrobe Power Pty. Ltd. (Australian corporation) 99%  
Address: Southgate Complex, Level 20, HWT Tower, 40 City Road, South Melbourne, 32  
Australia

07 Mission Victoria Partnership (Australian partnership) 52.31% (100% w/ Traralgon  
MEVALP 1%)

08 Latrobe Power Partnership (Australian partnership) 99%  
09 Loy Yang B Joint Venture 51% [See 4.EME11]  
Address: Bartons Lane, Loy Yang, Victoria, Australia 3844

06 Latrobe Valley B.V. [formerly Beheer-en Beleggingsmaatschappij Botara B.V.] (LYB Pe  
100%  
Address: Croeselaan 18, 3500 GT Utrecht, The Netherlands

07 Valley Power Pty Ltd. (proprietary limited Australia company; LYB Peakers Projec  
Address: Southgate Complex, Level 20, HWT Tower, 40 City Road, South Melbourne,  
Australia

06 Loy Yang Holdings Pty Ltd (Australia corporation) 100%  
Address: Southgate Complex, Level 20, HWT Tower, 40 City Road, South Melbourne, 32  
Australia

07 Edison Mission Energy Holdings Pty Ltd (Australian corporation) 100%  
Address: Southgate Complex, Level 20, HWT Tower, 40 City Road, South Melbourne,  
Australia

08 Edison Mission Energy Australia Ltd. (Australian public company) 100%  
Address: Southgate Complex, Level 20, HWT Tower, 40 City Road, South Melbourn  
Victoria, Australia

09 Latrobe Power Partnership (Australian partnership) 1%  
Address: Southgate Complex, Level 20, HWT Tower, 40 City Road, South Mel  
Victoria, Australia

10 Loy Yang B Joint Venture 51% [See 4.EME11]  
08 Edison Mission Energy Australia Pilbara Power Ltd. (Australia company) 100%  
Address: Southgate Complex, Level 20, HWT Tower, 40 City Road, South Melbourn  
Victoria, Australia

08 Edison Mission Operation & Maintenance Kwinana Pty Ltd. (Australia) 100% (Ope  
Project)  
Address: Southgate Complex, Level 20, HWT Tower, 40 City Road, South Melbourn  
Victoria, Australia

08 Edison Mission Operation & Maintenance Loy Yang Pty Ltd. (Australian corporat  
Address: P.O. Box 1792, Traralgon, Victoria 3844, Australia

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08 Mission Energy Holdings Superannuation Fund Pty Ltd. (retirement fund require  
law) 100%

08 Mission Energy (Kwinana) Pty Ltd. (Australia) 100%  
Address: Southgate Complex, Level 20, HWT Tower, 40 City Road, South Melbourn

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Victoria, Australia

09 Kwinana Power Partnership (Australian G.P.) 1%  
Address: Level 23, St. Martins Tower, 44 St George's Terrace, Perth WA 6

10 Perth Power Partnership 70% (Kwinana Project) [See 4.EME10]  
Address: James Court, Kwinana Beach 6167, Western Australia

07 Latrobe Power Pty. Ltd. (Australian corporation) 1%

08 Mission Victoria Partnership (Australian partnership) 52.31%

09 Latrobe Power Partnership (Australian partnership) 99%

10 Loy Yang B Joint Venture 51% [See 4.EME11]

07 Mission Energy Ventures Australia Pty. Ltd. (Australian company) 100%  
Address: Southgate Complex, Level 20, HWT Tower, 40 City Road, South Melbourne,  
Australia

08 Mission Victoria Partnership (Australian partnership) 1%

09 Latrobe Power Partnership (Australian partnership) 99%

10 Loy Yang B Joint Venture 51% [See 4.EME11]

07 Traralgon Power Pty. Ltd. (Australian corporation) 1%  
Address: Southgate Complex, Level 20, HWT Tower, 40 City Road, South Melbourne,  
Australia

08 Mission Victoria Partnership (Australian partnership) 46.69%

09 Latrobe Power Partnership (Australian partnership) 99%

10 Loy Yang B Joint Venture 51% [See 4.EME11]

06 MEC Esenyurt B.V. (Netherlands company) (Doga Project) 99%  
Address: Croeselaan 18, 3500 GT Utrecht, The Netherlands

07 Doga Enerji Uretim Sanayi ve Ticaret L.S. (Turkish corp.) (Project company) 80%  
Address: Merkez Mahallesi, Birlik Caddesi 11/8, Esenyurt, Istanbul, Turkey

07 Doga Isi Satis Hizmetleri ve Ticaret L.S. (Turkish corporation) (Heat company) 80%  
Address: Merkez Mahallesi, Birlik Caddesi 11/8, Esenyurt, Istanbul, Turkey

07 Doga Isletme ve Bakim Ticaret L.S. (Turkish corporation) (OandM company) 80%  
Address: Merkez Mahallesi, Birlik Caddesi 11/8, Esenyurt, Istanbul, Turkey

06 MEC IES B.V. (Netherlands company) (ISAB Project) 99%  
Address: Croeselaan 18, 3500 GT Utrecht, The Netherlands

07 ISAB Energy Services s.r.l. 49% (services co ISAB Project)  
Address: Ex S.S. 114km 146, 96100 Priolo G (SR), Sicily, Italy

06 MEC India B.V. (Netherlands company) (Jojobera Project) 99%  
Address: Croeselaan 18, 3500 GT Utrecht, The Netherlands

07 Edison Mission Energy Power (Mauritius corporation) (Branch office in India)  
Address: Louis Leconte Street, Curepipe, Mauritius

06 MEC Indo Coal B.V. (Netherlands co.) (Adaro Project) 99%  
Address: Croeselaan 18, 3500 GT Utrecht, The Netherlands

07 P. T. Adaro Indonesia (equity) 8.17%  
Address: Suite 704, World Trade Centre, Jl. Jend. Sudirman Kav. 31, Jakarta 129

06 MEC Indonesia B.V. (Netherlands company) 99%  
Address: Croeselaan 18, 3500 GT Utrecht, The Netherlands

07 PT. Paiton Energy (Indonesia company) (equity) (Paiton Project) 40% [See 4.EME12]  
Address: Jl. Raya Surabaya Situbondo KM 141, Paiton 67291, Probolinggo, East Ja

06 MEC International Holdings B.V. (Netherlands corporation) 100%  
Address: Croeselaan 18, 3500 GT Utrecht, The Netherlands

07 Edison Mission Energy International B.V. (Netherlands company) 1%

07 MEC Esenyurt B.V. (Netherlands co.) (Doga Project) 1%

08 Doga Enerji Uretim Sanayi ve Ticaret L.S. (Turkish corp.) (Project company) 80%

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08 Doga Isi Satis Hizmetleri ve Ticaret L.S. (Turkish corporation) (Heat company)

08 Doga Isletme ve Bakim Ticaret L.S. (Turkish corporation) (OandM company) 80%

07 MEC IES B.V. (Netherlands company) (ISAB Project) 1%

08 ISAB Energy Services s.r.l. 49%

07 MEC India B.V. (Netherlands company) 1%

08 Edison Mission Energy Power (Mauritius corporation)

07 MEC Indo Coal B.V. (Netherlands co.) (Adaro Project) 1%

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08 P. T. Adaro Indonesia (equity) 8.17%  
07 MEC Indonesia B.V. (Netherlands company) 1%  
08 PT. Paiton Energy (Indonesia company) (equity) (Paiton Project) 40% [See 4.EME10]  
07 MEC Laguna Power B.V. (Netherlands company) (Thailand Project) 1%  
08 Gulf Power Generation Co. Ltd. (Bangkok corp.) 40%  
07 MEC Perth B.V. (Netherlands company) (Kwinana Project) 1%  
08 Kwinana Power Partnership (Australian G.P.) 99%  
09 Perth Power Partnership 70% (Kwinana Project) [See 4.EME10]  
07 MEC Priolo B.V. (Netherlands company) (ISAB Project) 1%  
08 ISAB Energy, s.r.l. (Italian J.V. company) (equity) 1% of 49% (quota, not share)  
[See 4.EME20]  
07 MEC San Pascual B.V. (Netherlands company) 1%  
08 San Pascual Cogeneration Company International B.V. 50%  
09 San Pascual Cogeneration Company (Philippines) Ltd. (San Pascual Project)  
and 74%LP  
08 Morningstar Holdings B.V. (formerly Beheer-en Beleggingsmaatschappij Vestra B.V.)  
07 MEC Sidi Krir B.V. (Netherlands company) 1%  
07 MEC Sumatra B.V. (Netherlands company) 1%  
07 MEC Wales B.V. (Netherlands Company) 1%  
08 Mission Hydro Limited Partnership (UK LP)  
09 EME Generation Holdings Limited (UK Co.) 100%  
10 Loyvic Pty Ltd. (Australia company) 100%  
11 Energy Capital Partnership (Australia partnership) 1%  
12 Enerloy Pty Ltd. (Australia co.) 100%  
10 EME Victoria Generation Limited (UK co.) 100%  
11 Energy Capital Partnership (Australia partnership) 98%  
12 Enerloy Pty Ltd. (Australia company) 100%  
11 Mission Energy Development Australia Pty Ltd.  
12 Gippsland Power Pty Ltd 100%  
13 Loy Yang B Joint Venture 49% [See 4.EME11]  
10 Energy Capital Partnership (Australia partnership) 1%LP  
11 Enerloy Pty Ltd. (Australia company) 100%  
10 First Hydro Holdings Company (Australia partnership) 99%  
11 First Hydro Company 99% [See 4.EME15]  
11 First Hydro Finance plc 100%  
12 First Hydro Company 1% [See 4.EME15]  
07 Mission Energy Italia s.r.l. 10% (Office in Italy)  
Address: via Mar della Cina, 304, 00144 Rome, Italy  
07 P.T. Edison Mission Operation and Maintenance Indonesia (Indonesian company) 1%  
Address: Jl. Raya Surabaya Situbondo Km 141, P.O. Box  
78, Paiton 67291, Probolinggo, East Java, Indonesia  
06 MEC Laguna Power B.V. (Netherlands co) (Malaya Proj) 99%  
Address: Croeselaan 18, 3500 GT Utrecht, The Netherlands  
07 Gulf Power Generation Co. Ltd. (Bangkok corporation) 40%  
Address: 888/101 Mahatun Plaza Tower, 10th Floor, Ploenchit, Lumpini, Patumwan  
06 MEC Perth B.V. (Netherlands co.) (Kwinana Project) 99%  
07 Kwinana Power Partnership (Australian G.P.) 99%  
Address: Level 23, St. Martins Tower, 44 St George's Terrace, Perth WA 6000  
  
29  
  
08 Perth Power Partnership 70% (Kwinana Project) [See 4.EME10]  
Address: James Court, Kwinana Beach 6167, Western Australia  
06 MEC Priolo B.V. (Netherlands co.) (ISAB Project) 99%  
Address: Croeselaan 18, 3500 GT Utrecht, The Netherlands  
07 ISAB Energy, s.r.l. (Italian J.V. company) (equity) 99% of 49% (quota, not share)  
[See 4.EME20]  
Address: Corso Gelone No. 103, Siracusa, Sicily, Italy  
06 MEC San Pascual B.V. (Netherlands company) 99%  
Address: Croeselaan 18, 3521 CB Utrecht, The Netherlands

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07 San Pascual Cogeneration Company International B.V. 50%  
Address: Croeselaan 18, 3521 CB Utrecht, The Netherlands

08 San Pascual Cogeneration Company (Philippines) Ltd (San Pascual Project) (equi  
74%LP  
Address: Unit 1610/1611, Tower One, Ayala Triangle, Ayala Ave, 1200 Makati C  
Manila, Philippines

07 Morningstar Holdings B.V. (formerly Beheer-en Beleggingsmaatschappij Vestra B.V.  
Address: Croeselaan 18, 3521 CB Utrecht, The Netherlands

06 MEC Sidi Krir B.V. (Netherlands company) 99%  
Address: Croeselaan 18, 3500 GT Utrecht, The Netherlands

06 MEC Sumatra B.V. (Netherlands company) 99%  
Address: Croeselaan 18, 3500 GT Utrecht, The Netherlands

06 MEC Wales B.V. (Netherlands company) 99%  
Address: Croeselaan 18, 3500 GT Utrecht, The Netherlands

07 Mission Hydro Limited Partnership 69%  
Address: Lansdowne House, Berkeley Square, London W1X 5DH England

08 EME Generation Holdings Limited (UK company) 100%  
Address: Lansdowne House, Berkeley Square, London W1X 5DH England

09 Loyvic Pty Ltd. (Australia company) 100%  
Address: Southgate Complex, Level 20, HWT Tower, 40 City Road, South Mel  
Victoria, Australia

10 Energy Capital Partnership (Australia partnership) 1%  
Address: Southgate Complex, Level 20, HWT Tower, 40 City Road, South  
Victoria, Australia

11 Enerloy Pty Ltd. (Australia company) 100%  
Address: Southgate Complex, Level 20, HWT Tower, 40 City Road, Sou  
3205 Victoria, Australia

09 EME Victoria Generation Limited (UK company) 100%  
Address: Lansdowne House, Berkeley Square, London W1X 5DH England

10 Energy Capital Partnership (Australia partnership) 98%  
11 Enerloy Pty Ltd. (Australia company) 100%

10 Mission Energy Development Australia Pty Ltd. 100%  
Address: Southgate Complex, Level 20, HWT Tower, 40 City Road, South  
Victoria, Australia

11 Gippsland Power Pty Ltd 100%  
Address: Southgate Complex, Level 20, HWT Tower, 40 City Road, Sou  
3205 Victoria, Australia

12 Loy Yang B Joint Venture 49% [See 4.EME11]  
Address: Bartons Lane, Loy Yang, Victoria, Australia 3844

09 Energy Capital Partnership (Australia partnership) 1%LP  
10 Enerloy Pty Ltd. (Australia company) 100%

09 First Hydro Holdings Company (Australia partnership) 99%  
Address: Lansdowne House, Berkeley Square, London W1X 5DH England

10 First Hydro Company 99% [See 4.EME15]  
Address: Bala House, St. David's Park, Ewloe, Dlwyl, Wales CH5 3XJ

10 First Hydro Finance plc 100%  
Address: Lansdowne House, Berkeley Square, London W1X 5DH England

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11 First Hydro Company 1% [See 4.EME15]  
Address: Bala House, St. David's Park, Ewloe, Dlwyl, Wales CH5 3XJ

06 Mission Energy Company (UK) Limited (United Kingdom private limited company) 100%  
Address: Lansdowne House, Berkeley Square, London W1X 5DH England

07 Derwent Cogeneration Limited (United Kingdom private limited liability company)  
[See 4.EME14]  
Address: Lansdowne House, Berkeley Square, London W1X 5DH England

07 Edison Mission Energy Limited (UK private limited company) 100%  
Address: Lansdowne House, Berkeley Square, London W1X 5DH England

07 Edison Mission Operation & Maintenance Limited (a United Kingdom corporation) 100%

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07 Address: Lansdowne House, Berkeley Square, London W1X 5DH England  
Edison Mission Services Limited (UK private limited company) 100%  
07 Address: Lansdowne House, Berkeley Square, London W1X 5DH England  
Mission Hydro (UK) Limited 100%  
Address: Lansdowne House, Berkeley Square, London W1X 5DH England  
08 First Hydro Holdings Company 1%  
09 First Hydro Company 99% [See 4.EME15]  
09 First Hydro Finance plc 100%  
10 First Hydro Company 1% [See 4.EME15]  
08 Mission Hydro Limited Partnership 1%GP  
09 EME Generation Holdings Limited (UK co.) 100%  
10 Loyvic Pty Ltd. (Australia company) 100%  
11 Energy Capital Partnership (Australia partnership) 1%  
12 Enerloy Pty Ltd. (Australia co.) 100%  
10 EME Victoria Generation Limited (UK co.) 100%  
11 Energy Capital Partnership (Australia partnership) 98%  
12 Enerloy Pty Ltd. (Australia co.) 100%  
11 Mission Energy Development Australia Pty Ltd.  
12 Gippsland Power Pty Ltd 100%  
13 Loy Yang B Joint Venture 49% [See 4.EME11]  
10 Energy Capital Partnership (Australia partnership) 1%LP  
11 Enerloy Pty Ltd. (Australia company) 100%  
10 First Hydro Holdings Company (Australia partnership) 99%  
11 First Hydro Company 99% [See 4.EME15]  
11 First Hydro Finance plc 99%  
12 First Hydro Company 1% [See 4.EME15]  
07 Pride Hold Limited (United Kingdom corp.) 99%  
Address: Lansdowne House, Berkeley Square, London W1X 5DH England  
08 Lakeland Power Ltd. (United Kingdom private limited liability company) 100%  
[See 4.EME19]  
Address: Roosecote Power Station, Barrow-In-Furness, Cumbria, England LA13 O  
08 Lakeland Power Development Company (UK corp.) 100%  
Address: Lansdowne House, Berkeley Square, London W1X 5DH England  
07 Rapid Energy Limited  
Address: Lansdowne House, Berkeley Square, London W1X 5DH England  
06 Mission Energy Italia s.r.l. 90% Rep Office in Italy  
Address: Villa Brasini, Via Flaminia 497, 00191 Rome Italy  
06 Mission NZ Operations B.V. 100% (Inactive)  
Address: Croeselaan 18, 3500 GT Utrecht, The Netherlands  
06 Pride Hold Limited (United Kingdom corporation) 1%  
Address: Lansdowne House, Berkeley Square, London W1X 5DH England  
07 Lakeland Power Development Company (UK corp.) 100%  
Address: Lansdowne House, Berkeley Square, London W1X 5DH England  
07 Lakeland Power Ltd. (United Kingdom private limited liability company) 100% [See  
Address: Roosecote Power Station, Barrow-In-Furness, Cumbria, England LA13 OPQ  
  
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06 EcoElectrica S.a.r.l. (Luxemburg)  
Address: 12-16, Avenue Monterey, L-2163 Luxembourg  
07 EME del Caribe Holding GmbH (Austria)  
Address: 4020 Linz, Landstrasse 12, Austria  
08 EME del Caribe (Cayman Islands)  
Address: First Floor, Caledonian House, Mary St, George Town, Grand Cayman,  
09 EcoElectrica Holdings, Ltd. (Cayman Islands) 50%  
Address: 1350 GT, The Huntlaw Building, Fort Street, Grand Cayman, Cayman  
10 EcoElectrica Ltd. (Cayman Islands) 100%  
Address: 1350 GT, The Huntlaw Building, Fort Street, Grand Cayman, Ca  
11 EcoElectrica LP (Bermuda partnership) (equity) 1% [See 4.EME08]  
Address: Plaza Scotiabank, 273 Ponce de Leon Avenue, Suite 902, Ha

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10 Rico 00918  
EcoElectrica LP (Bermuda partnership) (equity) 99% [See 4.EME08]  
Address: Plaza Scotiabank, Suite 902, Avenida Ponce de Leon 273, Hato  
Rico 00918

06 Southwestern Generation B.V. 100%  
Address: Croeselaan 18, 3521 CB Utrecht, The Netherlands

06 Traralgon Power Pty. Ltd. (Australian corporation) 99%  
Address: Southgate Complex, Level 20, HWT Tower, 40 City Road, South Melbourne, 32  
Australia

07 Mission Victoria Partnership (Australian partnership) 46.69% (100% w/ Latrobe PP  
MEVALP 1%)

08 Latrobe Power Partnership (Australian partnership) 99%

09 Loy Yang B Joint Venture 51% [See 4.EME11]

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

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

SCE owns and operates one diesel-fueled generating plant, 36 hydroelectric plants (plus two fishways shown in the detail below) and an undivided 75.05% interest in Units 2 and 3 of the San Onofre Nuclear Generating Station. These plants are located in Central and Southern California. Of the above mentioned hydroelectric plants, one of them, along with the diesel-fueled generating plant, serve isolated load on Catalina Island. SCE also owns an undivided 15.8% interest in Units 1, 2 and 3 of the Palo Verde Nuclear Generating Station near Phoenix, Arizona, and an undivided 48% interest in Units 4 and 5 of the Four Corners Project steam electric generating plant in New Mexico, all of which are operated by other utilities. SCE also 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 SCE-owned generating plant locations, initial dates of operation and generator nameplate ratings.

SCE's transmission facilities consist of approximately 7,225.3 circuit miles of 33kV, 55kV, 66kV, and 110kV lines, 3,523.6 circuit miles of 220kV lines, and 1235.9 circuit miles of 500kV lines consisting of 112.1 miles in California, 125.4 miles in Nevada and 112.1 miles in Arizona. SCE's distribution facilities consist of approximately 60,739.1 overhead circuit miles and 33,973.9 underground circuit miles, and 563 distribution substations, all of which are located in California.

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



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Claimant: None.

SCE:

- (1) 78,453,624,000 kwh of electric energy sold at retail.
- (2) \$7,393,728,255 of total revenues from such sales.

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

Claimant: None.

SCE: None.

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

Claimant: None.

SCE:

- (1) 57,980,000 kwh of electric energy sold at wholesale outside of California or at the state line.
- (2) \$24,997,373 of total revenues from such sales.

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

Claimant: None.

SCE:

- (1) 1,692,768,170 kwh of electric energy purchased at wholesale outside of California or at the state line.
- (2) \$191,257,254 of total expenses from such purchases.

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

(a) NAME, LOCATION, BUSINESS ADDRESS AND DESCRIPTION OF THE FACILITIES USED BY THE EWG OR FOREIGN UTILITY COMPANY FOR THE GENERATION, TRANSMISSION AND DISTRIBUTION OF ELECTRIC ENERGY FOR SALE OR FOR THE RETAIL OF NATURAL OR MANUFACTURED GAS.

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

(c) TYPE AND AMOUNT OF CAPITAL INVESTED, DIRECTLY OR INDIRECTLY, BY THE HOLDING COMPANY CLAIMING AN INTEREST IN SUCH EWG OR FOREIGN UTILITY COMPANY; AND THE TYPE AND AMOUNT OF CAPITAL INVESTED BY THE EWG OR FOREIGN UTILITY COMPANY; 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 ANY SYSTEM COMPANY, AND DESCRIBE THE SERVICES TO BE RENDERED OR GOODS SOLD AND FEES OR REVENUES UNDER SUCH CONTRACT(S) OR AGREEMENT(S).

EDISON CAPITAL

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

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

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Electropaz's facilities consists of substations and distribution lines serving approximately 290, customers in La Paz and El Alto, Boliva. Electropaz does not own generation or transmission faci

(b) Edison International owns 100% of the Mission Group; The Mission Group owns 100% of Edison Capital owns 100% of Edison Funding Company; Edison Funding Company owns 100% of Mission Funding Funding Epsilon through its wholly owned subsidiary, Edison Capital International (Bermuda) Ltd. interest in Electropaz. Iberdrola II Invetimentos Ltda is the majority owner of Electropaz; Ban Central Hispanoamericano S.A. owns a 10% interest; and Paz Holdings Ltd. owns a 32.9% interest. T securities of Paz Holdings Ltd, 30.42%, are held by Edison Capital International (Bermuda) Ltd., by Andes Energy XII Ltd. and 26.36% held by GE Capital Services Structured Finance Group, Inc. A is wholly-owned by AIG-GE Capital Latin American Infrastructure Fund L.P. in which Edison Capital Investments (Bermuda) Ltd. holds an indirect 7.89% interest. Edison Capital Latin American Inves Ltd. is a wholly owned indirect subsidiary of Edison Capital.

(c) Capital contributions were made by Edison Capital through its indirectly, wholly owned subsi Capital International (Bermuda) Ltd., in the amount of \$7.0 million.

(d) Capitalization or total equity for the period ending December 31, 2000 = \$48,625,985  
Net income after taxes for 2000 = \$7,000,150

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

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

(a) Empresa de Luz y Fuerza Electrica de Oruro S.A. ("Elfeo"), Calle Junin No. 71, Casilla 53, O

Elfeo's facilities used for the generation, transmission, or distribution of electric energy for primarily of substations and distribution lines serving approximately 40,600 retail customers in Oruro and Huaruni. Elfeo does not own generation or transmission facilities.

(b) Edison International owns 100% of the Mission Group; The Mission Group owns 100% of Edison Capital owns 100% of Edison Funding Company; Edison Funding Company owns 100% of Mission Funding Funding Epsilon through its wholly owned subsidiary, Edison Capital International (Bermuda) Ltd. interest in Elfeo. Iberdrola II Invetimentos Ltda. is the majority owner of Elfeo with 60.52% in Holdings Ltd. owns a 32.9% interest. The voting securities of Paz Holdings Ltd., 30.42%, are held Capital International (Bermuda) Ltd., with 43.22% held by Andes Energy XII Ltd. and 26.36% held b Services Structured Finance Group, Inc. Andes Energy XII is wholly-owned by AIG-GE Capital Latin Infrastructure Fund L.P. in which Edison Capital Latin American Investments (Bermuda) Ltd. holds 7.89% interest. Edison Capital Latin American Investments (Bermuda) Ltd. is a wholly owned indir of Edison Capital.

(c) Capital contributions were made by Edison Capital through its indirectly, wholly owned subsi Capital International (Bermuda) Ltd, in the amount of \$0.4 million.

(d) Capitalization or total equity for the period ending December 31, 2000 = \$5,131,180  
Net income after taxes for 2000 = \$419,420

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

### 4.EC03 EPZ MISSION FUNDING MU TRUST [FUCO]

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

EPZMFMT owns a 7.88% interest in the Amercentrale Power Station Unit 9, which is leased to N.V.

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Elektriciteits-Produktiematshappij Zuid-Nederland ("EPZ"), a Netherlands Public Utility. The Amercentrale Power Station Unit 9 is a 600 megawatt (net) coal-fired cogeneration facility, with natural gas back-up located on 50 hectares (approximately 125 acres) at the Brabandt site in Geertruidenberg, approximately 15 kilometers southeast of Rotterdam, The Netherlands.

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

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

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

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

(d) Capitalization or total equity for the period ending December 31, 2001 = \$24,296,678  
Net income after taxes for 2001 = \$947,380

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

#### 4.EC04 EPZ MISSION FUNDING NU TRUST [FUCO]

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

EPZMFNT owns a 17.72% interest in the Amercentrale Power Station Unit 9, which is leased to N.V. Elektriciteits-Produktiematshappij Zuid-Nederland ("EPZ"), a Netherlands Public Utility. The Amercentrale Power Station Unit 9 is a 600 megawatt (net) coal-fired cogeneration facility, with natural gas back-up located on 50 hectares (approximately 125 acres) at the Brabandt site in Geertruidenberg, approximately 15 kilometers southeast of Rotterdam, The Netherlands.

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

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

(c) Mission Funding Nu made a \$29,250,000 equity investment in the sale/leaseback, and funds were provided on a non-recourse basis in the amount of \$195,750,000, in order to acquire the interest in the asset with a net book value of \$225,000,000.

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of \$225,000,000. Mission Funding Nu also incurred out-of-pocket costs and fees of approximately \$225,000,000. The Mission Funding Nu investment and the related obligations have been guaranteed by an affiliate, Mission Housing Investments.

(d) Capitalization or total equity for the period ending December 31, 2001 = \$51,917,594  
Net income after taxes for 2001 = \$2,074,581

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

### 4.EC05 LAKOTA RIDGE LLC [EWG]

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

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

(b) Edison International owns 100% of the Mission Group; The Mission Group owns 100% of Edison Capital; Edison Capital owns 100% of Edison Funding Company. Edison Funding Company, through its wholly owned subsidiary, Mission Funding Zeta, owns a 75% interest in Lakota and Heller Financial, Inc. owns a 24.9% interest in Lakota. Northern Alternative Energy owns 0.1%. The manager of the Facility is DanMar & Associates.

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

(d) Capitalization or total equity for the period ending December 31, 2000 = \$5,160,817  
Net loss after taxes for 2000 = (\$654,980)

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

### 4.EC06 SHAKATAN HILLS LLC [EWG]

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

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

(b) Edison International owns 100% of the Mission Group; The Mission Group owns 100% of Edison Capital; Edison Capital owns 100% of Edison Funding Company. Edison Funding Company, through its wholly owned subsidiary, Mission Funding Zeta, owns a 75% interest in Shaokatan and Heller Financial, Inc. owns a 24.9% interest in Shaokatan. Northern Alternative Energy owns 0.1%. The manager of the Facility is DanMar & Associates.

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

(d) Capitalization or total equity for the period ending December 31, 2000 = \$5,887,814  
Net loss after taxes for 2000 = (\$651,808)

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

### 4.EC07 WOODSTOCK HILLS LLC [EWG]

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

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56164.

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

(b) Edison International owns 100% of the Mission Group; The Mission Group owns 100% of Edison Capital owns 100% of Edison Funding Company. Edison Funding Company, through its wholly owned subsidiary Mission Funding Zeta, owns a 75% interest in Woodstock and Heller Financial, Inc. owns a 24.9% interest in Woodstock owns a 0.1% interest and is the manager of the Facility.

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

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(d) Capitalization or total equity for the period ending December 31, 2000 = \$5,091,609  
Net loss after taxes for 2000 = (\$371,953)

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

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

(a) Storm Lake Power Partners I LLC ("Storm Lake"), 13000 Jameson Road, Tehachapi, CA 93561.

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

(b) Edison International owns 100% of the Mission Group; The Mission Group owns 100% of Edison Capital owns 100% of Edison Funding Company. Edison Funding Company, through its wholly owned subsidiary Mission Iowa Wind Company, owns a 99% interest in Storm Lake and Enron Storm Lake I LLC owns 1.0% operates the Facility.

(c) Edison Capital through its indirectly, wholly owned subsidiary, Mission Iowa Wind Company, made a capital contribution of \$92,500,000.

(d) Capitalization or total equity for the period ending December 31, 2000 = \$83,073,000  
Net loss after taxes for 2000 = (\$5,273,000)

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

#### EDISON MISSION ENERGY

#### 4.EME01 BROOKLYN NAVY YARD COGENERATION PARTNERS, L.P. [EWG]

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

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

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

(c) Capital contributions made by Edison Mission Energy through its subsidiary Mission Energy New York were in the amount of \$12,758,043. BNY completed a \$407 million permanent non-recourse financing

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(the "Financing"). Edison Mission Energy agreed to indemnify BNY and its partners from all claims arising from or in connection with certain construction litigation between BNY (and its partners) contractor for BNY. Said indemnification has been assigned for the benefit of the senior lenders Financing. Mission Energy New York, Inc., entered into a Construction Loan Note (approximately \$ million) in favor of BNY to fund a portion of the project.

(d) Capitalization or total equity = (\$40,785,925)  
Net loss after taxes for 2001 = (\$13,670,155)

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

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### 4.EME02 COMMONWEALTH ATLANTIC L.P. [EWG]

(a) Commonwealth Atlantic Limited Partnership ("CALP"), 2837 South Military Highway, Chesapeake, Virginia. CALP is a 340 MW natural gas and distillate oil fired peaking power generation facility (the "Facility") which provides power to Virginia Power. The Facility went into operation on June 4, 1992.

(b) Edison International owns 100% of The Mission Group; The Mission Group owns 100% of Mission Energy Company; Mission Energy Holding Company owns 100% of Edison Mission Energy; Edison Mission Energy wholly owned subsidiary Hanover Energy Company owns Chickahominy River Energy Corp. which owns a partnership interest and a 49% limited partnership interest in CALP, the exempt wholesale generator.

(c) Capital contributions were made by Edison Mission Energy through its subsidiary Chickahominy River Energy Corp. in the amount of \$14,020,000.

(d) Capitalization or total equity = \$12,097,386  
Net income after taxes for 2001 = \$1,764,467

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

### 4.EME03 GORDONSVILLE ENERGY, L.P. [EWG]

(a) Gordonsville Energy, L.P. ("GELP"), 115 Red Hill Road, Gordonsville, VA 22942

GELP is a gas-fired cogeneration facility with an anticipated net capacity during the winter months of 100 megawatts and 220 megawatts during the summer months. The electricity generated by the facility is sold to Virginia Electric & Power Company under two 30-year Power Purchase Agreements. The steam generation facility is sold to Rapidan Service Authority. This facility is located one mile southwest of Gordonsville, Virginia, in Louisa County. GELP went into operation on June 1, 1994.

(b) Edison International owns 100% of The Mission Group; The Mission Group owns 100% of Mission Energy Company; Mission Energy Holding Company owns 100% of Edison Mission Energy; Edison Mission Energy wholly owned subsidiary Madison Energy Company ("Madison") owns a 49% limited partnership interest in GELP through its wholly owned subsidiary Rapidan Energy Company ("Rapidan"), owns a 1% general partnership interest in GELP, the exempt wholesale generator.

(c) Capital contributions were made by Edison Mission Energy through its subsidiaries Madison Energy Company in the amount of \$25,237,450 and Rapidan in the amount of \$515,050, providing a total amount of \$25,752,500. As a condition to receiving the extension of credit necessary to develop GELP, Madison, Rapidan and Jefferson Energy Company ("Jefferson"), a wholly owned subsidiary of Edison Mission Energy which sold its interest to North American Energy Limited, entered into separate Equity Subscription Agreements with GELP with the condition that Edison Mission Energy guarantee the obligations under such agreements by entering into an Equity Subscription Agreement for each of Madison, Rapidan and Jefferson in an amount not to exceed an aggregate of \$55,250,000.

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(d) Capitalization or total equity = \$33,053,217  
Net income after taxes for 2001 = \$3,869,626

(e) Edison Mission Operation & Maintenance, Inc. ("EMOM") operates this facility. EMOM received compensation as operator in 2001.

### 4.EME04 HARBOR COGENERATION COMPANY [EWG]

(a) Harbor Cogeneration Company ("Harbor"), 420 Henry Ford Avenue, Wilmington, CA 93210

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Harbor, a California general partnership, was organized on March 12, 1987, and owns and operates cogeneration facility located in the Wilmington Oil Field in California near the City of Long Beach.

(b) Edison International owns 100% of The Mission Group; The Mission Group owns 100% of Mission Energy Company; Mission Energy Holding Company owns 100% of Edison Mission Energy; Edison Mission Energy South Coast Energy Company, which owns 30% general partnership interests in Harbor, the exempt power generator.

(c) Capital contributions were made by Edison Mission Energy through its subsidiary South Coast Energy in the amount of \$3,577,468.

(d) Capitalization or total equity = \$32,553,825  
Net income after taxes for 2001 = \$2,088,248

(e) Edison Mission Marketing & Trading Inc. ("EMMT"), a wholly owned subsidiary of Edison Mission Energy provides services to Harbor, including marketing, trading and selling of Energy (as defined in the Marketing and Fuel Sales Agreement dated as of June 14, 1999, between Harbor Cogeneration Company and EMMT ("Agreement") and Ancillary Services (as defined in the Agreement) to third parties. As of December 31, 2001, EMMT has received \$0 in exchange for services provided to Harbor pursuant to the Agreement.

### 4.EME05 EME HOMER CITY GENERATION L.P. [EWG]

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

Homer City operates a 1,884 MW coal-fired generating station located in Indiana County, approximately 10 miles northeast of Pittsburgh, Pennsylvania.

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

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

#### Guarantees:

Pursuant to a Guaranty dated as of August 1, 1998 (the "EME Guaranty"), EME guaranteed all of the obligations of Homer City under the Asset Purchase Agreement pursuant to which it agreed to acquire Homer City. On March 1, 2001, Mission Holdings Co., a wholly owned subsidiary of EME ("EM Holdings"), closed a \$1.1 billion financing. EM Holdings closed a \$700 million financing the proceeds of which, together with approximately \$300 million of cash on hand, was used to finance the acquisition pursuant to the terms of the Asset Purchase Agreement. The EM Holdings

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is structured on a limited recourse basis, in which the lenders look primarily to the cash revenue to repay the debt. In connection with the EM Holdings financing and the issuance of \$830 million bonds by EM Holdings in May 1999, EME entered into a Credit Support Guarantee under which EME agreed to the payment and performance of the obligations of EM Holdings to the bond holders, banks and other parties which financed the acquisition of Homer City in an aggregate amount not to exceed approximately \$830 million. In addition, to satisfy the requirements under the EM Holdings financing to have a Debt Service Reserve Requirement in an amount equal to six months' debt service projected to be due following the payment distribution, EME entered into a Debt Service Reserve Guarantee in which EME agreed to guarantee the performance of the obligations of EM Holdings in the amount of approximately \$35 million. As of December 31, 2001, the Debt Service Reserve Guarantee by EME was replaced by a Letter of Credit in the amount of \$35 million in the account of EM Holdings. As of March 18, 2001, EME provided a guarantee of EM Holdings' debt service in the amount of \$9 million to the lenders involved in the bank financing (the "EM Holdings Guarantee").

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On December 7, 2001, Homer City was sold to and leased back from eight special purpose vehicles. Pursuant to this arrangement, the \$830 million senior secured bonds were assumed by the eight special purpose vehicles. The bonds will be serviced by a portion of the lease rental payments to be paid by Homer City L.P. to the lessors of Homer City. In connection with the sale-leaseback, the Credit Support Guarantee, which was due on December 31, 2001, and the EM Holdings Guarantee, were terminated.

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

(d) Capitalization or total equity = \$698,755,000  
Net income after taxes for 2001 = \$74,418,000

(e) Edison Mission Energy Services, Inc. (formerly Edison Mission Energy Fuel Services, Inc.) provided services to Homer City relating to arranging for the supply of fuel to the facility pursuant to the Fuel Supply Agreement (the "Agreement") between Edison Mission Energy Services, Inc. and Homer City. As of December 31, 2000, Edison Mission Energy Services, Inc. has received payment in the amount of \$286,947 for services provided pursuant to the Agreement.

Edison Mission Financial Marketing & Trading Co. ("EMFM&T"), now Edison Mission Marketing & Trading, Inc. ("EMMT"), merged into Edison Mission Marketing & Trading, Inc. ("EMMT") on June 28, 2000, a wholly owned subsidiary of Edison Mission Energy, has entered into an NOx Allowance Sales Agreement with Homer City, whereby EMMT will purchase from and/or sell to Homer City, NOx Allowances available to Homer City and as required for the operation and maintenance of the Homer City facility. As of December 31, 2000, Homer City paid \$1,000,000 to EMMT for NOx Allowances.

EMMT, a wholly owned subsidiary of Edison Mission Energy entered into an Energy Sales Agreement with Homer City wherein EMMT shall purchase Energy from Homer City (defined as electric energy, expressed in megawatts of capacity, of the character commonly known as three-phase, sixty hertz electric energy that is delivered at a nominal voltage of the delivery point). As of December 31, 2001, Homer City paid \$938,325 to EMMT for Energy provided pursuant to the Agreement.

#### 4.EME06 MIDWEST GENERATION, LLC. [EWG]

(a) Midwest Generation, LLC ("Midwest"), One Financial Place, 440 South LaSalle Street, Suite 3400, Chicago, Illinois 60605

Midwest owns and/or leases and operates 9,539 MW of generating capacity ("Facilities") acquired from Edison Company and sells electric energy at wholesale. Facilities consist of:

(a.1) Six coal-fired plants located in Illinois totaling 5,646 MW:



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542 MW Crawford plant in Chicago  
327 MW Fisk plant in Chicago  
789 MW Waukegan plant in Waukegan  
1358 MW Joliet plant in Joliet  
1092 MW Will County plant in Lockport  
1538 MW Powerton plant in Pekins

(a.2) 2,698 MW dual-fueled Collins Station in Morris, Illinois

(a.3) 71 dual-fueled peaking units, totaling 1,195 MW, located at the Crawford, Fisk, Waukegan, Bloom, Electric Junction, Sabrooke, and Lombard Stations.

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(b) Edison International owns 100% of The Mission Group; The Mission Group owns 100% of Mission Company; Mission Energy Holding Company owns 100% of Edison Mission Energy; Edison Mission Energy Midwest Generation EME, LLC; Midwest Generation EME, LLC owns 100% of Edison Mission Midwest Hold ("Holdings") which owns 100% of Midwest, the exempt wholesale generator.

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

Guarantees:

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

Pursuant to the Agency Agreement, dated as of December 15, 1999, between Commonwealth Edison Company

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Mission Midwest Holdings Co. and Edison Mission Energy, relating to Coal Purchase Contract and Railcar

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Agreement, EME and its affiliates receive the benefits of and are responsible for the liabilities

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agreements listed below (the "Unassigned Agreements") to which Commonwealth Edison Company is a party. Commonwealth Edison Company acts as EME's agent with respect to the Unassigned Agreements and EME is responsible for 78% of Commonwealth Edison Company's costs in managing the Unassigned Agreements. The Unassigned Agreements include:

(a) Amended and Restated Coal Purchase Contract between Commonwealth Edison Company and Deckers Creek Coal Company dated January 1, 1993, as further amended by Amendment No. 1 in 1993; Amendment No. 2 on May 1, 1994; Amendment No. 3 on May 1, 1995; Amendment No.4 on January 1, 1996; Amendment No. 5 on February 1, 1997; Amendment No. 6 on January 1, 1997; and Amendment No. 7 on February 1, 1999.

(b) Railcar Lease Agreement dated July 15, 1993 between Commonwealth Edison Company and Societe Generale Bank and related documents.

Synthetic Lease

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On June 10, 2000, Midwest Generation, LLC, ("Midwest Generation") completed an approximate \$300 million lease transaction of the "on-site" and "off-site" peaking units acquired from Commonwealth Edison Company on December 15, 1999. Together, the on-site peakers and off-site peakers transferred by Midwest Generation include 70 combustion turbines and related equipment. The proceeds from the transaction (\$300 million) were transferred from Midwest Generation to EME, and in exchange EME issued Midwest Generation an intercompany note in the same amount. Simultaneously, the 'lessor trust' leased the peaking units to Midwest Generation, as Le

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approximate five-year term. EME, as guarantor, agreed to unconditionally guaranty Midwest Generation's obligations under the Synthetic Lease except for Midwest Generation's environmental obligations.

### Leveraged Lease

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

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first right of refusal to acquire the interest at fair market value. The lessor debt of \$1.147 billion was obtained from the issuance by Midwest Generation of Pass-Through Certificates, Series A, with a term of approximately nine years and a fixed interest rate of 8.30% and Pass-Through Certificates, Series B, with a term of approximately sixteen years and a fixed interest rate of 8.56%.

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

(d) Capitalization or total equity = \$2,469,137,000  
Net income after taxes for 2001 = \$13,485,000

(e)

### Services Agreements

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Administrative services such as payroll, employee benefits programs and information technology, provided by Edison International or Edison Mission Energy, are shared among all affiliates of Edison International. The costs of these corporate support services are allocated to all affiliates, including Midwest Generation. Costs are allocated based on one of the following formulas: percentage of time worked, equity in investment, number of employees, or multi-factor, including operating revenues, operating expenses, total assets, and number of employees. In addition, Midwest Generation sometimes directly requests services of Edison International or Edison Mission Energy, and those services are performed for Midwest Generation's benefit. Labor and expenses of the requested services are specifically identified and billed at cost. Midwest Generation made reimbursements for these programs and other services, which amounted to \$127.4 million for the year ended December 31, 2001.

### Support Services Agreement

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Midwest Generation entered into an agreement with Midwest Generation EME, LLC to provide support services, including construction and construction management, operations and maintenance management, technical services, environmental, health and safety services, administrative and IT support, and other managerial and administrative services needed to operate and maintain electric power facilities. Under the terms of the agreement, Midwest Generation reimburses Midwest Generation EME, LLC for actual costs incurred by functional area in providing these services, or in the case of specific tasks Midwest Generation requests, the amount negotiated for the task. The amounts billable under this agreement for the year ended December 31, 2001, were \$7.0 million.

### Energy Purchase and Sales Agreement

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Midwest Generation entered into an agreement with EMMT for the purchase and sale of energy. Under the terms of the agreement, EMMT pays Midwest Generation for the actual price of energy contracted with third parties, less \$0.02/megawatt-hour. The amount paid or payable to EMMT under this agreement for the year ended December 31, 2001, was \$1.0 million.

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2001, was \$0.9 million.

### Services Agreement (Natural Gas)

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Midwest entered into an agreement with EMMT to provide services related to purchasing, transportation of natural gas. Under the terms of the agreement, Midwest pays EMMT a service fee of \$0.02 for each natural gas delivered to Midwest, plus the actual cost of the gas. The amount billable under this agreement for the year ended December 31, 2001, was \$0.9 million.

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### Fuel Services Agreement

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Midwest entered into an agreement with Edison Mission Energy Services, Inc. to provide fuel and related services related to coal and fuel oil. Under the terms of the agreement, Midwest pays Edison Mission Energy Services, Inc. a service fee of \$0.06 for each ton of coal delivered to Midwest and \$0.05 for each ton of fuel oil delivered to Midwest, plus the actual cost of the commodities. The amount billable under this agreement for the year ended December 31, 2001, was \$1.3 million.

#### 4.EME07 NEVADA SUN-PEAK LIMITED PARTNERSHIP [EWG]

EDISON MISSION ENERGY SOLD ITS INTERESTS IN THIS EWG ON DECEMBER 5, 2001.

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

Nevada Sun-Peak owns a three unit, natural gas and oil fired combustion turbine generation facility capable of producing a net output of approximately 210 MW. The combustion turbines (General Electric PG 7111-1) 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 and operation began on June 8, 1991.

(b) Edison International owns 100% of The Mission Group; The Mission Group owns 100% of Mission Energy Company; Mission Energy Holding Company owns 100% of Edison Mission Energy; Edison Mission Energy owns 100% of Quartz Peak Energy Company, which owns 50% of Nevada Sun-Peak, the exempt wholesale generator.

(c) Capital contributions were made by Edison Mission Energy through its subsidiary Quartz Peak Energy Company in the amount of \$8,125,500.

(d) Capitalization or total equity = \$0  
Net income after taxes for 2001 = \$1,264,271

(e) There are no contracts between Nevada Sun-Peak and any system company.

#### 4.EME08 ECOELECTRICA LP [FUCO]

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

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

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(b) Edison International owns 100% of The Mission Group; The Mission Group owns 100% of Mission Company; Mission Energy Holding Company owns 100% of Edison Mission Energy; Edison Mission Energy Mission Energy Holdings International, Inc. Mission Energy Holdings International, Inc. directly (100% of the Class A shares) of MEC International B.V. ("MECI") and indirectly owns 0.02% of MECI wholly owned subsidiaries EME UK International LLC, which owns 0.01% or 100% of the Class B share EME Southwest Power Corporation, which owns 0.01 or 100% of the Class C shares of MECI; Edison Mi owns 0.01% (100% of the Class D shares) of MECI through its wholly owned subsidiary Edison Missio MECI owns 100% of EcoElectrica S.a.r.l; EcoElectrica S.a.r.l. owns 100% of EME del Caribe Holding Caribe Holding GmbH owns 100% of EME del Caribe; EME del Caribe owns 50% of EcoElectrica Holdings EcoElectrica Holdings, Ltd. owns 100% of EcoElectrica Ltd. and 99%LP of EcoElectrica; EcoElectric of EcoElectrica, the foreign utility company.

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(c) Capital contributions were made by Edison Mission Energy through its subsidiary EcoElectrica amount of \$256,376,254.

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

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

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

(d) Capitalization or total equity = \$30,241,500  
Net income after taxes for 2001 = \$13,285,216

(e) Assignment and Assumption Agreement: On October 31, 1997, KES Bermuda, Inc. and EcoElectric that certain Administrative Services Agreement pursuant to which KES Bermuda, Inc. receives a fee reimbursement in return for providing advisory services to EcoElectrica. As of December 23, 1998 Inc. assigned its rights, title and interests under said agreement to EME del Caribe. As of Dece EME del Caribe has received \$2,374,856 for providing services to EcoElectrica.

#### 4.EME09 CONTACT ENERGY LIMITED [FUCO]

(a) Contact Energy Limited ("Contact"), Level 1, Harbour City Tower, 29 Brandon Street, Box 10-7 New Zealand

In March 1999, Edison Mission Energy Taupo Ltd. ("EME Taupo"), an indirect, wholly owned subsidiar Mission Energy entered into agreements with the government of New Zealand to acquire 40% of Conta owns and operates hydroelectric, geothermal and natural gas-fired power generating plants in New total generating capacity of 2,449 MW. Contact also supplies gas and electricity to customers in has a minority interest in a power project in Australia. The acquisition was conditioned on the government completing an initial public offering of the remaining 60% of Contact, which occurred

In December 2000, EME Taupo transferred its 40% interest in Contact to EME Pacific Holdings ("Pac indirect, wholly owned subsidiary of Edison Mission Energy as part of a global restructuring of E Energy's investment in Contact (the "Transfer"). In connection with the Transfer, Edison Mission into a further Deed of Covenant in favor of the institutional subscriber of \$160 million of the p issued by EME Taupo in May 1999. This further Deed of Covenant requires Edison Mission Energy to institutional preferred stock subscriber in the event that a private binding ruling issued to it Zealand Inland Revenue Department ceases to apply as a direct result of the Transfer. The amount compensation that may become payable by Edison Mission Energy under the further Deed of Covenant

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that necessary to keep the preferred stock subscriber in the same position that it would have been in if the private binding ruling continued to apply. Also in December 2000, Edison Mission Energy's owners total of 2.26% due to (i) Contact's buyback of shares from the open market and (ii) an additional 2.26% due to shares by Pacific.

(b) Edison International owns 100% of The Mission Group; The Mission Group owns 100% of Mission Energy Company; Mission Energy Holding Company owns 100% of Edison Mission Energy; Edison Mission Energy owns 100% of Mission Energy Holdings International, Inc. Mission Energy Holdings International, Inc. directly owns 100% of the Class A shares) of MEC International B.V. ("MECI") and indirectly owns 0.02% of MECI through wholly owned subsidiaries EME UK International LLC, which owns 0.01% or 100% of the Class B shares of MECI; EME Southwest Power Corporation, which owns 0.01 or 100% of the Class C shares of MECI; Edison Mission Energy owns 0.01% (100% of the Class D shares) of MECI through its wholly owned subsidiary Edison Mission Energy. MECI owns 100% of EME Atlantic Holdings Limited, which owns 100% of EME Ascot Limited, which owns 100% of EME Buckingham

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EME Precision B.V., which owns 100% of Mission Energy Universal Holdings [EME Universal Holdings], which now owns 0.624% of Contact and 100% of Mission Energy Pacific Holdings [EME Pacific Holdings], which now owns 50.598% of Contact, the foreign utility company. EME, through its wholly owned subsidiaries, now owns 51.2% of Contact (excluding the shares held by Contact as treasury stock).

(c) Capital contributions were made by Edison Mission Energy through its subsidiary Edison Mission Energy, in the amount of \$466,966,613.

In December 2000, EME Taupo transferred its 40% interest in Contact to EME Pacific Holdings, an indirectly wholly-owned subsidiary of Edison Mission Energy as part of a global restructuring of Edison Mission Energy's investment in Contact (the "Transfer"). In connection with the Transfer, Edison Mission Energy executed a further Deed of Covenant in favor of the institutional subscriber of \$160 million of the preferred stock issued by EME Taupo in May 1999. This further Deed of Covenant requires Edison Mission Energy to compensate the institutional preferred stock subscriber in the event that a private binding ruling issued to it by the Zealand Inland Revenue Department ceases to apply as a direct result of the Transfer. The amount of compensation that may become payable by Edison Mission Energy under the further Deed of Covenant is the amount that necessary to keep the preferred stock subscriber in the same position that it would have been in if the private binding ruling continued to apply. Also in December 2000, Edison Mission Energy's owners total of 2.26% due to (i) Contact's buyback of shares from the open market and (ii) an additional 2.26% due to shares by Pacific.

The preferred stock was redeemed on July 2, 2001. There are no further obligations under the Deed of Covenant except to the extent that they relate to dividends already paid. EME continues to be liable for any change in taxation treatment of imputation credits attached to dividends already paid.

As noted above, the preferred stock has been redeemed and no further dividends are to be paid with respect to the preferred stock. The Deed of Covenant continues for the benefit of the institutional subscriber against the possibility that the binding ruling ceases to apply in respect of dividends already paid. EME has obtained a legal opinion that confirms the "low risk" of any change to this taxation treatment.

The acquisition of further shares by Pacific and the funding required for the redemption of the EME preferred stock was obtained through a refinancing with CSFB and other financial institutions and the issue of preferred stock by Pacific. Pacific borrowed the US\$ equivalent of N.Z.\$135,000,000 to purchase of approximately 7.64% of Contact shares (excluding the shares held by Contact as treasury stock). The borrowing was repaid with the proceeds of preferred stock issued to the public in New Zealand by Contact Finance Limited to Pacific, Mission Contact Finance Limited.

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

EME has no obligations to any of the lenders or any other third parties in respect of these financing arrangements.

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(d) Capitalization or total equity = \$343,500,683  
Net income after taxes for 2001 = \$20,031,750

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

4.EME10 PERTH POWER PARTNERSHIP [FUCO] - SUCCESSOR OF INTEREST TO KWINANA POWER PARTNERSHIP ("KP

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

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

(b) Edison International owns 100% of The Mission Group; The Mission Group owns 100% of Mission  
Company; Mission Energy Holding Company owns 100% of Edison Mission Energy; Edison Mission Energy  
Mission Energy Holdings International, Inc. Mission Energy Holdings International, Inc. directly  
(100% of the Class A shares) of MEC International B.V. ("MECI") and indirectly owns 0.02% of MECI  
wholly owned subsidiaries EME UK International LLC, which owns 0.01% or 100% of the Class B share  
EME Southwest Power Corporation, which owns 0.01 or 100% of the Class C shares of MECI; Edison Mi  
owns 0.01% (100% of the Class D shares) of MECI through its wholly owned subsidiary Edison Missio  
MECI directly owns 99% of MEC Perth B.V. and through its wholly owned subsidiary MEC Internationa  
indirectly owns the remaining 1% of MEC Perth B.V.; MEC Perth B.V. owns 99% of KPP, which owns 70  
foreign utility company. MECI also directly owns 100% of Loy Yang Holdings Pty Ltd, which owns 1  
Mission Energy Holdings Pty Ltd, which owns 100% of Mission Energy (Kwinana) Pty Ltd, which owns  
of KPP, which owns 70% of PPP, the foreign utility company.

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

(d) Capitalization or total equity = \$20,138,855  
Net income after taxes for 2001 = \$4,514,239

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

The Operation and Maintenance Agreement ("OMA") between Mission Operations (Kwinana) Pty Limited  
March 21, 1995 (amended and restated pursuant to Deed of Amendment and Restatement dated August 7  
assigned to PPP on August 11, 2000.) The OMA appoints an indirect, wholly owned subsidiary of ME  
Mission Operation & Maintenance Kwinana Pty Ltd ("EMOK") to operate and maintain the Kwinana coge  
and equipment. EMOK received \$310,248 in compensation as operator in 2001.

Under the Professional and Administrative Services Agreement ("PASA") between EMOK and Edison Mis  
Holdings Pty Ltd. ("EMEH") dated March 17, 1995, EMEH agrees to provide professional and administ

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(e.g., accounting, banking and tax, business promotion) and staff to EMOK to assist EMOK in fulfilling obligations under the OMA. EMEH received \$0 in compensation under the PASA in 2001.

Under the Technical Support Agreement ("TSA") between Edison Mission Operation and Maintenance, Edison Mission Operation & Maintenance Pty Ltd dated March 17, 1995, EMOMI provides technical support (personnel and knowledge) to EMOK to enable EMOK to comply with its obligations under the OMA. EMOMI receives compensation under the TSA in 2001.

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#### 4.EME11 LOY YANG B JOINT VENTURE [FUCO]

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

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

(b) Edison International owns 100% of The Mission Group; The Mission Group owns 100% of Mission Energy Company; Mission Energy Holding Company owns 100% of Edison Mission Energy; Edison Mission Energy Holdings International, Inc. Mission Energy Holdings International, Inc. directly owns 100% of the Class A shares) of MEC International B.V. ("MECI") and indirectly owns 0.02% of MECI through wholly owned subsidiaries EME UK International LLC, which owns 0.01% or 100% of the Class B shares of MECI; EME Southwest Power Corporation, which owns 0.01 or 100% of the Class C shares of MECI; Edison Mission Energy owns 0.01% (100% of the Class D shares) of MECI through its wholly owned subsidiary Edison Mission Energy. MECI, through wholly owned subsidiaries of Edison Mission Energy, collectively owns 100% of the Class A shares of the Loy Yang B Joint Venture, the foreign utility company, as explained below.

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

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

Mission Victoria Partnership is 52.31% owned by Latrobe Power Pty Ltd (general partner), 46.69% owned by Traralgon Power Pty Ltd (general partner), and 1% owned by Mission Energy Ventures Australia Pty Ltd (general partner). Latrobe Power Pty Ltd and Traralgon Power Pty Ltd are both owned 99% by MEC International B.V. and 1% by Loy Yang Holdings Pty Ltd. Mission Energy Ventures Australia Pty Ltd is wholly owned by Edison Mission Energy Holdings Pty Ltd, which is owned as described above. Gippsland Power Pty Ltd. owns the remaining 1% of Mission Victoria Partnership. Gippsland is 100% owned by Mission Energy Development Australia Pty Ltd., which is 100% owned by Mission Energy Generation Ltd., which is 100% owned by EME Generation Holdings Ltd., which is 100% owned by Mission Energy Limited Partnership, which is 69% owned by MEC Wales BV, 30% owned by Mission Energy Wales Company Limited Partnership by Mission Hydro (UK) Limited. All three partners to Mission Hydro Limited Partnership are 100% indirectly owned by Edison Mission Energy.

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

Advance Opinion Undertaking - In the Advance Opinion Undertaking, EME is obligated to Chase Security

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

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LPP's and Gippsland's capital contribution = \$78,412,225

(d) LPP's and Gippsland's Equity = \$77,744,929

LPP's and Gippsland's Net Income after taxes for 2001 = \$11,676,764

(e) An indirect, wholly owned subsidiary of MEC International B.V., Edison Mission Operation & Maintenance Loy Yang Pty Ltd. operates the generating plant pursuant to an amended operating and maintenance contract. Edison Mission Operation & Maintenance Loy Yang Pty Ltd. is an intermediate holding company of Edison Mission Operation & Maintenance Loy Yang Pty Ltd. Edison Mission Operation & Maintenance Loy Yang Pty Ltd. is Edison Mission Operation & Maintenance Loy Yang Pty Ltd. As operator, Edison Mission Operation & Maintenance Loy Yang Pty Ltd.

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Maintenance Loy Yang Pty Ltd. performs the following services: management and supervision of the commissioning, testing, operation and maintenance of the Loy Yang B power station on behalf of the participants.

#### 4. EME12 PT. PAITON ENERGY [FUCO]

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

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

(b) Edison International owns 100% of The Mission Group; The Mission Group owns 100% of Mission Energy Company; Mission Energy Holding Company owns 100% of Edison Mission Energy; Edison Mission Energy Company owns 100% of Mission Energy Holdings International, Inc. Mission Energy Holdings International, Inc. directly owns 100% of the Class A shares) of MEC International B.V. ("MECI") and indirectly owns 0.02% of MECI through its wholly owned subsidiaries EME UK International LLC, which owns 0.01% or 100% of the Class B shares of MECI; EME Southwest Power Corporation, which owns 0.01 or 100% of the Class C shares of MECI; Edison Mission Energy owns 0.01% (100% of the Class D shares) of MECI through its wholly owned subsidiary Edison Mission Energy. MECI directly owns 99% of MEC Indonesia B.V. and through its wholly owned subsidiary MEC International B.V. indirectly owns the remaining 1% of MEC Indonesia B.V.; MEC Indonesia B.V. owns 40% of PT. Paiton Energy, the foreign utility company.

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

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

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

Guarantees Related to Equity Infusion. EME and its wholly-owned affiliates (MEC International B.V., Edison Mission Energy International B.V., and MEC International Holdings B.V.) have undertaken their respective obligations:

MEC International Holdings, B.V. and MEC Indonesia (the "Mission Affiliates") have undertaken their respective obligations:

Equity Support Guarantee. EME and the Mission Affiliates have guaranteed payment of 47.5% of the project's obligations to contribute base equity, overrun equity and contingent overrun equity to the project. EME and the Mission Affiliates' obligations are \$320,008,000 for base equity and \$140,000,000 for overrun equity.

Project. EME and the Mission Affiliates' obligations are \$320,008,000 for base equity and \$140,000,000 for overrun equity.



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December 31, 1999 these obligations had been fully funded), \$82,355,000 for overrun equity (as of September 30, 2000, this amount had been fully funded), and \$58,825,000 for contingent overrun equity (as of December 31, 2001, \$5,283,667.58 remains outstanding). The total EME/Mission Affiliates' commitment is \$461,188,000. On February 2, 2001, the outstanding amount for contingent overrun equity was reduced by an equity contribution made by EME in the amount of \$22,907,876. This contribution was a result of Edison International's credit downgrade and discharged EME's guarantee of 38.24% of PE's equity obligations pursuant to EME's Equity Support Agreement.

- (a) Overrun Equity. Overrun Equity in the amount of \$82,355,000 (EME/Mission Affiliates' portion) is for costs incurred by the Paiton Project that were not included in the project budget and are not otherwise covered by third parties such as insurers or the construction contractor.

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- (b) Contingent Overrun Equity. Contingent Overrun Equity in the amount of \$58,825,000 (EME/Mission Affiliates' portion) will be utilized on the same basis as Overrun Equity once the Overrun Equity has been fully utilized.

- (c) BHP Loans. EME has agreed to lend 47.06% of the equity amount required to be contributed by P.T. Batu Hitam Perkasa, an Indonesian limited liability company, and 15% share of the equity amount (the "BHP Loans"). The BHP Loans are to be repaid out of PE dividends, carry a rate of Libor plus 2.25%, a term of 20 years. The BHP Loan obligation is included in the EME/Mission Affiliates' Support Agreement commitment and accounts for \$21,459,360 of that obligation. The BHP Loans have been fully funded.

(d) Capitalization or total equity = \$96,532,808  
Net loss after taxes for 2001 = (\$26,745,676)

(e) Edison Mission Energy Asia Pte Ltd., a wholly owned subsidiary of MEC International B.V., has entered into an Operation and Maintenance Agreement with Paiton to provide operation and maintenance services. The obligations under the Operation and Maintenance Agreement have been assumed by P.T. Edison Mission Operation Indonesia ("PTEMO&M"), another indirect subsidiary of Edison Mission Energy. PTEMO&M has received fees from Paiton in 2001.

#### 4.EME13 TRI ENERGY COMPANY LIMITED [FUCO]

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

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

(b) Edison International owns 100% of The Mission Group; The Mission Group owns 100% of Mission Energy Company; Mission Energy Holding Company owns 100% of Edison Mission Energy; Edison Mission Energy Company owns 100% of Mission Energy Holdings International, Inc. Mission Energy Holdings International, Inc. directly owns 100% of the Class A shares) of MEC International B.V. ("MECI") and indirectly owns 0.02% of MECI through its wholly owned subsidiaries EME UK International LLC, which owns 0.01% or 100% of the Class B shares of MECI; EME Southwest Power Corporation, which owns 0.01% or 100% of the Class C shares of MECI; Edison Mission Energy owns 0.01% (100% of the Class D shares) of MECI through its wholly owned subsidiary Edison Mission Energy. MECI owns 100% of EME Tri Gen B.V., which owns 25% of Tri Energy Company Limited, the foreign utility.

(c) Capital contributions were made by Edison Mission Energy through its subsidiary EME Tri Gen B.V. in the amount of \$23,289,420.

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(d) Capitalization or total equity = \$17,720,353  
Net income after taxes for 2001 = \$1,571,000

(e) Edison Mission Energy Asia Pacific Pte Ltd. ("EME Asia") and Tri Energy have entered into an Agreement and an Offshore Service Agreement. Under the Onshore Service agreement, EME Asia is to provide managerial, professional and technical services within Thailand to Tri Energy for a fixed annual fee of 100,000 Baht [US Dollars]. Under the Offshore Service agreement, EME Asia is to provide managerial, professional and technical services outside of Thailand on an hourly fee basis. As of December 31, 2001, EME Asia has received a payment of \$0.

### 4.EME14 DERWENT COGENERATION LIMITED [FUCO]

(a) Derwent Cogeneration Limited ("Derwent"), Lansdowne House, Berkeley Square, London W1X 5DH E

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

(b) Edison International owns 100% of The Mission Group; The Mission Group owns 100% of Mission Energy Company; Mission Energy Holding Company owns 100% of Edison Mission Energy; Edison Mission Energy Holding Company owns 100% of Edison Mission Energy; Edison Mission Energy Holding Company, Inc. Mission Energy Holdings International, Inc. directly owns 100% of the Class A shares) of MEC International B.V. ("MECI") and indirectly owns 0.02% of MECI through its wholly owned subsidiaries EME UK International LLC, which owns 0.01% or 100% of the Class B shares of MECI; EME Southwest Power Corporation, which owns 0.01 or 100% of the Class C shares of MECI; Edison Mission Energy owns 0.01% (100% of the Class D shares) of MECI through its wholly owned subsidiary Edison Mission Energy; MECI owns 100% of Mission Energy Company (UK) Limited which owns 33% of Derwent, the foreign utility.

(c) Total capital contribution = \$2,468,719

(d) Capitalization or total equity = \$1,766,582  
Net income after taxes for 2001 = \$2,013,435

(e) Mission Energy Services Limited ("MESL") provided construction management services to Derwent during the construction phase of the project and is now the operator of the facility. MESL is to receive a fee of \$3,266,808 per year for operation and maintenance services as well as reimbursement from Derwent for expenses incurred for operation and maintenance services. MESL received \$2,946,617 in fees in 2001.

### 4.EME15 FIRST HYDRO COMPANY [FUCO]

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

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

(b) Edison International owns 100% of The Mission Group; The Mission Group owns 100% of Mission Energy Company; Mission Energy Holding Company owns 100% of Edison Mission Energy, which through its wholly owned subsidiary Mission Energy Wales Company, owns 30%LP of Mission Hydro Limited Partnership, which is 100% of EME Generation Holdings, Ltd., which in turn owns 99% of First Hydro Holdings Company, which is 100% of First Hydro Finance plc, which owns 1% of FHC; (ii) wholly owned Mission Energy Holdings International, Inc. directly owns 99.97% (100% of the Class A shares) of MEC International B.V. ("MECI") and indirectly owns 0.02% of MECI through its wholly owned subsidiaries EME UK International LLC, which owns 0.01% or 100% of the Class B shares of MECI, and EME Southwest Power Corporation, which owns 0.01 or 100% of the Class C shares of MECI; Edison Mission Energy owns 0.01% (100% of the Class D shares) of MECI through its wholly owned subsidiary Edison Mission Project Co.; MECI owns 100% of Mission Energy Company (UK) Limited, which owns 100% of Mission Energy Company (UK) Limited.

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Limited, which in turn directly owns 1% of First Hydro Holdings Company and indirectly owns the r First Hydro Holdings Company through its 1%GP interest in Mission Hydro Limited Partnership, Firs Company owns 100% of First Hydro Finance plc, which in turn owns 1% of FHC; and (iii) the wholly Mission Energy Holdings International, Inc. owns 99.97% of MEC International B.V. (see above for 0.03%), which directly owns 99% of MEC Wales B.V. and through its wholly owned subsidiary MEC Int Holdings B.V. indirectly owns the remaining 1% of MEC Wales B.V., MEC Wales B.V. owns 69%LP of Mi Limited Partnership, which in turn owns 100% of EME Generation Holdings, Ltd., which owns 99% of Holdings Company, which owns 100% of First Hydro Finance plc, which owns 100% of FHC the foreign

(c) First Hydro Finance plc ("FHF"), an indirect subsidiary of Edison Mission Energy, purchased outstanding shares of FHC for \$1.0 billion plus \$45.7 million as consideration for the working ca the date of acquisition. This acquisition was funded through a combination of (i) a \$621.4 milli facility with Barclays Bank Plc, (ii) a \$350 million capital contribution from Edison Internation

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\$50.4 from Edison Mission Energy's working capital. FHF obtained the financing for First Hydro H a wholly owned indirect subsidiary of Edison Mission Energy. To support the financing for FHF, E Energy has issued a letter of credit from its \$400 million corporate revolving credit.

Revenue Support Letter of Credit - The Letter of Credit was issued by Bank of America in the amou pounds sterling (U.S. \$19.4 million) in favor of FHF and assigned to Prudential Trustee Company L security trustee. The Revenue Support Letter of Credit must be opened for the initial five years with a bank having a short-term rating of at least A-1/P-1. The Revenue Support Letter of Credit down to make up any shortfalls in interest payments owing and to cure any default arising from in ratios dropping below 1.05 to 1.0 for the applicable reference periods. The Revenue Support Lett Obligation expires in December 2001.

(d) Capitalization or total equity = \$202,843,456  
Net income after taxes for 2001 = \$40,855,033

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

4.EME16 EDISON FIRST POWER LIMITED [FUCO]

EDISON MISSION ENERGY SOLD ITS INTERESTS IN THIS FUCO ON DECEMBER 21, 2001.

(a) Edison First Power Limited ("EFPL"), Lansdowne House, Berkeley Square, London W1X 5DH Englan

EFPL acquired Ferrybridge, a coal-fired electric generating plant with a generating capacity of a 2,000 MW located in West Yorkshire and Fiddler's Ferry, a coal fired electric generating plant w capacity of approximately 2,000 MW located in Warrington.

(b) Edison International owns 100% of The Mission Group; The Mission Group owns 100% of Mission Company; Mission Energy Holding Company owns 100% of Edison Mission Energy; Edison Mission Energy Mission Energy Holdings International Inc. Mission Energy Holdings International, Inc. directly (100% of the Class A shares) of MEC International B.V. ("MECI") and indirectly owns 0.02% of MECI wholly owned subsidiaries EME UK International LLC, which owns 0.01% or 100% of the Class B share EME Southwest Power Corporation, which owns 0.01 or 100% of the Class C shares of MECI; Edison Mi owns 0.01% (100% of the Class D shares) of MECI through its wholly owned subsidiary Edison Missio MECI owns 100% of Global Generation B.V., which owns 100% of Edison First Power Holdings I, which Maplekey Holdings Limited, which owns 100% of Maplekey UK Finance Limited, which owns 100% of Map Limited, which owns 100% of EFPL, the foreign utility company.

(c) Capital contributions were made by Edison Mission Energy through its subsidiary Global Gener the amount of \$1,046,456,340.

Guarantees:

On April 30, 1999, EFPL executed two Sale and Lease Agreements with PowerGen UK plc, an English c

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("PowerGen") for the acquisition of each of Ferrybridge and Fiddler's Ferry. The acquisition and Ferrybridge and Fiddler's Ferry were completed on July 19, 1999, for approximately \$2 billion.

The following is a listing of the various obligations undertaken by Edison Mission Energy with re acquisition and financing of Ferrybridge and Fiddler's Ferry:

(c.1) Purchase Price Adjustment Guarantee - Edison Mission Energy has guaranteed to PowerGen the \$16,879,000 for each of Ferrybridge and Fiddler's Ferry as an adjustment to the purchase price in the Environmental Authority of Her Majesty's Government in the United Kingdom (the "Environmental allows for an increase in emissions from Ferrybridge and Fiddler's Ferry. The Environmental Auth determination regarding emissions in January 2000. As a result there is no upward adjustment to price, this obligation will cease and EME will have no further obligation hereunder.

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(c.2) Coal and Capex Facility Guarantee - Edison Mission Energy has guaranteed to Barclays Bank obligations of EME Finance UK Limited ("EME Finance"), an indirect wholly-owned subsidiary of Edi Energy, under that certain Coal and Capex Facility Agreement (the "Facility Agreement") dated as 1999, and entered into in connection with the financing of Ferrybridge and Fiddler's Ferry, pursu Barclays Bank PLC issued at the request of EME Finance two letters of credit:

(c.3.1) Capex Letter of Credit - A five-year letter of credit in the amount of \$142,038,217 was the obligations of EFPL in relation to capital costs associated with construction costs arising f modifications to Ferrybridge and Fiddler's Ferry and may be drawn upon where funds in the revenue are insufficient to pay such costs; and

(c.3.2) Coal Letter of Credit - A fifty-four (54) month letter of credit in the amount of \$86,76 to meet the obligations of EFPL under certain coal supply agreements and may be drawn upon to fun become due and payable from time to time under such agreements.

(c.4) Debt Service Reserve Letter of Credit - Edison Mission Energy caused to be posted by Bank Letter of Credit denominated in Pounds Sterling equal to \$85,395,600 under Edison Mission Energy' revolving line of credit with Bank of America, to serve as a debt service reserve account which m by the trustee for the bondholders in the event EFPL fails to make debt service payments under th Secured Variable Rate Bonds due 2019 (the "Bonds"). The Bonds are non-recourse to Edison Mission

(d) Capitalization or total equity = \$1,046,456,340  
Net loss after taxes for 2001 = (\$1,242,284,824)

(e) EFPL and Edison Mission Marketing and Services Limited ("EMMS") have entered into an Agency wherein EMMS shall provide Agency Services (as defined in Schedule 1 to the Agency Agreement) to December 31, 2001, EMMS has charged EFPL \$5,963,593 for services provided to EFPL under the Ageno

EFPL and EMMS have entered into a Services Agreement wherein EMMS provides certain office functio management expertise (as outlined in Schedule 1 of the Services Agreement) to EFPL. As of Decemb EMMS has charged EFPL \$1,902,251 for services provided to EFPL under the Services Agreement.

#### 4.EME17 IBERICA DE ENERGIAS, S.A. [FUCO]

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

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

Quintana: 1.48MW facility in Herrera de Valdecana, Palencia

La Flecha: 2.66MW facility in Arroyo Encomienda, Valladolid

Toro: 4.50MW facility in Toro, Zamora

Tudela: 1.48MW facility in Tudela de Duero, Valladolid

Sardon Bajo: 1.60MW facility in Villabanez, Valladolid

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Bocos: 1.60MW facility in Bocos de Duero, Valladolid  
Monasterio: 1.60MW facility in Quintanilla de Arriba, Valladolid  
Logrono: 3.68MW facility in Logrono, La Rioja  
Mendavia: 5.60MW facility in Mendavia, Navarra  
La Ribera: 4.40MW facility in Pradejon, La Rioja  
Gelsa: 7.20MW facility in Gelsa, Zaragoza  
Alos: 4.80MW facility in Alos de Balaguer, Lerida  
Castellas: 2.25MW facility in Valls de Aguilar, Lerida  
Sossis: 3.3MW facility in Pyrenees (Lerida)  
Olvera: 2.4MW facility in south of Spain (Jaen)

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(b) Edison International owns 100% of The Mission Group; The Mission Group owns 100% of Mission Company; Mission Energy Holding Company owns 100% of Edison Mission Energy; Edison Mission Energy Mission Energy Holdings International, Inc. Mission Energy Holdings International, Inc. directly (100% of the Class A shares) of MEC International B.V. ("MECI") and indirectly owns 0.02% of MECI wholly owned subsidiaries EME UK International LLC, which owns 0.01% or 100% of the Class B share EME Southwest Power Corporation, which owns 0.01 or 100% of the Class C shares of MECI; Edison Mission Energy owns 0.01% (100% of the Class D shares) of MECI through its wholly owned subsidiary Edison Mission Energy. MECI owns 10% of Hydro Energy B.V. and indirectly through its wholly owned subsidiary Iberian Hydro Energy B.V. owns the remaining 90% of Hydro Energy B.V.; Hydro Energy B.V. owns 96.65% of Iberica de Energia, a foreign utility company, and Iberian Hy-Power Amsterdam B.V. owns the remaining 3.35%.

(c) The capital contribution made by Edison Mission Energy through its subsidiary Iberian Hydro Power B.V. was \$21,992,654. In August, 1993, MECI, through its 34% ownership interest and its direct ownership interest in Hydro Energy B.V., acquired an aggregate 40.6% interest in Energias Hidraulicas, S.A. Energias, S.A., the hydroelectric development subsidiary of Vivendi (formerly Compagne Generale des Eaux de Paris). Subsequently, EH sold Iberica and Mediterranea to Hydro Energy B.V. Compagne Generale des Eaux de Paris is a utility company. EH is a Spanish holding company which will develop water right concessions, but not operating facilities. During 1996, the five facilities previously owned by Compania Mediterranea S.A., were merged into Iberica. Also in 1996, Energias Hidraulicas' name was changed to Edison Mission Energy Espana, S.A. During 1997, EH, Hidroelectrica de Sossis S.A. and Hidroelectrica de Olvera S.A. were merged into Iberica.

In connection with the acquisition of EH, Vivendi provided to Iberica and Mediterranea a 10-year guaranty, which allowed Iberica and Mediterranea to secure non-recourse project financing. Consideration by Vivendi for the acquisition of Iberica and Mediterranea included the assumption by Hydro Energy B.V. of an existing loan with deferred payments to Vivendi beginning in 1999 and ending in 2003. Edison Mission Energy provided a guarantee for any such deferred payments which are outstanding as of September 30, 2000 (after the due date for all such deferred payments). The guarantee by Edison Mission Energy provides for the rights of acceleration by Vivendi under any circumstances. At December 31, 2000, the present value of the deferred payments will amount to \$24.8 million (\$30.3 million face value discounted at 11.5%).

(d) Capitalization or total equity = \$34,261,679  
Net income after taxes for 2001 = \$3,712,398

(e) There is a management fee agreement between Iberica and Electro Metalurgica del Ebro S.L. (EMESA) which provides administrative and financial services to EMESA. As of December 31 2001, EMESA has paid \$1.5 million for services rendered under this management fee arrangement.

#### 4.EME18 ELECTROMETALURGICA DEL EBRO, S.A. [FUOCO]

(a) Electrometalurgica del Ebro, S.A. ("EMESA"), Paseo de Gracia 18, Planta 4, 08007, Barcelona, Spain. EMESA's facilities consist of three mini-hydroelectric facilities (Sastago I, Sastago II and Menzaca) near the Ebro River in Zaragoza. The three mini-facilities are masonry weir, concrete intake structures with a capacity of producing 3 MW, 17.3 MW and 13 MW, respectively.

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(b) Edison International owns 100% of The Mission Group; The Mission Group owns 100% of Mission Company; Mission Energy Holding Company owns 100% of Edison Mission Energy; Edison Mission Energy Mission Energy Holdings International, Inc. Mission Energy Holdings International, Inc. directly (100% of the Class A shares) of MEC International B.V. ("MECI") and indirectly owns 0.02% of MECI wholly owned subsidiaries EME UK International LLC, which owns 0.01% or 100% of the Class B share EME Southwest Power Corporation, which owns 0.01 or 100% of the Class C shares of MECI; Edison Mi owns 0.01% (100% of the Class D shares) of MECI through its wholly owned subsidiary Edison Missio MECI owns 10% of Hydro Energy B.V. and indirectly through its wholly owned subsidiary Iberian Hy- B.V. owns the remaining 90% of Hydro Energy B.V.; Hydro Energy B.V. owns 96.65% of Iberica de Ene Iberian Hy-Power Amsterdam B.V. owns the remaining 3.35%; Iberica de Energias owns 91.32% of EMES utility company.

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

(d) Capitalization or total equity = \$5,599,061  
Net income after taxes for 2001 = \$61,394

(e) There is a management fee agreement between Iberica and Electro Metalurgica del Ebro S.L. (E provides administrative and financial services to EMESA. As of December 31 2001, EMESA has paid for services rendered under this management fee arrangement.

### 4.EME19 LAKELAND POWER LTD. [FUCO]

(a) Lakeland Power Ltd. ("Lakeland"), Roosecote Power Station, Barrow-in-Furness, Cumbria, Engla Lakeland's facilities consist of a 220 MW gas-fired combined cycle electricity generation plant.

(b) Edison International owns 100% of The Mission Group; The Mission Group owns 100% of Mission Company; Mission Energy Holding Company owns 100% of Edison Mission Energy; Edison Mission Energy Mission Energy Holdings International, Inc. Mission Energy Holdings International, Inc. directly (100% of the Class A shares) of MEC International B.V. ("MECI") and indirectly owns 0.02% of MECI wholly owned subsidiaries EME UK International LLC, which owns 0.01% or 100% of the Class B share EME Southwest Power Corporation, which owns 0.01 or 100% of the Class C shares of MECI; Edison Mi owns 0.01% (100% of the Class D shares) of MECI through its wholly owned subsidiary Edison Missio MECI owns 1% of Pride Hold Limited and 100% of Mission Energy Company (UK) Limited; Mission Energy Limited owns 99% of Pride Hold Limited. Pride Hold Limited owns 100% of Lakeland Power Ltd., the company.

(c) The capital contribution made by Edison Mission Energy through its subsidiary Pride Hold Lim \$6,021,299.

(d) Capitalization or total equity = \$30,748,265  
Net income after taxes for 2001 = \$25,110,327

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

### 4.EME20 ISAB ENERGY, s.r.l. [FUCO]

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

ISAB's facilities consist of a 512 MW integrated gasification and combined cycle power plant, loc Gargallo, 8 kilometers from Siracusa, Sicily. ISAB became operational in April 2000.

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

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Company; Mission Energy Holding Company owns 100% of Edison Mission Energy; Edison Mission Energy Mission Energy Holdings International, Inc. Mission Energy Holdings International, Inc. directly (100% of the Class A shares) of MEC International B.V. ("MECI") and indirectly owns 0.02% of MECI wholly owned subsidiaries EME UK International LLC, which owns 0.01% or 100% of the Class B share EME Southwest Power Corporation, which owns 0.01 or 100% of the Class C shares of MECI; Edison Mi owns 0.01% (100% of the Class D shares) of MECI through its wholly owned subsidiary Edison Missio MECI directly owns 99% of MEC Priolo B.V. and through its wholly owned subsidiary MEC Internation indirectly owns the remaining 1% of MEC Priolo B.V.; MEC Priolo B.V. owns 49% of ISAB, the foreign company.

(c) In connection with the refinancing of ISAB in June 2000, (i) the partners agreed to reduce t subordinated debt required from 25% of project costs to 10%, and (ii) Edison Mission Energy guar benefit of the banks financing the construction of the power plant) MEC Priolo B.V.'s

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obligation to inject into ISAB equity and subordinated debt totaling \$45,133,150. In connection financing of ISAB, Edison Mission Operation & Maintenance, Inc. ("EMOMI") pursuant to a Guarantee Guarantee") has guaranteed (for the benefit of ISAB and the banks financing the construction of t plant) ISAB Energy Services' financial obligations (as the operator) to ISAB under the Operation Agreement for the operation and maintenance of the power plant. The maximum payable by EMOMI und Guarantee is capped at the mobilization fee or base fee paid in any given year (anywhere from \$3- year). Deasphalter O&M (capped at base or mobilization fee - less than \$1 million per year).

(d) Capitalization or total equity = \$8,223,702  
Net income after taxes for 2001 = \$6,844,824

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

Mission Energy Italia s.r.l. ("MEI") and ISAB have entered into a Secondment Agreement effective (amended October 1, 2000), wherein MEI seconds certain of its employees to ISAB to assist in area ISAB's business (i.e., project control and general management). Under this Secondment Agreement, received \$330,596 for the year ended December 31, 2001.

EMEL entered into a Sponsor Support Agreement with ISAB effective January 1, 1997 (amended Octobe wherein EMEL provides activities to ISAB in the areas which include the following: financial mod administration; maintenance and development of relationship with lenders to ISAB; advice on finan and development of relationship with insurance companies; maintenance and development of relation international law firms; supervision and preparation of legal contracts and provide interpretatio contracts. During 2001, EMEL has received \$169,072 under this Sponsor Support Agreement.

#### 4.EME21 ITALIAN VENTO POWER CORPORATION 4 S.R.L. [FUOCO]

(a) Italian Vento Power Corporation 4 S.r.l. ("IVPC"), Via Circumvallazione, 54/h, 83100 Avellin

IVPC is developing 280.7 MW of wind-generated capacity in rural Italy in eleven projects, consist of 660 kW and 600kW turbines and associated equipment in the following comunes (townships): (1) 4 totaling 30 MW in Andretta and Bisaccia; (2) 60 turbines totaling 39.6 MW in Lacedonia and Montev turbines totaling 27.06 MW in Monacilioni, Pielracatella, and Sant Elia; (4) 60 turbines totaling Foreza and Maschito; (5) 25 turbines totaling 15 MW in Volturara and Motta Moniecorvino; (6) 30 totaling 18 MW in Roselo; (7) 47 turbines totaling 30.3 MW in Celle San Vito, Greci and Montaguto turbines totaling 19.8 MW in Panni; (9) 45 turbines totaling 29.7 MW in Bortigiadas, Aggius and V turbines totaling 22.44 MW in Avigliano; and (11) 14 turbines totaling 9.24 MW in Roseto. The pr transmission lines connecting the generating facilities to the grid, ranging in length from less to a maximum of 9 kilometers. IVPC is also constructing, but will not own, substations associated projects. IVPC also owns and is currently operating a 2.4 MW project in Rocca San Felice consist kW turbines and associated equipment.

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(b) Edison International owns 100% of The Mission Group; The Mission Group owns 100% of Mission Company; Mission Energy Holding Company owns 100% of Edison Mission Energy; Edison Mission Energy Mission Energy Holdings International, Inc. Mission Energy Holdings International, Inc. directly (100% of the Class A shares) of MEC International B.V. ("MECI") and indirectly owns 0.02% of MECI wholly owned subsidiaries EME UK International LLC, which owns 0.01% or 100% of the Class B share EME Southwest Power Corporation, which owns 0.01 or 100% of the Class C shares of MECI; Edison Mi owns 0.01% (100% of the Class D

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shares) of MECI through its wholly owned subsidiary Edison Mission Project Co. MECI owns 100% of Wind Power Italy B.V. (formerly IVPC Energy 5 B.V.) ("EMWP"), which owns 50% of IVPC, the foreign

(c) The capital contribution made by Edison Mission Energy through Edison Mission Wind Power was Under the terms of the Intercreditor Agreement dated March 3, 2000, to which EMWP is a party, any which is widely defined as, essentially, any liability owed by IVPC to EMWP, is subordinated to t of IVPC to the banks party thereto, in a manner in which any amount received or otherwise receive IVPC may be applied against IVPC's debts to such banks, save for certain excepted payments specif referred to as Permitted Distributions.

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

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

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

(d) Capitalization or total equity = \$33,143,960  
Net income after taxes for 2001 = \$3,109,096

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

#### 4.EME22 DOGA ENERJI URETIM SANAYI VE TICARET L.S. [FUCO]

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

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

(b) Edison International owns 100% of The Mission Group; The Mission Group owns 100% of Mission Company; Mission Energy Holding Company owns 100% of Edison Mission Energy; Edison Mission Energy Mission Energy Holdings International, Inc. Mission Energy Holdings International, Inc. directly (100% of the Class A shares) of MEC International B.V. ("MECI") and indirectly owns 0.02% of MECI wholly owned subsidiaries EME UK International LLC, which owns 0.01% or 100% of the Class B share EME Southwest Power Corporation, which owns 0.01 or 100% of the Class C shares of MECI; Edison Mi owns 0.01% (100% of the Class D shares) of MECI through its wholly owned subsidiary Edison Missio MECI owns 99% of MEC Esenyurt B.V. and through its wholly owned subsidiary MEC International Hold indirectly owns the remaining 1% of MEC Esenyurt B.V.; MEC Esenyurt B.V. owns 80% of Doga, the fo



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company.

(c) In connection with the financing of Doga, Edison Mission Operation & Maintenance, Inc. ("EMOMI") has entered into a guarantee ("EMOMI Guarantee"), has guaranteed (for the benefit of Doga and the Banks) the financial obligations of Doga Isletme ve Bakim Ticaret L.S. (as operator) to Doga under the Operation and

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Maintenance Agreement for the operation and maintenance of the power plant. The maximum amount payable under the EMOMI Guarantee is capped at the base fee paid in any given year (no more than \$1 million).

The capital contribution made by Edison Mission Energy through MEC Esenyurt B.V. was \$34,849,343.

(d) Capitalization or total equity = \$51,451,546  
Net income after taxes for 2001 = \$6,615,420

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

#### 4.EME23 CBK POWER COMPANY LTD. [FUCO]

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

Upon completion of all rehabilitation and upgrading (of 3 hydroelectric power plants known as Caliraya I and Kalayaan I and related civil structures located in the province of Laguna, Republic of the Philippines) and construction of a new 348.6 MW, two-unit hydroelectric power plant and a new spillway), the new Caliraya Complex will have a reliable power output of 728 MW.

(b) Edison International owns 100% of The Mission Group; The Mission Group owns 100% of Mission Energy Company; Mission Energy Holding Company owns 100% of Edison Mission Energy; Edison Mission Energy holds 100% of Mission Energy Holdings International, Inc. Mission Energy Holdings International, Inc. directly owns 100% (100% of the Class A shares) of MEC International B.V. ("MECI") and indirectly owns 0.02% of MECI through its wholly owned subsidiaries EME UK International LLC, which owns 0.01% or 100% of the Class B shares of MECI; EME Southwest Power Corporation, which owns 0.01 or 100% of the Class C shares of MECI; Edison Mission Energy owns 0.01% (100% of the Class D shares) of MECI through its wholly owned subsidiary Edison Mission Energy. MECI owns 100% of Edison Mission Millennium B.V. which owns 100% of EME Kalayaan B.V. and EME Caliraya B.V. owns 1% GP of CBK and EME Caliraya B.V. owns 49% LP of CBK.

(c) Capital invest as of December 31, 2001

Payment to IMPSA under General Engineering services = \$20 million

Equity contribution = \$10,437,275

Equity Guarantee - Under the Capital Contribution Guarantee, EME guarantees its equity contribution obligation of \$56 million (now \$46 million). In the event EME should be down graded below investment level, EME would be required to provide a letter of credit to back up the uncontributed portion.

(d) Capitalization or total equity = \$29,908,482  
Net income after taxes for 2001 = \$0

(e) (1) Owner's Representative Agreement for onshore services - Entered into between CBK and Edison Mission Energy Services Corporation ("EME Philippines"). EME Philippines provides onshore owner's representative services during the construction period. Total fee is US\$ 4.5165 million.

(2) Owner's Representative Agreement for offshore services - Entered into between CBK and Edison Mission Energy Asia ("EME Asia"). EME Asia provides offshore owner's representative services to CBK during the construction period. Total fee is US\$ 3.3835 million.

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

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CBK is also to reimburse all costs and expenses incurred by KPMC in performing these services. The liability of KPMC shall in no event exceed the Management Fee plus bonus. There are no consequen

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### 4.EME24 KALAYAAN POWER MANAGEMENT CORPORATION (FUCO)

(a) Kalayaan Power Management Corporation, a Philippines Corporation, NPC Compound, Kalayaan, Pr  
Laguna, Philippines

Kalayaan Power Management Corporation ("Kalayaan PMC"), Kalayaan PMC is to provide operation and  
Power Company Limited ("CBK") which is rehabilitating and upgrading four hydroelectric power plan  
the province of Laguna, Republic of the Philippines. Under the terms of a management and technical  
contract between CBK and this project. When this project is completed, the total installed capacity  
four hydroelectric facilities will increase from 367.8 MW to approximately 728 MW, as follows: (1)  
I facility, a pumped storage facility with two turbine pump units will be upgraded such that both  
for a total of 336 MW; (2) the Kalayaan II facility, another pumped storage facility, will be con  
consist of two pump units of 174.3 MW each, for a total of 348.6 MW; (3) the Caliraya hydroelectr  
be upgraded to divert water into two 11.3 MW units, for a total of 22.6 MW; and (4) the Botocan f  
upgraded to divert water into two 10 MW units, for a total of 20 MW. Each power plant will inclu  
equipment and interconnecting transmission facilities.

(b) Edison International owns 100% of The Mission Group; The Mission Group owns 100% of Mission  
Company; Mission Energy Holding Company owns 100% of Edison Mission Energy; Edison Mission Energy  
Mission Energy Holdings International, Inc. Mission Energy Holdings International, Inc. directly  
(100% of the Class A shares) of MEC International B.V. ("MECI") and indirectly owns 0.02% of MECI  
wholly owned subsidiaries EME UK International LLC, which owns 0.01% or 100% of the Class B share  
EME Southwest Power Corporation, which owns 0.01 or 100% of the Class C shares of MECI; Edison Mi  
owns 0.01% (100% of the Class D shares). MECI owns 100% of Edison Mission Operation and Maintena  
B.V., which owns 50% of Kalayaan Power Management Corporation.

(c) Capital invest as of December 31, 2001 = \$103,043  
Equity Guarantee - Under the Capital Contribution Guarantee, EME guarantees its equity contributi  
\$56 million (now \$46 million). In the event EME should be down graded below investment grade, EM  
required to provide a letter of credit to back up the uncontributed portion.

(d) Capitalization or total equity = \$476,522  
Net income after taxes for 2001 = \$280,912

(c) (1) Owner's Representative Agreement for onshore services - Entered into between CBK and EM  
Services Corporation ("EME Philippines"). EME Philippines provides onshore owner's representative  
during the construction period. Total fee is US\$ 4.5165 million.

(2) Owner's Representative Agreement for offshore services - Entered into between CBK and Edison  
Asia ("EME Asia"). EME Asia provides offshore owner's representative services to CBK during the  
period. Total fee is US\$ 3.3835 million.

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

### 4.EME25 SUNRISE POWER COMPANY LLC (EWG)

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

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Sunrise consists of a 320 MW simple-cycle peaking facility which became operational on June 27, 2001, and Phase 2 which is to convert the peaking facility to a 560 MW combined-cycle operation is anticipated to become operational in 2003.

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

Sunrise was originally to be developed as an enhanced oil recovery ("EOR") cogeneration project. In late 2000, Texaco Gasification and Power Holdings, Inc. ("Texaco") decided to abandon the project due to the oil field cogen economics. EME approached Texaco and suggested that the original EOR project be abandoned and developed in two phases. EME purchased the rights to the project, including two GE Fram 7FA gas turbines and other major equipment that had already been procured. On May 29, 2001, Sunrise Power Company was formed as Edison Mission Energy, Sunrise Power Company, LLC a Delaware limited liability company and Texaco exercised its option to purchase 50% of Sunrise.

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

(c) Under the Sunrise partnership agreement, EME is obligated to provide 50% capital budget for Sunrise through December 31, 2001, EME has paid \$88,205,179.

(d) Capitalization or total equity = \$101,974,042  
Net income after taxes for 2001 = \$13,842,988

(e) Edison Mission Operation & Maintenance, Inc. and Sunrise have entered into that certain Amendment to the Operation and Maintenance Agreement, dated as of June 25, 2001. As of December 31, 2001, EMOM has paid \$343,690 for providing O&M services to Sunrise.

EMMT, a wholly owned subsidiary of Edison Mission Energy entered into an Energy Services Agreement with Sunrise wherein EMMT provides fuel procurement and power management services to Sunrise. As of December 31, 2001, Sunrise paid \$287,849 to EMMT for services rendered under this agreement.

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EXHIBIT A

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

Consolidating statements of income and surplus for the year ended December 31, 2001, and balance sheets as of December 31, 2001, for the claimant and its subsidiary companies.

EXHIBIT B

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

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The above-named claimant has caused this statement to be duly executed on its behalf by officer on this 28th day of February, 2002.

EDISON INTERNATIONAL

By: Kenneth S. Stewart

-----  
Kenneth S. Stewart  
Assistant General Counsel

Corporate Seal  
Attest:

Bonita J. Smith  
-----  
Bonita J. Smith  
Assistant Secretary

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

Kenneth S. Stewart Assistant General Counsel  
-----  
(Name) (Title)  
2244 Walnut Grove Avenue, Post Office Box 999, Rosemead, CA 91770  
-----  
(Address)

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SCHEDULE I  
SOUTHERN CALIFORNIA EDISON COMPANY  
ELECTRIC GENERATING PROPERTIES

SCHEDULE I  
SOUTHERN CALIFORNIA EDISON COMPANY  
ELECTRIC GENERATING PROPERTIES

Name of Plant	Location County	Unit No.	Date of Operation	Ge Na Ra
MAIN SYSTEM - SCE OWNED				
COAL:				
Four Corners	San Juan, NM	4	07/01/1969	
Owned by Others - 52%				--
Owned by SCE - 48%				
		5	07/01/1970	
Owned by Others - 52%				--
Owned by SCE - 48%				
			TOTAL SCE	==
Mohave	Clark, NV	1	04/01/1971	
Owned by Others - 44%				--
Owned by SCE - 56%				
		2	10/01/1971	
Owned by Others - 44%				--
Owned by SCE - 56%				
			TOTAL SCE	==
	TOTAL COAL			==
NUCLEAR:				
San Onofre	San Diego	1	01/01/1968	
Owned by Others - 20%				--
Owned by SCE - 80%				
		2	08/08/1983	
Owned by Others - 24.95%				--
Owned by SCE - 75.05%				
		3	04/01/1984	
Owned by Others - 24.95%				--

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Owned by SCE - 75.05%

TOTAL SCE

Name of Plant	Location County	Unit No.	Date of Operation
Palo Verde	Maricopa, AZ	1	02/01/1986
Owned by Others - 84.2%			
Owned by SCE - 15.8%			
		2	09/19/1986
Owned by Others - 84.2%			
Owned by SCE - 15.8%			

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Name of Plant	Location County	Unit No.	Date of Operation
		3	01/20/1988
Owned by Others - 84.2%			
Owned by SCE - 15.8%			

TOTAL SCE

TOTAL NUCLEAR:

HYDRO:

NORTHERN REGION HYDROELECTRIC PLANTS:

Name of Plant	Location County	Unit No.	Date of Operation
Big Creek #1	Fresno	1	11/08/1913
		2	11/08/1913
		3	07/12/1923
		4	06/08/1925

TOTAL PLANT

Name of Plant	Location County	Unit No.	Date of Operation
Big Creek #2	Fresno	3	12/18/1913
		4	01/11/1914
		5	02/01/1921
		6	03/31/1925

TOTAL PLANT

Name of Plant	Location County	Unit No.	Date of Operation
Big Creek #2A	Fresno	1	08/06/1928
		2	12/21/1928

TOTAL PLANT

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Big Creek #3	Fresno & Madera	1	10/03/1923
		2	09/30/1923
		3	10/05/1923
		4	04/28/1948
		5	02/24/1980
			-----
			TOTAL PLANT
Big Creek #4	Fresno & Madera	1	06/12/1951
		2	07/02/1951
			-----
			TOTAL PLANT
Big Creek #4 Dam 7 (fishwater generator)	Fresno & Madera		
Big Creek #8	Fresno	1	08/16/1921
		2	06/08/1929
			-----
			TOTAL PLANT
Mammoth Pool	Madera	1	03/28/1960
		2	03/28/1960
			-----
			TOTAL PLANT

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Name of Plant	Location County	Unit No.	Date of Operation	Ge Na Ra
-----				
NORTHERN REGION HYDROELECTRIC PLANTS (continued)				
Mammoth Pool - Res. (fishwater generator)	Madera			
Portal	Fresno	1	12/22/1956	
John S. Eastwood	Fresno	1	12/01/1987	
		TOTAL NORTHERN REGION HYDRO PLANTS		
=====				
EASTERN REGION HYDROELECTRIC PLANTS:				
Fontana	San Bernardino	1	12/22/1917	
		2	12/22/1917	
			-----	
			TOTAL PLANT	
Kaweah #1	Tulare	1	05/25/1929	
Kaweah #2	Tulare	2	09/13/1929	

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Kaweah #3	Tulare	1	05/29/1913
		2	05/29/1913
-----			
TOTAL PLANT			
Kern River #1	Kern	1	05/19/1907
		2	06/07/1907
		3	07/29/1907
		4	06/27/1907
-----			
TOTAL PLANT			
Kern River #3	Kern	1	05/13/1921
		2	03/22/1921
-----			
TOTAL PLANT			
Kern River Borel	Kern	1	12/31/1904
		2	12/31/1904
		3	01/23/1932
-----			
TOTAL PLANT			
Lytle Creek	San Bernardino	1	10/23/1904
		2	09/15/1904
-----			
TOTAL PLANT			
Ontario #1	Los Angeles	1	12/00/1902
		2	12/00/1902
		3	12/00/1902
-----			
TOTAL PLANT			
Ontario #2	Los Angeles	1	06/13/1963

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Name of Plant	Location County	Unit No.	Date of Operation	Ge Na Ra
-----				
EASTERN REGION HYDROELECTRIC PLANTS (continued)				
San Gorgonio #1	Riverside	1	12/05/1923	
San Gorgonio #2	Riverside	1	12/17/1923	
Santa Ana #1	San Bernardino	1	02/14/1899	
		2	02/10/1899	
		3	01/09/1899	
		4	01/10/1899	
-----				
TOTAL PLANT				



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Santa Ana #3 [Santa Ana #2&#3 replaced by new Santa Ana #3 plant]	San Bernardino	1	11/16/1999
Sierra	Los Angeles	1 2	01/12/1922 02/16/1922
			-----
			TOTAL PLANT
Tule River	Tulare	1 2	09/14/1909 09/14/1909
			-----
			TOTAL PLANT
Mill Creek #1	San Bernardino	1	09/07/1893
Mill Creek #2	San Bernardino	1	08/03/1904
Mill Creek #3	San Bernardino	3 4 5	03/20/1903 01/23/1904 03/03/1904
			-----
			TOTAL PLANT
Bishop Creek #2	Inyo	1 2 3	11/00/1908 11/00/1908 06/00/1911
			-----
			TOTAL PLANT
Bishop Creek #3	Inyo	1 2 3	06/12/1913 06/12/1913 06/12/1913
			-----
			TOTAL PLANT
Bishop Creek #4	Inyo	1 2 3 4 5	09/20/1905 09/20/1905 00/00/1906 10/01/1907 00/00/1909
			-----
			TOTAL PLANT
Bishop Creek #5	Inyo	1 2	05/30/1943 06/01/1919
			-----
			TOTAL PLANT

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Name of Plant	Location County	Unit No.	Date of Operation	Ge Na Ra
-----				
EASTERN REGION HYDROELECTRIC PLANTS				

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(continued)

Bishop Creek #6	Inyo	1	03/12/1913
Lundy	Mono	1	12/09/1911
		2	02/02/1912
			-----
			TOTAL PLANT
Poole	Mono	1	00/00/1924
Rush Creek	Mono	1	10/17/1916
		2	12/11/1917
			-----
			TOTAL PLANT
			TOTAL EASTERN REGION HYDRO PLANTS
			==
			TOTAL HYDRO PLANTS
			==

TOTAL SCE OWNED RESOURCES (MAIN SYSTEM)

ISOLATED SYSTEMS:

Pebbly Beach (Diesel)	Los Angeles	7	07/03/1958
	(Catalina)	8	06/26/1963
		10	07/25/1966
		12	06/18/1976
		14	10/24/1986
		15	12/31/1995
			-----
			TOTAL PLANT
Catalina Hydro	Los Angeles	1	05/05/1983
		2	07/24/1985
		3	07/24/1985
			-----
			TOTAL PLANT

TOTAL SCE OWNED RESOURCES:

TOTAL ISOLATED SYSTEMS RESOURCES

EXHIBIT A  
CONSOLIDATING STATEMENTS OF INCOME AND SURPLUS  
CONSOLIDATING BALANCE SHEETS

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EXHIBIT A  
CONSOLIDATING STATEMENTS OF INCOME AND SURPLUS  
CONSOLIDATING BALANCE SHEETS

Attached hereto as Exhibit A are the following financial statements dated as of December 31, 2001, or for the year then ended:

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

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

Edison International and Subsidiaries  
Southern California Edison Company and Subsidiaries  
Southern California Edison Company and Subsidiaries  
    Equity Investments  
Edison Ventures and Subsidiaries  
The Mission Group and Subsidiaries  
Edison Enterprises and Subsidiaries  
Edison Source and Subsidiaries  
Edison Select and Subsidiaries  
Edison Technology Solutions and Subsidiaries  
Edison Technology Solutions and Subsidiaries  
    Equity Investments  
Mission Energy Holding Company and Subsidiaries

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

Edison Capital and Subsidiaries  
    Consolidating Balance Sheet (ASSETS)

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

Edison Capital and Subsidiaries  
    Consolidating Balance Sheet (LIABILITIES)

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

Edison Capital and Subsidiaries  
    Consolidating Statements of Income and Retained Earnings

-----Part 6a-----

Edison Capital and Subsidiaries  
    Equity Investments in Real Estate Limited Partnerships (A-L)  
    [Based on financial statements as of December 31, 2000]

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-----Part 6b-----  
Edison Capital and Subsidiaries  
Equity Investments in Real Estate Limited Partnerships (M-Z), Etc.  
[Based on financial statements as of December 31, 2000]

-----Part 7-----  
Mission Land Company and Subsidiaries  
Mission Power Engineering Company and Subsidiaries

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-----Part 8a-----  
Edison Mission Energy and Subsidiaries  
Consolidating Balance Sheet

-----Part 8b-----  
Edison Mission Energy and Subsidiaries  
Consolidating Statements of Income and Retained Earnings  
Edison Mission Energy and Subsidiaries  
Equity Investments

-----Part 9-----  
Edison Mission Energy Fuel and Subsidiaries  
Edison Mission Holdings Co. and Subsidiaries  
EME CP Holdings Co. and Subsidiaries  
EME Eastern Holdings Co. and Subsidiaries  
Hanover Energy Company and Subsidiaries  
Majestic Energy Limited and Subsidiaries  
Midwest Generation EME, LLC and Subsidiaries  
Mission Del Cielo, Inc. and Subsidiaries  
Mission Energy Holdings International, Inc. and Subsidiaries  
Mission Energy Wales Company and Subsidiaries

-----Part 10-----  
MEC International B.V. and Subsidiaries  
MECI, Edison Mission Energy Asia Pte Ltd and Subsidiaries  
MECI, Edison Mission Millennium B.V. and Subsidiaries  
MECI, Edison Mission Operation & Maintenance Services B.V. and Subsidiaries  
MECI, EME Atlantic Holdings Limited and Subsidiaries  
MECI, EMEA, Mission Energy Universal Holdings and Subsidiaries  
MECI, Global Generation B.V. and Subsidiaries  
MECI, GGBV, Edison First Power Holdings II and Subsidiaries

-----Part 11-----  
MECI, GGBV, EFPHII, Edison First Power Holdings I and Subsidiaries  
MECI, GGBV, EFPHII, EFPHI, South Australian Holdings Ltd. and Subsidiaries  
MECI, GGBV, EFPHII, EFPHI, SAHL, EME International Dragon Limited  
MECI, GGBV, EFPHII, EFPHI, Maplekey Holdings Limited and Subsidiaries  
MECI, Hydro Energy B.V. and Subsidiaries  
MECI, Iberian Hy-Power Amsterdam B.V. and Subsidiaries  
MECI, Latrobe Power Pty Ltd and Subsidiaries  
MECI, Latrobe Valley B.V. and Subsidiaries  
MECI, Loy Yang Holdings Pty Ltd and Subsidiaries

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MECI, Loy Yang, Edison Mission Energy Holdings Pty Ltd and Subsidiaries  
MECI, Loy Yang, Latrobe Power Pty Ltd and Subsidiaries  
MECI, Loy Yang, Mission Energy Ventures Australia Pty Ltd and Subsidiaries  
MECI, Loy Yang, Traralgon Power Pty. Ltd. and Subsidiaries

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### -----Part 12-----

MECI, MEC Esenyurt B.V. and Subsidiaries  
MECI, MEC International Holdings B.V. and Subsidiaries  
MECI, MECI Holdings, MEC Esenyurt B.V. and Subsidiaries  
MECI, MECI Holdings, MEC Perth B.V. and Subsidiaries  
MECI, MECI Holdings, MEC San Pascual B.V. and Subsidiaries  
MECI, MECI Holdings, MEC Wales B.V. and Subsidiaries  
MECI, MECI Holdings, MEC Wales, Mission Hydro Limited  
Partnership and Subsidiaries  
MECI, MECI Holdings, MEC Wales, MHLP, EME Generation  
Holdings Limited and Subsidiaries  
MECI, MEC Perth B.V. and Subsidiaries  
MECI, MEC San Pascual B.V. and Subsidiaries

### -----Part 13-----

MECI, MEC Wales B.V. and Subsidiaries  
MECI, MEC Wales, Mission Hydro Limited Partnership and Subsidiaries  
MECI, MEC Wales, MHLP, EME Generation Holdings Limited and Subsidiaries  
MECI, Mission Energy Company (U.K.) Limited and Subsidiaries  
MECI, MEC(UK), Mission Hydro (UK) Limited and Subsidiaries  
MECI, MEC(UK), MH(UK), First Hydro Holdings Co. and Subsidiaries  
MECI, MEC(UK), MH(UK), Mission Hydro Limited Partnership and Subsidiaries  
MECI, MEC(UK), MH(UK), MHLP, EME Generation Holdings Limited and Subsidiaries  
MECI, MEC(UK), Pride Hold Limited and Subsidiaries  
MECI, Pride Hold Limited and Subsidiaries  
MECI, EcoElectrica S.a.r.l. and Subsidiaries  
MECI, Traralgon Power Pty. Ltd. and Subsidiaries  
MEC International B.V. and Subsidiaries Equity Investments

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

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

EDISON CAPITAL  
-----

4.EC01 ELECTRICIDAD DE LA PAZ S.A. [FUCO]  
00 Edison International  
01 The Mission Group  
02 Edison Capital  
03 Edison Funding Company  
04 Mission Funding Epsilon  
05 Edison Capital International (Bermuda) Ltd.  
06 Edison Capital Latin American Investments (Bermuda) Ltd.  
07 AIG-GE Capital Latin American Infrastructure Fund LP  
08 Andes Energy XII Ltd.  
09 Paz Holdings Ltd.  
10 Electricidad de La Paz S.A.

4.EC02 EMPRESA DE LUZ Y FUERZA ELECTRICA DE ORURO S.A. [FUCO]  
00 Edison International  
01 The Mission Group  
02 Edison Capital  
03 Edison Funding Company  
04 Mission Funding Epsilon  
05 Edison Capital International (Bermuda) Ltd.  
06 Edison Capital Latin American Investments (Bermuda) Ltd.  
07 AIG-GE Capital Latin American Infrastructure Fund LP  
08 Andes Energy XII Ltd.  
09 Paz Holdings Ltd.  
10 Empresa de Luz y Fuerza Electrica de Oruro S.A.

4.EC03 EPZ MISSION FUNDING MU TRUST [FUCO]  
00 Edison International  
01 The Mission Group  
02 Edison Capital  
03 Edison Funding Company  
04 Mission Funding Epsilon  
05 Mission Funding Alpha  
06 Mission Funding Mu  
07 EPZ Mission Funding Mu Trust

4.EC04 EPZ MISSION FUNDING NU TRUST [FUCO]

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

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4.EC05 LAKOTA RIDGE LLC [EWG]  
00 Edison International  
01 The Mission Group  
02 Edison Capital  
03 Edison Funding Company  
04 Mission Funding Zeta  
05 Lakota Ridge LLC 75%

4.EC06 SHAKATAN HILLS LLC [EWG]  
00 Edison International  
01 The Mission Group  
02 Edison Capital  
03 Edison Funding Company  
04 Mission Funding Zeta  
05 Shaokatan Hills LLC 75%

4.EC07 WOODSTOCK HILLS LLC [EWG]  
00 Edison International  
01 The Mission Group  
02 Edison Capital  
03 Edison Funding Company  
04 Mission Funding Zeta  
05 Woodstock Hills LLC 75%

4.EC08 STORM LAKE PARTNERS I LLC [EWG]  
00 Edison International  
01 The Mission Group  
02 Edison Capital  
03 Edison Funding Company  
04 Mission Iowa Wind Company  
05 Storm Lake Partners I LLC 99%

EDISON MISSION ENERGY  
-----

4.EME01 BROOKLYN NAVY YARD COGENERATION PARTNERS, LP [EWG]  
00 Edison International  
01 The Mission Group  
02 Mission Energy Holding Company  
03 Edison Mission Energy  
04 Mission Energy New York, Inc.  
05 Brooklyn Navy Yard Cogeneration Partners, LP (1% GP & 49%LP)

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4.EME02 COMMONWEALTH ATLANTIC LIMITED PARTNERSHIP [EWG]  
00 Edison International  
01 The Mission Group  
02 Mission Energy Holding Company  
03 Edison Mission Energy  
04 Hanover Energy Company  
05 Chickahominy River Energy Corp.  
06 Commonwealth Atlantic Limited Partnership (50%)

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4.EME03 GORDONSVILLE ENERGY, LP [EWG]  
00 Edison International  
01 The Mission Group  
02 Mission Energy Holding Company  
03 Edison Mission Energy  
04 Madison Energy Company  
05 Gordonsville Energy, LP (49%)

00 Edison International  
01 The Mission Group  
02 Mission Energy Holding Company  
03 Edison Mission Energy  
04 Rapidan Energy Company  
05 Gordonsville Energy, LP (1%)

4.EME04 HARBOR COGENERATION COMPANY [EWG]  
00 Edison International  
01 The Mission Group  
02 Mission Energy Holding Company  
03 Edison Mission Energy  
04 South Coast Energy Company  
05 Harbor Cogeneration Company (30%GP)

4.EME05 EME HOMER CITY GENERATION L.P. [EWG]  
00 Edison International  
01 The Mission Group  
02 Mission Energy Holding Company  
03 Edison Mission Energy  
04 Edison Mission Holdings Co.  
05 Chestnut Ridge Energy Company  
06 EME Homer City Generation L.P. (99%LP)

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

4.EME06 MIDWEST GENERATION, LLC [EWG]  
00 Edison International



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01 The Mission Group  
02 Mission Energy Holding Company  
03 Edison Mission Energy  
04 Midwest Generation EME, LLC  
05 Edison Mission Midwest Holdings Co.  
06 Midwest Generation, LLC

4.EME07 NEVADA SUN-PEAK LIMITED PARTNERSHIP [EWG]  
00 Edison International  
01 The Mission Group  
02 Mission Energy Holding Company  
03 Edison Mission Energy  
04 Quartz Peak Energy Company  
05 Nevada Sun-Peak Limited Partnership (50%)

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4.EME08 ECOELECTRICA L.P. [FUCO]  
00 Edison International  
01 The Mission Group  
02 Mission Energy Holding Company  
03 Edison Mission Energy  
04 Mission Energy Holdings International, Inc.\*  
05 MEC International B.V.  
06 EcoElectrica S.a.r.l.  
07 EME del Caribe Holding GmbH  
08 EME del Caribe  
09 EcoElectrica Holdings, Ltd. 50%  
10 EcoElectrica Ltd.  
11 Ecoelectrica LP (1%)  
---  
10 Ecoelectrica LP (99%)

4.EME09 CONTACT ENERGY LIMITED [EWG]  
00 Edison International  
01 The Mission Group  
02 Mission Energy Holding Company  
03 Edison Mission Energy  
04 Mission Energy Holdings International, Inc.\*  
05 MEC International B.V.  
06 EME Atlantic Holdings Limited  
07 EME Ascot Limited  
08 EME Buckingham Limited  
09 EME Precision B.V.  
10 Mission Energy Universal Holdings  
11 Mission Energy Pacific Holdings  
12 Contact Energy Limited (50.598%)  
---  
10 Mission Energy Universal Holdings  
11 Contact Energy Limited (0.624%)

4.EME10 PERTH POWER PARTNERSHIP [FUCO]  
00 Edison International  
01 The Mission Group  
02 Mission Energy Holding Company

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03 Edison Mission Energy  
04 Mission Energy Holdings International, Inc.\*  
05 MEC International B.V.  
06 MEC Perth B.V. (99%)  
07 Kwinana Power Partnership (99%)  
08 Perth Power Partnership (70%)  
---  
06 MEC International Holdings B.V.  
07 MEC Perth B.V. (1%)  
08 Kwinana Power Partnership (99%)  
09 Perth Power Partnership (70%)

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00 Edison International  
01 The Mission Group  
02 Mission Energy Holding Company  
03 Edison Mission Energy  
04 Mission Energy Holdings International, Inc.\*  
05 MEC International B.V.  
06 Loy Yang Holdings Pty Ltd.  
07 Edison Mission Energy Holdings Pty Ltd.  
08 Mission Energy (Kwinana) Pty Ltd.  
09 Kwinana Power Partnership (1%)  
10 Perth Power Partnership (70%)

4.EME11 LOY YANG B JOINT VENTURE [FUCO]  
00 Edison International  
01 The Mission Group  
02 Mission Energy Holding Company  
03 Edison Mission Energy  
04 Mission Energy Holdings International, Inc.\*  
05 MEC International B.V.  
---  
06A Latrobe Power Pty Ltd (99%)  
07A Mission Victoria Partnership (52.31%)  
08A Latrobe Power Partnership (99%)  
09A Loy Yang B Joint Venture (51%)  
---  
06B Loy Yang Holdings Pty Ltd  
07B Edison Mission Energy Holdings Pty Ltd  
08B Edison Mission Energy Australia Ltd  
09B Latrobe Power Partnership (1%)  
10B Loy Yang B Joint Venture (51%)  
---  
06C Loy Yang Holdings Pty Ltd  
07C Latrobe Power Pty Ltd (1%)  
08C Mission Victoria Partnership (52.31%)  
09C Latrobe Power Partnership (99%)  
10C Loy Yang B Joint Venture (51%)  
---  
06D Loy Yang Holdings Pty Ltd  
07D Mission Energy Ventures Australia Pty Ltd  
08D Mission Victoria Partnership (1%)  
09D Latrobe Power Partnership (99%)  
10D Loy Yang B Joint Venture (51%)  
---  
06E Loy Yang Holdings Pty Ltd

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07E Traralgon Power Pty Ltd (1%)  
08E Mission Victoria Partnership (46.69%)  
09E Latrobe Power Partnership (99%)  
10E Loy Yang B Joint Venture (51%)  
---  
06F Traralgon Power Pty Ltd (99%)  
07F Mission Victoria Partnership (46.69%)  
08F Latrobe Power Partnership (99%)  
09F Loy Yang B Joint Venture (51%)  
---  
78  
  
06G Mission Energy Company (UK) Limited  
07G Mission Hydro (UK) Ltd  
08G Mission Hydro Limited Partnership (1%)  
09G EME Generation Holdings Ltd  
10G EME Victoria Generation Ltd  
11G Mission Energy Development Australia Pty Ltd  
12G Gippsland Power Pty Ltd  
13G Loy Yang B Joint Venture (49%)  
---  
06H MEC Wales B.V. (99%)  
07H Mission Hydro Limited Partnership (69%)  
08H EME Generation Holdings Ltd  
09H EME Victoria Generation Ltd  
10H Mission Energy Development Australia Pty Ltd  
11H Gippsland Power Pty Ltd  
12H Loy Yang B Joint Venture (49%)  
---  
06I MEC International Holdings B.V.  
07I MEC Wales B.V. (1%)  
08I Mission Hydro Limited Partnership (69%)  
09I EME Generation Holdings Ltd  
10I EME Victoria Generation Ltd  
11I Mission Energy Development Australia Pty Ltd  
12I Gippsland Power Pty Ltd  
13I Loy Yang B Joint Venture (49%)  
  
00 Edison International  
01 The Mission Group  
02 Mission Energy Holding Company  
03 Edison Mission Energy  
04 Mission Energy Wales Company  
05 Mission Hydro Limited Partnership (30%)  
06 EME Generation Holdings Ltd  
07 EME Victoria Generation Ltd  
08 Mission Energy Development Australia Pty Ltd  
09 Gippsland Power Pty Ltd  
10 Loy Yang B Joint Venture (49%)  
  
4.EME12 PT. PAITON ENERGY COMPANY [FUCO]  
00 Edison International  
01 The Mission Group  
02 Mission Energy Holding Company  
03 Edison Mission Energy  
04 Mission Energy Holdings International, Inc.\*  
05 MEC International B.V.  
06 MEC Indonesia B.V. (99%)

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

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4.EME13 TRI ENERGY COMPANY LIMITED [FUCO]  
 00 Edison International  
 01 The Mission Group  
 02 Mission Energy Holding Company  
 03 Edison Mission Energy  
 04 Mission Energy Holdings International, Inc.\*  
 05 MEC International B.V.  
 06 EME Tri Gen B.V.  
 07 Tri Energy Company Limited (25%)

4.EME14 DERWENT COGENERATION LIMITED [FUCO]  
 00 Edison International  
 01 The Mission Group  
 02 Mission Energy Holding Company  
 03 Edison Mission Energy  
 04 Mission Energy Holdings International, Inc.\*  
 05 MEC International B.V.  
 06 Mission Energy Company (UK) Limited  
 07 Derwent Cogeneration Limited (33%)

4.EME15 FIRST HYDRO COMPANY [FUCO]  
 00 Edison International  
 01 The Mission Group  
 02 Mission Energy Holding Company  
 03 Edison Mission Energy  
 04 Mission Energy Holdings International, Inc.\*  
 05 MEC International B.V.  
 ---  
 06J Mission Energy Company (UK) Limited  
 07J Mission Hydro (UK) Ltd  
 08J Mission Hydro Limited Partnership (1%)  
 09J EME Generation Holdings Ltd  
 10J First Hydro Holdings Company (99%)  
 11J First Hydro Company (99%)  
 ---  
 06K Mission Energy Company (UK) Limited  
 07K Mission Hydro (UK) Ltd  
 08K Mission Hydro Limited Partnership (1%)  
 09K EME Generation Holdings Ltd  
 10K First Hydro Holdings Company (99%)  
 11K First Hydro Finance plc  
 12K First Hydro Company (1%)  
 ---  
 06L MEC Wales B.V. (99%)  
 07L Mission Hydro Limited Partnership (69%)  
 08L EME Generation Holdings Ltd  
 09L First Hydro Holdings Company (99%)  
 10L First Hydro Company (99%)

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06M  
07M  
08M  
09M  
10M  
11M  
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MEC Wales B.V. (99%)  
Mission Hydro Limited Partnership (69%)  
EME Generation Holdings Ltd  
First Hydro Holdings Company (99%)  
First Hydro Finance plc  
First Hydro Company (1%)

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06N  
07N  
08N  
09N  
10N  
11N  
---

MEC International Holdings B.V.  
MEC Wales B.V. (1%)  
Mission Hydro Limited Partnership (69%)  
EME Generation Holdings Ltd  
First Hydro Holdings Company (99%)  
First Hydro Company (99%)

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12O

MEC International Holdings B.V.  
MEC Wales B.V. (1%)  
Mission Hydro Limited Partnership (69%)  
EME Generation Holdings Ltd  
First Hydro Holdings Company (99%)  
First Hydro Finance plc  
First Hydro Company (1%)

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Edison International  
The Mission Group  
Mission Energy Holding Company  
Edison Mission Energy  
Mission Energy Wales Company  
Mission Hydro Limited Partnership (30%)  
EME Generation Holdings Ltd  
First Hydro Holdings Company (99%)

08

First Hydro Company (99%)

08  
09

First Hydro Finance plc  
First Hydro Company (1%)

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Edison International  
The Mission Group  
Mission Energy Holding Company  
Edison Mission Energy  
Mission Energy Holdings International, Inc.\*  
MEC International B.V.  
Mission Energy Company (UK) Limited  
Mission Hydro (UK) Ltd  
First Hydro Holdings Company (1%)  
First Hydro Company (99%)

09  
10

First Hydro Finance plc  
First Hydro Company (1%)

4.EME16 EDISON FIRST POWER LIMITED [FUCO]

00  
01  
02  
03

Edison International  
The Mission Group  
Mission Energy Holding Company  
Edison Mission Energy

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04 Mission Energy Holdings International, Inc.\*  
 05 MEC International B.V.  
 06 Global Generation B.V.  
 07 Edison First Power Holdings I  
 08 Maplekey Holdings Limited  
 09 Maplekey UK Finance Limited  
 10 Maplekey UK Limited  
 11 Edison First Power Limited

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### 4.EME17 IBERICA DE ENERGIAS, S.A. [FUCO]

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

00 Edison International  
 01 The Mission Group  
 02 Mission Energy Holding Company  
 03 Edison Mission Energy  
 04 Mission Energy Holdings International, Inc.\*  
 05 MEC International B.V.  
 06 Iberian Hy-Power Amsterdam B.V.  
 07 Hydro Energy B.V. (90%)  
 08 Iberica de Energias, S.A. (96.65%)  
 ---  
 07 Iberica de Energias (3.35%)

### 4.EME18 ELECTROMETALURGICA DEL EBRO, S.A. [FUCO]

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

00 Edison International  
 01 The Mission Group  
 02 Mission Energy Holding Company  
 03 Edison Mission Energy  
 04 Mission Energy Holdings International, Inc.\*  
 05 MEC International B.V.  
 06 Iberian Hy-Power Amsterdam B.V.  
 07 Hydro Energy B.V. (90%)  
 08 Iberica de Energias, S.A. (96.65%)  
 09 Electrometalurgica del Ebro, S.A. (91.32%)  
 --  
 07 Iberica de Energias, S.A. (3.35%)  
 08 Electrometalurgica del Ebro, S.A. (91.32%)

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4.EME19 LAKELAND POWER LIMITED [FUCO]

00 Edison International  
 01 The Mission Group  
 02 Mission Energy Holding Company  
 03 Edison Mission Energy  
 04 Mission Energy Holdings International, Inc.\*  
 05 MEC International B.V.  
 06 Mission Energy Company (UK) Limited  
 07 Pride Hold Limited (99%)  
 08 Lakeland Power Limited  
 ---

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

4.EME20 ISAB ENERGY, s.r.l. [FUCO]

00 Edison International  
 01 The Mission Group  
 02 Mission Energy Holding Company  
 03 Edison Mission Energy  
 04 Mission Energy Holdings International, Inc.\*  
 05 MEC International B.V.  
 06 MEC Priolo B.V. (99%)  
 07 ISAB Energy, s.r.l. (49%)  
 ---

06 MEC International Holdings B.V.  
 07 MEC Priolo B.V. (1%)  
 08 ISAB Energy, s.r.l. (49%)

4.EME21 ITALIAN VENTO POWER CORPORATION 4 S.r.l. [FUCO]

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

4.EME22 DOGA ENERJI URETIM SANAYI VE TICARET L.S. [FUCO]

00 Edison International  
 01 The Mission Group  
 02 Mission Energy Holding Company  
 03 Edison Mission Energy  
 04 Mission Energy Holdings International, Inc.\*  
 05 MEC International B.V.  
 06 MEC Esenyurt B.V. (99%)  
 07 Doya Enerji Uretim Sanayi ve Ticaret L.S. (80%)  
 ---

06 MEC International Holdings B.V.  
 07 MEC Esenyurt B.V. (1%)  
 08 Doya Enerji Uretim Sanayi ve Ticaret Anonim Sirketi (80%)

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4.EME23 CBK POWER COMPANY LTD. [FUCO]  
00 Edison International  
01 The Mission Group  
02 Mission Energy Holding Company  
03 Edison Mission Energy  
04 Mission Energy Holdings International, Inc.\*  
05 MEC International B.V.  
06 Edison Mission Millennium B.V.  
07 EME Caliraya B.V. (75%)  
08 CBK Power Company Ltd. (49%)  
---  
07 EME Kayalaan B.V.  
08 CBK Power Company Ltd. (1%)

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4.EME24 KALAYAAN POWER MANAGEMENT CORPORATION [FUCO]  
00 Edison International  
01 The Mission Group  
02 Mission Energy Holding Company  
03 Edison Mission Energy  
04 Mission Energy Holdings International, Inc.\*  
05 MEC International B.V.  
06 Edison Mission Operation and Maintenance Services B.V.  
07 Kalayaan Power Management Corporation (50%)

4.EME25 SUNRISE POWER COMPANY LLC [EWG]  
00 Edison International  
01 The Mission Group  
02 Mission Energy Holding Company  
03 Edison Mission Energy  
04 Mission Del Cielo, Inc.  
05 Mission Del Sol, LLC  
06 Sunrise Power Company, LLC (50%)

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

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Edison International and Subsidiaries [Tier 1]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Southern California Edison Company Consolidated	The Mission Gr Consolidated
-----		
ASSETS		
-----		
Cash and equivalents	\$3,414,313	\$533,
Receivables - net	1,092,401	1,397,
Accrued unbilled revenue	450,649	
Fuel inventory	13,823	110,
Materials and supplies, at average cost	146,016	57,
Accumulated deferred income taxes - net	445,227	
Regulatory assets - net	83,095	
Trading and price risk management assets		64,
Prepayments and other current assets	144,733	85,
-----		
Total current assets	5,790,317	2,248,
-----		
Nonutility property - net	158,992	6,252,
Nuclear decommissioning trusts	2,275,403	
Investments in partnerships and unconsolidated subsidiaries		2,252,
Investments in leveraged leases		2,385,
Other investments	223,918	
-----		
Total investment and other assets	2,658,313	10,891,
-----		
Utility plant, at original cost:		
Transmission and distribution	13,567,641	
Generation	1,729,431	
Accumulated provision for depreciation and decommissioning	(7,969,358)	
Construction work in progress	556,598	
Nuclear fuel, at amortized cost	128,949	
-----		
Total utility plant	8,013,260	

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Goodwill		633,
Regulatory assets - net	5,528,224	
Other deferred charges	474,556	1,782,
Total deferred charges	6,002,780	2,415,
Assets of discontinued operations		250,
Total assets	\$22,464,670	\$15,806,

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Edison International and Subsidiaries [Tier 1]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Edison Insurance Services, Inc.	Edison Drives Electric
ASSETS		
Cash and equivalents	\$12,245	
Receivables - net	9,320	
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Regulatory assets - net		
Trading and price risk management assets		
Prepayments and other current assets		
Total current assets	21,565	
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		

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Total investment and other assets

Utility plant, at original cost:

Transmission and distribution

Generation

Accumulated provision for depreciation

and decommissioning

Construction work in progress

Nuclear fuel, at amortized cost

Total utility plant

Goodwill

Regulatory assets - net

Other deferred charges

8,908

Total deferred charges

8,908

Assets of discontinued operations

Total assets

\$30,473

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Edison International and Subsidiaries [Tier 1]

Consolidating Balance Sheet

December 31, 2001

(In thousands)

	EIX Trust I	EIX Trust II
ASSETS		
Cash and equivalents		
Receivables - net	\$34,609	\$24,
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Regulatory assets - net		
Trading and price risk management assets		

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Prepayments and other current assets

Total current assets	34,609	24,
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases	515,464	335,
Other investments		
Total investment and other assets	515,464	335,
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
Total utility plant		
Goodwill		
Regulatory assets - net		
Other deferred charges		
Total deferred charges		
Assets of discontinued operations		
Total assets	\$550,073	\$359,

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Edison International and Subsidiaries [Tier 1]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

Consolidating

Edison

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	Adjustments	International Consolidated
<hr/>		
ASSETS		
<hr/>		
Cash and equivalents		\$3,991,
Receivables - net	(\$1,403,479)	1,258,
Accrued unbilled revenue		450,
Fuel inventory		123,
Materials and supplies, at average cost		203,
Accumulated deferred income taxes - net	805,481	1,250,
Regulatory assets - net		83,
Trading and price risk management assets		64,
Prepayments and other current assets		232,
<hr/>		
Total current assets	(597,998)	7,659,
<hr/>		
Nonutility property - net		6,413,
Nuclear decommissioning trusts		2,275,
Investments in partnerships and unconsolidated subsidiaries	(5,989,341)	2,252,
Investments in leveraged leases	(850,516)	2,385,
Other investments		226,
<hr/>		
Total investment and other assets	(6,839,857)	13,553,
<hr/>		
Utility plant, at original cost:		
Transmission and distribution		13,567,
Generation		1,729,
Accumulated provision for depreciation and decommissioning		(7,969,
Construction work in progress		556,
Nuclear fuel, at amortized cost		128,
<hr/>		
Total utility plant		8,013,
<hr/>		
Goodwill		633,
Regulatory assets - net		5,528,
Other deferred charges	(971,915)	1,297,
<hr/>		
Total deferred charges	(971,915)	7,459,
<hr/>		
Assets of discontinued operations	(45,755)	204,
<hr/>		
Total assets	\$8,455,525	\$36,890,
<hr/>		

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Edison International and Subsidiaries [Tier 1]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Southern California Edison Company Consolidated	The Mission Gr Consolidated
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt	\$2,126,840	\$318,
Long-term debt classified as due within one year	2,996,300	352,
Preferred stock to be redeemed within one year	105,000	
Accounts payable	3,260,814	184,
Accrued taxes	834,835	17,
Regulatory liabilities - net		
Trading and price risk management liabilities		23,
Other current liabilities	1,645,321	465,
<hr/>		
Total current liabilities	10,969,110	1,362,
<hr/>		
Long-term debt	2,888,477	7,299,
<hr/>		
Accumulated deferred income taxes - net	3,365,226	2,997,
Accumulated deferred investment tax credits	153,460	18,
Customer advances and other deferred credits	738,873	935,
Power-purchase contracts	355,879	
Accumulated provision for pension and benefits	419,901	57,
Other long-term liabilities	147,503	
<hr/>		
Total deferred credits and other liabilities	5,180,842	4,009,
<hr/>		
Liabilities of discontinued operations		71,
<hr/>		
Minority Interest	381	344,
<hr/>		
Preferred stock of utility:		
Not subject to mandatory redemption	128,755	
Subject to mandatory redemption	150,700	
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		150,
Other preferred securities		103,

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Total preferred securities of subsidiaries	279,455	253,
Common stock	2,168,054	147,
Additional paid-in capital	336,505	3,300,
Accumulated other comprehensive income (loss)	(22,194)	(306,
Retained earnings	664,040	(675,
Total common shareholders' equity	3,146,405	2,466,
Total liabilities and shareholders' equity	\$22,464,670	\$15,806,

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Edison International and Subsidiaries [Tier 1]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Edison Insurance Services, Inc.	Edison Drives Electric
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	\$1,410	
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities	8,694	
Total current liabilities	10,104	
-----		
Long-term debt		
-----		
Accumulated deferred income taxes - net	(369)	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		

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Other long-term liabilities

-----  
 Total deferred credits and other liabilities (369)  
 -----

Liabilities of discontinued operations

-----  
 Minority Interest

-----  
 Preferred stock of utility:

    Not subject to mandatory redemption  
     Subject to mandatory redemption  
 Company-obligated mandatorily redeemable  
     securities of subsidiaries holding  
     solely parent company debentures  
 Other preferred securities

-----  
 Total preferred securities of subsidiaries

-----  
 Common stock  
 Additional paid-in capital 1,729  
 Accumulated other comprehensive income (loss)  
 Retained earnings 19,008  
 -----

Total common shareholders' equity 20,738  
 -----

Total liabilities and shareholders' equity \$30,473  
 =====

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Edison International and Subsidiaries [Tier 1]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

-----  
 EIX Trust I

-----  
 EIX Trust II

-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY  
 -----

Short-term debt

Long-term debt classified as due within one year

Preferred stock to be redeemed within one year



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Accounts payable	\$16,576	\$10,
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities	33,594	23,
-----	-----	-----
Total current liabilities	50,170	34,
-----	-----	-----
Long-term debt		
-----	-----	-----
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
-----	-----	-----
Total deferred credits and other liabilities		
-----	-----	-----
Liabilities of discontinued operations		
-----	-----	-----
Minority Interest		
-----	-----	-----
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures	484,769	315,
Other preferred securities		
-----	-----	-----
Total preferred securities of subsidiaries	484,769	315,
-----	-----	-----
Common stock	15,464	10,
Additional paid-in capital		
Accumulated other comprehensive income (loss)		
Retained earnings	(330)	
-----	-----	-----
Total common shareholders' equity	15,134	10,
-----	-----	-----
Total liabilities and shareholders' equity	\$550,073	\$359,
=====	=====	=====

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Edison International and Subsidiaries [Tier 1]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Consolidating Adjustments	Edison International Consolidated
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		\$2,445,
Long-term debt classified as due within one year		3,348,
Preferred stock to be redeemed within one year		105,
Accounts payable	(\$1,127,617)	3,413,
Accrued taxes	805,481	342,
Regulatory liabilities - net		
Trading and price risk management liabilities		23,
Other current liabilities	(320,405)	2,186,
<hr/>		
Total current liabilities	(642,541)	11,865,
<hr/>		
Long-term debt	(1,823,643)	10,781,
<hr/>		
Accumulated deferred income taxes - net		6,366,
Accumulated deferred investment tax credits		172,
Customer advances and other deferred credits		1,674,
Power-purchase contracts		355,
Accumulated provision for pension and benefits		504,
Other long-term liabilities		147,
<hr/>		
Total deferred credits and other liabilities		9,222,
<hr/>		
Liabilities of discontinued operations		71,
<hr/>		
Minority Interest		344,
<hr/>		
Preferred stock of utility:		
Not subject to mandatory redemption		128,
Subject to mandatory redemption		150,
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		949,
Other preferred securities		103,
<hr/>		
Total preferred securities of subsidiaries		1,333,
<hr/>		

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Common stock	(2,341,437)	1,966,
Additional paid-in capital	(3,641,075)	
Accumulated other comprehensive income (loss)		(328,
Retained earnings	(6,829)	1,634,
-----		
Total common shareholders' equity	(5,989,341)	3,272,
-----		
Total liabilities and shareholders' equity	(\$8,455,525)	\$36,890,
=====		

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Edison International and Subsidiaries [Tier 1]  
 Consolidating Statements of Income (Loss) and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Southern California Edison Company Consolidated	The Mission Consolidated
-----		
Electric utility	\$8,125,815	
Nonutility power generation		\$2,96
Financial services and other		34
-----		
Total operating revenue	8,125,815	3,31
-----		
Fuel	211,534	91
Purchased power	3,770,379	
Provisions for regulatory adjustment clauses - net	(3,027,844)	
Other operation and maintenance	1,771,055	1,24
Depreciation, decommissioning and amortization	680,200	29
Property and other taxes	111,740	
Net gain on sale of utility plant	(8,625)	
-----		
Total operating expenses	3,508,439	2,45
-----		
Operating income (loss)	4,617,376	86
Interest and dividend income	215,067	6
Other nonoperating income	56,897	5
Interest expense - net of amounts capitalized	(784,858)	(69
Other nonoperating deductions	(38,492)	(6
Dividends on preferred securities		(2
Dividends on utility preferred stock	(22,449)	
-----		

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Income (loss) from continuing operations before taxes	4,043,541	20
Income taxes (benefit)	1,658,033	5
-----		
Income (loss) from continuing operations	2,385,508	14
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		(2,22)
Income taxes (benefit) on discontinued operations		(85)
-----		
Net income (loss)	2,385,508	(1,21)
-----		
Retained earnings - beginning of year	(1,721,599)	70
Dividends declared on common stock		(16)
Dividends declared on preferred stock		
-----		
Retained earnings - end of year	\$664,040	(\$67)
=====		

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Edison International and Subsidiaries [Tier 1]  
 Consolidating Statements of Income (Loss) and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Catalina	Edison Insur Services, In
-----		
-----		
Electric utility		
Nonutility power generation		
Financial services and other		\$1
-----		
Total operating revenue		1
-----		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Depreciation, decommissioning and amortization		
Property and other taxes		
Net gain on sale of utility plant		
-----		
Total operating expenses		
-----		
Operating income (loss)		1
Interest and dividend income		

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Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
-----		
Income (loss) from continuing operations before taxes		1
Income taxes (benefit)		
-----		
Income (loss) from continuing operations		
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----		
Net income (loss)		
-----		
Retained earnings - beginning of year		1
Dividends declared on common stock		
Dividends declared on preferred stock		
-----		
Retained earnings - end of year		\$1
=====		

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Edison International and Subsidiaries [Tier 1]  
 Consolidating Statements of Income (Loss) and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	EIX Trust I	EIX Trust II
-----		
Electric utility		
Nonutility power generation		
Financial services and other		
-----		
Total operating revenue		
-----		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Depreciation, decommissioning and amortization		
Property and other taxes		
Net gain on sale of utility plant		
-----		

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Total operating expenses

Operating income (loss)		
Interest and dividend income	\$41,374	\$2
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities	(40,709)	(2)
Dividends on utility preferred stock		
<hr/>		
Income (loss) from continuing operations before taxes	665	
Income taxes (benefit)		
<hr/>		
Income (loss) from continuing operations	665	
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
<hr/>		
Net income (loss)	665	
<hr/>		
Retained earnings - beginning of year	(691)	
Dividends declared on common stock		
Dividends declared on preferred stock		
<hr/>		
Retained earnings - end of year	(\$330)	

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Edison International and Subsidiaries [Tier 1]  
 Consolidating Statements of Income (Loss) and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Edison International	Consolidatin Adjustments
<hr/>		
Electric utility		(\$
Nonutility power generation		
Financial services and other	\$96,301	(10
<hr/>		
Total operating revenue	96,301	(11

Fuel

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Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	127,737	(11
Depreciation, decommissioning and amortization	240	
Property and other taxes		
Net gain on sale of utility plant		
-----		
Total operating expenses	127,977	(11
-----		
Operating income (loss)	(31,676)	(
Interest and dividend income	9,446	(8
Other nonoperating income		
Interest expense - net of amounts capitalized	(188,146)	8
Other nonoperating deductions	(3,333)	
Dividends on preferred securities		
Dividends on utility preferred stock		
-----		
Income (loss) from continuing operations before taxes	(213,709)	
Income taxes (benefit)	(72,021)	
-----		
Income (loss) from continuing operations	(141,688)	
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----		
Net income (loss)	(141,688)	
-----		
Retained earnings - beginning of year	599,143	\$1,00
Dividends declared on common stock		
Dividends declared on preferred stock		
-----		
	\$1,634,213	
Retained earnings - end of year		
=====		

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Southern California Edison Company and Subsidiaries [Tier 2]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

California Electric Power Company (Inactive)	Conservation Financing Corporation
---	--

ASSETS

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Cash and equivalents		
Receivables - net		
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Regulatory assets - net		
Trading and price risk management assets		
Prepayments and other current assets		
-----		
Total current assets		
-----		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets		
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Goodwill		
Regulatory assets - net		
Other deferred charges		\$151,
-----		
Total deferred charges		151,
-----		
Assets of discontinued operations		
-----		
Total assets		\$151,
=====		



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Southern California Edison Company and Subsidiaries [Tier 2]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Edison Material Supply LLC	Mono Power Com (Inactive)
<hr/>		
ASSETS		
<hr/>		
Cash and equivalents		\$
Receivables - net	\$28,549	
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost	67,685	
Accumulated deferred income taxes - net		
Regulatory assets - net		
Trading and price risk management assets		
Prepayments and other current assets	10	
<hr/>		
Total current assets	96,244	
<hr/>		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
<hr/>		
Total investment and other assets		
<hr/>		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
<hr/>		
Total utility plant		
<hr/>		
Goodwill		
Regulatory assets - net		
Other deferred charges		
<hr/>		
Total deferred charges		
<hr/>		
Assets of discontinued operations		

Total assets	\$96,244	\$
--------------	----------	----

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Southern California Edison Company and Subsidiaries [Tier 2]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	SCE Funding LLC	SCE Trust I
<hr/>		
ASSETS		
<hr/>		
Cash and equivalents	\$1,443	
Receivables - net	20	
Accrued unbilled revenue		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Regulatory assets - net		
Trading and price risk management assets		
Prepayments and other current assets	34,812	
<hr/>		
Total current assets	36,275	
<hr/>		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
<hr/>		
Total investment and other assets		
<hr/>		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
<hr/>		

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Total utility plant

Goodwill

Regulatory assets - net

Other deferred charges

1,528,238

Total deferred charges

1,528,238

Assets of discontinued operations

Total assets

\$1,564,513

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Southern California Edison Company and Subsidiaries [Tier 2]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

SCE UK Services  
 Limited

Southern State  
 Realty

ASSETS

Cash and equivalents

Receivables - net

\$38

Accrued unbilled revenue

Fuel inventory

Materials and supplies, at average cost

Accumulated deferred income taxes - net

Regulatory assets - net

Trading and price risk management assets

Prepayments and other current assets

Total current assets

38

Nonutility property - net

Nuclear decommissioning trusts

Investments in partnerships

and unconsolidated subsidiaries

Investments in leveraged leases

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Other investments

Total investment and other assets

Utility plant, at original cost:

Transmission and distribution

Generation

Accumulated provision for depreciation  
and decommissioning

Construction work in progress

Nuclear fuel, at amortized cost

Total utility plant

Goodwill

Regulatory assets - net

Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets

\$38

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Southern California Edison Company and Subsidiaries [Tier 2]

Consolidating Balance Sheet

December 31, 2001

(In thousands)

	Consolidating Adjustments	Southern California Edison Company Consolidated
ASSETS		
Cash and equivalents		\$3,414,
Receivables - net	(\$103,775)	1,092,
Accrued unbilled revenue		450,

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Fuel inventory		13,
Materials and supplies, at average cost	(14,319)	146,
Accumulated deferred income taxes - net		445,
Regulatory assets - net	(17,659)	83,
Trading and price risk management assets		
Prepayments and other current assets		144,
-----		
Total current assets	(135,753)	5,790,
-----		
Nonutility property - net		158,
Nuclear decommissioning trusts		2,275,
Investments in partnerships and unconsolidated subsidiaries	(195,904)	
Investments in leveraged leases		
Other investments		223,
-----		
Total investment and other assets	(195,904)	2,658,
-----		
Utility plant, at original cost:		
Transmission and distribution		13,567,
Generation		1,729,
Accumulated provision for depreciation and decommissioning		(7,969,
Construction work in progress		556,
Nuclear fuel, at amortized cost		128,
-----		
Total utility plant		8,013,
-----		
Goodwill		
Regulatory assets - net		5,528,
Other deferred charges	(1,581,996)	474,
-----		
Total deferred charges	(\$1,581,996)	6,002,
-----		
-----		
Assets of discontinued operations		
-----		
Total assets		\$22,464,
=====		

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Southern California Edison Company and Subsidiaries [Tier 2]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

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	California Electric Power Company (Inactive)	Conservation Financing Corporation
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		\$2,
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		
<hr/>		
Total current liabilities		2,
<hr/>		
Long-term debt		
<hr/>		
Accumulated deferred income taxes - net		(48,
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		112,
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
<hr/>		
Total deferred credits and other liabilities		63,
<hr/>		
Liabilities of discontinued operations		
<hr/>		
Minority Interest		
<hr/>		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable		
securities of subsidiaries holding		
solely parent company debentures		
Other preferred securities		
<hr/>		
Total preferred securities of subsidiaries		
<hr/>		
Common stock		
Additional paid-in capital		62,
Accumulated other comprehensive income (loss)		
Retained earnings		21,
<hr/>		

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Total common shareholders' equity	84,
-----	
Total liabilities and shareholders' equity	\$151,
=====	

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Southern California Edison Company and Subsidiaries [Tier 2]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Edison Material Supply LLC	Mono Power Com (Inactive)
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	\$19,026	\$
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities	27,093	
-----		
Total current liabilities	46,119	
-----		
Long-term debt		
-----		
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
-----		
Total deferred credits and other liabilities		
-----		
Liabilities of discontinued operations		
-----		
Minority Interest		

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-----  
 Preferred stock of utility:

    Not subject to mandatory redemption  
     Subject to mandatory redemption  
 Company-obligated mandatorily redeemable  
     securities of subsidiaries holding  
     solely parent company debentures  
 Other preferred securities

-----  
 Total preferred securities of subsidiaries  
 -----

Common stock	5	
Additional paid-in capital	49,995	2,
Accumulated other comprehensive income (loss)		
Retained earnings	125	(2,

-----  
 Total common shareholders' equity 50,125  
 -----

Total liabilities and shareholders' equity	\$96,244	\$
--	----------	----

=====

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Southern California Edison Company and Subsidiaries [Tier 2]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	SCE Funding LLC	SCE Trust I
----- LIABILITIES AND SHAREHOLDERS' EQUITY -----		
Short-term debt		
Long-term debt classified as due within one year	\$246,300	
Preferred stock to be redeemed within one year		
Accounts payable	31,202	
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities	1,304	
-----		
Total current liabilities	278,806	
-----		



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Long-term debt	1,231,090
-----	
Accumulated deferred income taxes - net	
Accumulated deferred investment tax credits	
Customer advances and other deferred credits	
Power-purchase contracts	
Accumulated provision for pension and benefits	
Other long-term liabilities	
-----	
Total deferred credits and other liabilities	
-----	
Liabilities of discontinued operations	
-----	
Minority Interest	
-----	
Preferred stock of utility:	
Not subject to mandatory redemption	
Subject to mandatory redemption	
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures	
Other preferred securities	
-----	
Total preferred securities of subsidiaries	
-----	
Common stock	
Additional paid-in capital	65,292
Accumulated other comprehensive income (loss)	
Retained earnings	(10,675)
-----	
Total common shareholders' equity	54,617
-----	
Total liabilities and shareholders' equity	\$1,564,513
=====	

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Southern California Edison Company and Subsidiaries [Tier 2]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

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Limited

Realty

-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY  
 -----

Short-term debt

Long-term debt classified as due within one year

Preferred stock to be redeemed within one year

Accounts payable

Accrued taxes

Regulatory liabilities - net

Trading and price risk management liabilities

Other current liabilities

\$14

-----  
 Total current liabilities

14

-----  
 Long-term debt

-----  
 Accumulated deferred income taxes - net

Accumulated deferred investment tax credits

Customer advances and other deferred credits

Power-purchase contracts

Accumulated provision for pension and benefits

Other long-term liabilities

-----  
 Total deferred credits and other liabilities

-----  
 Liabilities of discontinued operations

-----  
 Minority Interest

-----  
 Preferred stock of utility:

Not subject to mandatory redemption

Subject to mandatory redemption

Company-obligated mandatorily redeemable

securities of subsidiaries holding

solely parent company debentures

Other preferred securities

-----  
 Total preferred securities of subsidiaries

-----  
 Common stock

Additional paid-in capital

Accumulated other comprehensive income (loss)

(1)

Retained earnings

25

-----  
 Total common shareholders' equity

24

-----  
 Total liabilities and shareholders' equity

\$38

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Southern California Edison Company and Subsidiaries [Tier 2]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Consolidating Adjustments	Southern California Edison Company Consolidated
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		\$2,126,
Long-term debt classified as due within one year		2,996,
Preferred stock to be redeemed within one year		105,
Accounts payable	(\$98,680)	3,260,
Accrued taxes		834,
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities	(30,973)	1,645,
<hr/>		
Total current liabilities	(129,653)	10,969,
<hr/>		
Long-term debt	(1,528,612)	2,888,
<hr/>		
Accumulated deferred income taxes - net		3,365,
Accumulated deferred investment tax credits		153,
Customer advances and other deferred credits	(53,384)	738,
Power-purchase contracts		355,
Accumulated provision for pension and benefits		419,
Other long-term liabilities	(6,100)	147,
<hr/>		
Total deferred credits and other liabilities	(59,484)	5,180,
<hr/>		
Liabilities of discontinued operations		
<hr/>		
Minority Interest		
<hr/>		
Preferred stock of utility:		

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Not subject to mandatory redemption		128,
Subject to mandatory redemption		150,
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries		279,
-----		
Common stock	(45)	2,168,
Additional paid-in capital	(181,219)	336,
Accumulated other comprehensive income (loss)		(22,
Retained earnings	(14,640)	664,
-----		
Total common shareholders' equity	(195,904)	3,146,
-----		
Total liabilities and shareholders' equity	(\$1,913,653)	\$22,464,
=====		

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Southern California Edison Company and Subsidiaries [Tier 2]  
 Consolidating Statements of Income (Loss) and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	California	Conservation
	Electric Power	Financing
	Company (Inactive)	Corporation
-----		
-----		
Electric utility		
Nonutility power generation		
Financial services and other		
-----		
Total operating revenue		
-----		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Depreciation, decommissioning and amortization		
Property and other taxes		
Net gain on sale of utility plant		
-----		

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Total operating expenses

-----  
 Operating income (loss)

Interest and dividend income

Other nonoperating income

Interest expense - net of amounts capitalized

Other nonoperating deductions

Dividends on preferred securities

Dividends on utility preferred stock

-----  
 Income (loss) from continuing operations before taxes

Income taxes (benefit)

-----  
 Income (loss) from continuing operations

Loss from discontinued operations

(including loss on disposal of \$1,309, net of tax)

Income taxes (benefit) on discontinued operations

-----  
 Net income (loss)

-----  
 Retained earnings - beginning of year

Dividends declared on common stock

Dividends declared on preferred stock

-----  
 Retained earnings - end of year

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Southern California Edison Company and Subsidiaries [Tier 2]  
 Consolidating Statements of Income (Loss) and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Edison Material Supply LLC	Mono Power C (Inactive)
Electric utility	\$316,671	
Nonutility power generation		
Financial services and other		
----- Total operating revenue	316,671	
Fuel		
Purchased power		

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Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	317,371	
Depreciation, decommissioning and amortization		
Property and other taxes		
Net gain on sale of utility plant		
-----		
Total operating expenses	317,371	
-----		
Operating income (loss)	(700)	
Interest and dividend income	1,291	
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
-----		
Income (loss) from continuing operations before taxes	591	
Income taxes (benefit)	1	
-----		
Income (loss) from continuing operations	590	
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----		
Net income (loss)	590	
-----		
Retained earnings - beginning of year	(465)	(
Dividends declared on common stock		
Dividends declared on preferred stock		
-----		
Retained earnings - end of year	\$125	(\$
=====		

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Southern California Edison Company and Subsidiaries [Tier 2]  
 Consolidating Statements of Income (Loss) and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	SCE Funding LLC	SCE Trust I
-----		
Electric utility	\$105,372	
Nonutility power generation		
Financial services and other		
-----		

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Total operating revenue	105,372
-----	
Fuel	
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	4,197
Depreciation, decommissioning and amortization	
Property and other taxes	
Net gain on sale of utility plant	
-----	
Total operating expenses	4,197
-----	
Operating income (loss)	101,175
Interest and dividend income	3,442
Other nonoperating income	
Interest expense - net of amounts capitalized	(105,604)
Other nonoperating deductions	
Dividends on preferred securities	
Dividends on utility preferred stock	
-----	
Income (loss) from continuing operations before taxes	(987)
Income taxes (benefit)	
-----	
Income (loss) from continuing operations	(987)
Loss from discontinued operations	
(including loss on disposal of \$1,309, net of tax)	
Income taxes (benefit) on discontinued operations	
-----	
Net income (loss)	(987)
-----	
Retained earnings - beginning of year	(9,688)
Dividends declared on common stock	
Dividends declared on preferred stock	
-----	
Retained earnings - end of year	(\$10,675)
=====	

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Southern California Edison Company and Subsidiaries [Tier 2]  
 Consolidating Statements of Income (Loss) and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

SCE UK Services  
 Limited

Southern Sta  
 Realty

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Electric utility	
Nonutility power generation	\$130
Financial services and other	
-----	
Total operating revenue	130
-----	
Fuel	
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	123
Depreciation, decommissioning and amortization	
Property and other taxes	
Net gain on sale of utility plant	
-----	
Total operating expenses	123
-----	
Operating income (loss)	7
Interest and dividend income	
Other nonoperating income	
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Dividends on preferred securities	
Dividends on utility preferred stock	
-----	
Income (loss) from continuing operations before taxes	7
Income taxes (benefit)	
-----	
Income (loss) from continuing operations	7
Loss from discontinued operations	
(including loss on disposal of \$1,309, net of tax)	
Income taxes (benefit) on discontinued operations	
-----	
Net income (loss)	7
-----	
Retained earnings - beginning of year	18
Dividends declared on common stock	
Dividends declared on preferred stock	
-----	
Retained earnings - end of year	\$25
=====	

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Southern California Edison Company and Subsidiaries [Tier 2]  
 Consolidating Statements of Income (Loss) and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)



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	Edison Pipeline and Terminal Company	Edison Carri Solutions
Electric utility	\$33,965	\$2
Nonutility power generation		
Financial services and other		
Total operating revenue	33,965	2
Fuel	1,032	
Purchased power		
Provisions for regulatory adjustment clauses - net	3,699	
Other operation and maintenance	9,261	1
Depreciation, decommissioning and amortization	3,025	
Property and other taxes	140	
Net gain on sale of utility plant		
Total operating expenses	17,157	1
Operating income (loss)	16,808	
Interest and dividend income	213	
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
Income (loss) from continuing operations before taxes	17,021	
Income taxes (benefit)	4,771	
Income (loss) from continuing operations	12,250	
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
Net income (loss)	\$12,250	\$
Retained earnings - beginning of year		
Dividends declared on common stock		
Dividends declared on preferred stock		
Retained earnings - end of year		

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Southern California Edison Company and Subsidiaries [Tier 2]  
 Consolidating Statements of Income (Loss) and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Consolidating Adjustments	Southern California E Company Consolidated
-----	-----	-----
-----	-----	-----
Electric utility	(\$420,328)	\$8,12
Nonutility power generation		
Financial services and other		
-----	-----	-----
Total operating revenue	(420,328)	8,12
-----	-----	-----
Fuel		21
Purchased power		3,77
Provisions for regulatory adjustment clauses - net		(3,02)
Other operation and maintenance	(319,144)	1,77
Depreciation, decommissioning and amortization		68
Property and other taxes		11
Net gain on sale of utility plant		(
-----	-----	-----
Total operating expenses	(319,144)	3,50
-----	-----	-----
Operating income (loss)	(101,184)	4,61
Interest and dividend income	(1,313)	21
Other nonoperating income		5
Interest expense - net of amounts capitalized	106,678	(78
Other nonoperating deductions		(3
Dividends on preferred securities		
Dividends on utility preferred stock		(2
-----	-----	-----
Income (loss) from continuing operations before taxes	4,181	4,04
Income taxes (benefit)		1,65
-----	-----	-----
Income (loss) from continuing operations		2,38
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----	-----	-----
Net income (loss)	4,181	2,38
-----	-----	-----
Retained earnings - beginning of year	(8,780)	(1,72
Dividends declared on common stock		
Dividends declared on preferred stock		
-----	-----	-----
Retained earnings - end of year	\$15,176	\$66
=====	=====	=====

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Southern California Edison Company and Subsidiaries  
Equity Investments  
December 31, 2001  
(In thousands)

Name of Entity: Bear Creek Uranium  
Company (inactive)

---

Equity Interest:

Assets

Revenues

Net Income (Loss)

Nature/Purpose of Business: To develop and operate an  
integrated uranium mining  
complex in Wyoming.

Ownership Interest(s): 50% by Mono Power Company

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Edison Ventures and Subsidiaries [Tier 2]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

Edison Ventures

Edison TransEn

---

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ASSETS

Cash and equivalents	
Receivables - net	\$7
Fuel inventory	
Materials and supplies, at average cost	
Accumulated deferred income taxes - net	3
Trading and price risk management assets	
Prepayments and other current assets	
-----	
Total current assets	10
-----	
Nonutility property - net	
Nuclear decommissioning trusts	
Investments in partnerships and unconsolidated subsidiaries	
Investments in leveraged leases	
Other investments	2,406
-----	
Total investment and other assets	2,406
-----	
Utility plant, at original cost:	
Transmission and distribution	
Generation	
Accumulated provision for depreciation and decommissioning	
Construction work in progress	
Nuclear fuel, at amortized cost	
-----	
Total utility plant	
-----	
Goodwill	
Regulatory assets - net	
Other deferred charges	
-----	
Total deferred charges	
-----	
Assets of discontinued operations	
-----	
Total assets	\$2,416
=====	

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Edison Ventures and Subsidiaries [Tier 2]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Edison Ventures Consolidated
-----	
ASSETS	
-----	
Cash and equivalents	
Receivables - net	\$7
Fuel inventory	
Materials and supplies, at average cost	
Accumulated deferred income taxes - net	3
Trading and price risk management assets	
Prepayments and other current assets	
-----	
Total current assets	10
-----	
Nonutility property - net	
Nuclear decommissioning trusts	
Investments in partnerships and unconsolidated subsidiaries	
Investments in leveraged leases	
Other investments	2,406
-----	
Total investment and other assets	2,406
-----	
Utility plant, at original cost:	
Transmission and distribution	
Generation	
Accumulated provision for depreciation and decommissioning	
Construction work in progress	
Nuclear fuel, at amortized cost	
-----	
Total utility plant	
-----	
Goodwill	
Regulatory assets - net	
Other deferred charges	
-----	
Total deferred charges	
-----	
Assets of discontinued operations	
-----	

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Total assets \$2,416

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Edison Ventures and Subsidiaries [Tier 2]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Edison Ventures	Edison TransEn
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	\$25	
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		
<hr/>		
Total current liabilities	25	
<hr/>		
Long-term debt		
<hr/>		
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
<hr/>		
Total deferred credits and other liabilities		
<hr/>		
Liabilities of discontinued operations		
<hr/>		
Minority Interest		
<hr/>		
Preferred stock of utility:		

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Not subject to mandatory redemption  
 Subject to mandatory redemption  
 Company-obligated mandatorily redeemable  
 securities of subsidiaries holding  
 solely parent company debentures  
 Other preferred securities

-----  
 Total preferred securities of subsidiaries  
 -----

Common stock	
Additional paid-in capital	2,406
Accumulated other comprehensive income (loss)	
Retained earnings	(15)

-----  
 Total common shareholders' equity 2,391  
 -----

Total liabilities and shareholders' equity \$2,416  
 =====

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Edison Ventures and Subsidiaries [Tier 2]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Edison Ventures  
 Consolidated

-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY  
 -----

Short-term debt	
Long-term debt classified as due within one year	
Preferred stock to be redeemed within one year	
Accounts payable	\$25
Accrued taxes	
Regulatory liabilities - net	
Trading and price risk management liabilities	
Other current liabilities	

-----  
 Total current liabilities 25  
 -----

Long-term debt  
 -----

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Accumulated deferred income taxes - net  
 Accumulated deferred investment tax credits  
 Customer advances and other deferred credits  
 Power-purchase contracts  
 Accumulated provision for pension and benefits  
 Other long-term liabilities

-----  
 Total deferred credits and other liabilities  
 -----

Liabilities of discontinued operations  
 -----

Minority Interest  
 -----

Preferred stock of utility:  
     Not subject to mandatory redemption  
     Subject to mandatory redemption  
 Company-obligated mandatorily redeemable  
     securities of subsidiaries holding  
     solely parent company debentures  
 Other preferred securities

-----  
 Total preferred securities of subsidiaries  
 -----

Common stock	
Additional paid-in capital	2,406
Accumulated other comprehensive income (loss)	
Retained earnings	(15)

-----  
 Total common shareholders' equity 2,391  
 -----

Total liabilities and shareholders' equity \$2,416  
 =====

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Edison Ventures and Subsidiaries [Tier 2]  
 Consolidating Statements of Income (Loss) and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

Edison Ventures

Edison Trans



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Electric utility	
Nonutility power generation	
Financial services and other	
-----	
Total operating revenue	
-----	
Fuel	
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	\$4
Depreciation, decommissioning and amortization	
Property and other taxes	
Net gain on sale of utility plant	
-----	
Total operating expenses	4
-----	
Operating income (loss)	(4)
Interest and dividend income	
Other nonoperating income	
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Dividends on preferred securities	
Dividends on utility preferred stock	
-----	
Income (loss) from continuing operations before taxes	(4)
Income taxes (benefit)	(1)
-----	
Income (loss) from continuing operations	(3)
Loss from discontinued operations	
(including loss on disposal of \$1,309, net of tax)	
Income taxes (benefit) on discontinued operations	
-----	
Net income (loss)	(3)
-----	
Retained earnings - beginning of year	(12)
Dividends declared on common stock	
Dividends declared on preferred stock	
-----	
Retained earnings - end of year	(\$15)
=====	

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Edison Ventures and Subsidiaries [Tier 2]  
 Consolidating Statements of Income (Loss) and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

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	Edison Ventures Consolidated
-----	-----
-----	-----
Electric utility	
Nonutility power generation	
Financial services and other	
-----	-----
Total operating revenue	
-----	-----
Fuel	
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	\$4
Depreciation, decommissioning and amortization	
Property and other taxes	
Net gain on sale of utility plant	
-----	-----
Total operating expenses	4
-----	-----
Operating income (loss)	(4)
Interest and dividend income	
Other nonoperating income	
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Dividends on preferred securities	
Dividends on utility preferred stock	
-----	-----
Income (loss) from continuing operations before taxes	(4)
Income taxes (benefit)	(1)
-----	-----
Income (loss) from continuing operations	(3)
Loss from discontinued operations	
(including loss on disposal of \$1,309, net of tax)	
Income taxes (benefit) on discontinued operations	
-----	-----
Net income (loss)	(3)
-----	-----
Retained earnings - beginning of year	(12)
Dividends declared on common stock	
Dividends declared on preferred stock	
-----	-----
Retained earnings - end of year	(\$15)
=====	=====

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The Mission Group and Subsidiaries [Tier 2]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	The Mission Group	Edison Capital Consolidated
-----		
ASSETS		
-----		
Cash and equivalents	\$426	\$147,
Receivables - net	10,237	753,
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets	48	2,
-----		
Total current assets	10,711	903,
-----		
Nonutility property - net		4,
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	10,000	407,
Investments in leveraged leases		2,385,
Other investments	3,152,488	
-----		
Total investment and other assets	3,162,488	2,797,
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Goodwill		
Regulatory assets - net		
Other deferred charges	820,716	34,
-----		
Total deferred charges	820,716	34,
-----		
Assets of discontinued operations		

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-----  
 Total assets \$3,993,915 \$3,736,  
 =====

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The Mission Group and Subsidiaries [Tier 2]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Edison Environmental Services	Edison OandM Services
-----		
ASSETS		
-----		
Cash and equivalents		\$2,
Receivables - net		46,
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		1,
-----		
Total current assets		50,
-----		
Nonutility property - net		6,
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets		6,
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		

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Total utility plant		
Goodwill		
Regulatory assets - net		
Other deferred charges		1,
Total deferred charges		1,
Assets of discontinued operations		
Total assets		\$59,

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The Mission Group and Subsidiaries [Tier 2]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Mission Energy Holding Company Consolidated	Mission Land Company Consolidated
ASSETS		
Cash and equivalents	\$373,081	\$3,
Receivables - net	578,786	15,
Fuel inventory	110,124	
Materials and supplies, at average cost	57,282	
Accumulated deferred income taxes - net		
Trading and price risk management assets	64,729	
Prepayments and other current assets	80,542	
Total current assets	1,264,544	18,
Nonutility property - net	6,237,563	3,
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	1,829,940	
Investments in leveraged leases		
Other investments		

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Total investment and other assets	8,067,503	3,
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
Total utility plant		
Goodwill	631,735	
Regulatory assets - net		
Other deferred charges	935,276	3,
Total deferred charges	1,567,011	3,
Assets of discontinued operations	153,610	
Total assets	\$11,052,668	\$26,

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The Mission Group and Subsidiaries [Tier 2]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Consolidating Adjustments	The Mission Group Consolidated
ASSETS		
Cash and equivalents		\$533,
Receivables - net	(\$10,393)	1,397,
Fuel inventory		110,
Materials and supplies, at average cost		57,
Accumulated deferred income taxes - net		
Trading and price risk management assets		64,

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Prepayments and other current assets		85,
-----		
Total current assets	(10,393)	2,248,
-----		
Nonutility property - net		6,252,
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		2,252,
Investments in leveraged leases		2,385,
Other investments	(3,152,488)	
-----		
Total investment and other assets	(3,152,488)	10,891,
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Goodwill		633,
Regulatory assets - net		
Other deferred charges	(15,080)	1,782,
-----		
Total deferred charges	(15,080)	2,415,
-----		
Assets of discontinued operations		250,
-----		
Total assets	(\$3,177,961)	\$15,806,
=====		

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The Mission Group and Subsidiaries [Tier 2]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

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Consolidated

-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY  
 -----

Short-term debt		\$150,
Long-term debt classified as due within one year		162,
Preferred stock to be redeemed within one year		
Accounts payable	\$54	11,
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities	206	57,
-----	-----	-----
Total current liabilities	260	381,
-----	-----	-----
Long-term debt		434,
-----	-----	-----
Accumulated deferred income taxes - net	1,317	2,084,
Accumulated deferred investment tax credits		
Customer advances and other deferred credits	924	68,
Power-purchase contracts		
Accumulated provision for pension and benefits		14,
Other long-term liabilities		
-----	-----	-----
Total deferred credits and other liabilities	2,241	2,166,
-----	-----	-----
Liabilities of discontinued operations		
-----	-----	-----
Minority Interest		
-----	-----	-----
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
-----	-----	-----
Total preferred securities of subsidiaries		
-----	-----	-----
Common stock	147,866	
Additional paid-in capital	3,300,435	81,
Accumulated other comprehensive income (loss)		(3,
Retained earnings	543,113	675,
-----	-----	-----
Total common shareholders' equity	3,991,414	752,
-----	-----	-----
Total liabilities and shareholders' equity	\$3,993,915	\$3,736,
=====	=====	=====



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The Mission Group and Subsidiaries [Tier 2]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Edison Environmental Services	Edison OandM Services
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		\$3,
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		5,
-----		
Total current liabilities		9,
-----		
Long-term debt		
-----		
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
-----		
Total deferred credits and other liabilities		
-----		
Liabilities of discontinued operations		
-----		
Minority Interest		
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable		

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securities of subsidiaries holding  
solely parent company debentures  
Other preferred securities

-----  
Total preferred securities of subsidiaries  
-----

Common stock  
Additional paid-in capital 49,  
Accumulated other comprehensive income (loss)  
Retained earnings

-----  
Total common shareholders' equity 50,  
-----

Total liabilities and shareholders' equity \$59,  
=====

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The Mission Group and Subsidiaries [Tier 2]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

	Mission Energy Holding Company Consolidated	Mission Land Company Consolidated
----- LIABILITIES AND SHAREHOLDERS' EQUITY -----		
Short-term debt	\$168,241	
Long-term debt classified as due within one year	190,295	
Preferred stock to be redeemed within one year		
Accounts payable	176,121	\$1,
Accrued taxes	17,603	(
Regulatory liabilities - net		
Trading and price risk management liabilities	23,681	
Other current liabilities	400,485	
-----	-----	-----
Total current liabilities	976,426	2,
-----	-----	-----
Long-term debt	6,864,841	
-----	-----	-----

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Accumulated deferred income taxes - net	917,730	
Accumulated deferred investment tax credits	18,866	
Customer advances and other deferred credits	864,733	1,
Power-purchase contracts		
Accumulated provision for pension and benefits	39,331	3,
Other long-term liabilities		
-----		
Total deferred credits and other liabilities	1,840,660	4,
-----		
Liabilities of discontinued operations	55,845	
-----		
Minority Interest	344,092	
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption	103,950	
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures	150,000	
Other preferred securities		
-----		
Total preferred securities of subsidiaries	253,950	
-----		
Common stock	64,130	
Additional paid-in capital	2,184,495	20,
Accumulated other comprehensive income (loss)	(302,627)	
Retained earnings	(1,229,144)	(1,
-----		
Total common shareholders' equity	716,854	19,
-----		
Total liabilities and shareholders' equity	\$11,052,668	\$26,
=====		

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The Mission Group and Subsidiaries [Tier 2]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Consolidating Adjustments	The Mission Group Consolidated
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		

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Short-term debt		\$318,
Long-term debt classified as due within one year		352,
Preferred stock to be redeemed within one year		
Accounts payable	(\$10,394)	184,
Accrued taxes		17,
Regulatory liabilities - net		
Trading and price risk management liabilities		23,
Other current liabilities		465,
-----		
Total current liabilities	(10,394)	1,362,
-----		
Long-term debt		7,299,
-----		
Accumulated deferred income taxes - net	(6,370)	2,997,
Accumulated deferred investment tax credits		18,
Customer advances and other deferred credits		935,
Power-purchase contracts		
Accumulated provision for pension and benefits		57,
Other long-term liabilities	(8,709)	
-----		
Total deferred credits and other liabilities	(15,079)	4,009,
-----		
Liabilities of discontinued operations		71,
-----		
Minority Interest		344,
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		150,
Other preferred securities		103,
-----		
Total preferred securities of subsidiaries		253,
-----		
Common stock	(67,130)	147,
Additional paid-in capital	(2,738,573)	3,300,
Accumulated other comprehensive income (loss)		(306,
Retained earnings	(346,785)	(675,
-----		
Total common shareholders' equity	(3,152,488)	2,466,
-----		
Total liabilities and shareholders' equity	(\$3,177,961)	\$15,806,
=====		

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The Mission Group and Subsidiaries [Tier 2]  
 Consolidating Statements of Income (Loss) and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	The Mission Group	Edison Capital Consolidated
Electric utility		
Nonutility power generation		
Financial services and other		\$20
Total operating revenue		20
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	\$534	4
Depreciation, decommissioning and amortization		1
Property and other taxes		
Net gain on sale of utility plant		
Total operating expenses	534	6
Operating income (loss)	(534)	13
Interest and dividend income	16	1
Other nonoperating income		(3)
Interest expense - net of amounts capitalized		(6)
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
Income (loss) from continuing operations before taxes	(518)	6
Income taxes (benefit)	(392)	(2)
Income (loss) from continuing operations	(126)	8
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
Net income (loss)	(126)	8
Retained earnings - beginning of year	475,868	59
Dividends declared on common stock	67,371	
Dividends declared on preferred stock		

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Retained earnings - end of year	\$543,113	\$67
---------------------------------	-----------	------

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The Mission Group and Subsidiaries [Tier 2]  
 Consolidating Statements of Income (Loss) and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Edison Environmental Services	Edison OandM Services
Electric utility		
Nonutility power generation		
Financial services and other		\$6
<b>Total operating revenue</b>		<b>6</b>
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		6
Depreciation, decommissioning and amortization		
Property and other taxes		
Net gain on sale of utility plant		
<b>Total operating expenses</b>		<b>6</b>
Operating income (loss)		
Interest and dividend income		
Other nonoperating income		(
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
<b>Income (loss) from continuing operations before taxes</b>		
Income taxes (benefit)		
<b>Income (loss) from continuing operations</b>		
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		

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Income taxes (benefit) on discontinued operations

Net income (loss)

Retained earnings - beginning of year

Dividends declared on common stock

Dividends declared on preferred stock

Retained earnings - end of year

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The Mission Group and Subsidiaries [Tier 2]  
 Consolidating Statements of Income (Loss) and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Mission Energy Holding Company Consolidated	Mission Land Company Consolidated
Electric utility		
Nonutility power generation	\$2,967,188	
Financial services and other		\$7
Total operating revenue	2,967,188	7
Fuel	916,848	
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	1,050,695	7
Depreciation, decommissioning and amortization	272,938	
Property and other taxes	512	
Net gain on sale of utility plant		
Total operating expenses	2,240,993	7
Operating income (loss)	726,195	
Interest and dividend income	47,757	
Other nonoperating income	43,832	
Interest expense - net of amounts capitalized	(629,695)	
Other nonoperating deductions	(22,157)	
Dividends on preferred securities	(22,271)	
Dividends on utility preferred stock		

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Income (loss) from continuing operations before taxes	143,661
Income taxes (benefit)	79,043
-----	
Income (loss) from continuing operations	64,618
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)	(2,012,228)
Income taxes (benefit) on discontinued operations	(777,958)
-----	
Net income (loss)	(1,169,652)
-----	
Retained earnings - beginning of year	401,396
Dividends declared on common stock	(460,888)
Dividends declared on preferred stock	
-----	
Retained earnings - end of year	(\$1,229,144)
=====	

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The Mission Group and Subsidiaries [Tier 2]  
 Consolidating Statements of Income (Loss) and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Consolidating Adjustments	The Mission Consolidated
-----		
-----		
Electric utility		
Nonutility power generation	\$668	\$2,96
Financial services and other	(1,209)	34
-----		
Total operating revenue	(541)	3,31
-----		
Fuel		91
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		1,24
Depreciation, decommissioning and amortization		29
Property and other taxes		
Net gain on sale of utility plant		
-----		
Total operating expenses		2,45
-----		
Operating income (loss)	(541)	86
Interest and dividend income	(723)	6



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Other nonoperating income		1
Interest expense - net of amounts capitalized	1,932	(69)
Other nonoperating deductions		(2)
Dividends on preferred securities		(2)
Dividends on utility preferred stock		
-----		
Income (loss) from continuing operations before taxes	668	20
Income taxes (benefit)		5
-----		
Income (loss) from continuing operations	668	14
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		(2,22)
Income taxes (benefit) on discontinued operations		(85)
-----		
Net income (loss)	668	(1,21)
-----		
Retained earnings - beginning of year	(575,970)	70
Dividends declared on common stock	228,517	(16)
Dividends declared on preferred stock		
-----		
Retained earnings - end of year	(\$346,785)	(\$67)
=====		

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Edison Enterprises and Subsidiaries [Tier 3]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

	Edison Enterprises	Edison Source Consolidated
-----		
ASSETS		
-----		
Cash and equivalents		\$
Receivables - net		2,
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
-----		
Total current assets		3,
-----		
Nonutility property - net		

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Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	\$5,349	
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets	5,349	
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Goodwill		
Regulatory assets - net		
Other deferred charges		
-----		
Total deferred charges		
-----		
Assets of discontinued operations	53,729	
-----		
Total assets	\$59,078	\$4,
=====		

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Edison Enterprises and Subsidiaries [Tier 3]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

	Sold Jan 2001 Edison Utility Services	Consolidating Adjustments
-----		
ASSETS		
-----		
Cash and equivalents		

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Receivables - net  
 Fuel inventory  
 Materials and supplies, at average cost  
 Accumulated deferred income taxes - net  
 Trading and risk management assets  
 Prepayments and other current assets

-----  
 Total current assets  
 -----

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

-----  
 Total investment and other assets  
 -----

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

-----  
 Total utility plant  
 -----

Goodwill  
 Regulatory assets - net  
 Other deferred charges

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

Assets of discontinued operations

43,

-----  
 Total assets  
 =====

\$43,  
 =====

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Edison Enterprises and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

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	Edison Enterprises	Edison Source Consolidated
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	\$87	\$
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		
-----		
Total current liabilities	87	
-----		
Long-term debt		
-----		
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities	(30,597)	(15,
-----		
Total deferred credits and other liabilities	(30,597)	(15,
-----		
Liabilities of discontinued operations		
-----		
Minority Interest		
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries		
-----		
Common stock		
Additional paid-in capital	390,502	105,
Accumulated other comprehensive income (loss)		
Retained earnings	(300,916)	(86,
-----		

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Total common shareholders' equity	89,586	19,
-----		
Total liabilities and shareholders' equity	\$59,076	\$4,
=====		

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Edison Enterprises and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Sold Jan 2001 Edison Utility Services	Consolidating Adjustments
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		
-----		
Total current liabilities		
-----		
Long-term debt		
-----		
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		\$60,
-----		
Total deferred credits and other liabilities		60,
-----		
Liabilities of discontinued operations		
-----		
Minority Interest		
-----		

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Preferred stock of utility:	
Not subject to mandatory redemption	
Subject to mandatory redemption	
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures	
Other preferred securities	
-----	
Total preferred securities of subsidiaries	
-----	
Common stock	
Additional paid-in capital	(103,
Accumulated other comprehensive income (loss)	
Retained earnings	86,
-----	
Total common shareholders' equity	(17,
-----	
Total liabilities and shareholders' equity	\$43,
=====	

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Edison Enterprises and Subsidiaries [Tier 3]  
 Consolidating Statements of Income (Loss) and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Edison Enterprises	Edison Source Consolidated
-----		
Electric utility		
Nonutility power generation		
Financial services and other	(\$317)	\$5
-----		
Total operating revenue	(317)	5
-----		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		4
Other operation and maintenance		
Depreciation, decommissioning and amortization		
Write-down of nonutility assets		
Property and other taxes		

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Net gain on sale of utility plant		
Total operating expenses		5
Operating income (loss)		
Interest and dividend income		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
Income (loss) from continuing operations before taxes	(317)	
Income taxes (benefit)		
Income (loss) from continuing operations	(317)	
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)	(210,315)	(32)
Income taxes (benefit) on discontinued operations	(77,660)	
Net income (loss)	(132,972)	(33)
Retained earnings - beginning of year	(167,944)	(53)
Dividends declared on common stock		
Dividends declared on preferred stock		
Retained earnings - end of year	(\$300,916)	(\$86)

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Edison Enterprises and Subsidiaries [Tier 3]  
 Consolidating Statements of Income (Loss) and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Sold Jan 2001 Edison Utility Services	Consolidating Adjustments
Electric utility		
Nonutility power generation		
Financial services and other		
Total operating revenue		

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Fuel

Purchased power

Provisions for regulatory adjustment clauses - net

Other operation and maintenance

Depreciation, decommissioning and amortization

Write-down of nonutility assets

Property and other taxes

Net gain on sale of utility plant

-----  
Total operating expenses  
-----

Operating income (loss)

Interest and dividend income

Other nonoperating income

Interest expense - net of amounts capitalized

Other nonoperating deductions

Dividends on preferred securities

Dividends on utility preferred stock

-----  
Income (loss) from continuing operations before taxes

Income taxes (benefit)

-----  
Income (loss) from continuing operations

Loss from discontinued operations

(including loss on disposal of \$1,309, net of tax) (\$10) 4

Income taxes (benefit) on discontinued operations

-----  
Net income (loss)

(\$10) 4

-----  
Retained earnings - beginning of year

Dividends declared on common stock

Dividends declared on preferred stock

-----  
Retained earnings - end of year

\$9

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Edison Source and Subsidiaries [Tier 4]

Consolidating Balance Sheet

December 31, 2001

(In thousands)

dividend

10/18/01)

Edison Source

Edison Source  
Norvik Company



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-----  
ASSETS  
-----

Cash and equivalents	\$143
Receivables - net	3,429
Fuel inventory	
Materials and supplies, at average cost	60
Accumulated deferred income taxes - net	
Trading and price risk management assets	
Prepayments and other current assets	6

-----  
Total current assets 3,638  
-----

Nonutility property - net	613
Nuclear decommissioning trusts	
Investments in partnerships and unconsolidated subsidiaries	10
Investments in leveraged leases	
Other investments	

-----  
Total investment and other assets 623  
-----

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

-----  
Total utility plant  
-----

Goodwill	435
Regulatory assets - net	
Other deferred charges	68

-----  
Total deferred charges 503  
-----  
-----

Assets of discontinued operations  
-----

Total assets	\$4,764	\$
--------------	---------	----

=====

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Edison Source and Subsidiaries [Tier 4]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Consolidating Adjustments	Edison Source Consolidated
<hr/>		
ASSETS		
<hr/>		
Cash and equivalents		\$
Receivables - net	(\$1,051)	2,
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
<hr/>		
Total current assets	(1,051)	3,
<hr/>		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	(10)	
Investments in leveraged leases		
Other investments		
<hr/>		
Total investment and other assets	(10)	
<hr/>		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
<hr/>		
Total utility plant		
<hr/>		
Goodwill		
Regulatory assets - net		
Other deferred charges		
<hr/>		
Total deferred charges		
<hr/>		
<hr/>		
Assets of discontinued operations		

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-----  
 Total assets ( \$1,051) \$4,  
 =====

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Edison Source and Subsidiaries [Tier 4]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Edison Source	Edison Source Norvik Company
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	\$217	\$1,
Accrued taxes	15	
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities	144	
-----		
Total current liabilities	376	1,
-----		
Liabilities of discontinued operations		
-----		
Long-term debt		
-----		
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities	(15,100)	
-----		
Total deferred credits and other liabilities	(15,100)	
-----		
Minority Interest		
-----		

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Preferred stock of utility:

Not subject to mandatory redemption  
 Subject to mandatory redemption  
 Company-obligated mandatorily redeemable  
 securities of subsidiaries holding  
 solely parent company debentures  
 Other preferred securities

-----  
 Total preferred securities of subsidiaries  
 -----

Common stock		
Additional paid-in capital	105,642	
Accumulated other comprehensive income (loss)		
Retained earnings	(86,154)	

-----  
 Total common shareholders' equity 19,488  
 -----

Total liabilities and shareholders' equity \$4,764  
 =====

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Edison Source and Subsidiaries [Tier 4]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Consolidating Adjustments	Edison Source Consolidated
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	(\$1,051)	
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		
-----		
Total current liabilities	(1,051)	
-----		

Long-term debt

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Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		(15,
-----		
Total deferred credits and other liabilities		(15,
-----		
Liabilities of discontinued operations		
-----		
Minority Interest		
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries		
-----		
Common stock	(10)	
Additional paid-in capital		105,
Accumulated other comprehensive income (loss)		
Retained earnings		(86,
-----		
Total common shareholders' equity	(10)	19,
-----		
Total liabilities and shareholders' equity	(\$1,061)	\$4,
=====		

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Edison Source and Subsidiaries [Tier 4]  
 Consolidating Statements of Income (Loss) and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

Edison Source

Edison Source  
 Norvik Compa

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Electric utility		
Nonutility power generation		
Financial services and other	\$5,041	\$
Total operating revenue	5,041	
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	4,725	
Depreciation, decommissioning and amortization	580	
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
Total operating expenses	5,305	
Operating income (loss)	(264)	
Interest and dividend income		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
Income (loss) from continuing operations before taxes	(264)	
Income taxes (benefit)	103	
Income (loss) from continuing operations	(161)	
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)	(30,370)	
Income taxes (benefit) on discontinued operations		
Net income (loss)	(30,531)	
Retained earnings - beginning of year	12,024	
Dividends declared on common stock	(67,647)	
Dividends declared on preferred stock		
Retained earnings - end of year	(\$86,154)	

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Edison Source and Subsidiaries [Tier 4]  
 Consolidating Statements of Income (Loss) and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

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	Consolidating Adjustments	Edison Source Consolidated
Electric utility		
Nonutility power generation		
Financial services and other	(\$2,451)	\$
Total operating revenue	(2,451)	
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	(2,451)	
Depreciation, decommissioning and amortization		
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
Total operating expenses	(\$2,451)	
Operating income (loss)		
Interest and dividend income		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
Income (loss) from continuing operations before taxes		
Income taxes (benefit)		
Income (loss) from continuing operations		
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		(3)
Income taxes (benefit) on discontinued operations		
Net income (loss)		(3)
Retained earnings - beginning of year		(5)
Dividends declared on common stock		
Dividends declared on preferred stock		
Retained earnings - end of year		(\$8)

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Edison Select and Subsidiaries [Tier 4]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Edison Select	Edison Home Protection Com (Inactive)
-----		
ASSETS		
-----		
Cash and equivalents		
Receivables - net		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
-----		
Total current assets		
-----		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets		
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Goodwill		
Regulatory assets - net		
Other deferred charges		
-----		
Total deferred charges		
-----		
-----		



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Assets of discontinued operations

Total assets

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Edison Select and Subsidiaries [Tier 4]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Edison Security  
 Corp.

Valley Burglar  
 Fire Alarm Co.  
 Inc.

ASSETS

Cash and equivalents  
 Receivables - net  
 Fuel inventory  
 Materials and supplies, at average cost  
 Accumulated deferred income taxes - net  
 Trading and price risk management assets  
 Prepayments and other current assets

Total current assets

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

Total investment and other assets

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

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Total utility plant

Goodwill  
 Regulatory assets - net  
 Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets

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Edison Select and Subsidiaries [Tier 4]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Sold 8/1/01  
 Edison Select  
 Consolidated

ASSETS

Cash and equivalents  
 Receivables - net  
 Fuel inventory  
 Materials and supplies, at average cost  
 Accumulated deferred income taxes - net  
 Trading and price risk management assets  
 Prepayments and other current assets

Total current assets

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

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Total investment and other assets

Utility plant, at original cost:

Transmission and distribution

Generation

Accumulated provision for depreciation  
and decommissioning

Construction work in progress

Nuclear fuel, at amortized cost

Total utility plant

Goodwill

Regulatory assets - net

Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets

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Edison Select and Subsidiaries [Tier 4]

Consolidating Balance Sheet

December 31, 2001

(In thousands)

Edison Select

Edison Home  
Protection Com  
(Inactive)

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt

Long-term debt classified as due within one year

Preferred stock to be redeemed within one year

Accounts payable

Accrued taxes

Regulatory liabilities - net

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Trading and price risk management liabilities  
Other current liabilities

-----  
Total current liabilities  
-----

Long-term debt

-----  
Accumulated deferred income taxes - net  
Accumulated deferred investment tax credits  
Customer advances and other deferred credits  
Power-purchase contracts  
Accumulated provision for pension and benefits  
Other long-term liabilities

-----  
Total deferred credits and other liabilities  
-----

Liabilities of discontinued operations

-----  
Minority Interest

-----  
Preferred stock of utility:  
    Not subject to mandatory redemption  
    Subject to mandatory redemption  
Company-obligated mandatorily redeemable  
    securities of subsidiaries holding  
    solely parent company debentures  
Other preferred securities

-----  
Total preferred securities of subsidiaries  
-----

Common stock  
Additional paid-in capital  
Accumulated other comprehensive income (loss)  
Retained earnings

-----  
Total common shareholders' equity  
-----

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

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Edison Select and Subsidiaries [Tier 4]  
Consolidating Balance Sheet

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

December 31, 2001

(In thousands)

	Edison Security Corp.	Valley Burglar Fire Alarm Co. Inc.
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		
<hr/>		
Total current liabilities		
<hr/>		
Long-term debt		
<hr/>		
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
<hr/>		
Total deferred credits and other liabilities		
<hr/>		
Liabilities of discontinued operations		
<hr/>		
Minority Interest		
<hr/>		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
<hr/>		
Total preferred securities of subsidiaries		
<hr/>		
Common stock		
Additional paid-in capital		
Accumulated other comprehensive income (loss)		

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Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity

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Edison Select and Subsidiaries [Tier 4]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

Sold 8/1/01  
Edison Select  
Consolidated

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt  
Long-term debt classified as due within one year  
Preferred stock to be redeemed within one year  
Accounts payable  
Accrued taxes  
Regulatory liabilities - net  
Trading and price risk management liabilities  
Other current liabilities

Total current liabilities

Long-term debt

Accumulated deferred income taxes - net  
Accumulated deferred investment tax credits  
Customer advances and other deferred credits  
Power-purchase contracts  
Accumulated provision for pension and benefits  
Other long-term liabilities

Total deferred credits and other liabilities

Liabilities of discontinued operations

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Minority Interest

---

Preferred stock of utility:

Not subject to mandatory redemption  
 Subject to mandatory redemption

Company-obligated mandatorily redeemable  
 securities of subsidiaries holding  
 solely parent company debentures

Other preferred securities

---

Total preferred securities of subsidiaries

---

Common stock

Additional paid-in capital

Accumulated other comprehensive income (loss)

Retained earnings

---

Total common shareholders' equity

---

Total liabilities and shareholders' equity

---

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Edison Select and Subsidiaries [Tier 4]  
 Consolidating Statements of Income (Loss) and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

Edison Select

Edison Home  
 Protection C  
 (Inactive)

---

Electric utility

Nonutility power generation

Financial services and other

---

Total operating revenue

---

Fuel

Purchased power

Provisions for regulatory adjustment clauses - net

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Other operation and maintenance  
 Depreciation, decommissioning and amortization  
 Write-down of nonutility assets  
 Property and other taxes  
 Net gain on sale of utility plant

-----  
 Total operating expenses  
 -----

Operating income (loss)  
 Interest and dividend income  
 Other nonoperating income  
 Interest expense - net of amounts capitalized  
 Other nonoperating deductions  
 Dividends on preferred securities  
 Dividends on utility preferred stock

-----  
 Income (loss) from continuing operations before taxes  
 Income taxes (benefit)  
 -----

Income (loss) from continuing operations  
 Loss from discontinued operations  
     (including loss on disposal of \$1,309, net of tax) (\$18,597)  
 Income taxes (benefit) on discontinued operations  
 -----  
 Net income (loss) (\$18,597)  
 -----

Retained earnings - beginning of year  
 Dividends declared on common stock  
 Dividends declared on preferred stock  
 -----

Retained earnings - end of year  
 =====

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Edison Select and Subsidiaries [Tier 4]  
 Consolidating Statements of Income (Loss) and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

-----  
 Edison Security  
 Corp.

-----  
 Valley Burgl  
 Fire Alarm C  
 Inc.

-----  
 Electric utility  
 Nonutility power generation



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Financial services and other

-----  
 Total operating revenue  
 -----

Fuel

Purchased power

Provisions for regulatory adjustment clauses - net

Other operation and maintenance

Depreciation, decommissioning and amortization

Write-down of nonutility assets

Property and other taxes

Net gain on sale of utility plant

-----  
 Total operating expenses  
 -----

Operating income (loss)

Interest and dividend income

Other nonoperating income

Interest expense - net of amounts capitalized

Other nonoperating deductions

Dividends on preferred securities

Dividends on utility preferred stock

-----  
 Income (loss) from continuing operations before taxes

Income taxes (benefit)

-----  
 Income (loss) from continuing operations

Loss from discontinued operations

(including loss on disposal of \$1,309, net of tax)

\$9,130

Income taxes (benefit) on discontinued operations

-----  
 Net income (loss)

\$9,130

-----  
 Retained earnings - beginning of year

Dividends declared on common stock

Dividends declared on preferred stock

-----  
 Retained earnings - end of year  
 =====

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Edison Select and Subsidiaries [Tier 4]

Consolidating Statements of Income (Loss) and Retained Earnings

For the Year Ended December 31, 2001

(In thousands)

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Edison Select  
Consolidated

-----  
-----  
Electric utility  
Nonutility power generation  
Financial services and other  
-----

Total operating revenue  
-----

Fuel  
Purchased power  
Provisions for regulatory adjustment clauses - net  
Other operation and maintenance  
Depreciation, decommissioning and amortization  
Write-down of nonutility assets  
Property and other taxes  
Net gain on sale of utility plant  
-----

Total operating expenses  
-----

Operating income (loss)  
Interest and dividend income  
Other nonoperating income  
Interest expense - net of amounts capitalized  
Other nonoperating deductions  
Dividends on preferred securities  
Dividends on utility preferred stock  
-----

Income (loss) from continuing operations before taxes  
Income taxes (benefit)  
-----

Income (loss) from continuing operations  
Loss from discontinued operations  
    (including loss on disposal of \$1,309, net of tax) (\$7,290)  
Income taxes (benefit) on discontinued operations  
-----

Net income (loss) (\$7,290)  
-----

Retained earnings - beginning of year  
Dividends declared on common stock  
Dividends declared on preferred stock  
-----

Retained earnings - end of year  
=====

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Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Edison Technology Solutions	Edison EV
-----		
ASSETS		
-----		
Cash and equivalents		
Receivables - net		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
-----		
Total current assets		
-----		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets		
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Goodwill		
Regulatory assets - net		
Other deferred charges		
-----		
Total deferred charges		
-----		
Assets of discontinued operations		
-----		
Total assets		

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Edison Technology Solutions and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Edison Technology Solutions Consolidated
<hr/>	
ASSETS	
<hr/>	
Cash and equivalents	\$5,857
Receivables - net	1,242
Fuel inventory	
Materials and supplies, at average cost	
Accumulated deferred income taxes - net	
Trading and price risk management assets	
Prepayments and other current assets	
<hr/>	
Total current assets	7,099
<hr/>	
Nonutility property - net	
Nuclear decommissioning trusts	
Investments in partnerships and unconsolidated subsidiaries	
Investments in leveraged leases	
Other investments	
<hr/>	
Total investment and other assets	
<hr/>	
Utility plant, at original cost:	
Transmission and distribution	
Generation	
Accumulated provision for depreciation and decommissioning	
Construction work in progress	
Nuclear fuel, at amortized cost	
<hr/>	
Total utility plant	
<hr/>	

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Goodwill	
Regulatory assets - net	
Other deferred charges	1,069
-----	
Total deferred charges	1,069
-----	
-----	
Assets of discontinued operations	
-----	
Total assets	\$8,168
=====	

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Edison Technology Solutions and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Edison Technology Solutions	Edison EV
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
-----		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		
-----		
Total current liabilities		
-----		
-----		
Long-term debt		
-----		
-----		
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
-----		

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Total deferred credits and other liabilities

Liabilities of discontinued operations

Minority Interest

Preferred stock of utility:

Not subject to mandatory redemption

Subject to mandatory redemption

Company-obligated mandatorily redeemable

securities of subsidiaries holding

solely parent company debentures

Other preferred securities

Total preferred securities of subsidiaries

Common stock

Additional paid-in capital

Accumulated other comprehensive income (loss)

Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity

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Edison Technology Solutions and Subsidiaries [Tier 3]

Consolidating Balance Sheet

December 31, 2001

(In thousands)

Edison Technology

Solutions

Consolidated

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt

Long-term debt classified as due within one year

Preferred stock to be redeemed within one year

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Accounts payable	\$1,721
Accrued taxes	
Regulatory liabilities - net	
Trading and price risk management liabilities	
Other current liabilities	179
-----	
Total current liabilities	1,900
-----	
Long-term debt	
-----	
Accumulated deferred income taxes - net	1,266
Accumulated deferred investment tax credits	
Customer advances and other deferred credits	
Power-purchase contracts	
Accumulated provision for pension and benefits	
Other long-term liabilities	
-----	
Total deferred credits and other liabilities	1,266
-----	
Liabilities of discontinued operations	
-----	
Minority Interest	
-----	
Preferred stock of utility:	
Not subject to mandatory redemption	
Subject to mandatory redemption	
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures	
Other preferred securities	
-----	
Total preferred securities of subsidiaries	
-----	
Common stock	
Additional paid-in capital	9,946
Accumulated other comprehensive income (loss)	
Retained earnings	(4,944)
-----	
Total common shareholders' equity	5,002
-----	
Total liabilities and shareholders' equity	\$8,168
=====	

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Edison Technology Solutions and Subsidiaries [Tier 3]  
 Consolidating Statements of Income (Loss) and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Edison Technology Solutions	Edison EV
Electric utility		
Nonutility power generation		
Financial services and other		
Total operating revenue		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Depreciation, decommissioning and amortization		
Property and other taxes		
Net gain on sale of utility plant		
Total operating expenses		
Operating income (loss)		
Interest and dividend income		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
Income (loss) from continuing operations before taxes		
Income taxes (benefit)		
Income (loss) from continuing operations		
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
Net income (loss)		
Retained earnings - beginning of year		
Dividends declared on common stock		
Dividends declared on preferred stock		
Retained earnings - end of year		



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Edison Technology Solutions and Subsidiaries [Tier 3]  
 Consolidating Statements of Income (Loss) and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Edison Technology Solutions Consolidated
-----	-----
-----	-----
Electric utility	
Nonutility power generation	
Financial services and other	
-----	-----
Total operating revenue	
-----	-----
Fuel	
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	\$21
Depreciation, decommissioning and amortization	
Property and other taxes	
Net gain on sale of utility plant	
-----	-----
Total operating expenses	21
-----	-----
Operating income (loss)	(21)
Interest and dividend income	24
Other nonoperating income	
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Dividends on preferred securities	
Dividends on utility preferred stock	
-----	-----
Income (loss) from continuing operations before taxes	3
Income taxes (benefit)	95
-----	-----
Income (loss) from continuing operations	(92)
Loss from discontinued operations	
(including loss on disposal of \$1,309, net of tax)	
Income taxes (benefit) on discontinued operations	
-----	-----
Net income (loss)	(92)
-----	-----
Retained earnings - beginning of year	(4,852)
Dividends declared on common stock	

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Dividends declared on preferred stock

-----  
Retained earnings - end of year (\$4,944)  
=====

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Edison Technology Solutions and Subsidiaries  
Equity Investments  
December 31, 2001  
(In thousands)

Name of Entity: Facilichem, Inc.  
-----

Equity Interest:

Assets

Revenues

Net Income (Loss)

Nature/Purpose of Business: Research, development and  
commercialization of  
liquid membrane  
technologies

Ownership Interest(s): 10% by Edison Technology  
Solutions with option to  
increase interest to  
16.66%

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Mission Energy Holding Company and Subsidiaries [Tier 3]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

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	Edison Mission Energy Consolidated	Mission Energy Holding Company
-----		
ASSETS		
-----		
Cash and equivalents	\$372,139	\$
Receivables - net	549,474	29,
Fuel inventory	110,124	
Materials and supplies, at average cost	57,282	
Accumulated deferred income taxes - net		
Trading and price risk management assets	64,729	
Prepayments and other current assets	80,542	
-----		
Total current assets	1,234,290	30,
-----		
Nonutility property - net	6,237,563	
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	1,829,940	
Investments in leveraged leases		
Other investments		2,999,
-----		
Total investment and other assets	8,067,503	2,999,
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Goodwill	631,735	
Regulatory assets - net		
Other deferred charges	642,887	292,
-----		
Total deferred charges	1,274,622	292,
-----		
Assets of discontinued operations	153,610	
-----		
Total assets	\$10,730,025	\$3,321,
=====		

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Mission Energy Holding Company and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Mission Energy Holding Company Consolidated
-----	
ASSETS	
-----	
Cash and equivalents	\$373,081
Receivables - net	578,786
Fuel inventory	110,124
Materials and supplies, at average cost	57,282
Accumulated deferred income taxes - net	
Trading and price risk management assets	64,729
Prepayments and other current assets	80,542
-----	
Total current assets	1,264,544
-----	
Nonutility property - net	6,237,563
Nuclear decommissioning trusts	
Investments in partnerships and unconsolidated subsidiaries	1,829,940
Investments in leveraged leases	
Other investments	
-----	
Total investment and other assets	8,067,503
-----	
Utility plant, at original cost:	
Transmission and distribution	
Generation	
Accumulated provision for depreciation and decommissioning	
Construction work in progress	
Nuclear fuel, at amortized cost	
-----	
Total utility plant	
-----	
Goodwill	631,735
Regulatory assets - net	
Other deferred charges	935,276

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Total deferred charges	1,567,011
Assets of discontinued operations	153,610
Total assets	\$11,052,668

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Mission Energy Holding Company and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Edison Mission Energy Consolidated	Mission Energy Holding Compan
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Short-term debt	\$168,241	
Long-term debt classified as due within one year	190,295	
Preferred stock to be redeemed within one year		
Accounts payable	175,769	\$
Accrued taxes	17,603	
Regulatory liabilities - net		
Trading and price risk management liabilities	22,381	1,
Other current liabilities	335,357	65,
Total current liabilities	909,646	66,
Long-term debt	5,749,460	1,115,
Accumulated deferred income taxes - net	917,434	
Accumulated deferred investment tax credits	18,866	
Customer advances and other deferred credits	864,733	
Power-purchase contracts		
Accumulated provision for pension and benefits	39,331	
Other long-term liabilities		
Total deferred credits and other liabilities	1,840,364	

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Liabilities of discontinued operations	55,845	
Minority Interest	344,092	
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption	103,950	
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures	150,000	
Other preferred securities		
Total preferred securities of subsidiaries	253,950	
Common stock	64,130	
Additional paid-in capital	2,631,326	2,552,
Accumulated other comprehensive income (loss)	(301,820)	(
Retained earnings	(816,968)	(412,
Total common shareholders' equity	1,576,668	2,139,
Total liabilities and shareholders' equity	\$10,730,025	\$3,321,

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Mission Energy Holding Company and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Mission Energy  
 Holding Company  
 Consolidated

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt	\$168,241
Long-term debt classified as due within one year	190,295
Preferred stock to be redeemed within one year	
Accounts payable	176,121
Accrued taxes	17,603
Regulatory liabilities - net	

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Trading and price risk management liabilities	23,681
Other current liabilities	400,485
-----	
Total current liabilities	976,426
-----	
Long-term debt	6,864,841
-----	
Accumulated deferred income taxes - net	917,730
Accumulated deferred investment tax credits	18,866
Customer advances and other deferred credits	864,733
Power-purchase contracts	
Accumulated provision for pension and benefits	39,331
Other long-term liabilities	
-----	
Total deferred credits and other liabilities	1,840,660
-----	
Liabilities of discontinued operations	55,845
-----	
Minority Interest	344,092
-----	
Preferred stock of utility:	
Not subject to mandatory redemption	
Subject to mandatory redemption	103,950
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures	150,000
Other preferred securities	
-----	
Total preferred securities of subsidiaries	253,950
-----	
Common stock	64,130
Additional paid-in capital	2,184,495
Accumulated other comprehensive income (loss)	(302,627)
Retained earnings	(1,229,144)
-----	
Total common shareholders' equity	716,854
-----	
Total liabilities and shareholders' equity	\$11,052,668
=====	

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Mission Energy Holding Company and Subsidiaries [Tier 3]  
Consolidating Statements of Income (Loss) and Retained Earnings

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For the Year Ended December 31, 2001  
(In thousands)

	Edison Mission Energy Consolidated	Mission Ener Holding Comp
Electric utility		
Nonutility power generation	\$2,967,188	
Financial services and other		
<b>Total operating revenue</b>	<b>2,967,188</b>	
Fuel	916,848	
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	1,050,593	
Depreciation, decommissioning and amortization	272,903	
Property and other taxes	512	
Net gain on sale of utility plant		
<b>Total operating expenses</b>	<b>2,240,856</b>	
Operating income (loss)	726,332	
Interest and dividend income	42,732	
Other nonoperating income	43,832	
Interest expense - net of amounts capitalized	(547,493)	(8)
Other nonoperating deductions	(22,157)	
Dividends on preferred securities	(22,271)	
Dividends on utility preferred stock		
<b>Income (loss) from continuing operations before taxes</b>	<b>220,975</b>	<b>(7)</b>
Income taxes (benefit)	107,569	(2)
<b>Income (loss) from continuing operations</b>	<b>113,406</b>	<b>(4)</b>
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)	(1,234,270)	
Income taxes (benefit) on discontinued operations		
<b>Net income (loss)</b>	<b>(1,120,864)</b>	<b>(4)</b>
Retained earnings - beginning of year	401,396	
Dividends declared on common stock	(97,500)	(36)
Dividends declared on preferred stock		
<b>Retained earnings - end of year</b>	<b>(\$816,968)</b>	<b>(\$41)</b>



Mission Energy Holding Company and Subsidiaries [Tier 3]  
 Consolidating Statements of Income (Loss) and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Mission Energy Holding Company Consolidated
-----	-----
Electric utility	\$2,967,188
Nonutility power generation	
Financial services and other	
-----	-----
Total operating revenue	2,967,188
-----	-----
Fuel	916,848
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	1,050,695
Depreciation, decommissioning and amortization	272,938
Property and other taxes	512
Net gain on sale of utility plant	
-----	-----
Total operating expenses	2,240,993
-----	-----
Operating income (loss)	726,195
Interest and dividend income	47,757
Other nonoperating income	43,832
Interest expense - net of amounts capitalized	(629,695)
Other nonoperating deductions	(22,157)
Dividends on preferred securities	(22,271)
Dividends on utility preferred stock	
-----	-----
Income (loss) from continuing operations before taxes	143,661
Income taxes (benefit)	79,043
-----	-----
Income (loss) from continuing operations	64,618
Loss from discontinued operations	
(including loss on disposal of \$1,309, net of tax)	(1,234,270)
Income taxes (benefit) on discontinued operations	
-----	-----
Net income (loss)	(1,169,652)
-----	-----
Retained earnings - beginning of year	401,396
Dividends declared on common stock	(460,888)
Dividends declared on preferred stock	
-----	-----

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Retained earnings - end of year (\$1,229,144)

=====

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Edison Capital and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Burlington Apartments, Inc.	Edison Capital Europe Limited
<hr/>		
ASSETS		
<hr/>		
Cash and equivalents		\$
Receivables - net		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net	(\$184)	
Trading and price risk management assets		
Prepayments and other current assets		
<hr/>		
Total current assets	(184)	
<hr/>		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
<hr/>		
Total investment and other assets		
<hr/>		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
<hr/>		
Total utility plant		
<hr/>		
Goodwill		
Regulatory assets - net		

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Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets

(\$184)

\$

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Edison Capital and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Edison Funding Company Consolidated	Edison Mortgage Company
<b>ASSETS</b>		
Cash and equivalents	\$147,275	
Receivables - net	997,475	
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		(\$
Trading and price risk management assets		
Prepayments and other current assets	1	
<b>Total current assets</b>	<b>1,144,751</b>	<b>(</b>
Nonutility property - net	3,396	
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	407,487	
Investments in leveraged leases	2,385,699	
Other investments		
<b>Total investment and other assets</b>	<b>2,796,582</b>	
Utility plant, at original cost: Transmission and distribution		

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

-----  
 Total utility plant  
 -----

Goodwill	872
Regulatory assets - net	
Other deferred charges	22,538

-----  
 Total deferred charges 23,410  
 -----

-----  
 Assets of discontinued operations  
 -----

Total assets	\$3,964,743	(\$
--------------	-------------	-----

=====

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Edison Capital and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Mission International Capital, Inc.	Renewable Ener Capital Compan
--	---	----------------------------------

-----  
 ASSETS  
 -----

Cash and equivalents  
 Receivables - net  
 Fuel inventory  
 Materials and supplies, at average cost  
 Accumulated deferred income taxes - net  
 Trading and price risk management assets  
 Prepayments and other current assets

-----  
 Total current assets  
 -----

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

-----  
 Total investment and other assets  
 -----

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

-----  
 Total utility plant  
 -----

Goodwill  
 Regulatory assets - net  
 Other deferred charges

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

Assets of discontinued operations

-----  
 Total assets  
 =====

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Edison Capital and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Consolidating Adjustments	Edison Capital Consolidated
ASSETS		

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Cash and equivalents		\$147,
Receivables - net	(\$273,593)	753,
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		2,
-----		
Total current assets	(273,593)	903,
-----		
Nonutility property - net		4,
Nuclear decommissioning trusts		
Investments in partnerships		
and unconsolidated subsidiaries	(127,169)	407,
Investments in leveraged leases		2,385,
Other investments		
-----		
Total investment and other assets	(127,169)	2,797,
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Goodwill		
Regulatory assets - net		
Other deferred charges		34,
-----		
Total deferred charges		34,
-----		
-----		
Assets of discontinued operations		
-----		
Total assets	(\$400,762)	\$3,736,
=====		

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Edison Capital and Subsidiaries [Tier 4]  
Edison Funding Company Consolidated  
Consolidating Balance Sheet

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December 31, 2001

(In thousands)

	Edison Capital Housing Investments Consolidated	Edison Integra Energy Service
<hr/>		
ASSETS		
<hr/>		
Cash and equivalents	\$215	
Receivables - net	259,278	
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets	1	
<hr/>		
Total current assets	259,494	
<hr/>		
Nonutility property - net	3,396	
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	408,399	
Investments in leveraged leases	93	
Other investments		
<hr/>		
Total investment and other assets	411,888	
<hr/>		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
<hr/>		
Total utility plant		
<hr/>		
Goodwill	872	
Regulatory assets - net		
Other deferred charges	7,057	
<hr/>		
Total deferred charges	7,929	
<hr/>		
<hr/>		
Assets of discontinued operations		
<hr/>		

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Total assets \$679,311

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Edison Capital and Subsidiaries [Tier 4]  
 Edison Funding Company Consolidated  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Mission Funding Beta	Mission Funding Epsilon Consolidated
<b>ASSETS</b>		
Cash and equivalents		\$64,
Receivables - net	\$155,962	171,
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
<b>Total current assets</b>	<b>155,962</b>	<b>236,</b>
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		511,
Investments in leveraged leases	598,653	1,072,
Other investments		
<b>Total investment and other assets</b>	<b>598,653</b>	<b>1,584,</b>
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
<b>Total utility plant</b>		
Goodwill		



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Regulatory assets - net  
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets

\$754,615

\$1,820,

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Edison Capital and Subsidiaries [Tier 4]  
Edison Funding Company Consolidated  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

	Mission Funding Kappa	Mission Funding Zeta
<b>ASSETS</b>		
Cash and equivalents		
Receivables - net	\$76,493	\$5,
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
<b>Total current assets</b>	<b>76,493</b>	<b>5,</b>
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		30,
Investments in leveraged leases	426,812	
Other investments		
<b>Total investment and other assets</b>	<b>426,812</b>	<b>30,</b>
Utility plant, at original cost:		
Transmission and distribution		
Generation		

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

-----  
Total utility plant  
-----

Goodwill  
Regulatory assets - net  
Other deferred charges  
-----

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

-----  
Assets of discontinued operations  
-----

Total assets \$503,305 \$36,  
=====

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Edison Capital and Subsidiaries [Tier 4]  
Edison Funding Company Consolidated  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

	Edison Funding Company	Consolidating Adjustments
-----		
ASSETS		
-----		
Cash and equivalents	\$82,134	
Receivables - net	222,753	(\$
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
-----		
Total current assets	304,887	(
-----		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships		

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and unconsolidated subsidiaries	1,375,009	(2,003,
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets	1,375,009	(2,003,
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Goodwill		
Regulatory assets - net		
Other deferred charges	15,462	
-----		
Total deferred charges	15,462	
-----		
-----		
Assets of discontinued operations		
-----		
Total assets	\$1,695,358	(\$2,003,
=====		

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Edison Capital and Subsidiaries [Tier 5]  
Edison Capital Housing Investments Consolidated  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

	East Coast Capital, Inc.	EC Asset Servi Inc.
-----		
ASSETS		
-----		
Cash and equivalents	\$3	
Receivables - net	7	
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		

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Trading and price risk management assets  
 Prepayments and other current assets

-----  
 Total current assets 11  
 -----

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

-----  
 Total investment and other assets  
 -----

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

-----  
 Total utility plant  
 -----

Goodwill  
 Regulatory assets - net  
 Other deferred charges

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

Assets of discontinued operations  
 -----

Total assets \$11  
 =====

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Edison Capital and Subsidiaries [Tier 5]  
 Edison Capital Housing Investments Consolidated  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

EC Properties III, EC-SLP, Inc.  
 Inc.

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-----  
ASSETS  
-----

Cash and equivalents	\$3
Receivables - net	66
Fuel inventory	
Materials and supplies, at average cost	
Accumulated deferred income taxes - net	
Trading and price risk management assets	
Prepayments and other current assets	

-----  
Total current assets 69  
-----

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

-----  
Total investment and other assets  
-----

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

-----  
Total utility plant  
-----

Goodwill  
Regulatory assets - net  
Other deferred charges

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

Assets of discontinued operations  
-----

Total assets \$69  
=====

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Edison Capital Housing Investments Consolidated  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	ECHI-B Company	ECHI Wyvernwood Inc.
<hr/>		
ASSETS		
<hr/>		
Cash and equivalents		
Receivables - net		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
<hr/>		
Total current assets		
<hr/>		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
<hr/>		
Total investment and other assets		
<hr/>		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
<hr/>		
Total utility plant		
<hr/>		
Goodwill		
Regulatory assets - net		
Other deferred charges		
<hr/>		
Total deferred charges		
<hr/>		
Assets of discontinued operations		
<hr/>		

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Total assets

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Edison Capital and Subsidiaries [Tier 5]  
 Edison Capital Housing Investments Consolidated  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Edison Capital  
 Affordable Housing  
 97 V

Edison Capital  
 Affordable Hou  
 97 VI

ASSETS

Cash and equivalents  
 Receivables - net  
 Fuel inventory  
 Materials and supplies, at average cost  
 Accumulated deferred income taxes - net  
 Trading and price risk management assets  
 Prepayments and other current assets

Total current assets

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

Total investment and other assets

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

Total utility plant

Goodwill

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Regulatory assets - net  
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets

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Edison Capital and Subsidiaries [Tier 5]  
Edison Capital Housing Investments Consolidated  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

Edison Capital  
Affordable Housing  
97 VIII

Edison Capital  
Affordable Hou  
99A Company

ASSETS

Cash and equivalents  
Receivables - net  
Fuel inventory  
Materials and supplies, at average cost  
Accumulated deferred income taxes - net  
Trading and price risk management assets  
Prepayments and other current assets

Total current assets

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

Total investment and other assets

Utility plant, at original cost:  
Transmission and distribution



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

-----  
 Total utility plant  
 -----

Goodwill  
 Regulatory assets - net  
 Other deferred charges

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

Assets of discontinued operations  
 -----

Total assets  
 =====

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Edison Capital and Subsidiaries [Tier 5]  
 Edison Capital Housing Investments Consolidated  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Edison Capital Housing Delaware Inc.	Edison Capital Housing Florida
-----	-----	-----
ASSETS		
-----	-----	-----
Cash and equivalents		
Receivables - net	\$12	
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
-----	-----	-----
Total current assets	12	
-----	-----	-----
Nonutility property - net		

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Nuclear decommissioning trusts  
 Investments in partnerships  
     and unconsolidated subsidiaries (1)  
 Investments in leveraged leases  
 Other investments

-----  
 Total investment and other assets (1)  
 -----

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

-----  
 Total utility plant  
 -----

Goodwill  
 Regulatory assets - net  
 Other deferred charges

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

Assets of discontinued operations  
 -----

Total assets \$11  
 =====

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Edison Capital and Subsidiaries [Tier 5]  
 Edison Capital Housing Investments Consolidated  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Edison Capital                      Edison Capital  
 Housing New Jersey                Housing New Yo

-----  
 ASSETS  
 -----

Cash and equivalents  
 Receivables - net (\$1,214)

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Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
-----		
Total current assets	(1,214)	
-----		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships		
and unconsolidated subsidiaries	3,709	4,
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets	3,709	4,
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Goodwill		
Regulatory assets - net		
Other deferred charges		
-----		
Total deferred charges		
-----		
Assets of discontinued operations		
-----		
Total assets	\$2,495	\$4,
=====		

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Edison Capital and Subsidiaries [Tier 5]  
 Edison Capital Housing Investments Consolidated  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

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	Edison Housing North Carolina	Edison Housing Oregon, Inc.
-----		
ASSETS		
-----		
Cash and equivalents		
Receivables - net		(\$355)
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
-----		
Total current assets		(355)
-----		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		2,138
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets		2,138
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Goodwill		
Regulatory assets - net		
Other deferred charges		
-----		
Total deferred charges		
-----		
Assets of discontinued operations		
-----		
Total assets		\$1,783
=====		

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Edison Capital and Subsidiaries [Tier 5]  
 Edison Capital Housing Investments Consolidated  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	EHI Development Company	EHI Development Fund
<hr/>		
ASSETS		
<hr/>		
Cash and equivalents		
Receivables - net	(\$3)	(\$)
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
<hr/>		
Total current assets	(3)	(
<hr/>		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		4,
Investments in leveraged leases		
Other investments		
<hr/>		
Total investment and other assets		4,
<hr/>		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
<hr/>		
Total utility plant		
<hr/>		
Goodwill		
Regulatory assets - net		
Other deferred charges		
<hr/>		
Total deferred charges		
<hr/>		

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Assets of discontinued operations

Total assets	(\$3)	\$3,
--------------	-------	------

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Edison Capital and Subsidiaries [Tier 5]  
 Edison Capital Housing Investments Consolidated  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	MHICAL 95 Company	Edison Housing Consolidation (6)
<b>ASSETS</b>		
Cash and equivalents		
Receivables - net	(\$6,758)	\$7,
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
<b>Total current assets</b>	<b>(6,758)</b>	<b>7,</b>
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	(1,685)	14,
Investments in leveraged leases		
Other investments		
<b>Total investment and other assets</b>	<b>(1,685)</b>	<b>14,</b>
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
<b>Total utility plant</b>		

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Goodwill		
Regulatory assets - net		
Other deferred charges		
<hr/>		
Total deferred charges		
<hr/>		
<hr/>		
Assets of discontinued operations		
<hr/>		
Total assets	(\$8,443)	\$22,
<hr/>		

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Edison Capital and Subsidiaries [Tier 5]  
 Edison Capital Housing Investments Consolidated  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	MHICAL 97 Company	MHIFED 94 Comp
<hr/>		
ASSETS		
<hr/>		
Cash and equivalents		
Receivables - net	\$4,012	(\$
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
<hr/>		
Total current assets	4,012	(
<hr/>		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	1,620	
Investments in leveraged leases		
Other investments		
<hr/>		
Total investment and other assets	1,620	
<hr/>		
Utility plant, at original cost:		

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Transmission and distribution  
 Generation  
 Accumulated provision for depreciation  
 and decommissioning  
 Construction work in progress  
 Nuclear fuel, at amortized cost

-----  
 Total utility plant  
 -----

Goodwill  
 Regulatory assets - net  
 Other deferred charges

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

-----  
 Assets of discontinued operations  
 -----

-----  
 Total assets \$5,632 (\$  
 =====

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Edison Capital and Subsidiaries [Tier 5]  
 Edison Capital Housing Investments Consolidated  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

-----  
MHIFED 96 Company MHIFED 96A Com  
 -----

ASSETS  
 -----

Cash and equivalents  
 Receivables - net (\$326) (\$  
 Fuel inventory  
 Materials and supplies, at average cost  
 Accumulated deferred income taxes - net  
 Trading and price risk management assets  
 Prepayments and other current assets

-----  
 Total current assets (326) (  
 -----

Nonutility property - net  
 Nuclear decommissioning trusts  
 Investments in partnerships



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and unconsolidated subsidiaries  
 Investments in leveraged leases  
 Other investments

-----  
 Total investment and other assets  
 -----

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

-----  
 Total utility plant  
 -----

Goodwill  
 Regulatory assets - net  
 Other deferred charges

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

Assets of discontinued operations  
 -----

Total assets (\$326) (\$  
 =====

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Edison Capital and Subsidiaries [Tier 5]  
 Edison Capital Housing Investments Consolidated  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Mission Housing Alpha	Mission Housing Beta
-----		
ASSETS		
-----		

Cash and equivalents		
Receivables - net	(\$16)	(\$
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		

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Trading and price risk management assets  
Prepayments and other current assets

-----  
Total current assets (16) -----

-----  
Nonutility property - net  
Nuclear decommissioning trusts  
Investments in partnerships  
and unconsolidated subsidiaries 303  
Investments in leveraged leases  
Other investments

-----  
Total investment and other assets 303 -----

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

-----  
Total utility plant

-----  
Goodwill  
Regulatory assets - net  
Other deferred charges

-----  
Total deferred charges

-----  
Assets of discontinued operations

-----  
Total assets \$287 ----- (\$ -----

187

Edison Capital and Subsidiaries [Tier 5]  
Edison Capital Housing Investments Consolidated  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

Mission Housing  
Denver

Mission Housing  
Epsilon

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-----  
ASSETS  
-----

Cash and equivalents	
Receivables - net	(\$490)
Fuel inventory	
Materials and supplies, at average cost	
Accumulated deferred income taxes - net	
Trading and price risk management assets	
Prepayments and other current assets	

-----  
Total current assets (490)  
-----

Nonutility property - net	
Nuclear decommissioning trusts	
Investments in partnerships and unconsolidated subsidiaries	484
Investments in leveraged leases	
Other investments	

-----  
Total investment and other assets 484  
-----

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

-----  
Total utility plant  
-----

Goodwill	
Regulatory assets - net	
Other deferred charges	

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

-----  
Assets of discontinued operations  
-----

-----  
Total assets (\$6)  
=====

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Edison Capital Housing Investments Consolidated  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Mission Housing Holdings	Mission Housin Theta
<b>ASSETS</b>		
Cash and equivalents		
Receivables - net	(\$2,928)	\$
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
<b>Total current assets</b>	<b>(2,928)</b>	
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	2,952	
Investments in leveraged leases		
Other investments		
<b>Total investment and other assets</b>	<b>2,952</b>	
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
<b>Total utility plant</b>		
Goodwill		
Regulatory assets - net		
Other deferred charges		
<b>Total deferred charges</b>		
<b>Assets of discontinued operations</b>		

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Total assets	\$24	\$1,
-----		
189		
Edison Capital and Subsidiaries [Tier 5] Edison Capital Housing Investments Consolidated Consolidating Balance Sheet December 31, 2001 (In thousands)		
	Mission Housing Zeta	Mission SA Com
-----		
ASSETS		
-----		
Cash and equivalents		
Receivables - net	(\$1,735)	
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
-----		
Total current assets	(1,735)	
-----		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	4,045	
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets	4,045	
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Goodwill		
Regulatory assets - net		

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Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets

\$2,310

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Edison Capital and Subsidiaries [Tier 5]  
 Edison Capital Housing Investments Consolidated  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Edison Funding  
 Omicron Inc.

Edison Funding  
 Olive Court [6

ASSETS

Cash and equivalents

Receivables - net

\$172,818

Fuel inventory

Materials and supplies, at average cost

Accumulated deferred income taxes - net

Trading and price risk management assets

Prepayments and other current assets

Total current assets

172,818

Nonutility property - net

3,

Nuclear decommissioning trusts

Investments in partnerships

and unconsolidated subsidiaries

87,495

Investments in leveraged leases

Other investments

Total investment and other assets

87,495

3,

Utility plant, at original cost:

Transmission and distribution

Generation

Accumulated provision for depreciation

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and decommissioning  
 Construction work in progress  
 Nuclear fuel, at amortized cost

-----  
 Total utility plant  
 -----

Goodwill  
 Regulatory assets - net  
 Other deferred charges  
 -----

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

Assets of discontinued operations  
 -----

Total assets \$260,313 \$4,  
 =====

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Edison Capital and Subsidiaries [Tier 5]  
 Edison Capital Housing Investments Consolidated  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Edison Capital      Consolidating  
 Housing Investments      Adjustments

-----  
 ASSETS  
 -----

Cash and equivalents \$75  
 Receivables - net 96,172  
 Fuel inventory  
 Materials and supplies, at average cost  
 Accumulated deferred income taxes - net  
 Trading and price risk management assets  
 Prepayments and other current assets  
 -----

Total current assets 96,247  
 -----

Nonutility property - net  
 Nuclear decommissioning trusts  
 Investments in partnerships

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and unconsolidated subsidiaries	278,311
Investments in leveraged leases	93
Other investments	

---

Total investment and other assets	278,404
-----------------------------------	---------

---

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

---

Total utility plant

---

Goodwill	872
Regulatory assets - net	
Other deferred charges	6,297

---

Total deferred charges	7,169
------------------------	-------

---

Assets of discontinued operations

---

Total assets	\$381,820
--------------	-----------

---

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Edison Capital and Subsidiaries [Tier 5]  
 Mission Funding Epsilon Consolidated  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Edison Capital (Bermuda) Investments, Ltd.	Edison Capital (Bermuda) Ltd.
55	

---

ASSETS

---

Cash and equivalents	\$63,913
Receivables - net	6,419
Fuel inventory	



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Materials and supplies, at average cost	
Accumulated deferred income taxes - net	
Trading and price risk management assets	
Prepayments and other current assets	
-----	
Total current assets	70,332
-----	
Nonutility property - net	
Nuclear decommissioning trusts	
Investments in partnerships and unconsolidated subsidiaries	8,762
Investments in leveraged leases	
Other investments	
-----	
Total investment and other assets	8,762
-----	
Utility plant, at original cost:	
Transmission and distribution	
Generation	
Accumulated provision for depreciation and decommissioning	
Construction work in progress	
Nuclear fuel, at amortized cost	
-----	
Total utility plant	
-----	
Goodwill	
Regulatory assets - net	
Other deferred charges	
-----	
Total deferred charges	
-----	
Assets of discontinued operations	
-----	
Total assets	\$79,094
=====	

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Edison Capital and Subsidiaries [Tier 5]  
Mission Funding Epsilon Consolidated  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

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	Edison Capital International (Bermuda) Ltd.	Edison Capital International Transmission (Bermuda) Ltd.
-----		
ASSETS		
-----		
Cash and equivalents	\$604	
Receivables - net	(519)	
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
-----		
Total current assets	85	
-----		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	33,111	
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets	33,111	
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Goodwill		
Regulatory assets - net		
Other deferred charges	8	
-----		
Total deferred charges	8	
-----		
Assets of discontinued operations		
-----		
Total assets	\$33,204	
=====		

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Edison Capital and Subsidiaries [Tier 5]  
 Mission Funding Epsilon Consolidated  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Edison Capital (Netherlands) Holdings Company B.V. 110	Edison Capital (Netherlands) Investments B. [6]
-----		
ASSETS		
-----		
Cash and equivalents	\$57	
Receivables - net	(30)	2,
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
-----		
Total current assets	27	2,
-----		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	4,781	
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets	4,781	
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Goodwill		
Regulatory assets - net		
Other deferred charges		
-----		
Total deferred charges		

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-----  
 -----  
 Assets of discontinued operations  
 -----

Total assets	\$4,808	\$2,
=====	=====	=====

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Edison Capital and Subsidiaries [Tier 5]  
 Mission Funding Epsilon Consolidated  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Mission Funding Mu [6]	Mission Fundin Delta
<b>ASSETS</b>		
-----		
Cash and equivalents		
Receivables - net	\$2,249	\$
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
-----		
Total current assets	2,249	
-----		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases	24,910	
Other investments		
-----		
Total investment and other assets	24,910	
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		

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Total utility plant

Goodwill  
Regulatory assets - net  
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets \$27,159

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Edison Capital and Subsidiaries [Tier 5]  
Mission Funding Epsilon Consolidated  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

Mission  
Investments, Inc.

Mission (Bermu  
Investments, L  
28

ASSETS

Cash and equivalents	\$12
Receivables - net	(282)
Fuel inventory	
Materials and supplies, at average cost	
Accumulated deferred income taxes - net	
Trading and price risk management assets	
Prepayments and other current assets	

Total current assets (270)

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

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Total investment and other assets

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

-----  
 Total utility plant

-----  
 Goodwill  
 Regulatory assets - net  
 Other deferred charges

-----  
 Total deferred charges

-----  
 Assets of discontinued operations

-----  
 Total assets (\$270)

=====

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Edison Capital and Subsidiaries [Tier 5]  
 Mission Funding Epsilon Consolidated  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Consolidating  
 Adjustments

Mission Fundin  
 Epsilon  
 Consolidated

-----  
 ASSETS

-----  
 Cash and equivalents \$64,  
 Receivables - net 171,  
 Fuel inventory  
 Materials and supplies, at average cost  
 Accumulated deferred income taxes - net  
 Trading and price risk management assets  
 Prepayments and other current assets

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Total current assets	236,
-----	-----
Nonutility property - net	
Nuclear decommissioning trusts	
Investments in partnerships and unconsolidated subsidiaries	511,
Investments in leveraged leases	1,072,
Other investments	
-----	-----
Total investment and other assets	1,584,
-----	-----
Utility plant, at original cost:	
Transmission and distribution	
Generation	
Accumulated provision for depreciation and decommissioning	
Construction work in progress	
Nuclear fuel, at amortized cost	
-----	-----
Total utility plant	
-----	-----
Goodwill	
Regulatory assets - net	
Other deferred charges	
-----	-----
Total deferred charges	
-----	-----
Assets of discontinued operations	
-----	-----
Total assets	\$1,820,
=====	=====

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Edison Capital and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Burlington  
 Apartments, Inc.      Edison Capital  
 Europe Limited

-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY  
 -----

Short-term debt

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Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	\$5	\$
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		
-----		
Total current liabilities	5	
-----		
Long-term debt		
-----		
Accumulated deferred income taxes - net	4	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
-----		
Total deferred credits and other liabilities		
-----		
Liabilities of discontinued operations		
-----		
Minority Interest		
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries		
-----		
Common stock		
Additional paid-in capital		
Accumulated other comprehensive income (loss)		
Retained earnings	(193)	
-----		
Total common shareholders' equity	(193)	
-----		
Total liabilities and shareholders' equity	(\$184)	\$
=====		



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Edison Capital and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Edison Funding Company Consolidated	Edison Mortgage Company
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt	\$150,000	
Long-term debt classified as due within one year	162,312	
Preferred stock to be redeemed within one year		
Accounts payable	(159,863)	(\$
Accrued taxes	273,073	
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities	47,828	
-----		
Total current liabilities	473,350	(
-----		
Long-term debt	434,543	
-----		
Accumulated deferred income taxes - net	2,088,032	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits	9,943	
Other long-term liabilities	54,991	
-----		
Total deferred credits and other liabilities	2,152,966	
-----		
Liabilities of discontinued operations		
-----		
Minority Interest		
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries		
-----		
Common stock	127,166	

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Additional paid-in capital	
Accumulated other comprehensive income (loss)	(3,817)
Retained earnings	780,535

---

Total common shareholders' equity	903,884
-----------------------------------	---------

---

Total liabilities and shareholders' equity	\$3,964,743
--	-------------

---

200

Edison Capital and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Mission  
 International  
 Capital, Inc.

Renewable Ener  
 Capital Compan

---

LIABILITIES AND SHAREHOLDERS' EQUITY

---

Short-term debt  
 Long-term debt classified as due within one year  
 Preferred stock to be redeemed within one year  
 Accounts payable  
 Accrued taxes  
 Regulatory liabilities - net  
 Trading and price risk management liabilities  
 Other current liabilities

\$16

---

Total current liabilities

---

16

Long-term debt

---

Accumulated deferred income taxes - net  
 Accumulated deferred investment tax credits  
 Customer advances and other deferred credits  
 Power-purchase contracts  
 Accumulated provision for pension and benefits  
 Other long-term liabilities

---

Total deferred credits and other liabilities

---

Liabilities of discontinued operations

---

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Minority Interest

Preferred stock of utility:

Not subject to mandatory redemption

Subject to mandatory redemption

Company-obligated mandatorily redeemable

securities of subsidiaries holding

solely parent company debentures

Other preferred securities

Total preferred securities of subsidiaries

Common stock

Additional paid-in capital

Accumulated other comprehensive income (loss)

Retained earnings

(16)

Total common shareholders' equity

(\$16)

Total liabilities and shareholders' equity

201

Edison Capital and Subsidiaries [Tier 3]

Consolidating Balance Sheet

December 31, 2001

(In thousands)

	Consolidating Adjustments	Edison Capital Consolidated
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Short-term debt		\$150,
Long-term debt classified as due within one year		162,
Preferred stock to be redeemed within one year		
Accounts payable	(\$470)	11,
Accrued taxes	(273,123)	
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		57,
<b>Total current liabilities</b>	<b>(273,593)</b>	<b>381,</b>

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Long-term debt		434,
-----		
Accumulated deferred income taxes - net		2,084,
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		14,
Other long-term liabilities		68,
-----		
Total deferred credits and other liabilities		2,166,
-----		
Liabilities of discontinued operations		
-----		
Minority Interest		
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries		
-----		
Common stock	(127,169)	81,
Additional paid-in capital		
Accumulated other comprehensive income (loss)		(3,
Retained earnings		675,
-----		
Total common shareholders' equity	(127,169)	752,
-----		
Total liabilities and shareholders' equity	(\$400,762)	\$3,736,
=====		

202

Edison Capital and Subsidiaries [Tier 4]  
Edison Funding Company Consolidated  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

Edison Capital  
Housing  
Investments

Edison Integra  
Energy Service

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

Consolidated

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt	
Long-term debt classified as due within one year	
Preferred stock to be redeemed within one year	
Accounts payable	\$9,013
Accrued taxes	
Regulatory liabilities - net	
Trading and price risk management liabilities	
Other current liabilities	43,971
Total current liabilities	52,984
Long-term debt	3,862
Accumulated deferred income taxes - net	60,735
Accumulated deferred investment tax credits	
Customer advances and other deferred credits	
Power-purchase contracts	
Accumulated provision for pension and benefits	9,943
Other long-term liabilities	21,225
Total deferred credits and other liabilities	91,903
Liabilities of discontinued operations	
Minority Interest	
Preferred stock of utility:	
Not subject to mandatory redemption	
Subject to mandatory redemption	
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures	
Other preferred securities	
Total preferred securities of subsidiaries	
Common stock	319,013
Additional paid-in capital	
Accumulated other comprehensive income (loss)	
Retained earnings	211,549
Total common shareholders' equity	530,562
Total liabilities and shareholders' equity	\$679,311

203

Edison Capital and Subsidiaries [Tier 4]  
 Edison Funding Company Consolidated  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Mission Funding Beta	Mission Funding Epsilon Consolidated
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	\$10,106	(\$589,
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		
-----		
Total current liabilities	10,106	(589,
-----		
Long-term debt		
-----		
Accumulated deferred income taxes - net	583,557	998,
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
-----		
Total deferred credits and other liabilities	583,557	998,
-----		
Liabilities of discontinued operations		
-----		
Minority Interest		
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding		

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solely parent company debentures  
Other preferred securities

-----  
Total preferred securities of subsidiaries  
-----

Common stock	115,373	1,225,
Additional paid-in capital		
Accumulated other comprehensive income (loss)		
Retained earnings	45,579	186,

-----  
Total common shareholders' equity 160,952 1,411,  
-----

=====  
Total liabilities and shareholders' equity \$754,615 \$1,820,  
=====

204

Edison Capital and Subsidiaries [Tier 4]  
Edison Funding Company Consolidated  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

	Mission Funding Kappa	Mission Funding Zeta
--	--------------------------	-------------------------

-----  
LIABILITIES AND SHAREHOLDERS' EQUITY  
-----

Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	\$188,854	(\$50,
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		

-----  
Total current liabilities 188,854 (50,  
-----

-----  
Long-term debt  
-----

Accumulated deferred income taxes - net	131,364	30,
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		

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Other long-term liabilities

-----  
 Total deferred credits and other liabilities 131,364 30,  
 -----

Liabilities of discontinued operations

Minority Interest

Preferred stock of utility:

Not subject to mandatory redemption

Subject to mandatory redemption

Company-obligated mandatorily redeemable  
 securities of subsidiaries holding  
 solely parent company debentures

Other preferred securities

-----  
 Total preferred securities of subsidiaries

Common stock 115,508 40,  
 Additional paid-in capital  
 Accumulated other comprehensive income (loss)  
 Retained earnings 67,579 15,  
 -----

Total common shareholders' equity 183,087 55,  
 -----

Total liabilities and shareholders' equity \$503,305 \$36,  
 =====

205

Edison Capital and Subsidiaries [Tier 4]  
 Edison Funding Company Consolidated  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Edison Funding  
 Company Consolidating  
 Adjustments

-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY

-----  
 Short-term debt \$150,000  
 Long-term debt classified as due within one year 162,312  
 Preferred stock to be redeemed within one year



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Accounts payable	316,014	(\$
Accrued taxes	273,073	
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities	3,857	
-----		
Total current liabilities	905,256	(
-----		
Long-term debt	430,681	
-----		
Accumulated deferred income taxes - net	(12,356)	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities	33,766	
-----		
Total deferred credits and other liabilities	21,410	
-----		
Liabilities of discontinued operations		
-----		
Minority Interest		
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries		
-----		
Common stock	127,166	(2,003,
Additional paid-in capital		
Accumulated other comprehensive income (loss)	(3,812)	
Retained earnings	214,657	
-----		
Total common shareholders' equity	338,011	(2,003,
-----		
Total liabilities and shareholders' equity	\$1,695,358	(\$2,003,
=====		

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Edison Capital and Subsidiaries [Tier 5]  
Edison Capital Housing Investments Consolidated

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Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	East Coast Capital, Inc.	EC Asset Servi Inc.
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	(\$356)	(\$
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		
<hr/>		
Total current liabilities	(356)	(
<hr/>		
Long-term debt		
<hr/>		
Accumulated deferred income taxes - net	16	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
<hr/>		
Total deferred credits and other liabilities	16	
<hr/>		
Liabilities of discontinued operations		
<hr/>		
Minority Interest		
<hr/>		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
<hr/>		
Total preferred securities of subsidiaries		
<hr/>		
Common stock	242	
Additional paid-in capital		
Accumulated other comprehensive income (loss)		

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Retained earnings	109
-----	
Total common shareholders' equity	351
-----	
Total liabilities and shareholders' equity	\$11
=====	

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Edison Capital and Subsidiaries [Tier 5]  
 Edison Capital Housing Investments Consolidated  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

EC Properties III, EC-SLP, Inc.  
 Inc.

-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY  
 -----

Short-term debt	
Long-term debt classified as due within one year	
Preferred stock to be redeemed within one year	
Accounts payable	(\$17)
Accrued taxes	
Regulatory liabilities - net	
Trading and price risk management liabilities	
Other current liabilities	
-----	
Total current liabilities	(17)
-----	

Long-term debt

Accumulated deferred income taxes - net	6
Accumulated deferred investment tax credits	
Customer advances and other deferred credits	
Power-purchase contracts	
Accumulated provision for pension and benefits	
Other long-term liabilities	
-----	
Total deferred credits and other liabilities	6
-----	

Liabilities of discontinued operations

Minority Interest

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-----  
 Preferred stock of utility:

    Not subject to mandatory redemption  
     Subject to mandatory redemption  
 Company-obligated mandatorily redeemable  
     securities of subsidiaries holding  
     solely parent company debentures  
 Other preferred securities

-----  
 Total preferred securities of subsidiaries  
 -----

Common stock	2
Additional paid-in capital	
Accumulated other comprehensive income (loss)	
Retained earnings	78

-----  
 Total common shareholders' equity 80  
 -----

-----  
 Total liabilities and shareholders' equity \$69  
 =====

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Edison Capital and Subsidiaries [Tier 5]  
 Edison Capital Housing Investments Consolidated  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

ECHIB Company

ECHI Wyvernwood  
 Inc.

-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY  
 -----

Short-term debt  
 Long-term debt classified as due within one year  
 Preferred stock to be redeemed within one year  
 Accounts payable  
 Accrued taxes  
 Regulatory liabilities - net  
 Trading and price risk management liabilities  
 Other current liabilities

-----  
 Total current liabilities  
 -----

Long-term debt

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-----  
 Accumulated deferred income taxes - net  
 Accumulated deferred investment tax credits  
 Customer advances and other deferred credits  
 Power-purchase contracts  
 Accumulated provision for pension and benefits  
 Other long-term liabilities  
 -----

Total deferred credits and other liabilities  
 -----

Liabilities of discontinued operations  
 -----

Minority Interest  
 -----

Preferred stock of utility:  
     Not subject to mandatory redemption  
     Subject to mandatory redemption  
 Company-obligated mandatorily redeemable  
     securities of subsidiaries holding  
     solely parent company debentures  
 Other preferred securities  
 -----

Total preferred securities of subsidiaries  
 -----

Common stock  
 Additional paid-in capital  
 Accumulated other comprehensive income (loss)  
 Retained earnings  
 -----

Total common shareholders' equity  
 -----

Total liabilities and shareholders' equity  
 =====

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Edison Capital and Subsidiaries [Tier 5]  
 Edison Capital Housing Investments Consolidated  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Edison Capital  
 Affordable Housing  
 97 V

Edison Capital  
 Affordable Hou  
 97 VI

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LIABILITIES AND SHAREHOLDERS' EQUITY

-----  
Short-term debt  
Long-term debt classified as due within one year  
Preferred stock to be redeemed within one year  
Accounts payable  
Accrued taxes  
Regulatory liabilities - net  
Trading and price risk management liabilities  
Other current liabilities  
-----

Total current liabilities  
-----

Long-term debt  
-----

Accumulated deferred income taxes - net  
Accumulated deferred investment tax credits  
Customer advances and other deferred credits  
Power-purchase contracts  
Accumulated provision for pension and benefits  
Other long-term liabilities  
-----

Total deferred credits and other liabilities  
-----

Liabilities of discontinued operations  
-----

Minority Interest  
-----

Preferred stock of utility:  
    Not subject to mandatory redemption  
    Subject to mandatory redemption  
Company-obligated mandatorily redeemable  
    securities of subsidiaries holding  
    solely parent company debentures  
Other preferred securities  
-----

Total preferred securities of subsidiaries  
-----

Common stock  
Additional paid-in capital  
Accumulated other comprehensive income (loss)  
Retained earnings  
-----

Total common shareholders' equity  
-----

Total liabilities and shareholders' equity  
=====

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Edison Capital and Subsidiaries [Tier 5]  
 Edison Capital Housing Investments Consolidated  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Edison Capital  
 Affordable Housing  
 97 VIII

Edison Capital  
 Affordable Hou  
 99A Company

-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY  
 -----

Short-term debt  
 Long-term debt classified as due within one year  
 Preferred stock to be redeemed within one year  
 Accounts payable  
 Accrued taxes  
 Regulatory liabilities - net  
 Trading and price risk management liabilities  
 Other current liabilities

-----  
 Total current liabilities  
 -----

Long-term debt

-----  
 Accumulated deferred income taxes - net  
 Accumulated deferred investment tax credits  
 Customer advances and other deferred credits  
 Power-purchase contracts  
 Accumulated provision for pension and benefits  
 Other long-term liabilities

-----  
 Total deferred credits and other liabilities  
 -----

Liabilities of discontinued operations

-----  
 Minority Interest  
 -----

Preferred stock of utility:  
     Not subject to mandatory redemption  
     Subject to mandatory redemption  
 Company-obligated mandatorily redeemable  
     securities of subsidiaries holding  
     solely parent company debentures  
 Other preferred securities

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-----  
 Total preferred securities of subsidiaries  
 -----

Common stock  
 Additional paid-in capital  
 Accumulated other comprehensive income (loss)  
 Retained earnings  
 -----

Total common shareholders' equity  
 -----

Total liabilities and shareholders' equity  
 =====

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Edison Capital and Subsidiaries [Tier 5]  
 Edison Capital Housing Investments Consolidated  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Edison Capital  
 Housing Delaware  
 Inc.

Edison Capital  
 Housing Florid

-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY  
 -----

Short-term debt  
 Long-term debt classified as due within one year  
 Preferred stock to be redeemed within one year  
 Accounts payable  
 Accrued taxes  
 Regulatory liabilities - net  
 Trading and price risk management liabilities  
 Other current liabilities  
 -----

\$22

Total current liabilities  
 -----

22

Long-term debt  
 -----

Accumulated deferred income taxes - net  
 Accumulated deferred investment tax credits  
 Customer advances and other deferred credits  
 Power-purchase contracts  
 Accumulated provision for pension and benefits  
 Other long-term liabilities

1



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-----  
 Total deferred credits and other liabilities 1  
 -----

Liabilities of discontinued operations  
 -----

Minority Interest  
 -----

Preferred stock of utility:

    Not subject to mandatory redemption  
     Subject to mandatory redemption  
 Company-obligated mandatorily redeemable  
     securities of subsidiaries holding  
     solely parent company debentures  
 Other preferred securities  
 -----

Total preferred securities of subsidiaries  
 -----

Common stock 2  
 Additional paid-in capital  
 Accumulated other comprehensive income (loss)  
 Retained earnings (14)  
 -----

Total common shareholders' equity (12)  
 -----

Total liabilities and shareholders' equity \$11  
 =====

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Edison Capital and Subsidiaries [Tier 5]  
 Edison Capital Housing Investments Consolidated  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Edison Capital  
 Housing New Jersey

Edison Capital  
 Housing New Yo

-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY  
 -----

Short-term debt  
 Long-term debt classified as due within one year  
 Preferred stock to be redeemed within one year  
 Accounts payable (\$6,401)

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Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		3,
-----		
Total current liabilities	(6,401)	3,
-----		
Long-term debt		
-----		
Accumulated deferred income taxes - net	(145)	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
-----		
Total deferred credits and other liabilities	(145)	
-----		
Liabilities of discontinued operations		
-----		
Minority Interest		
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries		
-----		
Common stock	9,248	1,
Additional paid-in capital		
Accumulated other comprehensive income (loss)		
Retained earnings	(207)	
-----		
Total common shareholders' equity	9,041	1,
-----		
Total liabilities and shareholders' equity	\$2,495	\$4,
=====		

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Edison Capital and Subsidiaries [Tier 5]  
Edison Capital Housing Investments Consolidated  
Consolidating Balance Sheet

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December 31, 2001  
(In thousands)

	Edison Housing North Carolina	Edison Housing Oregon, Inc.
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	(\$1,310)	
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		
<hr/>		
Total current liabilities	(1,310)	
<hr/>		
Long-term debt		
<hr/>		
Accumulated deferred income taxes - net	189	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
<hr/>		
Total deferred credits and other liabilities	189	
<hr/>		
Liabilities of discontinued operations		
<hr/>		
Minority Interest		
<hr/>		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
<hr/>		
Total preferred securities of subsidiaries		
<hr/>		
Common stock	2,144	
Additional paid-in capital		
Accumulated other comprehensive income (loss)		
Retained earnings	760	

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-----

Total common shareholders' equity	2,904	(
-----------------------------------	-------	---

Total liabilities and shareholders' equity	\$1,783	)
--	---------	---

=====

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Edison Capital and Subsidiaries [Tier 5]  
 Edison Capital Housing Investments Consolidated  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	EHI Development Company	EHI Developmen Fund
--	----------------------------	------------------------

-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY  
 -----

Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	(\$1,091)	(\$
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		

Total current liabilities	(1,091)	(
---------------------------	---------	---

-----  
 Long-term debt  
 -----

Accumulated deferred income taxes - net		(1,
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		

Total deferred credits and other liabilities		(1,
--	--	-----

-----  
 Liabilities of discontinued operations  
 -----

-----  
 Minority Interest  
 -----

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Preferred stock of utility:

Not subject to mandatory redemption  
 Subject to mandatory redemption  
 Company-obligated mandatorily redeemable  
 securities of subsidiaries holding  
 solely parent company debentures  
 Other preferred securities

-----  
 Total preferred securities of subsidiaries  
 -----

Common stock	1,001	5,
Additional paid-in capital		
Accumulated other comprehensive income (loss)		
Retained earnings	87	1,

-----  
 Total common shareholders' equity 1,088 6,  
 -----

Total liabilities and shareholders' equity (\$3) \$3,  
 =====

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Edison Capital and Subsidiaries [Tier 5]  
 Edison Capital Housing Investments Consolidated  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	MHICAL 95 Company	Edison Housing Consolidation (6)
--	-------------------	--

-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY  
 -----

Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	(\$62,284)	(\$
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		

-----  
 Total current liabilities (62,284) (  
 -----

Long-term debt

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Accumulated deferred income taxes - net	(655)
Accumulated deferred investment tax credits	
Customer advances and other deferred credits	
Power-purchase contracts	
Accumulated provision for pension and benefits	
Other long-term liabilities	

---

Total deferred credits and other liabilities	(655)
--	-------

---

Liabilities of discontinued operations

---

Minority Interest

---

Preferred stock of utility:  
     Not subject to mandatory redemption  
     Subject to mandatory redemption  
 Company-obligated mandatorily redeemable  
     securities of subsidiaries holding  
     solely parent company debentures  
 Other preferred securities

---

Total preferred securities of subsidiaries

---

Common stock	44,132	14,
Additional paid-in capital		
Accumulated other comprehensive income (loss)		
Retained earnings	10,364	7,

---

Total common shareholders' equity	54,496	22,
-----------------------------------	--------	-----

---

Total liabilities and shareholders' equity	(\$8,443)	\$22,
--	-----------	-------

---

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Edison Capital and Subsidiaries [Tier 5]  
 Edison Capital Housing Investments Consolidated  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

MHICAL 97 Company      MHIFED 94 Comp

---

LIABILITIES AND SHAREHOLDERS' EQUITY

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Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	(\$7,340)	(\$26,
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		
-----		
Total current liabilities	(7,340)	(26,
-----		
Long-term debt		
-----		
Accumulated deferred income taxes - net	1,419	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
-----		
Total deferred credits and other liabilities	1,419	
-----		
Liabilities of discontinued operations		
-----		
Minority Interest		
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable		
securities of subsidiaries holding		
solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries		
-----		
Common stock	3,906	20,
Additional paid-in capital		
Accumulated other comprehensive income (loss)		
Retained earnings	7,647	6,
-----		
Total common shareholders' equity	11,553	26,
-----		
Total liabilities and shareholders' equity	\$5,632	(\$
=====		

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Edison Capital and Subsidiaries [Tier 5]  
 Edison Capital Housing Investments Consolidated  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	MHIFED 96 Company	MHIFED 96A Com
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	(\$1,485)	(\$15,
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		
<hr/>		
Total current liabilities	(1,485)	(15,
<hr/>		
Long-term debt		
<hr/>		
Accumulated deferred income taxes - net	88	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
<hr/>		
Total deferred credits and other liabilities	88	
<hr/>		
Liabilities of discontinued operations		
<hr/>		
Minority Interest		
<hr/>		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable		
securities of subsidiaries holding		
solely parent company debentures		
Other preferred securities		
<hr/>		
Total preferred securities of subsidiaries		
<hr/>		



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Common stock	1,127	13,
Additional paid-in capital		
Accumulated other comprehensive income (loss)		
Retained earnings	(56)	1,
-----		
Total common shareholders' equity	1,071	15,
-----		
Total liabilities and shareholders' equity	(\$326)	(\$
=====		

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Edison Capital and Subsidiaries [Tier 5]  
 Edison Capital Housing Investments Consolidated  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Mission Housing Alpha	Mission Housing Beta
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	(\$4,377)	(\$7,
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		
-----		
Total current liabilities	(4,377)	(7,
-----		
Long-term debt		
-----		
Accumulated deferred income taxes - net	1,191	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
-----		
Total deferred credits and other liabilities	1,191	
-----		

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Liabilities of discontinued operations

Minority Interest

Preferred stock of utility:

Not subject to mandatory redemption

Subject to mandatory redemption

Company-obligated mandatorily redeemable

securities of subsidiaries holding

solely parent company debentures

Other preferred securities

Total preferred securities of subsidiaries

Common stock

3,264

4,

Additional paid-in capital

Accumulated other comprehensive income (loss)

Retained earnings

209

2,

Total common shareholders' equity

3,473

6,

Total liabilities and shareholders' equity

\$287

(\$

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Edison Capital and Subsidiaries [Tier 5]  
 Edison Capital Housing Investments Consolidated  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Mission Housing  
 Denver

Mission Housing  
 Epsilon

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt

Long-term debt classified as due within one year

Preferred stock to be redeemed within one year

Accounts payable

(\$10,590)

(\$1,

Accrued taxes

Regulatory liabilities - net

Trading and price risk management liabilities

Other current liabilities

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Total current liabilities	(10,590)	(1,
-----		
Long-term debt		
-----		
Accumulated deferred income taxes - net	(94)	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
-----		
Total deferred credits and other liabilities	(94)	
-----		
Liabilities of discontinued operations		
-----		
Minority Interest		
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries		
-----		
Common stock	7,925	1,
Additional paid-in capital		
Accumulated other comprehensive income (loss)		
Retained earnings	2,753	
-----		
Total common shareholders' equity	10,678	1,
-----		
Total liabilities and shareholders' equity	(\$6)	
=====		

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Edison Capital and Subsidiaries [Tier 5]  
 Edison Capital Housing Investments Consolidated  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

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	Mission Housing Holdings	Mission Housing Theta
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	(\$20,615)	(\$1,
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		
<hr/>		
Total current liabilities	(20,615)	(1,
<hr/>		
Long-term debt		
<hr/>		
Accumulated deferred income taxes - net	(462)	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
<hr/>		
Total deferred credits and other liabilities	(462)	
<hr/>		
Liabilities of discontinued operations		
<hr/>		
Minority Interest		
<hr/>		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
<hr/>		
Total preferred securities of subsidiaries		
<hr/>		
Common stock	17,570	1,
Additional paid-in capital		
Accumulated other comprehensive income (loss)		
Retained earnings	3,531	1,
<hr/>		
Total common shareholders' equity	21,101	2,
<hr/>		
Total liabilities and shareholders' equity	\$24	\$1,

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Edison Capital and Subsidiaries [Tier 5]  
 Edison Capital Housing Investments Consolidated  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Mission Housing Zeta	Mission SA Com
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	(\$10,792)	
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		
<hr/>		
Total current liabilities	(10,792)	
<hr/>		
Long-term debt		
<hr/>		
Accumulated deferred income taxes - net	(123)	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
<hr/>		
Total deferred credits and other liabilities	(123)	
<hr/>		
Liabilities of discontinued operations		
<hr/>		
Minority Interest		
<hr/>		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding		

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solely parent company debentures  
Other preferred securities

-----  
Total preferred securities of subsidiaries  
-----

Common stock	12,754
Additional paid-in capital	
Accumulated other comprehensive income (loss)	
Retained earnings	471

-----  
Total common shareholders' equity 13,225  
-----

Total liabilities and shareholders' equity \$2,310  
=====

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Edison Capital and Subsidiaries [Tier 5]  
Edison Capital Housing Investments Consolidated  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

Edison Funding  
Omicron Inc.

Edison Funding  
Olive Court [6

-----  
LIABILITIES AND SHAREHOLDERS' EQUITY  
-----

Short-term debt	
Long-term debt classified as due within one year	
Preferred stock to be redeemed within one year	
Accounts payable	\$122,610
Accrued taxes	
Regulatory liabilities - net	
Trading and price risk management liabilities	
Other current liabilities	330

-----  
Total current liabilities 122,940  
-----

Long-term debt

Accumulated deferred income taxes - net	18,260
Accumulated deferred investment tax credits	
Customer advances and other deferred credits	
Power-purchase contracts	
Accumulated provision for pension and benefits	

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Other long-term liabilities

-----  
 Total deferred credits and other liabilities 18,260  
 -----

Liabilities of discontinued operations

-----  
 Minority Interest

-----  
 Preferred stock of utility:

    Not subject to mandatory redemption  
     Subject to mandatory redemption  
 Company-obligated mandatorily redeemable  
     securities of subsidiaries holding  
     solely parent company debentures  
 Other preferred securities

-----  
 Total preferred securities of subsidiaries

-----  
 Common stock 12,724  
 Additional paid-in capital  
 Accumulated other comprehensive income (loss)  
 Retained earnings 106,389  
 -----

Total common shareholders' equity 119,113  
 -----

Total liabilities and shareholders' equity \$260,313 \$4,  
 =====

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Edison Capital and Subsidiaries [Tier 5]  
 Edison Capital Housing Investments Consolidated  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Edison Capital                      Consolidating  
 Housing Investments                Adjustments

-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY  
 -----

Short-term debt  
 Long-term debt classified as due within one year

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Preferred stock to be redeemed within one year		
Accounts payable	\$202,088	
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities	50,132	(9,
-----		
Total current liabilities	252,220	(9,
-----		
Long-term debt		
-----		
Accumulated deferred income taxes - net	38,500	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		9,
Other long-term liabilities	21,225	
-----		
Total deferred credits and other liabilities	59,725	\$9,
-----		
Liabilities of discontinued operations		
-----		
Minority Interest		
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries		
-----		
Common stock	47,308	
Additional paid-in capital		
Accumulated other comprehensive income (loss)		
Retained earnings	22,567	
-----		
Total common shareholders' equity	69,875	
-----		
Total liabilities and shareholders' equity	\$381,820	
=====		

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Edison Capital and Subsidiaries [Tier 5]



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Mission Funding Epsilon Consolidated  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Edison Capital  
 (Bermuda)  
 Investments, Ltd. Edison Capital  
 (Bermuda) Ltd.

-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY  
 -----

Short-term debt  
 Long-term debt classified as due within one year  
 Preferred stock to be redeemed within one year  
 Accounts payable \$79,582  
 Accrued taxes  
 Regulatory liabilities - net  
 Trading and price risk management liabilities  
 Other current liabilities

-----  
 Total current liabilities 79,582  
 -----

Long-term debt  
 -----

Accumulated deferred income taxes - net 126  
 Accumulated deferred investment tax credits  
 Customer advances and other deferred credits  
 Power-purchase contracts  
 Accumulated provision for pension and benefits  
 Other long-term liabilities

-----  
 Total deferred credits and other liabilities 126  
 -----

Liabilities of discontinued operations  
 -----

Minority Interest  
 -----

Preferred stock of utility:  
     Not subject to mandatory redemption  
     Subject to mandatory redemption  
 Company-obligated mandatorily redeemable  
     securities of subsidiaries holding  
     solely parent company debentures  
 Other preferred securities

-----  
 Total preferred securities of subsidiaries  
 -----

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Common stock	6,723
Additional paid-in capital	
Accumulated other comprehensive income (loss)	
Retained earnings	(7,337)
-----	
Total common shareholders' equity	(614)
-----	
Total liabilities and shareholders' equity	\$79,094
=====	

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Edison Capital and Subsidiaries [Tier 5]  
Mission Funding Epsilon Consolidated  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

	Edison Capital International (Bermuda) Ltd.	Edison Capital International Transmission (Bermuda) Ltd.
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	\$1,964	
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		
-----		
Total current liabilities	1,964	
-----		
Long-term debt		
-----		
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
-----		
Total deferred credits and other liabilities		
-----		

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Liabilities of discontinued operations

---

Minority Interest

---

Preferred stock of utility:

Not subject to mandatory redemption

Subject to mandatory redemption

Company-obligated mandatorily redeemable

securities of subsidiaries holding

solely parent company debentures

Other preferred securities

---

Total preferred securities of subsidiaries

---

Common stock	29,384
--------------	--------

Additional paid-in capital

Accumulated other comprehensive income (loss)

Retained earnings	1,856
-------------------	-------

---

Total common shareholders' equity	31,240
-----------------------------------	--------

---

Total liabilities and shareholders' equity	\$33,204
--	----------

---

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Edison Capital and Subsidiaries [Tier 5]

Mission Funding Epsilon Consolidated

Consolidating Balance Sheet

December 31, 2001

(In thousands)

Edison Capital  
(Netherlands)  
Holdings Company  
B.V.

Edison Capital  
(Netherlands)  
Investments B.  
[6]

LIABILITIES AND SHAREHOLDERS' EQUITY

---

Short-term debt

Long-term debt classified as due within one year

Preferred stock to be redeemed within one year

Accounts payable	\$205
------------------	-------

Accrued taxes

Regulatory liabilities - net

Trading and price risk management liabilities

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Other current liabilities

-----  
 Total current liabilities 205  
 -----

Long-term debt

-----  
 Accumulated deferred income taxes - net (13) (\$  
 Accumulated deferred investment tax credits  
 Customer advances and other deferred credits  
 Power-purchase contracts  
 Accumulated provision for pension and benefits  
 Other long-term liabilities  
 -----

Total deferred credits and other liabilities (13) (

Liabilities of discontinued operations

Minority Interest

Preferred stock of utility:

Not subject to mandatory redemption  
 Subject to mandatory redemption  
 Company-obligated mandatorily redeemable  
 securities of subsidiaries holding  
 solely parent company debentures  
 Other preferred securities

-----  
 Total preferred securities of subsidiaries  
 -----

Common stock 4,781 4,  
 Additional paid-in capital  
 Accumulated other comprehensive income (loss)  
 Retained earnings (165) (2,

-----  
 Total common shareholders' equity 4,616 2,  
 -----

Total liabilities and shareholders' equity \$4,808 \$2,  
 =====

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Edison Capital and Subsidiaries [Tier 5]  
 Mission Funding Epsilon Consolidated  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

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	Mission Funding Mu [6]	Mission Funding Delta
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	(\$12,101)	(\$19,
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		
-----		
Total current liabilities	(12,101)	(19,
-----		
Long-term debt		
-----		
Accumulated deferred income taxes - net	14,964	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
-----		
Total deferred credits and other liabilities	14,964	
-----		
Liabilities of discontinued operations		
-----		
Minority Interest		
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable		
securities of subsidiaries holding		
solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries		
-----		
Common stock	14,750	13,
Additional paid-in capital		
Accumulated other comprehensive income (loss)		
Retained earnings	9,546	6,
-----		
Total common shareholders' equity	24,296	19,

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Total liabilities and shareholders' equity	\$27,159	\$
--	----------	----

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Edison Capital and Subsidiaries [Tier 5]  
 Mission Funding Epsilon Consolidated  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Mission Investments, Inc.	Mission (Bermu Investments, L
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	\$605	(\$
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		
-----		
Total current liabilities	604	(
-----		
Long-term debt		
-----		
Accumulated deferred income taxes - net	(2,148)	(2,
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
-----		
Total deferred credits and other liabilities	(2,148)	(2,
-----		
Liabilities of discontinued operations		
-----		
Minority Interest		
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		

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Subject to mandatory redemption  
 Company-obligated mandatorily redeemable  
 securities of subsidiaries holding  
 solely parent company debentures  
 Other preferred securities

-----  
 Total preferred securities of subsidiaries  
 -----

Common stock	25	1,
Additional paid-in capital		
Accumulated other comprehensive income (loss)		
Retained earnings	1,248	1,

-----  
 Total common shareholders' equity 1,273 2,  
 -----

Total liabilities and shareholders' equity (\$270) (\$  
 =====

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Edison Capital and Subsidiaries [Tier 5]  
 Mission Funding Epsilon Consolidated  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Consolidating Adjustments	Mission Fundin Epsilon Consolidated
--	------------------------------	---

-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY  
 -----

Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		(\$589,
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		

-----  
 Total current liabilities (589,  
 -----

Long-term debt  
 -----

Accumulated deferred income taxes - net		998,
---	--	------

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Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
-----		
Total deferred credits and other liabilities		998,
-----		
Liabilities of discontinued operations		
-----		
Minority Interest		
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries		
-----		
Common stock		1,225,
Additional paid-in capital		
Accumulated other comprehensive income (loss)		
Retained earnings		186,
-----		
Total common shareholders' equity		1,411,
-----		
Total liabilities and shareholders' equity		\$1,820,
=====		

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Edison Capital and Subsidiaries [Tier 3]  
Consolidating Statements of Income (Loss) and Retained Earnings  
December 31, 2001  
(In thousands)

	Burlington Apartments, Inc.	Edison Capit Europe Limit
-----		
Electric utility		
Nonutility power generation		
Financial services and other	\$1	\$
-----		



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Total operating revenue	1
-----	
Fuel	
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	55
Depreciation, decommissioning and amortization	
Write-down of nonutility assets	
Property and other taxes	
Net gain on sale of utility plant	
-----	
Total operating expenses	55
-----	
Operating income (loss)	(54)
Interest and dividend income	4
Other nonoperating income	
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Dividends on preferred securities	
Dividends on utility preferred stock	
-----	
Income (loss) from continuing operations before taxes	(50)
Income taxes (benefit)	(20)
-----	
Income (loss) from continuing operations	(30)
Loss from discontinued operations	
(including loss on disposal of \$1,309, net of tax)	
Income taxes (benefit) on discontinued operations	
-----	
Net income (loss)	(30)
-----	
Retained earnings - beginning of year	(163)
Dividends declared on common stock	
Dividends declared on preferred stock	
-----	
Retained earnings - end of year	(\$193)
=====	

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Edison Capital and Subsidiaries [Tier 3]  
 Consolidating Statements of Income (Loss) and Retained Earnings  
 December 31, 2001  
 (In thousands)

Edison Funding  
 Company  
 Consolidated

Edison Mortg  
 Company

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Electric utility	
Nonutility power generation	
Financial services and other	\$201,398
-----	
Total operating revenue	201,398
-----	
Fuel	
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	23,990
Depreciation, decommissioning and amortization	12,400
Write-down of nonutility assets	
Property and other taxes	
Net gain on sale of utility plant	
-----	
Total operating expenses	36,390
-----	
Operating income (loss)	165,008
Interest and dividend income	19,027
Other nonoperating income	(30,604)
Interest expense - net of amounts capitalized	(64,171)
Other nonoperating deductions	
Dividends on preferred securities	
Dividends on utility preferred stock	
-----	
Income (loss) from continuing operations before taxes	89,260
Income taxes (benefit)	(12,702)
-----	
Income (loss) from continuing operations	101,962
Income (loss) from discontinued operations	
Loss from discontinued operations	
(including loss on disposal of \$1,309, net of tax)	
-----	
Net income (loss)	101,962
-----	
Retained earnings - beginning of year	678,573
Dividends declared on common stock	
Dividends declared on preferred stock	
-----	
Retained earnings - end of year	\$780,535
=====	

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Edison Capital and Subsidiaries [Tier 3]  
 Consolidating Statements of Income (Loss) and Retained Earnings  
 December 31, 2001  
 (In thousands)

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	Mission International Capital, Inc.	Renewable En Capital Comp
-----	-----	-----
Electric utility		
Nonutility power generation		
Financial services and other		
-----	-----	-----
Total operating revenue		
-----	-----	-----
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		\$3
Depreciation, decommissioning and amortization		
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
-----	-----	-----
Total operating expenses		3
-----	-----	-----
Operating income (loss)		(3)
Interest and dividend income		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
-----	-----	-----
Income (loss) from continuing operations before taxes		(3)
Income taxes (benefit)		(1)
-----	-----	-----
Income (loss) from continuing operations		(2)
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----	-----	-----
Net income (loss)		(2)
-----	-----	-----
Retained earnings - beginning of year		(14)
Dividends declared on common stock		
Dividends declared on preferred stock		
-----	-----	-----
Retained earnings - end of year		(\$16)
=====	=====	=====

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Edison Capital and Subsidiaries [Tier 3]  
 Consolidating Statements of Income (Loss) and Retained Earnings  
 December 31, 2001  
 (In thousands)

	Consolidating Adjustments	Edison Capit Consolidated
Electric utility		
Nonutility power generation		
Financial services and other	(\$2,037)	\$20
<b>Total operating revenue</b>	<b>(2,037)</b>	<b>20</b>
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	(2,037)	4
Depreciation, decommissioning and amortization		1
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
<b>Total operating expenses</b>	<b>(2,037)</b>	<b>6</b>
Operating income (loss)		13
Interest and dividend income		1
Other nonoperating income		(3)
Interest expense - net of amounts capitalized		(6)
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
<b>Income (loss) from continuing operations before taxes</b>		<b>6</b>
Income taxes (benefit)		(2)
<b>Income (loss) from continuing operations</b>		<b>8</b>
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
<b>Net income (loss)</b>		<b>8</b>
Retained earnings - beginning of year	(658)	59
Dividends declared on common stock	\$658	
Dividends declared on preferred stock		
<b>Retained earnings - end of year</b>		<b>\$67</b>

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Edison Capital and Subsidiaries [Tier 4]  
 Edison Funding Company Consolidated  
 Consolidating Statements of Income (Loss) and Retained Earnings  
 December 31, 2001  
 (In thousands)

	Edison Capital Housing Investments Consolidated	Edison Integ Energy Servi
Electric utility		
Nonutility power generation		
Financial services and other	\$54,212	
Total operating revenue	54,212	
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	20,064	
Depreciation, decommissioning and amortization	8,205	
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
Total operating expenses	28,268	
Operating income (loss)	25,944	
Interest and dividend income	561	
Other nonoperating income	(30,604)	
Interest expense - net of amounts capitalized	(3)	
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
Income (loss) from continuing operations before taxes	(4,102)	
Income taxes (benefit)	(54,316)	
Income (loss) from continuing operations	50,214	
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
Net income (loss)	50,214	
Retained earnings - beginning of year	161,335	
Dividends declared on common stock		
Dividends declared on preferred stock		

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Retained earnings - end of year \$211,549

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Edison Capital and Subsidiaries [Tier 4]  
 Edison Funding Company Consolidated  
 Consolidating Statements of Income (Loss) and Retained Earnings  
 December 31, 2001  
 (In thousands)

	Mission Funding Beta	Mission Fund Epsilon Consolidated
Electric utility		
Nonutility power generation		
Financial services and other	\$23,419	\$2
Total operating revenue	23,419	2
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	(463)	
Depreciation, decommissioning and amortization		
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
Total operating expenses	(463)	
Operating income (loss)	23,882	2
Interest and dividend income		1
Other nonoperating income		
Interest expense - net of amounts capitalized		(
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
Income (loss) from continuing operations before taxes	23,882	3
Income taxes (benefit)	9,474	2
Income (loss) from continuing operations		1
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		

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Net income (loss)	14,408	1
Retained earnings - beginning of year	31,171	17
Dividends declared on common stock		
Dividends declared on preferred stock		
Retained earnings - end of year	\$45,579	\$18

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Edison Capital and Subsidiaries [Tier 4]  
 Edison Funding Company Consolidated  
 Consolidating Statements of Income (Loss) and Retained Earnings  
 December 31, 2001  
 (In thousands)

	Mission Funding Kappa	Mission Fund Zeta
Electric utility		
Nonutility power generation		
Financial services and other	\$68,069	
Total operating revenue	68,069	
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	(694)	
Depreciation, decommissioning and amortization		
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
Total operating expenses	(694)	
Operating income (loss)	68,763	(
Interest and dividend income		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
Income (loss) from continuing operations before taxes	68,763	(
Income taxes (benefit)	27,190	(

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Income (loss) from continuing operations	41,573	
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
Net income (loss)	41,573	
Retained earnings - beginning of year	26,006	1
Dividends declared on common stock		
Dividends declared on preferred stock		
Retained earnings - end of year	\$67,579	\$1

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Edison Capital and Subsidiaries [Tier 4]  
 Edison Funding Company Consolidated  
 Consolidating Statements of Income (Loss) and Retained Earnings  
 December 31, 2001  
 (In thousands)

	Edison Funding Company	Consolidating Adjustments
Electric utility		
Nonutility power generation		
Financial services and other	\$15,095	
Total operating revenue	15,095	
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	4,853	
Depreciation, decommissioning and amortization	2,892	
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
Total operating expenses	7,745	
Operating income (loss)	7,350	
Interest and dividend income	3,922	
Other nonoperating income		
Interest expense - net of amounts capitalized	(60,882)	
Other nonoperating deductions		



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Dividends on preferred securities  
 Dividends on utility preferred stock

-----  
 Income (loss) from continuing operations before taxes (49,610)  
 Income taxes (benefit) (19,733)  
 -----

Income (loss) from continuing operations (29,877)  
 Loss from discontinued operations  
 (including loss on disposal of \$1,309, net of tax)  
 Income taxes (benefit) on discontinued operations

-----  
 Net income (loss) (29,877)  
 -----

Retained earnings - beginning of year 244,534  
 Dividends declared on common stock  
 Dividends declared on preferred stock

-----  
 Retained earnings - end of year \$214,657  
 =====

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Edison Capital and Subsidiaries [Tier 5]  
 Edison Capital Housing Investments Consolidated  
 Consolidating Statements of Income (Loss) and Retained Earnings  
 December 31, 2001  
 (In thousands)

-----  
 East Coast Capital, Inc. EC Asset Ser Inc.  
 -----

Electric utility  
 Nonutility power generation  
 Financial services and other

-----  
 Total operating revenue  
 -----

Fuel  
 Purchased power  
 Provisions for regulatory adjustment clauses - net  
 Other operation and maintenance  
 Depreciation, decommissioning and amortization  
 Write-down of nonutility assets  
 Property and other taxes  
 Net gain on sale of utility plant

-----  
 Total operating expenses \$7  
 -----

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Operating income (loss)	(7)
Interest and dividend income	
Other nonoperating income	
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Dividends on preferred securities	
Dividends on utility preferred stock	
-----	
Income (loss) from continuing operations before taxes	(7)
Income taxes (benefit)	(3)
-----	
Income (loss) from continuing operations	(4)
Loss from discontinued operations	
(including loss on disposal of \$1,309, net of tax)	
Income taxes (benefit) on discontinued operations	
-----	
Net income (loss)	(4)
-----	
Retained earnings - beginning of year	113
Dividends declared on common stock	
Dividends declared on preferred stock	
-----	
Retained earnings - end of year	\$109
=====	

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Edison Capital and Subsidiaries [Tier 5]  
 Edison Capital Housing Investments Consolidated  
 Consolidating Statements of Income (Loss) and Retained Earnings  
 December 31, 2001  
 (In thousands)

EC Properties III, EC-SLP, Inc.  
 Inc.

Electric utility  
 Nonutility power generation  
 Financial services and other

-----  
 Total operating revenue  
 -----

Fuel  
 Purchased power  
 Provisions for regulatory adjustment clauses - net  
 Other operation and maintenance \$1  
 Depreciation, decommissioning and amortization  
 Write-down of nonutility assets

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Property and other taxes	
Net gain on sale of utility plant	
-----	
Total operating expenses	1
-----	
Operating income (loss)	(1)
Interest and dividend income	
Other nonoperating income	
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Dividends on preferred securities	
Dividends on utility preferred stock	
-----	
Income (loss) from continuing operations before taxes	(1)
Income taxes (benefit)	(26)
-----	
Income (loss) from continuing operations	25
Loss from discontinued operations	
(including loss on disposal of \$1,309, net of tax)	
Income taxes (benefit) on discontinued operations	
-----	
Net income (loss)	25
-----	
Retained earnings - beginning of year	53
Dividends declared on common stock	
Dividends declared on preferred stock	
-----	
Retained earnings - end of year	\$78
=====	

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Edison Capital and Subsidiaries [Tier 5]  
 Edison Capital Housing Investments Consolidated  
 Consolidating Statements of Income (Loss) and Retained Earnings  
 December 31, 2001  
 (In thousands)

ECHI-B Company

ECHI Wyvernw  
 Inc.

Electric utility	
Nonutility power generation	
Financial services and other	
-----	
Total operating revenue	
-----	

Fuel

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Purchased power  
 Provisions for regulatory adjustment clauses - net  
 Other operation and maintenance  
 Depreciation, decommissioning and amortization  
 Write-down of nonutility assets  
 Property and other taxes  
 Net gain on sale of utility plant  
 -----  
 Total operating expenses  
 -----  
  
 Operating income (loss)  
 Interest and dividend income  
 Other nonoperating income  
 Interest expense - net of amounts capitalized  
 Other nonoperating deductions  
 Dividends on preferred securities  
 Dividends on utility preferred stock  
 -----  
  
 Income (loss) from continuing operations before taxes  
 Income taxes (benefit)  
 -----  
  
 Income (loss) from continuing operations  
 Loss from discontinued operations  
     (including loss on disposal of \$1,309, net of tax)  
 Income taxes (benefit) on discontinued operations  
 -----  
 Net income (loss)  
 -----  
  
 Retained earnings - beginning of year  
 Dividends declared on common stock  
 Dividends declared on preferred stock  
 -----  
  
 Retained earnings - end of year  
 =====

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Edison Capital and Subsidiaries [Tier 5]  
 Edison Capital Housing Investments Consolidated  
 Consolidating Statements of Income (Loss) and Retained Earnings  
 December 31, 2001  
 (In thousands)

	Edison Capital	Edison Capital
	Affordable Housing	Affordable Housing
	97 V	97 VI
-----		

Electric utility  
 Nonutility power generation

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Financial services and other

-----  
 Total operating revenue  
 -----

Fuel

Purchased power

Provisions for regulatory adjustment clauses - net

Other operation and maintenance

Depreciation, decommissioning and amortization

Write-down of nonutility assets

Property and other taxes

Net gain on sale of utility plant

-----  
 Total operating expenses  
 -----

Operating income (loss)

Interest and dividend income

Other nonoperating income

Interest expense - net of amounts capitalized

Other nonoperating deductions

Dividends on preferred securities

Dividends on utility preferred stock

-----  
 Income (loss) from continuing operations before taxes

Income taxes (benefit)

-----  
 Income (loss) from continuing operations

Loss from discontinued operations

(including loss on disposal of \$1,309, net of tax)

Income taxes (benefit) on discontinued operations

-----  
 Net income (loss)  
 -----

Retained earnings - beginning of year

Dividends declared on common stock

Dividends declared on preferred stock

-----  
 Retained earnings - end of year  
 =====

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Edison Capital and Subsidiaries [Tier 5]

Edison Capital Housing Investments Consolidated

Consolidating Statements of Income (Loss) and Retained Earnings

December 31, 2001

(In thousands)

Edison Capital  
 Affordable Housing

Edison Capital  
 Affordable Housing

Electric utility  
 Nonutility power generation  
 Financial services and other

-----  
 Total operating revenue  
 -----

Fuel  
 Purchased power  
 Provisions for regulatory adjustment clauses - net  
 Other operation and maintenance  
 Depreciation, decommissioning and amortization  
 Write-down of nonutility assets  
 Property and other taxes  
 Net gain on sale of utility plant

-----  
 Total operating expenses  
 -----

Operating income (loss)  
 Interest and dividend income  
 Other nonoperating income  
 Interest expense - net of amounts capitalized  
 Other nonoperating deductions  
 Dividends on preferred securities  
 Dividends on utility preferred stock

-----  
 Income (loss) from continuing operations before taxes  
 Income taxes (benefit)  
 -----

Income (loss) from continuing operations  
 Loss from discontinued operations  
     (including loss on disposal of \$1,309, net of tax)  
 Income taxes (benefit) on discontinued operations

-----  
 Net income (loss)  
 -----

Retained earnings - beginning of year  
 Dividends declared on common stock  
 Dividends declared on preferred stock

-----  
 Retained earnings - end of year  
 =====

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Edison Capital and Subsidiaries [Tier 5]  
 Edison Capital Housing Investments Consolidated  
 Consolidating Statements of Income (Loss) and Retained Earnings  
 December 31, 2001  
 (In thousands)

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	Edison Capital Housing Delaware Inc.	Edison Capit Housing Flor
Electric utility		
Nonutility power generation		
Financial services and other		
Total operating revenue		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	\$3	
Depreciation, decommissioning and amortization		
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
Total operating expenses	3	
Operating income (loss)	(3)	
Interest and dividend income		
Other nonoperating income	(11)	
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
Income (loss) from continuing operations before taxes	(14)	
Income taxes (benefit)	(6)	
Income (loss) from continuing operations	(8)	
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
Net income (loss)	(8)	
Retained earnings - beginning of year	(6)	
Dividends declared on common stock		
Dividends declared on preferred stock		
Retained earnings - end of year	(\$14)	

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Edison Capital and Subsidiaries [Tier 5]  
 Edison Capital Housing Investments Consolidated  
 Consolidating Statements of Income (Loss) and Retained Earnings  
 December 31, 2001  
 (In thousands)

	Edison Capital Housing New Jersey	Edison Capital Housing New
Electric utility		
Nonutility power generation		
Financial services and other		
<b>Total operating revenue</b>		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	\$3	
Depreciation, decommissioning and amortization		
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
<b>Total operating expenses</b>	3	
Operating income (loss)	(3)	
Interest and dividend income		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
<b>Income (loss) from continuing operations before taxes</b>	(3)	
Income taxes (benefit)	608	
<b>Income (loss) from continuing operations</b>	(611)	
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
<b>Net income (loss)</b>	(611)	
Retained earnings - beginning of year	404	
Dividends declared on common stock		
Dividends declared on preferred stock		
<b>Retained earnings - end of year</b>	(\$207)	



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Edison Capital and Subsidiaries [Tier 5]  
 Edison Capital Housing Investments Consolidated  
 Consolidating Statements of Income (Loss) and Retained Earnings  
 December 31, 2001  
 (In thousands)

	Edison Housing North Carolina	Edison Housi Oregon, Inc.
-----	-----	-----
Electric utility		
Nonutility power generation		
Financial services and other		
-----	-----	-----
Total operating revenue		
-----	-----	-----
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		\$3
Depreciation, decommissioning and amortization		(5)
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
-----	-----	-----
Total operating expenses		(2)
-----	-----	-----
Operating income (loss)		2
Interest and dividend income		
Other nonoperating income		(14)
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
-----	-----	-----
Income (loss) from continuing operations before taxes		(12)
Income taxes (benefit)		(47)
-----	-----	-----
Income (loss) from continuing operations		35
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----	-----	-----
Net income (loss)		35
-----	-----	-----
Retained earnings - beginning of year		725
Dividends declared on common stock		
Dividends declared on preferred stock		

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Retained earnings - end of year \$760

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Edison Capital and Subsidiaries [Tier 5]  
 Edison Capital Housing Investments Consolidated  
 Consolidating Statements of Income (Loss) and Retained Earnings  
 December 31, 2001  
 (In thousands)

	EHI Development Company	EHI Developm Fund
Electric utility		
Nonutility power generation		
Financial services and other		
<b>Total operating revenue</b>		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		\$2
Depreciation, decommissioning and amortization		
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
<b>Total operating expenses</b>		2
Operating income (loss)		(2)
Interest and dividend income		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
<b>Income (loss) from continuing operations before taxes</b>		(2)
Income taxes (benefit)		
<b>Income (loss) from continuing operations</b>		(2)
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		

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Net income (loss)	(2)
Retained earnings - beginning of year	89
Dividends declared on common stock	
Dividends declared on preferred stock	
Retained earnings - end of year	\$87

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Edison Capital and Subsidiaries [Tier 5]  
 Edison Capital Housing Investments Consolidated  
 Consolidating Statements of Income (Loss) and Retained Earnings  
 December 31, 2001  
 (In thousands)

	MHICAL 95 Company	Edison Housi Consolidatio [6]
Electric utility		
Nonutility power generation		
Financial services and other		
Total operating revenue		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	\$3	
Depreciation, decommissioning and amortization	(33)	
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
Total operating expenses	(30)	
Operating income (loss)	30	
Interest and dividend income		
Other nonoperating income	128	
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
Income (loss) from continuing operations before taxes	158	
Income taxes (benefit)	2,871	

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Income (loss) from continuing operations	(2,713)
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)	
Income taxes (benefit) on discontinued operations	
-----	-----
Net income (loss)	(2,713)
-----	-----
Retained earnings - beginning of year	13,077
Dividends declared on common stock	
Dividends declared on preferred stock	
-----	-----
Retained earnings - end of year	\$10,364
=====	=====

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Edison Capital and Subsidiaries [Tier 5]  
 Edison Capital Housing Investments Consolidated  
 Consolidating Statements of Income (Loss) and Retained Earnings  
 December 31, 2001  
 (In thousands)

MHICAL 97 Company      MHIFED 94 Co

-----	-----	-----
Electric utility		
Nonutility power generation		
Financial services and other		
-----	-----	-----
Total operating revenue		
-----	-----	-----
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	\$2	
Depreciation, decommissioning and amortization	91	
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
-----	-----	-----
Total operating expenses	93	
-----	-----	-----
Operating income (loss)	(93)	
Interest and dividend income		
Other nonoperating income	(963)	
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
-----	-----	-----

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Income (loss) from continuing operations before taxes	(1,056)
Income taxes (benefit)	(933)
-----	
Income (loss) from continuing operations	(123)
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)	
Income taxes (benefit) on discontinued operations	
-----	
Net income (loss)	(123)
-----	
Retained earnings - beginning of year	7,770
Dividends declared on common stock	
Dividends declared on preferred stock	
-----	
Retained earnings - end of year	\$7,647
=====	

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Edison Capital and Subsidiaries [Tier 5]  
 Edison Capital Housing Investments Consolidated  
 Consolidating Statements of Income (Loss) and Retained Earnings  
 December 31, 2001  
 (In thousands)

MHIFED 96 Company

MHIFED 96A C

Electric utility  
 Nonutility power generation  
 Financial services and other

Total operating revenue

Fuel  
 Purchased power  
 Provisions for regulatory adjustment clauses - net  
 Other operation and maintenance  
 Depreciation, decommissioning and amortization  
 Write-down of nonutility assets  
 Property and other taxes  
 Net gain on sale of utility plant

Total operating expenses

Operating income (loss)  
 Interest and dividend income  
 Other nonoperating income

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Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
-----		
Income (loss) from continuing operations before taxes		
Income taxes (benefit)		\$1
-----		
Income (loss) from continuing operations		(1)
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----		
Net income (loss)		(1)
-----		
Retained earnings - beginning of year		(55)
Dividends declared on common stock		
Dividends declared on preferred stock		
-----		
Retained earnings - end of year		(\$56)
=====		

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Edison Capital and Subsidiaries [Tier 5]  
Edison Capital Housing Investments Consolidated  
Consolidating Statements of Income (Loss) and Retained Earnings  
December 31, 2001  
(In thousands)

	Mission Housing Alpha	Mission Hous Beta
-----		
Electric utility		
Nonutility power generation		
Financial services and other		
-----		
Total operating revenue		
-----		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		\$3
Depreciation, decommissioning and amortization		17
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
-----		
Total operating expenses		20

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Operating income (loss)	(20)
Interest and dividend income	
Other nonoperating income	137
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Dividends on preferred securities	
Dividends on utility preferred stock	
-----	
Income (loss) from continuing operations before taxes	117
Income taxes (benefit)	70
-----	
Income (loss) from continuing operations	47
Loss from discontinued operations	
(including loss on disposal of \$1,309, net of tax)	
Income taxes (benefit) on discontinued operations	
-----	
Net income (loss)	47
-----	
Retained earnings - beginning of year	162
Dividends declared on common stock	
Dividends declared on preferred stock	
-----	
Retained earnings - end of year	\$209
=====	

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Edison Capital and Subsidiaries [Tier 5]  
 Edison Capital Housing Investments Consolidated  
 Consolidating Statements of Income (Loss) and Retained Earnings  
 December 31, 2001  
 (In thousands)

	Mission Housing Denver	Mission Hous Epsilon
Electric utility		
Nonutility power generation		
Financial services and other		
-----		
Total operating revenue		
-----		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		\$3
Depreciation, decommissioning and amortization		

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Write-down of nonutility assets	
Property and other taxes	
Net gain on sale of utility plant	
<hr/>	
Total operating expenses	3
<hr/>	
Operating income (loss)	(3)
Interest and dividend income	
Other nonoperating income	
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Dividends on preferred securities	
Dividends on utility preferred stock	
<hr/>	
Income (loss) from continuing operations before taxes	(3)
Income taxes (benefit)	5
<hr/>	
Income (loss) from continuing operations	(8)
Loss from discontinued operations	
(including loss on disposal of \$1,309, net of tax)	
Income taxes (benefit) on discontinued operations	
<hr/>	
Net income (loss)	(8)
<hr/>	
Retained earnings - beginning of year	2,761
Dividends declared on common stock	
Dividends declared on preferred stock	
<hr/>	
Retained earnings - end of year	\$2,753
<hr/>	

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Edison Capital and Subsidiaries [Tier 5]  
 Edison Capital Housing Investments Consolidated  
 Consolidating Statements of Income (Loss) and Retained Earnings  
 December 31, 2001  
 (In thousands)

	Mission Housing Holdings	Mission Hous Theta
Electric utility		
Nonutility power generation		
Financial services and other		
<hr/>		
Total operating revenue		
<hr/>		



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Fuel

Purchased power

Provisions for regulatory adjustment clauses - net

Other operation and maintenance

\$2

Depreciation, decommissioning and amortization

Write-down of nonutility assets

Property and other taxes

Net gain on sale of utility plant

-----  
Total operating expenses

2

-----  
Operating income (loss)

(2)

Interest and dividend income

Other nonoperating income

Interest expense - net of amounts capitalized

Other nonoperating deductions

Dividends on preferred securities

Dividends on utility preferred stock

-----  
Income (loss) from continuing operations before taxes

(2)

Income taxes (benefit)

1,294

-----  
Income (loss) from continuing operations

(1,296)

Loss from discontinued operations

(including loss on disposal of \$1,309, net of tax)

Income taxes (benefit) on discontinued operations

-----  
Net income (loss)

(1,296)

-----  
Retained earnings - beginning of year

4,827

Dividends declared on common stock

Dividends declared on preferred stock

-----  
Retained earnings - end of year

\$3,531

=====

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Edison Capital and Subsidiaries [Tier 5]

Edison Capital Housing Investments Consolidated

Consolidating Statements of Income (Loss) and Retained Earnings

December 31, 2001

(In thousands)

Mission Housing  
Zeta

Mission SA C

-----  
Electric utility

Nonutility power generation

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Financial services and other

Total operating revenue

Fuel

Purchased power

Provisions for regulatory adjustment clauses - net

Other operation and maintenance

\$2

Depreciation, decommissioning and amortization

Write-down of nonutility assets

Property and other taxes

Net gain on sale of utility plant

Total operating expenses

2

Operating income (loss)

(2)

Interest and dividend income

Other nonoperating income

Interest expense - net of amounts capitalized

Other nonoperating deductions

Dividends on preferred securities

Dividends on utility preferred stock

Income (loss) from continuing operations before taxes

(2)

Income taxes (benefit)

561

Income (loss) from continuing operations

(563)

Loss from discontinued operations

(including loss on disposal of \$1,309, net of tax)

Income taxes (benefit) on discontinued operations

Net income (loss)

(563)

Retained earnings - beginning of year

1,034

Dividends declared on common stock

Dividends declared on preferred stock

Retained earnings - end of year

\$471

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Edison Capital and Subsidiaries [Tier 5]

Edison Capital Housing Investments Consolidated

Consolidating Statements of Income (Loss) and Retained Earnings

December 31, 2001

(In thousands)

Edison Funding  
Omicron Inc.

Edison Fundi  
Olive Court

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Electric utility	
Nonutility power generation	
Financial services and other	\$614
<hr/>	
Total operating revenue	614
<hr/>	
Fuel	
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	170
Depreciation, decommissioning and amortization	4,592
Write-down of nonutility assets	
Property and other taxes	
Net gain on sale of utility plant	
<hr/>	
Total operating expenses	4,762
<hr/>	
Operating income (loss)	(4,148)
Interest and dividend income	30
Other nonoperating income	(22,123)
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Dividends on preferred securities	
Dividends on utility preferred stock	
<hr/>	
Income (loss) from continuing operations before taxes	(26,241)
Income taxes (benefit)	(62,180)
<hr/>	
Income (loss) from continuing operations	35,939
Loss from discontinued operations	
(including loss on disposal of \$1,309, net of tax)	
Income taxes (benefit) on discontinued operations	
<hr/>	
Net income (loss)	35,939
<hr/>	
Retained earnings - beginning of year	70,450
Dividends declared on common stock	
Dividends declared on preferred stock	
<hr/>	
Retained earnings - end of year	\$106,389
<hr/>	

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Edison Capital and Subsidiaries [Tier 5]  
 Edison Capital Housing Investments Consolidated  
 Consolidating Statements of Income (Loss) and Retained Earnings  
 December 31, 2001  
 (In thousands)

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	Edison Capital Housing Investments	Consolidatin Adjustments
Electric utility		
Nonutility power generation		
Financial services and other	\$49,224	
Total operating revenue	49,224	
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	14,203	
Depreciation, decommissioning and amortization	3,465	
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
Total operating expenses	17,668	
Operating income (loss)	31,556	
Interest and dividend income	55	
Other nonoperating income	(4,863)	
Interest expense - net of amounts capitalized	(2)	
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
Income (loss) from continuing operations before taxes	26,746	
Income taxes (benefit)	247	
Income (loss) from continuing operations	26,499	
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
Net income (loss)	26,499	
Retained earnings - beginning of year	(3,932)	
Dividends declared on common stock		
Dividends declared on preferred stock		
Retained earnings - end of year	\$22,567	

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Edison Capital and Subsidiaries [Tier 5]  
 Mission Funding Epsilon Consolidated  
 Consolidating Statements of Income (Loss) and Retained Earnings  
 December 31, 2001  
 (In thousands)

	Edison Capital (Bermuda) Investments, Ltd.	Edison Capital (Bermuda) Lt
-----	-----	-----
Electric utility		
Nonutility power generation		
Financial services and other	(\$19,749)	
-----	-----	-----
Total operating revenue	(19,749)	
-----	-----	-----
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		13
Depreciation, decommissioning and amortization		
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
-----	-----	-----
Total operating expenses		13
-----	-----	-----
Operating income (loss)	(19,762)	
Interest and dividend income	5,185	
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
-----	-----	-----
Income (loss) from continuing operations before taxes	(14,577)	
Income taxes (benefit)	(5,903)	
-----	-----	-----
Income (loss) from continuing operations	(8,674)	
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----	-----	-----
Net income (loss)	(8,674)	
-----	-----	-----
Retained earnings - beginning of year		1,337
Dividends declared on common stock		
Dividends declared on preferred stock		
-----	-----	-----

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Retained earnings - end of year (\$7,337)

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Edison Capital and Subsidiaries [Tier 5]  
 Mission Funding Epsilon Consolidated  
 Consolidating Statements of Income (Loss) and Retained Earnings  
 December 31, 2001  
 (In thousands)

	Edison Capital International (Bermuda) Ltd.	Edison Capital International Transmission (Bermuda) Ltd.
Electric utility		
Nonutility power generation		
Financial services and other		(\$3)
<hr/>		
Total operating revenue		(3)
<hr/>		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		28
Depreciation, decommissioning and amortization		1
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
<hr/>		
Total operating expenses		29
<hr/>		
Operating income (loss)		(32)
Interest and dividend income		731
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
<hr/>		
Income (loss) from continuing operations before taxes		699
Income taxes (benefit)		235
<hr/>		
Income (loss) from continuing operations		464
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
<hr/>		

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Net income (loss)	464
-----	-----
Retained earnings - beginning of year	1,392
Dividends declared on common stock	
Dividends declared on preferred stock	
-----	-----
Retained earnings - end of year	\$1,856
=====	=====

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Edison Capital and Subsidiaries [Tier 5]  
Mission Funding Epsilon Consolidated  
Consolidating Statements of Income (Loss) and Retained Earnings  
December 31, 2001  
(In thousands)

	Edison Capital (Netherlands) Holdings Company B.V.	Edison Capital (Netherlands) Investments [6]
-----	-----	-----
Electric utility		
Nonutility power generation		
Financial services and other	(\$17)	(\$
-----	-----	-----
Total operating revenue	(17)	(
-----	-----	-----
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	84	
Depreciation, decommissioning and amortization		
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
-----	-----	-----
Total operating expenses	84	
-----	-----	-----
Operating income (loss)	(101)	(
Interest and dividend income	1	
Other nonoperating income		
Interest expense - net of amounts capitalized		(
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
-----	-----	-----
Income (loss) from continuing operations before taxes	(100)	(

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Income taxes (benefit)	16	(
-----		
Income (loss) from continuing operations	(116)	(
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----		
Net income (loss)	(116)	(
-----		
Retained earnings - beginning of year	(49)	
Dividends declared on common stock		
Dividends declared on preferred stock		
-----		
Retained earnings - end of year	(\$165)	(\$
=====		

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Edison Capital and Subsidiaries [Tier 5]  
Mission Funding Epsilon Consolidated  
Consolidating Statements of Income (Loss) and Retained Earnings  
December 31, 2001  
(In thousands)

	Mission Funding Mu [6]	Mission Fund Delta
-----		
Electric utility		
Nonutility power generation		
Financial services and other	\$1,597	
-----		
Total operating revenue	1,597	
-----		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		3
Depreciation, decommissioning and amortization		
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
-----		
Total operating expenses		3
-----		
Operating income (loss)	1,594	
Interest and dividend income		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		



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Dividends on preferred securities  
 Dividends on utility preferred stock

-----  
 Income (loss) from continuing operations before taxes 1,594  
 Income taxes (benefit) 647  
 -----

Income (loss) from continuing operations 947  
 Loss from discontinued operations  
 (including loss on disposal of \$1,309, net of tax)  
 Income taxes (benefit) on discontinued operations

-----  
 Net income (loss) 947  
 -----

Retained earnings - beginning of year 8,599  
 Dividends declared on common stock  
 Dividends declared on preferred stock

-----  
 Retained earnings - end of year \$9,546  
 =====

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Edison Capital and Subsidiaries [Tier 5]  
 Mission Funding Epsilon Consolidated  
 Consolidating Statements of Income (Loss) and Retained Earnings  
 December 31, 2001  
 (In thousands)

-----  
 Mission Mission (Ber  
 Investments, Inc. Investments,  
 -----

Electric utility  
 Nonutility power generation  
 Financial services and other \$2,637  
 -----  
 Total operating revenue 2,637  
 -----

Fuel  
 Purchased power  
 Provisions for regulatory adjustment clauses - net  
 Other operation and maintenance 3  
 Depreciation, decommissioning and amortization  
 Write-down of nonutility assets  
 Property and other taxes  
 Net gain on sale of utility plant  
 -----  
 Total operating expenses 3  
 -----

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Operating income (loss)	2,634
Interest and dividend income	
Other nonoperating income	
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Dividends on preferred securities	
Dividends on utility preferred stock	

Income (loss) from continuing operations before taxes	2,634
Income taxes (benefit)	(13)

Income (loss) from continuing operations	2,647
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)	
Income taxes (benefit) on discontinued operations	

Net income (loss)	2,647
-------------------	-------

Retained earnings - beginning of year	(1,399)
Dividends declared on common stock	
Dividends declared on preferred stock	

Retained earnings - end of year	\$1,248
---------------------------------	---------

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Edison Capital and Subsidiaries [Tier 5]  
 Mission Funding Epsilon Consolidated  
 Consolidating Statements of Income (Loss) and Retained Earnings  
 December 31, 2001  
 (In thousands)

	Consolidating Adjustments	Mission Fund Epsilon Consolidated
--	------------------------------	---

Electric utility		
Nonutility power generation		
Financial services and other	(\$6,772)	\$2
Total operating revenue	(6,772)	2

Fuel	
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	(6,772)
Depreciation, decommissioning and amortization	

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Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
-----		
Total operating expenses		(\$6,772)
-----		
Operating income (loss)		2
Interest and dividend income		1
Other nonoperating income		
Interest expense - net of amounts capitalized		(
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
-----		
Income (loss) from continuing operations before taxes		3
Income taxes (benefit)		2
-----		
Income (loss) from continuing operations		1
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----		
Net income (loss)		1
-----		
Retained earnings - beginning of year		17
Dividends declared on common stock		
Dividends declared on preferred stock		
-----		
Retained earnings - end of year		\$18
=====		

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Edison Capital  
Equity Investments in Real Estate Limited Partnerships  
December 31, 2001 - Based on financial statements as of December 31, 2000  
(In thousands)

Name of Entity:	1st Time Homebuyer	1010 SVN Assoc LP
	Opportunities LP (Chester	
	County Homes)	
-----		

Equity Interest:

Assets	\$1,344	\$1,016
Revenues	\$38	\$41
Net Income (Loss)	(\$107)	(\$21)

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Ownership Interest(s):	99.00% by Edison Capital Housing Investments	99.9% by Edison Capital Housing Partners IX LP
------------------------	--	--

Name of Entity:	1101 Howard St Assoc LP	1475 167th Ave Assoc LP (Bermuda Gardens Apts)
-----------------	-------------------------	--

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Equity Interest:

Assets	\$54	\$1,113
Revenues	\$3	\$109
Net Income (Loss)	(\$2)	(\$18)

Ownership Interest(s):	99.00% by MHIFED 95 LP	99.90% by Edison Capital Housing Partners XI LP
------------------------	------------------------	---

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Edison Capital  
 Equity Investments in Real Estate Limited Partnerships  
 December 31, 2001 - Based on financial statements as of December 31, 2000  
 (In thousands)

Name of Entity:	1732 Champa LP (Buerger Brothers Lofts)	18303 Kittridge Assoc-39 LP (Kittridge)
-----------------	---	---

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Equity Interest:

Assets	\$6,757	\$1,707
Revenues	\$650	\$257
Net Income (Loss)	(\$67)	(\$15)

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Ownership Interest(s):	99.00% by Edison Capital Housing Investments	99.00% by Edison Capital Housing Investments
------------------------	---	---

Name of Entity:	210 Washington Ave Assoc (Renaissance Plaza)	2400 Locust Assoc LP (Locust on the Park)
-----------------	---	--

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Equity Interest:

Assets	\$6,072	\$19,089
Revenues	\$549	\$2,976
Net Income (Loss)	(\$468)	(\$202)

Ownership Interest(s):	99.00% by Edison Capital Housing Investments	99.00% by Edison Capital Housing Investments
------------------------	---	---

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Edison Capital  
Equity Investments in Real Estate Limited Partnerships  
December 31, 2001 - Based on financial statements as of December 31, 2000  
(In thousands)

Name of Entity:	2814 Fifth St Assoc LP (Land Park Woods)	3790 Wisconsin Street Partners LP (Wisconsin III)
-----------------	---	---

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Equity Interest:

Assets	\$813	\$0
Revenues	\$53	\$0

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Net Income (Loss) (\$24) \$0

Ownership Interest(s): 99.00% by Edison Capital Housing Partners IX LP 99.90% by Edison Capital Housing Investments

Name of Entity: 708 Pico LP (Wavecrest Housing) Aaron Michael Assoc LP

Equity Interest:

Assets \$366 \$1,359  
 Revenues \$2 \$0  
 Net Income (Loss) (\$6) \$0

Ownership Interest(s): 99.9% by Edison Capital Housing Partners XV LP 99.9% by Edison Capital Housing Partners XVIII LP

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Edison Capital  
 Equity Investments in Real Estate Limited Partnerships  
 December 31, 2001 - Based on financial statements as of December 31, 2000  
 (In thousands)

Name of Entity: Admiralty Heights Assoc II 1995 LP (Kent Manor) AE Assoc LP (Avenida Espana)

Equity Interest:

Assets \$623 \$7,184  
 Revenues \$38 \$547

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Net Income (Loss)	(\$39)	(\$203)
Ownership Interest(s):	99.00% by Edison Capital Housing Partners VI LP	99.00% by Edison Funding Omicron Inc.

Name of Entity:	Agape Housing LP	Alhambra Apts LP
-----------------	------------------	------------------

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Equity Interest:

Assets	\$739	\$2,552
Revenues	\$50	\$278
Net Income (Loss)	(\$34)	(\$79)

Ownership Interest(s):	99.00% by Edison Funding Omicron Inc.	99.90% by Edison Capital Housing Partners XIII LP
------------------------	---------------------------------------	---

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Edison Capital  
 Equity Investments in Real Estate Limited Partnerships  
 December 31, 2001 - Based on financial statements as of December 31, 2000  
 (In thousands)

Name of Entity:	Altamont Hotel Assoc LP	AMCAL Santa Barbara Fund XXXVI LP (Positano)
-----------------	-------------------------	--

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Equity Interest:

Assets	\$1,027	\$1,548
Revenues	\$111	\$117
Net Income (Loss)	(\$28)	(\$31)

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Ownership Interest(s):	99.00% by Edison Capital Housing Partners VI LP	99.00% by Edison Capital Housing Partners V LP
------------------------	--	---

Name of Entity:	Antelope Assoc LP	Apollo Development Assoc LP (Apollo Hotel)
-----------------	-------------------	---

---

Equity Interest:

Assets	\$10,303	\$551
Revenues	\$915	\$41
Net Income (Loss)	(\$249)	(\$20)

Ownership Interest(s):	99.00% by Edison Capital Housing Partners XVII LP	99.90% by Edison Capital Housing Partners XIV LP
------------------------	--	---

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Edison Capital  
Equity Investments in Real Estate Limited Partnerships  
December 31, 2001 - Based on financial statements as of December 31, 2000  
(In thousands)

Name of Entity:	Argyle Redevelopment Partnership LP (The Argyle)	Arroyo Vista Assoc LP
-----------------	--	-----------------------

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Equity Interest:

Assets	\$4,976	\$148
Revenues	\$1,273	\$16
Net Income (Loss)	(\$608)	(\$4)



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Ownership Interest(s):	99.00% by Edison Capital Housing Investments	99.00% by Corporations for Affordable Housing LP
------------------------	--	--

Name of Entity:	Auburn Manor Apts LP	Auburn Manor LLC
-----------------	----------------------	------------------

---

Equity Interest:

Assets	\$2,716	\$7
Revenues	\$376	\$0
Net Income (Loss)	(\$136)	\$0

Ownership Interest(s):	99.90% by Edison Capital Housing Partners XI LP	50.00% by Edison Capital Housing Investments
------------------------	---	--

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Edison Capital  
 Equity Investments in Real Estate Limited Partnerships  
 December 31, 2001 - Based on financial statements as of December 31, 2000  
 (In thousands)

Name of Entity:	B.A.I. Edison Ravenwood LP (Ravenwood)	Baker Park Assoc LP
-----------------	--	---------------------

---

Equity Interest:

Assets	\$10	\$14,025
Revenues	\$0	\$797
Net Income (Loss)	(\$2)	(\$244)

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Ownership Interest(s):	90.00% by Edison Capital Housing Delaware, Inc.	99.00% by Edison Capital Housing Partners XVII LP
------------------------	---	---

Name of Entity:	Bartlett Hill Assoc LP	Beacon Manor Assoc LP
-----------------	------------------------	-----------------------

Equity Interest:

Assets	\$5,140	\$729
Revenues	\$448	\$45
Net Income (Loss)	(\$533)	(\$32)

Ownership Interest(s):	99.00% by Edison Capital Housing Investments	99.90% by Edison Capital Housing Partners X LP
------------------------	--	--

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Edison Capital  
Equity Investments in Real Estate Limited Partnerships  
December 31, 2001 - Based on financial statements as of December 31, 2000  
(In thousands)

Name of Entity:	Berry Ave Assoc LP	Bodega Hills Investors LP
-----------------	--------------------	---------------------------

Equity Interest:

Assets	\$75	\$547
Revenues	\$4	\$32
Net Income (Loss)	(\$2)	(\$12)

Ownership Interest(s):	99.00% by MHIFED 94 LP	99.00% by Edison Capital
------------------------	------------------------	--------------------------

Name of Entity:	Boulder Creek Apartments LP	Bouquet Canyon Seniors LP
-----		
Equity Interest:		
Assets	\$4,667	\$20,935
Revenues	\$350	\$1,794
Net Income (Loss)	(\$248)	(\$926)
Ownership Interest(s):	99.90% by Edison Capital Housing Partners X LP	99.00% by Edison Capital Housing Partners XVI LP

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Edison Capital  
Equity Investments in Real Estate Limited Partnerships  
December 31, 2001 - Based on financial statements as of December 31, 2000  
(In thousands)

Name of Entity:	Bradley Manor Senior Apts LP	Brantwood II Assoc LP
-----		
Equity Interest:		
Assets	\$523	\$2,146
Revenues	\$66	\$79
Net Income (Loss)	(\$24)	(\$49)
Ownership Interest(s):	99.00% by Edison Capital Housing Partners VI LP	99.00% by Edison Funding Omicron Inc.

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Name of Entity:	Brooks School Assoc LP	Bryn Mawr - Belle Shore LP (The)
-----		
Equity Interest:		
Assets	\$3,177	\$26,104
Revenues	\$134	\$2,376
Net Income (Loss)	(\$125)	(\$976)
Ownership Interest(s):	99.00% by Edison Funding Omicron Inc.	99.00% by Edison Funding Omicron Inc.

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Edison Capital  
 Equity Investments in Real Estate Limited Partnerships  
 December 31, 2001 - Based on financial statements as of December 31, 2000  
 (In thousands)

Name of Entity:	Burlington Senior Housing LLC	Bush Hotel LP
-----		
Equity Interest:		
Assets	\$627	\$10,900
Revenues	\$58	\$634
Net Income (Loss)	(\$30)	(\$23)
Ownership Interest(s):	99.90% by Edison Capital	99.00% by Edison Funding

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Housing Partners X LP

Omicron Inc.

Name of Entity:	California Park Apts LP	Carlin LP (The)
Equity Interest:		
Assets	\$3,100	\$148
Revenues	\$446	\$14
Net Income (Loss)	(\$158)	(\$5)
Ownership Interest(s):	99.00% by MH I LP	99.00% by Corporations for Affordable Housing LP

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Edison Capital  
Equity Investments in Real Estate Limited Partnerships  
December 31, 2001 - Based on financial statements as of December 31, 2000  
(In thousands)

Name of Entity:	Carson Housing LP (Carson Street)	Carson Terrace LP
Equity Interest:		
Assets	\$1,856	\$490
Revenues	\$0	\$0
Net Income (Loss)	(\$88)	\$0
Ownership Interest(s):	98.00% by Edison Capital Housing Partners XI LP	99.90% by Edison Capital Housing Partners XIV LP

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Name of Entity:	C-Court LP (Cawelti Court)	CCS/Bellingham LP (Washington Grocery Building)
-----------------	----------------------------	---

---

Equity Interest:

Assets	\$587	\$3,554
Revenues	\$24	\$290
Net Income (Loss)	\$6	(\$35)

Ownership Interest(s):	99.00% by Edison Capital Housing Partners VII LP	99.00% by Edison Capital Housing Investments
------------------------	---	---

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Edison Capital  
Equity Investments in Real Estate Limited Partnerships  
December 31, 2001 - Based on financial statements as of December 31, 2000  
(In thousands)

Name of Entity:	CCS/Renton Housing LP (Renton)	CDR Senior Housing Assoc LP (Casa del Rio)
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Equity Interest:

Assets	\$614	\$65
Revenues	\$32	\$4
Net Income (Loss)	(\$27)	(\$2)

Ownership Interest(s):	99.90% by Edison Capital Housing Partners X LP	99.00% by MHIFED 94 LP
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Name of Entity:	Cedarshores Limited Dividend Housing Association LP	Centennial Place LP
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Equity Interest:

Assets	\$1,221	\$8,091
Revenues	\$115	\$548
Net Income (Loss)	(\$64)	(\$311)

Ownership Interest(s):	98.99% by Edison Capital Housing Partners XII LP	99.00% by MH V LP
	0.01% by Mission Funding Theta	

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Edison Capital  
Equity Investments in Real Estate Limited Partnerships  
December 31, 2001 - Based on financial statements as of December 31, 2000  
(In thousands)

Name of Entity:	Centro Partners LP (El Centro)	Cincinnati Ravenwood Apts LP (Ravenwood)
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Equity Interest:

Assets	\$4,683	\$5,163
Revenues	\$186	\$938
Net Income (Loss)	(\$568)	(\$220)

Ownership Interest(s):	99.00% by Edison Funding	99.00% by Edison Funding
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Omicron Inc.

Omicron Inc.

1.00% by B.A.I. Edison  
Ravenwood LP (Ravenwood)

Name of Entity: Cochrane Village Apts LP Colina Vista LP

-----

Equity Interest:

Assets	\$2,022	\$5,389
Revenues	\$160	\$245
Net Income (Loss)	(\$32)	(\$180)

Ownership Interest(s): 99.00% by Edison Capital Housing Partners XIX LP 99.00% by MHICAL 95 LP

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Edison Capital  
Equity Investments in Real Estate Limited Partnerships  
December 31, 2001 - Based on financial statements as of December 31, 2000  
(In thousands)

Name of Entity: Coolidge Station Apts LLC Corporations for Affordable Housing LP

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Equity Interest:

Assets	\$318	\$290
Revenues	\$21	\$4
Net Income (Loss)	(\$19)	(\$36)



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Ownership Interest(s):	99.00% by Edison Capital Housing Partners X LP	1.00% by EC Properties, Inc.
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Name of Entity:	Corporations for Affordable Housing LP III	Corona Ely/Ranch Assoc LP
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Equity Interest:

Assets	\$140	\$87
Revenues	\$1	\$6
Net Income (Loss)	(\$15)	(\$1)

Ownership Interest(s):	1.00% by EC Properties III, Inc.	99.00% by MHIFED 94 LP
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Edison Capital  
Equity Investments in Real Estate Limited Partnerships  
December 31, 2001 - Based on financial statements as of December 31, 2000  
(In thousands)

Name of Entity:	Coyote Springs Apts Assoc LP	Cypress Cove Assoc
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Equity Interest:

Assets	\$10,676	\$2,619
Revenues	\$644	\$187
Net Income (Loss)	(\$347)	(\$94)

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Ownership Interest(s):	99.00% by Edison Funding Omicron Inc.	99.00% by Edison Funding Omicron Inc.
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Name of Entity:	Del Carlo Court Assoc LP	Delta Plaza Apts LP
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Equity Interest:

Assets	\$4,805	\$2,030
Revenues	\$201	\$82
Net Income (Loss)	(\$171)	(\$71)

Ownership Interest(s):	99.00% by Edison Funding Omicron Inc.	99.00% by Edison Funding Omicron Inc.
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Edison Capital  
Equity Investments in Real Estate Limited Partnerships  
December 31, 2001 - Based on financial statements as of December 31, 2000  
(In thousands)

Name of Entity:	Diamond Creek Apts LP	Diamond Phase III Venture LP
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Equity Interest:

Assets	\$32,217	\$2
Revenues	\$0	\$2
Net Income (Loss)	(\$948)	(\$1)

Ownership Interest(s):	99.90% by Edison Capital	99.00% by Corporations
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Housing Partners XVI LP for Affordable Housing LP

Name of Entity:	Don Avante Assoc II LP (Village Avante)	Double X Assoc 1995 LP (Terrace Manor)
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Equity Interest:

Assets	\$12,530	\$622
Revenues	\$0	\$43
Net Income (Loss)	(\$527)	(\$27)

Ownership Interest(s):	99.90% by Edison Capital Housing Partners XIV LP	99.00% by Edison Capital Housing Partners VI LP
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Edison Capital  
Equity Investments in Real Estate Limited Partnerships  
December 31, 2001 - Based on financial statements as of December 31, 2000  
(In thousands)

Name of Entity:	East Cotati Ave Partners LP	Eastwood Homes LP
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Equity Interest:

Assets	\$5,130	\$1,956
Revenues	\$359	\$90
Net Income (Loss)	(\$105)	(\$114)

Ownership Interest(s):	99.00% by Edison Funding	99.00% by Edison Capital
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Omicron Inc.

Housing Partners XI LP

Name of Entity:	ECH/HFC GP Partnership No. 2	ECH Investor Partners VI-A LP
-----		
Equity Interest:		
Assets	\$9,348	\$4,393
Revenues	\$3	\$13
Net Income (Loss)	(\$142)	(\$328)
Ownership Interest(s):	56.70% by Edison Capital Housing Investments	15.39% by Edison Capital Contributions VI Partners
	43.30% by MHICAL 95 Company	

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Edison Capital  
Equity Investments in Real Estate Limited Partnerships  
December 31, 2001 - Based on financial statements as of December 31, 2000  
(In thousands)

Name of Entity:	ECHP LLC	EDA LP (Eagle's Nest)
-----		
Equity Interest:		
Assets	\$0	\$88
Revenues	\$0	\$24

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Net Income (Loss) \$0 (\$2)

Ownership Interest(s): 99.99% by ECHP Investment Company 99.00% by Corporations for Affordable Housing LP II

Name of Entity: Edison Capital Affordable Housing 99B G.P. Edison Capital Housing Partners V LP

Equity Interest:

Assets \$5,020 \$5,151  
 Revenues \$33 \$9  
 Net Income (Loss) (\$850) (\$281)

Ownership Interest(s): 99.99% by Edison Capital Housing Investments 100% by Edison Capital Housing Investments  
 0.01% by Mission Funding Theta

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Edison Capital  
 Equity Investments in Real Estate Limited Partnerships  
 December 31, 2001 - Based on financial statements as of December 31, 2000  
 (In thousands)

Name of Entity: Edison Capital Housing Partners VII LP Edison Capital Housing Partners VIII LP

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Equity Interest:

Assets	\$5,522	\$2,572
Revenues	\$7	\$3
Net Income (Loss)	(\$397)	(\$155)

Ownership Interest(s):	19.40% by ECH/HFC GP Partnership No. 1	18.54% by ECH/HFC GP Partnership No. 2
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Name of Entity:	Edison Capital Housing Partners X LP	Edison Capital Housing Partners XI LP
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Equity Interest:

Assets	\$11,129	\$6,526
Revenues	\$33	\$20
Net Income (Loss)	(\$851)	(\$1,268)

Ownership Interest(s):	19.3952% by Edison Capital Affordable Housing 99B GP	18.62486% by Edison Capital Affordable Housing 99B GP
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Edison Capital  
Equity Investments in Real Estate Limited Partnerships  
December 31, 2001 - Based on financial statements as of December 31, 2000  
(In thousands)

Name of Entity:	Edison Capital Housing	Edison Capital Housing
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	Partners XIII LP	Partners XIV LP
-----		
Equity Interest:		
Assets	\$3,189	\$1,393
Revenues	\$8	\$1
Net Income (Loss)	(\$523)	(\$21)
Ownership Interest(s):	17.03513% by Edison Capital Affordable Housing 99B GP	7.61% by Edison Capital Affordable Housing 99B GP

Name of Entity:	Edison Capital Housing Partners XVI LP	Edison Capital Housing Partners XVII LP
-----		

Equity Interest:		
Assets	\$0	\$0
Revenues	\$0	\$0
Net Income (Loss)	\$0	\$0
Ownership Interest(s):	0.01% by ECHP LLC	0.01% by ECHP LLC

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Edison Capital  
 Equity Investments in Real Estate Limited Partnerships  
 December 31, 2001 - Based on financial statements as of December 31, 2000  
 (In thousands)

Name of Entity:	Edison Capital Housing Partners XIX LP	Edison Capital Contributions VI Partners
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 Equity Interest:

Assets	\$0	\$6,236
Revenues	\$0	\$21
Net Income (Loss)	\$0	(\$525)

Ownership Interest(s):	0.01% by ECHP LLC	91.77% by Edison Capital Housing Investments
		4.03% by Edison Housing North Carolina
		4.20% by Edison Housing South Carolina

Name of Entity:	Edmundson Assoc LP (The Willows)	El Barrio Academy Urban Renewal Assoc LP (Academy Street)
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Equity Interest:

Assets	\$2,960	\$4,656
Revenues	\$165	\$180
Net Income (Loss)	(\$149)	(\$213)

Ownership Interest(s):	99.00% by Edison Funding Omicron Inc.	99.00% by Edison Funding Omicron Inc.
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Edison Capital  
 Equity Investments in Real Estate Limited Partnerships  
 December 31, 2001 - Based on financial statements as of December 31, 2000  
 (In thousands)



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Name of Entity:	Elizabeth West and East LP	Emanuel Grant Company LLC (Capitol Heights)
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Equity Interest:

Assets	\$1,778	\$1,702
Revenues	\$153	\$0
Net Income (Loss)	(\$129)	(\$105)

Ownership Interest(s):	99.00% by Edison Funding Omicron Inc.	99.90% by Edison Capital Housing Partners XV LP
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Name of Entity:	Fairmont Hotel Urban Renewal Assoc LP	Fairview Village Assoc LP
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Equity Interest:

Assets	\$61	\$6
Revenues	\$3	\$0
Net Income (Loss)	(\$4)	\$0

Ownership Interest(s):	99.00% by Corporations for Affordable Housing LP	99.00% by MHIFED 94 LP
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Edison Capital  
Equity Investments in Real Estate Limited Partnerships  
December 31, 2001 - Based on financial statements as of December 31, 2000  
(In thousands)

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Name of Entity:	Fell St Housing Assoc LP	Fifth and Wilshire Apts LP
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Equity Interest:

Assets	\$131	\$1,190
Revenues	\$6	\$37
Net Income (Loss)	(\$3)	(\$20)

Ownership Interest(s):	99.00% by MHIFED 94 LP	99.00% by Edison Capital Housing Partners VII LP
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Name of Entity:	Florence Apts LLC	Florin Woods Assoc LP
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Equity Interest:

Assets	\$2,862	\$6,946
Revenues	\$118	\$410
Net Income (Loss)	(\$93)	(\$197)

Ownership Interest(s):	99.00% by Edison Capital Housing Investments	99.00% by Edison Capital Housing Partners XVIII LP
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Edison Capital  
 Equity Investments in Real Estate Limited Partnerships  
 December 31, 2001 - Based on financial statements as of December 31, 2000  
 (In thousands)

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Name of Entity:	Fremont Building LP (Crescent Arms)	Garnet Housing Assoc LP (Garnet Lane Apts)
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Equity Interest:

Assets	\$18,773	\$2,218
Revenues	\$632	\$143
Net Income (Loss)	(\$619)	(\$89)

Ownership Interest(s):	99.00% by Edison Capital Housing Partners XVII LP	99.00% by MHICAL 97 LP
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Name of Entity:	Gilroy Redwood Assoc LP (Redwoods)	Ginzton Assoc LP
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Equity Interest:

Assets	\$2,765	\$3,757
Revenues	\$192	\$951
Net Income (Loss)	(\$102)	(\$100)

Ownership Interest(s):	99.00% by Edison Funding Omicron Inc.	99.00% by Edison Funding Omicron Inc.
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Edison Capital  
Equity Investments in Real Estate Limited Partnerships  
December 31, 2001 - Based on financial statements as of December 31, 2000  
(In thousands)

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Name of Entity:	Good Samaritan Assoc LP	Grace Housing LP (Grace Street)
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Equity Interest:

Assets	\$49	\$2,543
Revenues	\$2	\$0
Net Income (Loss)	(\$1)	(\$148)

Ownership Interest(s):	99.00% by MHIFED 96A LP	99.00% by Edison Capital Housing Partners XI LP
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Name of Entity:	Greenway Village Assoc LP	Grossman Apts Investors LP
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Equity Interest:

Assets	\$35	\$1,039
Revenues	\$2	\$106
Net Income (Loss)	(\$1)	(\$30)

Ownership Interest(s):	99.00% by MHICAL 96 LP	99.00% by Edison Funding Omicron Inc.
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Edison Capital  
 Equity Investments in Real Estate Limited Partnerships  
 December 31, 2001 - Based on financial statements as of December 31, 2000  
 (In thousands)

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Name of Entity:	Hamilton Place Senior Living LP	Harry Clark Jr. Residential Center LLC
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Equity Interest:

Assets	\$1,060	\$1,922
Revenues	\$99	\$114
Net Income (Loss)	(\$54)	(\$164)

Ownership Interest(s):	99.00% by Edison Capital Housing Partners VI LP	99.00% by Edison Capital Housing Investments
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Name of Entity:	Heather Glen Assoc LP	Hercules Senior Housing Assoc LP
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Equity Interest:

Assets	\$4,688	\$9,317
Revenues	\$372	\$438
Net Income (Loss)	(\$174)	(\$369)

Ownership Interest(s):	99.00% by Edison Funding Omicron Inc.	99.90% by Edison Capital Housing Partners XVII LP
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Edison Capital  
 Equity Investments in Real Estate Limited Partnerships  
 December 31, 2001 - Based on financial statements as of December 31, 2000  
 (In thousands)

Name of Entity:	Highland Village Partners	Hilltop Farms LP
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LP

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Equity Interest:

Assets	\$448	\$3,136
Revenues	\$0	\$0
Net Income (Loss)	\$8	(\$90)

Ownership Interest(s):	99.90% by Edison Capital Housing Partners XV LP	99.90% by Edison Capital Housing Partners XVI LP
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Name of Entity: Hollywood El Centro LP Holy Family Assoc LP  
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Equity Interest:

Assets	\$110	\$9,576
Revenues	\$6	\$535
Net Income (Loss)	(\$3)	(\$267)

Ownership Interest(s):	99.00% by MHIFED 95 LP	99.00% by Edison Funding Omicron Inc.
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Edison Capital  
Equity Investments in Real Estate Limited Partnerships  
December 31, 2001 - Based on financial statements as of December 31, 2000  
(In thousands)

Name of Entity: Hope West Apts LP Hotel Elkhart LLC (The

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Cornerstone)

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Equity Interest:

Assets	\$27	\$4,078
Revenues	\$1	\$622
Net Income (Loss)	(\$1)	(\$117)

Ownership Interest(s): 99.00% by MHIFED 94 LP 99.00% by Edison Capital Housing Investments

Name of Entity: I.G. Partners LP (Island Gardens) Josephinum Assoc LP (The)

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Equity Interest:

Assets	\$7,520	\$8,211
Revenues	\$235	\$1,237
Net Income (Loss)	\$14	(\$678)

Ownership Interest(s): 99.90% by Edison Capital Housing Partners XV LP 99.00% by Edison Capital Housing Investments

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Edison Capital  
Equity Investments in Real Estate Limited Partnerships  
December 31, 2001 - Based on financial statements as of December 31, 2000  
(In thousands)

Name of Entity: Karen Partners LP KDF Malabar LP (Malabar

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Apts)

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 Equity Interest:

Assets	\$172	\$1,720
Revenues	\$0	\$230
Net Income (Loss)	\$2	(\$26)

Ownership Interest(s):

99.90% by Edison Capital Housing Partners XV LP	99.00% by Edison Capital Housing Partners VI LP
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Name of Entity:

KDF Park Glenn Seniors LP (Park Glenn Senior Apts II)	KDF Santa Paula LP (Santa Paula)
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 Equity Interest:

Assets	\$1,744	\$3,317
Revenues	\$0	\$416
Net Income (Loss)	(\$46)	(\$78)

Ownership Interest(s):

99.90% by Edison Capital Housing Partners XVI LP	99.00% by Edison Capital Housing Partners XIX LP
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Edison Capital  
 Equity Investments in Real Estate Limited Partnerships  
 December 31, 2001 - Based on financial statements as of December 31, 2000  
 (In thousands)

Name of Entity:

Kennedy Lofts Assoc LP	King Road Assoc LP
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Equity Interest:

Assets	\$12,074	\$2,182
Revenues	\$2,743	\$0
Net Income (Loss)	(\$514)	(\$119)

Ownership Interest(s):	99.00% by Edison Capital Housing Investments	99.90% by Edison Capital Housing Partners XVI LP
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Name of Entity:	Knolls Community Assoc LP (The Knolls)	La Brea/Franklin LP
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Equity Interest:

Assets	\$1,164	\$56
Revenues	\$49	\$3
Net Income (Loss)	(\$49)	(\$4)

Ownership Interest(s):	99.90% by Edison Capital Housing Partners IX LP	99.00% by MHIFED 95 LP
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Edison Capital  
Equity Investments in Real Estate Limited Partnerships  
December 31, 2001 - Based on financial statements as of December 31, 2000  
(In thousands)

Name of Entity:	Lark Ellen LP	Larkin Pine LP
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Equity Interest:

Assets	\$2,590	\$74
Revenues	\$161	\$3
Net Income (Loss)	(\$104)	(\$2)

Ownership Interest(s):	99.00% by Edison Capital Housing Partners X LP	99.00% by MHIFED 95 LP
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Name of Entity:	Lavell Village Assoc LP	LL Housing LP (Laurel Lakes)
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Equity Interest:

Assets	\$264	\$9,668
Revenues	\$17	\$0
Net Income (Loss)	(\$10)	(\$916)

Ownership Interest(s):	99.00% by MHIFED 96 LP	99.00% by Edison Capital Housing Partners XVI LP
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Edison Capital  
 Equity Investments in Real Estate Limited Partnerships  
 December 31, 2001 - Based on financial statements as of December 31, 2000  
 (In thousands)

Name of Entity:	Lee Park Investors LP	Liberty House Assoc LP
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Equity Interest:

Assets	\$25,383	\$42
Revenues	\$6,024	\$3
Net Income (Loss)	\$157	(\$2)

Ownership Interest(s):	99.00% by Mission Housing Alpha	99.00% by Corporations for Affordable Housing LP II
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Name of Entity:	LINC-Bristol Assoc I, LP (City Gardens)	Lovejoy Station LP
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Equity Interest:

Assets	\$2,503	\$16,661
Revenues	\$400	\$0
Net Income (Loss)	(\$6)	\$20

Ownership Interest(s):	99.00% by Edison Capital Housing Partners VI LP	99.90% by Edison Capital Housing Partners XVIII LP
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Edison Capital  
Equity Investments in Real Estate Limited Partnerships  
December 31, 2001 - Based on financial statements as of December 31, 2000  
(In thousands)

Name of Entity:	Mackenzie Park Assoc LP	Madison/Mollison LP (Park Mollison)
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Equity Interest:

Assets	\$16	\$6,193
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Revenues	\$1	\$960
Net Income (Loss)	\$0	(\$250)
Ownership Interest(s):	99.00% by Corporations for Affordable Housing LP	99.00% by Edison Capital Housing Investments

Name of Entity:	Maplewood Housing Associates LP	Maplewood School Apts LP
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Equity Interest:

Assets	\$5,872	\$5,097
Revenues	\$253	\$184
Net Income (Loss)	(\$156)	(\$244)

Ownership Interest(s):	99.90% by Edison Capital Housing Investments	99.00% by Edison Funding Omicron Inc.
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Edison Capital  
Equity Investments in Real Estate Limited Partnerships  
December 31, 2001 - Based on financial statements as of December 31, 2000  
(In thousands)

Name of Entity:	MAS-WT LP (Washington Terrace)	Mayacamas Village Assoc LP
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Equity Interest:

Assets	\$2,086	\$5,981
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Revenues	\$255	\$350
Net Income (Loss)	(\$73)	(\$167)
Ownership Interest(s):	99.00% by Edison Capital Housing Partners VI LP	99.00% by MHICAL 94 LP

Name of Entity:	Mercantile Housing LLC (Mercantile Square)	Mercy Housing California III LP (3rd and Reed)
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Equity Interest:

Assets	\$10,951	\$64
Revenues	\$766	\$4
Net Income (Loss)	(\$412)	(\$2)

Ownership Interest(s):	99.00% by Edison Funding Omicron Inc.	99.00% by MHIFED 95 LP
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Edison Capital  
Equity Investments in Real Estate Limited Partnerships  
December 31, 2001 - Based on financial statements as of December 31, 2000  
(In thousands)

Name of Entity:	Mercy Housing California VI LP (205 Jones)	Mercy Housing California IX LP (Sycamore)
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Equity Interest:

Assets	\$3,435	\$1,945
Revenues	\$253	\$95

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Net Income (Loss)	(\$123)	(\$46)
Ownership Interest(s):	99.00% by MHICAL 95 LP	99.90% by Edison Capital Housing Partners X LP

Name of Entity:	Metro Senior Assoc LP	MH I LP
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Equity Interest:

Assets	\$71	\$606
Revenues	\$4	\$13
Net Income (Loss)	(\$2)	(\$158)

Ownership Interest(s):	99.00% by MHIFED 96A LP	1.00% by Edison Capital Housing Investments 99.00% by Edison Funding Omicron Inc.
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Edison Capital  
Equity Investments in Real Estate Limited Partnerships  
December 31, 2001 - Based on financial statements as of December 31, 2000  
(In thousands)

Name of Entity:	MH III LP	MH IV LP
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Equity Interest:

Assets	\$321	\$407
Revenues	\$10	\$10

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Net Income (Loss)	(\$340)	(\$358)
Ownership Interest(s):	1.00% by Edison Capital Housing Investments	1.00% by Edison Capital Housing Investments
	99.00% by Mission Housing Delta	99.00% by Mission Housing Delta
Name of Entity:	MHIFED 94 LP	MHICAL 94 LP
-----		
Equity Interest:		
Assets	\$347	\$17,850
Revenues	\$1	\$131
Net Income (Loss)	(\$29)	(\$1,717)
Ownership Interest(s):	1.00% by Edison Capital Housing Investments	1.00% by Edison Capital Housing Investments
		99.00% by Edison Funding Omicron Inc.

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Edison Capital  
Equity Investments in Real Estate Limited Partnerships  
December 31, 2001 - Based on financial statements as of December 31, 2000  
(In thousands)

Name of Entity:	MHICAL 95 LP	MHIFED 96 LP
-----		
Equity Interest:		
Assets	\$25,739	\$1,079
Revenues	\$131	\$3

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Net Income (Loss)	(\$1,877)	(\$97)
Ownership Interest(s):	1.00% by Edison Capital Housing Investments	5.00% by Edison Capital Housing Investments
	99.00% by Edison Funding Omicron Inc.	

Name of Entity:	MHICAL 96 LP	MHIFED 97 LP
-----------------	--------------	--------------

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Equity Interest:

Assets	\$3,606	\$0
Revenues	\$25	\$0
Net Income (Loss)	(\$889)	\$0

Ownership Interest(s):	1.00% by Edison Capital Housing Investments	1.00% by Edison Capital Housing Investments
	99.00% by Edison Funding Omicron Inc.	99.00% by MHIFED 97 Company

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Edison Capital  
Equity Investments in Real Estate Limited Partnerships  
December 31, 2001 - Based on financial statements as of December 31, 2000  
(In thousands)

Name of Entity:	Mid-Peninsula Century Village Assoc LP (Century Village)	Mid-Peninsula Sharmon Palms Assoc LP (Sharmon Palms)
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Equity Interest:

Assets	\$7,152	\$2,649
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Revenues	\$802	\$223
Net Income (Loss)	(\$253)	(\$66)
Ownership Interest(s):	99.00% by Edison Funding Omicron Inc.	99.00% by Edison Capital Housing Investments

Name of Entity:	Mission Housing Investors Partnership	Mission Housing Partnership 1996 LP
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Equity Interest:

Assets	\$1,129	\$12,717
Revenues	\$4	\$49
Net Income (Loss)	(\$109)	(\$971)

Ownership Interest(s):	5.00% by Mission Housing Theta	1.00% by Edison Capital Housing Investments  99.00% by Edison Funding Omicron Inc.
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Edison Capital  
Equity Investments in Real Estate Limited Partnerships  
December 31, 2001 - Based on financial statements as of December 31, 2000  
(In thousands)

Name of Entity:	Morgan Hill Ranch Housing LP	Morrone Gardens Assoc LP
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Equity Interest:

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Assets	\$2,140	\$70
Revenues	\$133	\$7
Net Income (Loss)	(\$59)	(\$2)
Ownership Interest(s):	99.00% by Edison Capital Housing Partners X LP	99.00% by MHIFED 94 LP

Name of Entity: Mountain View Townhomes Assoc LP MPT Apts LP (MacArthur Park)

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Equity Interest:

Assets	\$865	\$5,917
Revenues	\$40	\$937
Net Income (Loss)	(\$30)	(\$351)

Ownership Interest(s): 99.00% by Edison Capital Housing Partners VII LP 99.00% by MH IV LP

301

Edison Capital  
Equity Investments in Real Estate Limited Partnerships  
December 31, 2001 - Based on financial statements as of December 31, 2000  
(In thousands)

Name of Entity: National Boston Lofts Assoc LLLP (Boston Lofts) Neary Lagoon Partners LP

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Equity Interest:

Assets	\$17,821	\$9,274
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Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2

Revenues	\$2,303	\$512
Net Income (Loss)	(\$46)	(\$332)
Ownership Interest(s):	99.00% by Edison Capital Housing Investments	99.00% by Edison Funding Omicron Inc.

Name of Entity:	North Park Village LLC	North Town Housing Partners LP (Villa del Norte Village)
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Equity Interest:

Assets	\$2,043	\$630
Revenues	\$145	\$24
Net Income (Loss)	(\$73)	(\$25)

Ownership Interest(s):	99.00% by Edison Funding Omicron Inc.	99.00% by MHIFED 96 LP
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Edison Capital  
 Equity Investments in Real Estate Limited Partnerships  
 December 31, 2001 - Based on financial statements as of December 31, 2000  
 (In thousands)

Name of Entity:	Oak Forest Assoc LP	Oakdale Terrace Leased Housing Assoc LP
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Equity Interest:

Assets	\$545	\$1,597
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Revenues	\$22	\$184
Net Income (Loss)	(\$17)	(\$91)
Ownership Interest(s):	99.00% by Edison Capital Housing Partners VII LP	98.99% by Edison Capital Housing Investments  0.01% by Mission Funding Theta

Name of Entity:	Ohlone Housing Assoc LP	Olive Court Apts LP
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Equity Interest:

Assets	\$2,491	\$2,557
Revenues	\$213	\$440
Net Income (Loss)	(\$85)	(\$200)
Ownership Interest(s):	99.00% by Edison Capital Housing Partners VIII LP	98.90% by Edison Capital Housing Investments  0.60% by Edison Funding Olive Court

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Edison Capital  
Equity Investments in Real Estate Limited Partnerships  
December 31, 2001 - Based on financial statements as of December 31, 2000  
(In thousands)

Name of Entity:	Omaha Amber Ridge LP (Amber Ridge)	Ontario Senior Housing LP (Ontario Plaza)
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Equity Interest:

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

Assets	\$7,100	\$6,338
Revenues	\$1,051	\$450
Net Income (Loss)	(\$178)	(\$302)
Ownership Interest(s):	99.00% by Edison Funding Omicron Inc.	99.00% by Edison Capital Housing Partners XIX LP

Name of Entity:	Osage Terrace LP	Oxnard Housing Assoc LP
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Equity Interest:

Assets	\$493	\$37
Revenues	\$0	\$3
Net Income (Loss)	(\$15)	(\$1)
Ownership Interest(s):	99.89% by Edison Capital Housing Partners XII LP	99.00% by MHIFED 96A LP

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Edison Capital  
 Equity Investments in Real Estate Limited Partnerships  
 December 31, 2001 - Based on financial statements as of December 31, 2000  
 (In thousands)

Name of Entity:	Pacifica Community Assoc LP (Villa Pacifica)	Pacific Vista Las Flores LP (Vista Las Flores)
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Equity Interest:

Assets	\$2,467	\$0
Revenues	\$186	\$0

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Net Income (Loss)	(\$73)	\$0
Ownership Interest(s):	99.90% by Edison Capital Housing Partners X LP	99.90% by Edison Capital Housing Investments

Name of Entity:	Palmer Heights, LLC	Palmer House LP
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Equity Interest:

Assets	\$0	\$1,586
Revenues	\$0	\$198
Net Income (Loss)	\$0	(\$41)

Ownership Interest(s):	99.90% by Edison Capital Housing Partners XVIII LP	99.00% by Edison Funding Omicron Inc.
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305

Edison Capital  
 Equity Investments in Real Estate Limited Partnerships  
 December 31, 2001 - Based on financial statements as of December 31, 2000  
 (In thousands)

Name of Entity:	Park Land Senior Apts Investors LP (Banducci)	Park Place Terrace LP
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Equity Interest:

Assets	\$458	\$8,824
Revenues	\$18	\$294
Net Income (Loss)	(\$29)	(\$212)

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Ownership Interest(s):	99.90% by Edison Capital Housing Partners XIII LP	99.00% by Edison Capital Housing Partners V LP
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Name of Entity:	Park Williams Partners LP	Parkside Assoc LP (Parkside Senior)
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Equity Interest:

Assets	\$140	\$60
Revenues	\$0	\$2
Net Income (Loss)	\$20	(\$2)

Ownership Interest(s):	99.90% by Edison Capital Housing Partners XV LP	99.00% by Corporations for Affordable Housing LP
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Edison Capital  
Equity Investments in Real Estate Limited Partnerships  
December 31, 2001 - Based on financial statements as of December 31, 2000  
(In thousands)

Name of Entity:	Parsonage Cottage Senior Residence LP	Patriots Pointe at Colonial Hills LP
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Equity Interest:

Assets	\$46	\$533
Revenues	\$13	\$0
Net Income (Loss)	(\$4)	\$0

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Ownership Interest(s):	99.00% by Corporations for Affordable Housing LP II	99.9% by Edison Capital Housing Partners XV LP
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Name of Entity:	Pellettieri Homes Urban Renewal Assoc LP	Persimmon Assoc LP
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Equity Interest:

Assets	\$7,096	\$923
Revenues	\$355	\$86
Net Income (Loss)	(\$233)	(\$42)

Ownership Interest(s):	99.00% by Edison Capital Housing Partners XIX LP	99.00% by Edison Capital Housing Partners X LP
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Edison Capital  
Equity Investments in Real Estate Limited Partnerships  
December 31, 2001 - Based on financial statements as of December 31, 2000  
(In thousands)

Name of Entity:	Pilot Grove LP	Pines Housing LP
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Equity Interest:

Assets	\$5,658	\$34
Revenues	\$669	\$4
Net Income (Loss)	(\$683)	(\$1)

Ownership Interest(s):	99.00% by Edison Capital	99.00% by Corporations
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Housing Investments

for Affordable Housing LP

Name of Entity:	Pines Housing III LP	Pinmore Assoc LP
-----		
Equity Interest:		
Assets	\$24	\$6,342
Revenues	\$3	\$438
Net Income (Loss)	(\$1)	(\$157)
Ownership Interest(s):	99.00% by Corporations for Affordable Housing LP III	99.00% by Edison Capital Housing Partners XVIII LP

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Edison Capital  
Equity Investments in Real Estate Limited Partnerships  
December 31, 2001 - Based on financial statements as of December 31, 2000  
(In thousands)

Name of Entity:	PlumTree Preservation LP	Poco Way Assoc LP
-----		
Equity Interest:		
Assets	\$544	\$881
Revenues	\$79	\$49
Net Income (Loss)	(\$11)	(\$21)
Ownership Interest(s):	99.9% by Edison Capital Housing Partners XV LP	99.00% by MHIFED 96 LP

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Name of Entity:	Post Office Plaza LP	Preservation Properties I LP
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Equity Interest:

Assets	\$36,463	\$272
Revenues	\$9,114	\$43
Net Income (Loss)	\$642	(\$7)

Ownership Interest(s):	99.00% by Edison Capital Housing Investments	99.90% by Edison Capital Housing Partners XIV LP
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Edison Capital  
 Equity Investments in Real Estate Limited Partnerships  
 December 31, 2001 - Based on financial statements as of December 31, 2000  
 (In thousands)

Name of Entity:	Preservation Properties III LP	Preservation Properties IV LP
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Equity Interest:

Assets	\$132	\$65
Revenues	\$28	\$14
Net Income (Loss)	\$2	\$1

Ownership Interest(s):	99.90% by Edison Capital Housing Partners XIV LP	99.90% by Edison Capital Housing Partners XIV LP
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Name of Entity:	President John Adams Manor Apts LP	Prince Bozzuto LP (Fairground Commons)
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Equity Interest:

Assets	\$2,109	\$522
Revenues	\$366	\$67
Net Income (Loss)	(\$31)	(\$36)

Ownership Interest(s):	99.90% by Edison Capital Housing Partners XIII LP	99.00% by Mission Housing Investors Partnership
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Edison Capital  
Equity Investments in Real Estate Limited Partnerships  
December 31, 2001 - Based on financial statements as of December 31, 2000  
(In thousands)

Name of Entity:	Providence-Brown St Housing LP (Brown St)	PVA LP (Park Victoria)
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Equity Interest:

Assets	\$292	\$775
Revenues	\$13	\$106
Net Income (Loss)	(\$14)	(\$40)

Ownership Interest(s):	99.90% by Edison Capital Housing Partners X LP	99.00% by Edison Capital Housing Partners IX LP
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Name of Entity:	Rancho Park Assoc LP	Red Lake LP #1
-----		
Equity Interest:		
Assets	\$390	\$2,204
Revenues	\$18	\$82
Net Income (Loss)	(\$12)	(\$77)
Ownership Interest(s):	99.00% by Mission Housing Investors Partnership	99.00% by Edison Capital Housing Partners XVI LP

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Edison Capital  
 Equity Investments in Real Estate Limited Partnerships  
 December 31, 2001 - Based on financial statements as of December 31, 2000  
 (In thousands)

Name of Entity:	Richmond City Center Assoc LP	Rincon De Los Esteros Assoc LP
-----		
Equity Interest:		
Assets	\$6,200	\$29,291
Revenues	\$417	\$2,336
Net Income (Loss)	(\$241)	(\$826)
Ownership Interest(s):	99.00% by Edison Funding Omicron Inc.	99.00% by Edison Capital Housing Partners XIX LP

Name of Entity:	Riverside/ Liebrandt Partners LP (La Playa)	River Walk Apts Homes LP
-----		

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Equity Interest:

Assets	\$2,444	\$474
Revenues	\$82	\$44
Net Income (Loss)	(\$89)	(\$18)

Ownership Interest(s):	99.00% by Edison Funding Omicron Inc.	99.00% by Edison Capital Housing Partners V LP
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Edison Capital  
Equity Investments in Real Estate Limited Partnerships  
December 31, 2001 - Based on financial statements as of December 31, 2000  
(In thousands)

Name of Entity:	Roebbling Village Inn Urban Renewal LP	Rosebloom Assoc LP (Oakshade)
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Equity Interest:

Assets	\$1,910	\$2,685
Revenues	\$59	\$192
Net Income (Loss)	(\$47)	(\$82)

Ownership Interest(s):	99.00% by Edison Funding Omicron Inc.	99.00% by Edison Funding Omicron Inc.
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Name of Entity:	Round Walk Village Apts LP	Rowland Heights Preservation LP
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Equity Interest:

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Assets	\$132	\$707
Revenues	\$9	\$44
Net Income (Loss)	(\$5)	(\$49)
Ownership Interest(s):	99.00% by MHIFED 96A LP	99.9% by Edison Capital Housing Partners XIV LP

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Edison Capital  
 Equity Investments in Real Estate Limited Partnerships  
 December 31, 2001 - Based on financial statements as of December 31, 2000  
 (In thousands)

Name of Entity:	Salem Lafayette Urban Renewal Assoc LP	San Diego Golden Villa Partners LP (Golden Villa)
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Equity Interest:

Assets	\$97	\$472
Revenues	\$8	\$26
Net Income (Loss)	(\$2)	(\$15)
Ownership Interest(s):	99.00% by Corporations for Affordable Housing LP III	99.00% by Edison Capital Housing Partners V LP

Name of Entity:	San Martin de Porres LP	San Pablo Senior Housing Assoc LP
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Equity Interest:

Assets	\$2,960	\$3,558
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Revenues	\$0	\$341
Net Income (Loss)	\$0	(\$165)
Ownership Interest(s):	99.90% by Edison Capital Housing Partners XVI LP	99.00% by Edison Funding Omicron Inc.

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Edison Capital  
 Equity Investments in Real Estate Limited Partnerships  
 December 31, 2001 - Based on financial statements as of December 31, 2000  
 (In thousands)

Name of Entity:	Santa Alicia Family Housing Assoc	Santa Alicia Gardens Townhomes LP (Gardens Townhomes)
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Equity Interest:

Assets	\$75	\$389
Revenues	\$8	\$26
Net Income (Loss)	(\$1)	(\$7)

Ownership Interest(s):	99.00% by MHIFED 96A LP	99.00% by Edison Capital Housing Partners V LP
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Name of Entity:	Saratoga Vacaville LP (Saratoga Senior)	Schoolhouse Court Housing Assoc LP
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Equity Interest:

Assets	\$744	\$2,702
Revenues	\$0	\$127

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Net Income (Loss) (\$49) (\$145)

Ownership Interest(s): 99.90% by Edison Capital Housing Partners XV LP 99.90% by Edison Capital Housing Partners XIX LP

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Edison Capital  
Equity Investments in Real Estate Limited Partnerships  
December 31, 2001 - Based on financial statements as of December 31, 2000  
(In thousands)

Name of Entity: Sea Ranch Apts LP Seasons Affordable Senior Housing LP

Equity Interest:

Assets \$119 \$278  
Revenues \$9 \$23  
Net Income (Loss) (\$7) (\$12)

Ownership Interest(s): 99.00% by Mission Housing Investors Partnership 99.00% by MHIFED 96 LP

Name of Entity: Serena Sunbow LP (Villa Serena) Sherman Glen, LLC

Equity Interest:

Assets \$0 \$788  
Revenues \$0 \$93  
Net Income (Loss) (\$44) (\$31)

Ownership Interest(s): 99.90% by Edison Capital 99.00% by Edison Capital



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Housing Partners XV LP

Housing Partners IX LP

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Edison Capital

Equity Investments in Real Estate Limited Partnerships

December 31, 2001 - Based on financial statements as of December 31, 2000

(In thousands)

Name of Entity:	Silver Lake Properties LP	Sky Parkway Housing Assoc LP
-----		
Equity Interest:		
Assets	\$432	\$7,262
Revenues	\$37	\$378
Net Income (Loss)	(\$14)	(\$263)
Ownership Interest(s):	99.00% by Edison Capital Housing Partners VI LP	99.00% by Edison Capital Housing Partners XVII LP

Name of Entity:	Solinas Village Partners LP	South 55th St LP
-----		
Equity Interest:		
Assets	\$41	\$26
Revenues	\$2	\$2
Net Income (Loss)	(\$1)	(\$0)
Ownership Interest(s):	99.00% by MHIFED 95 LP	99.00% by Corporations for Affordable Housing LP II

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Edison Capital  
 Equity Investments in Real Estate Limited Partnerships  
 December 31, 2001 - Based on financial statements as of December 31, 2000  
 (In thousands)

Name of Entity:	South Winery Assoc LP (The Winery Apts)	Southern Hotel LP
-----		

Equity Interest:

Assets	\$7,025	\$4,104
Revenues	\$1,020	\$0
Net Income (Loss)	(\$478)	\$358

Ownership Interest(s):	99.00% by Edison Funding Omicron Inc.	99.90% by Edison Capital Housing Partners XVI LP
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Name of Entity:	Springdale Preservation LP (Springdale West)	Spring Valley Commons
-----		

Equity Interest:

Assets	\$1,939	\$86
Revenues	\$223	\$5
Net Income (Loss)	(\$119)	(\$2)

Ownership Interest(s):	99.90% by Edison Capital Housing Partners XIV LP	99.00% by Corporations for Affordable Housing LP III
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Edison Capital  
 Equity Investments in Real Estate Limited Partnerships  
 December 31, 2001 - Based on financial statements as of December 31, 2000  
 (In thousands)

Name of Entity:	St. Hedwig's Gardens	St. Regis Park LP (Pear Tree)
-----		
Equity Interest:		
Assets	\$598	\$932
Revenues	\$35	\$40
Net Income (Loss)	(\$2)	(\$11)
Ownership Interest(s):	99.00% by Edison Capital Housing Partners V LP	99.9% by Edison Capital Housing Partners XV LP

Name of Entity:	Stony Point Apt Investors LP (Panas Place)	Strobridge Housing Assoc LP
-----		
Equity Interest:		
Assets	\$1,969	\$1,515
Revenues	\$104	\$87
Net Income (Loss)	(\$77)	(\$56)
Ownership Interest(s):	99.90% by Edison Capital Housing Partners XI LP	99.00% by Edison Capital Housing Partners IX LP

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Edison Capital  
 Equity Investments in Real Estate Limited Partnerships  
 December 31, 2001 - Based on financial statements as of December 31, 2000  
 (In thousands)

Name of Entity:	Sultana Acres Assoc LP	Sunset Creek Partners LP
-----		
Equity Interest:		
Assets	\$2,276	\$8,432
Revenues	\$131	\$513
Net Income (Loss)	(\$108)	(\$354)
Ownership Interest(s):	99.00% by Edison Funding Omicron Inc.	99.00% by Edison Capital Housing Partners XVII LP

Name of Entity:	Tabor Grand LP	Terra Cotta Housing Assoc LP
-----		
Equity Interest:		
Assets	\$2,837	\$28,642
Revenues	\$277	\$0
Net Income (Loss)	(\$187)	(\$1,036)
Ownership Interest(s):	99.00% by Edison Capital Housing Investments	99.90% by Edison Capital Housing Partners XVI LP

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Edison Capital

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Equity Investments in Real Estate Limited Partnerships  
 December 31, 2001 - Based on financial statements as of December 31, 2000  
 (In thousands)

Name of Entity:	Three Oaks Housing LP	Tierra Linda Assoc LP
-----		
Equity Interest:		
Assets	\$42	\$28
Revenues	\$3	\$1
Net Income (Loss)	(\$5)	(\$1)
Ownership Interest(s):	99.00% by MHIFED 95 LP	99.00% by MHIFED 94 LP

Name of Entity:	Timber Sound II, Ltd	Tioga Gardens LP
-----		
Equity Interest:		
Assets	\$2,223	\$42
Revenues	\$214	\$2
Net Income (Loss)	\$0	(\$1)
Ownership Interest(s):	99.00% by Edison Capital Housing Partners X LP	99.00% by Corporations for Affordable Housing LP

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Edison Capital  
 Equity Investments in Real Estate Limited Partnerships  
 December 31, 2001 - Based on financial statements as of December 31, 2000  
 (In thousands)

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Name of Entity:	Trinity Park Apts LP	Trolley Terrace Townhomes LP
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Equity Interest:

Assets	\$499	\$378
Revenues	\$27	\$14
Net Income (Loss)	(\$26)	(\$20)

Ownership Interest(s):	99.90% by Edison Capital Housing Partners X LP	99.90% by Edison Capital Housing Partners IX LP
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Name of Entity:	Twin Ponds Apts LP	Union Meadows Apts
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Equity Interest:

Assets	\$1,734	\$778
Revenues	\$179	\$38
Net Income (Loss)	(\$78)	(\$42)

Ownership Interest(s):	99.90% by Edison Capital Housing Partners XIII LP	99.00% by Edison Capital Housing Partners V LP
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Edison Capital  
 Equity Investments in Real Estate Limited Partnerships  
 December 31, 2001 - Based on financial statements as of December 31, 2000  
 (In thousands)

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Name of Entity:	University Park Properties LP	Upland Senior Housing LP (Coy D. Estes)
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Equity Interest:

Assets	\$572	\$1,299
Revenues	\$28	\$117
Net Income (Loss)	(\$40)	(\$52)

Ownership Interest(s):	99.00% by Edison Capital Housing Partners VI LP	99.00% by Edison Capital Housing Partners VI LP
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Name of Entity:	Villa Maria Housing Partnership	Vine St Court LP
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Equity Interest:

Assets	\$3,529	\$33
Revenues	\$155	\$2
Net Income (Loss)	\$97	(\$1)

Ownership Interest(s):	99.00% by Edison Funding Omicron Inc.	99.00% by MHIFED 96A LP
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Edison Capital  
Equity Investments in Real Estate Limited Partnerships  
December 31, 2001 - Based on financial statements as of December 31, 2000  
(In thousands)

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

Name of Entity:	Virginia Lane LP	Vista Properties LLC (Vista View)
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Equity Interest:

Assets	\$10,668	\$809
Revenues	\$328	\$79
Net Income (Loss)	(\$9)	(\$38)

Ownership Interest(s):	99.90% by Edison Capital Housing Partners XIX LP	99.00% by Edison Capital Housing Partners VI LP
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Name of Entity:	Vista Verde Housing Associates LP (California)	Vista Verde Townhomes II LLC (Colorado)
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Equity Interest:

Assets	\$9,181	\$453
Revenues	\$0	\$20
Net Income (Loss)	\$2	(\$18)

Ownership Interest(s):	99.9% by Edison Capital Housing Partners XVII LP	99.00% by Edison Capital Housing Partners VI LP
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Edison Capital  
Equity Investments in Real Estate Limited Partnerships  
December 31, 2001 - Based on financial statements as of December 31, 2000  
(In thousands)

Name of Entity:	Walden Pond Ltd LP	Wall Street Palmer House
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	(Hamlet)	LP (Palmer Hotel)
-----		
Equity Interest:		
Assets	\$204	\$835
Revenues	\$21	\$79
Net Income (Loss)	(\$4)	(\$6)
Ownership Interest(s):	99.00% by Corporations for Affordable Housing LP	99.00% by Edison Capital Housing Partners XI LP

Name of Entity:	Washington Creek Assoc LP	West Capital Courtyard LP
-----		
Equity Interest:		
Assets	\$3,234	\$5,913
Revenues	\$229	\$331
Net Income (Loss)	(\$122)	(\$155)
Ownership Interest(s):	99.00% by Edison Funding Omicron Inc.	99.00% by MHICAL 94 LP

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Edison Capital  
Equity Investments in Real Estate Limited Partnerships  
December 31, 2001 - Based on financial statements as of December 31, 2000  
(In thousands)

Name of Entity:	Westfield Condominium Investment LP	Westgate Townhomes Assoc LP
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Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2

Equity Interest:

Assets	\$1,491	\$4,560
Revenues	\$309	\$213
Net Income (Loss)	(\$10)	(\$164)

Ownership Interest(s):	98.99% by Edison Capital Housing Investments	99.00% by MHICAL 96 LP
	0.01% by Mission Funding Theta	

Name of Entity:	Westport Village Homes Assoc LP	West Valley Hart LP (Hart and Alabama)
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Equity Interest:

Assets	\$1,146	\$1,995
Revenues	\$113	\$4
Net Income (Loss)	(\$41)	\$21

Ownership Interest(s):	99.00% by Edison Funding Omicron Inc.	99.90% by Edison Capital Housing Investments
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Edison Capital  
Equity Investments in Real Estate Limited Partnerships  
December 31, 2001 - Based on financial statements as of December 31, 2000  
(In thousands)

Name of Entity:	White Mountain Apache Housing	Wilmington Housing Assoc LP (New Harbor Vista)
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Equity Interest:

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

Assets	\$1,877	\$2,330
Revenues	\$59	\$0
Net Income (Loss)	(\$76)	(\$107)
Ownership Interest(s):	99.00% by Edison Capital Housing Investments	99.90% by Edison Capital Housing Partners XI LP

Name of Entity:	Winfield Hill Assoc LP	Wingate LLC (Regency Park)
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Equity Interest:

Assets	\$17,521	\$313
Revenues	\$1,118	\$0
Net Income (Loss)	(\$534)	(\$40)
Ownership Interest(s):	99.00% by Edison Capital Housing Partners XIX LP	99.9% by Edison Capital Housing Partners XV LP

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Edison Capital  
 Equity Investments in Real Estate Limited Partnerships  
 December 31, 2001 - Based on financial statements as of December 31, 2000  
 (In thousands)

Name of Entity:	Women's Westlake LP (Dorothy Day)	Woodland Arms Apts, Ltd (Willow Creek)
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Equity Interest:

Assets	\$775	\$1,660
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Edgar Filing: EDISON INTERNATIONAL - Form U-3A-2

Revenues	\$42	\$202
Net Income (Loss)	(\$17)	(\$119)
Ownership Interest(s):	99.00% by Edison Capital Housing Partners XIII LP	99.00% by Edison Capital Housing Partners VII LP

Name of Entity:	WPA/Edison LLC (Pier A)	Yale Street LP
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Equity Interest:

Assets	\$0	\$856
Revenues	\$0	\$43
Net Income (Loss)	\$0	(\$35)

Ownership Interest(s):	99.00% by Edison Capital Housing New York	99.90% by Edison Capital Housing Partners XII LP
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Edison Capital  
 Equity Investments  
 December 31, 2001 - Based on financial statements as of December 31, 2000  
 (In thousands)

Name of Entity:	AIG Asian Infrastructure Fund II LP	AIG Emerging Europe Infrastructure Fund LP
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Equity Interest:

Assets	\$53,678	\$8,544
--------	----------	---------

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Revenues	\$1,668	\$18
Net Income (Loss)	(\$7,192)	(\$1,541)
Ownership Interest(s):	5.80% by Edison Capital Latin American Investments (Bermuda) Ltd.	18.05% by Edison Capital Latin American Investments (Bermuda) Ltd.

Name of Entity:	AIG-GE Capital Latin American Infrastructure Fund LP	Compania Adminstradora de Empresas Bolivia SA (Cade)
-----------------	--	--

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Equity Interest:

Assets	\$48,518	\$832
Revenues	\$539	\$596
Net Income (Loss)	(\$992)	\$248

Ownership Interest(s):	8.00% by Edison Capital Latin American Investments (Bermuda) Ltd.	12.55% by Edison Capital International (Bermuda) Ltd.
------------------------	---	---

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Edison Capital  
Equity Investments  
December 31, 2001 - Based on financial statements as of December 31, 2000  
(In thousands)

Name of Entity:	Empresa de Servicios Edeser S.A. (Edesar)	Empresa de Luz y Fuerza Electrica de Oruro SA (Elfeo)
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Equity Interest:

Assets	\$437	\$1,653
--------	-------	---------

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Revenues	\$582	\$471
Net Income (Loss)	\$114	\$53
Ownership Interest(s):	12.55% by Edison Capital International (Bermuda) Ltd.	12.55% by Edison Capital International (Bermuda) Ltd.

Name of Equity	Lakota Ridge LLC	Olmeca Cable Investments Ltd.
----------------	------------------	-------------------------------

Equity Interest:

Assets	\$10,781	\$17,907
Revenues	\$688	\$18
Net Income (Loss)	(\$491)	(\$434)

Ownership Interest(s):	75.00% by Mission Funding Zeta	21.7% by Edison Capital International (Bermuda) Ltd.
------------------------	--------------------------------	--

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Edison Capital  
Equity Investments  
December 31, 2001 - Based on financial statements as of December 31, 2000  
(In thousands)

Name of Entity:	Storm Lake Power Partners	Trinidad and Tobago Methanol Company Limited
-----------------	---------------------------	--

Equity Interest:

Assets	\$176,795	\$3,512
--------	-----------	---------

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Revenues	\$10,732	\$456
Net Income (Loss)	(\$5,220)	\$412
Ownership Interest(s):	99.00% by Mission Iowa Wind Company	1.0% by Edison Capital LAI (Bermuda) Ltd.

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Mission Land Company and Subsidiaries [Tier 3]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

	Associated Southern Investment Company	Calabasas Palatino, Inc. (Inactive)
-----		
ASSETS		
-----		
Cash and equivalents		\$8
Receivables - net		15,871
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
-----		
Total current assets		15,879
-----		
Nonutility property - net		(11,236)
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		(870)
-----		
Total investment and other assets		(12,106)
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		

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Goodwill		
Regulatory assets - net		
Other deferred charges		3,632
<hr/>		
Total deferred charges		3,632
<hr/>		
Assets of discontinued operations		
<hr/>		
Total assets		\$7,405
<hr/>		

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Mission Land Company and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Centrelake Partners LP	Irwindale Land Company (Inact
<hr/>		
ASSETS		
<hr/>		
Cash and equivalents		
Receivables - net		\$1
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
<hr/>		
Total current assets		1
<hr/>		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
<hr/>		
Total investment and other assets		
<hr/>		



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

-----  
 Total utility plant  
 -----

Goodwill  
 Regulatory assets - net  
 Other deferred charges  
 -----

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

Assets of discontinued operations  
 -----

Total assets \$1  
 =====

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Mission Land Company and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Mission Industrial      Mission-Ocean  
 Constructors, Inc.  
 (Inactive)

-----  
 ASSETS  
 -----

Cash and equivalents  
 Receivables - net 33,  
 Fuel inventory  
 Materials and supplies, at average cost  
 Accumulated deferred income taxes - net  
 Trading and price risk management assets  
 Prepayments and other current assets  
 -----

Total current assets 33,  
 -----

Nonutility property - net 23,

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

-----  
 Total investment and other assets

23,

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

-----  
 Total utility plant

-----  
 Goodwill  
 Regulatory assets - net  
 Other deferred charges

-----  
 Total deferred charges

-----  
 Assets of discontinued operations

-----  
 Total assets

\$57,  
 =====

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Mission Land Company and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Mission South Bay  
 Company (Inactive)

Mission Texas  
 Property Holdi  
 Inc. (Inactive)

-----  
 ASSETS

-----  
 Cash and equivalents  
 Receivables - net  
 Fuel inventory

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Materials and supplies, at average cost  
Accumulated deferred income taxes - net  
Trading and price risk management assets  
Prepayments and other current assets

-----  
Total current assets  
-----

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

-----  
Total investment and other assets  
-----

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

-----  
Total utility plant  
-----

Goodwill  
Regulatory assets - net  
Other deferred charges

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

Assets of discontinued operations  
-----

Total assets  
=====

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Mission Land Company and Subsidiaries [Tier 3]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

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	Company	Adjustments
-----		
ASSETS		
-----		
Cash and equivalents	\$3,709	
Receivables - net	146,194	(\$208,
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets	154	
-----		
Total current assets	150,057	(208,
-----		
Nonutility property - net	(25,720)	(2,
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments	71,508	(70,
-----		
Total investment and other assets	45,788	(72,
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Goodwill		
Regulatory assets - net		
Other deferred charges	(211)	
-----		
Total deferred charges	(211)	
-----		
Assets of discontinued operations		
-----		
Total assets	\$195,634	(\$281,
=====		

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Mission Land Company and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Associated Southern Investment Company	Calabasas Palatino, Inc. (Inactive)
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	\$1,729	
Accrued taxes	(1)	
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		
<hr/>		
Total current liabilities	1,728	
<hr/>		
Long-term debt		
<hr/>		
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities	(46)	
<hr/>		
Total deferred credits and other liabilities	(46)	
<hr/>		
Liabilities of discontinued operations		
<hr/>		
Minority Interest		
<hr/>		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
<hr/>		
Total preferred securities of subsidiaries		
<hr/>		

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Common stock	1	
Additional paid-in capital	1,240	
Accumulated other comprehensive income (loss)		\$2,
Retained earnings	4,482	(\$2,
-----		
Total common shareholders' equity	5,723	
-----		
Total liabilities and shareholders' equity	\$7,405	
=====		

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Mission Land Company and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Centrelake  
 Partners LP

Irwindale Land  
 Company (Inact

-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY  
 -----

Short-term debt  
 Long-term debt classified as due within one year  
 Preferred stock to be redeemed within one year  
 Accounts payable  
 Accrued taxes  
 Regulatory liabilities - net  
 Trading and price risk management liabilities  
 Other current liabilities

-----  
 Total current liabilities  
 -----

Long-term debt

-----  
 Accumulated deferred income taxes - net  
 Accumulated deferred investment tax credits  
 Customer advances and other deferred credits  
 Power-purchase contracts  
 Accumulated provision for pension and benefits  
 Other long-term liabilities

-----  
 Total deferred credits and other liabilities  
 -----

Liabilities of discontinued operations

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Minority Interest

Preferred stock of utility:

Not subject to mandatory redemption

Subject to mandatory redemption

Company-obligated mandatorily redeemable

securities of subsidiaries holding

solely parent company debentures

Other preferred securities

Total preferred securities of subsidiaries

Common stock

Additional paid-in capital

Accumulated other comprehensive income (loss)

Retained earnings

\$2,041

(2,040)

(\$6,

\$6,

Total common shareholders' equity

1

Total liabilities and shareholders' equity

\$1

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Mission Land Company and Subsidiaries [Tier 3]

Consolidating Balance Sheet

December 31, 2001

(In thousands)

Mission Industrial

Constructors, Inc.

(Inactive)

Mission-Oceanog

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt

Long-term debt classified as due within one year

Preferred stock to be redeemed within one year

Accounts payable

Accrued taxes

Regulatory liabilities - net

Trading and price risk management liabilities

Other current liabilities

Total current liabilities

5,

6,

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-----  
 Long-term debt  
 -----

Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		26,

Total deferred credits and other liabilities		26,
--	--	-----

-----  
 Liabilities of discontinued operations  
 -----

-----  
 Minority Interest  
 -----

-----  
 Preferred stock of utility:

Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		

-----  
 Total preferred securities of subsidiaries  
 -----

Common stock		
Additional paid-in capital		
Accumulated other comprehensive income (loss)	\$1	
Retained earnings	(\$1)	24,

Total common shareholders' equity		24,
-----------------------------------	--	-----

Total liabilities and shareholders' equity		\$57,
--	--	-------

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Mission Land Company and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Mission South Bay      Mission Texas  
 Company (Inactive)      Property Holdi



-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY  
 -----

Short-term debt  
 Long-term debt classified as due within one year  
 Preferred stock to be redeemed within one year  
 Accounts payable  
 Accrued taxes  
 Regulatory liabilities - net  
 Trading and price risk management liabilities  
 Other current liabilities

-----  
 Total current liabilities  
 -----

Long-term debt

-----  
 Accumulated deferred income taxes - net  
 Accumulated deferred investment tax credits  
 Customer advances and other deferred credits  
 Power-purchase contracts  
 Accumulated provision for pension and benefits  
 Other long-term liabilities

-----  
 Total deferred credits and other liabilities  
 -----

Liabilities of discontinued operations

-----  
 Minority Interest

-----  
 Preferred stock of utility:  
     Not subject to mandatory redemption  
     Subject to mandatory redemption  
 Company-obligated mandatorily redeemable  
     securities of subsidiaries holding  
     solely parent company debentures  
 Other preferred securities

-----  
 Total preferred securities of subsidiaries  
 -----

Common stock		
Additional paid-in capital		
Accumulated other comprehensive income (loss)	(\$92)	\$
Retained earnings	\$92	(\$

-----  
 Total common shareholders' equity  
 -----

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

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Mission Land Company and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Mission Land Company	Consolidating Adjustments
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	\$68,499	(\$70,
Accrued taxes	(73)	
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities	2,323	(8,
-----		
Total current liabilities	70,749	(78,
-----		
Long-term debt		
-----		
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits	5,224	(1,
Other long-term liabilities	95,772	(130,
-----		
Total deferred credits and other liabilities	100,996	(132,
-----		
Liabilities of discontinued operations		
-----		
Minority Interest		
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable		
securities of subsidiaries holding		
solely parent company debentures		

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Other preferred securities

Total preferred securities of subsidiaries

Common stock	1	
Additional paid-in capital	(28,905)	48,
Accumulated other comprehensive income (loss)	(2,770)	9,
Retained earnings	55,563	(126,
-----		
Total common shareholders' equity	23,889	(69,
-----		
Total liabilities and shareholders' equity	\$195,634	(\$281,
=====		

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Mission Land Company and Subsidiaries [Tier 3]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Associated Southern Investment Company	Calabasas Palatino, In (Inactive)
-----		
Electric utility		
Nonutility power generation		
Financial services and other	\$12,819	
-----		
Total operating revenue	12,819	
-----		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	11,424	
Depreciation, decommissioning and amortization		
Write-down of nonutility assets		
Property and other taxes		(5)
Net gain on sale of utility plant		
-----		
Total operating expenses	11,419	
-----		
Operating income (loss)	1,400	
Interest and dividend income		
Other nonoperating income		
Interest expense - net of amounts capitalized		

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Other nonoperating deductions  
 Dividends on preferred securities  
 Dividends on utility preferred stock

-----  
 -----  
 Income (loss) from continuing operations before taxes 1,400  
 Income taxes (benefit) 553  
 -----

Income (loss) from continuing operations 847  
 Loss from discontinued operations  
 (including loss on disposal of \$1,309, net of tax)  
 Income taxes (benefit) on discontinued operations

-----  
 Net income (loss) 847  
 -----

Retained earnings - beginning of year 3,635 (\$  
 Dividends declared on common stock  
 Dividends declared on preferred stock

-----  
 Retained earnings - end of year \$4,482 (\$  
 =====

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Mission Land Company and Subsidiaries [Tier 3]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

Centrelake  
 Partners LP

Irwindale La  
 Company (Ina

-----  
 -----  
 Electric utility  
 Nonutility power generation  
 Financial services and other

-----  
 Total operating revenue  
 -----

Fuel  
 Purchased power  
 Provisions for regulatory adjustment clauses - net  
 Other operation and maintenance (\$130)  
 Depreciation, decommissioning and amortization  
 Write-down of nonutility assets  
 Property and other taxes  
 Net gain on sale of utility plant

-----  
 Total operating expenses (130)  
 -----

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Operating income (loss)	130	
Interest and dividend income		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
<hr/>		
Income (loss) from continuing operations before taxes	130	
Income taxes (benefit)		
<hr/>		
Income (loss) from continuing operations	130	
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
<hr/>		
Net income (loss)	130	
<hr/>		
Retained earnings - beginning of year	(2,170)	\$
Dividends declared on common stock		
Dividends declared on preferred stock		
<hr/>		
Retained earnings - end of year	(\$2,040)	\$

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Mission Land Company and Subsidiaries [Tier 3]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Mission Industrial Constructors, Inc. (Inactive)	Mission-Ocea
<hr/>		
Electric utility		
Nonutility power generation		
Financial services and other		\$2
<hr/>		
Total operating revenue		2
<hr/>		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		2

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Depreciation, decommissioning and amortization		
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
<hr/>		
Total operating expenses		3
<hr/>		
Operating income (loss)		
Interest and dividend income		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
<hr/>		
Income (loss) from continuing operations before taxes		
Income taxes (benefit)		
<hr/>		
Income (loss) from continuing operations		
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
<hr/>		
Net income (loss)		
<hr/>		
Retained earnings - beginning of year	(\$1)	2
Dividends declared on common stock		
Dividends declared on preferred stock		
<hr/>		
Retained earnings - end of year	(\$1)	\$2
<hr/>		

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Mission Land Company and Subsidiaries [Tier 3]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

Mission South Bay Company (Inactive)	Mission Texa Property Hol Inc. (Inacti
<hr/>	
<hr/>	

Electric utility	
Nonutility power generation	
Financial services and other	
<hr/>	
Total operating revenue	

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Fuel	
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	
Depreciation, decommissioning and amortization	
Write-down of nonutility assets	
Property and other taxes	
Net gain on sale of utility plant	
<b>Total operating expenses</b>	
Operating income (loss)	
Interest and dividend income	
Other nonoperating income	
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Dividends on preferred securities	
Dividends on utility preferred stock	
<b>Income (loss) from continuing operations before taxes</b>	
Income taxes (benefit)	
<b>Income (loss) from continuing operations</b>	
Loss from discontinued operations	
(including loss on disposal of \$1,309, net of tax)	
Income taxes (benefit) on discontinued operations	
<b>Net income (loss)</b>	
Retained earnings - beginning of year	\$92
Dividends declared on common stock	
Dividends declared on preferred stock	
<b>Retained earnings - end of year</b>	<b>\$92</b>

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Mission Land Company and Subsidiaries [Tier 3]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

Mission Land  
 Company

Consolidating  
 Adjustments

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Electric utility		
Nonutility power generation		
Financial services and other	\$5,717	
-----		
Total operating revenue	5,717	
-----		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	7,199	(
Depreciation, decommissioning and amortization		
Write-down of nonutility assets	140	
Property and other taxes		
Net gain on sale of utility plant		
-----		
Total operating expenses	7,339	(
-----		
Operating income (loss)	(1,622)	
Interest and dividend income	909	
Other nonoperating income	1	
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
-----		
Income (loss) from continuing operations before taxes	(712)	
Income taxes (benefit)	337	
-----		
Income (loss) from continuing operations	(1,049)	
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----		
Net income (loss)	(1,049)	
-----		
Retained earnings - beginning of year	56,612	(12
Dividends declared on common stock		
Dividends declared on preferred stock		
-----		
Retained earnings - end of year	\$55,563	(\$12
=====		

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Mission Power Engineering Company and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)



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Associated  
Southern  
Engineering  
Company (Inactive)

Mission Power  
Engineering Co

-----  
ASSETS  
-----

Cash and equivalents  
Receivables - net  
Fuel inventory  
Materials and supplies, at average cost  
Accumulated deferred income taxes - net  
Trading and price risk management assets  
Prepayments and other current assets  
-----

Total current assets  
-----

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

Total investment and other assets  
-----

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

Total utility plant  
-----

Goodwill  
Regulatory assets - net  
Other deferred charges  
-----

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

Assets of discontinued operations  
-----

Total assets  
=====

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Mission Power Engineering Company and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Mission Power  
 Engineering  
 Company  
 Consolidated

-----  
 ASSETS  
 -----

Cash and equivalents  
 Receivables - net  
 Fuel inventory  
 Materials and supplies, at average cost  
 Accumulated deferred income taxes - net  
 Trading and price risk management assets  
 Prepayments and other current assets  
 -----

Total current assets  
 -----

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

Total investment and other assets  
 -----

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

Total utility plant  
 -----

Goodwill  
 Regulatory assets - net  
 Other deferred charges \$5  
 -----

Total deferred charges 5  
 -----

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-----  
 Assets of discontinued operations  
 -----

Total assets \$5  
 =====

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Mission Power Engineering Company and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Associated  
 Southern  
 Engineering  
 Company (Inactive)      Mission Power  
 Engineering Co

-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY  
 -----

Short-term debt  
 Long-term debt classified as due within one year  
 Preferred stock to be redeemed within one year  
 Accounts payable  
 Accrued taxes  
 Regulatory liabilities - net  
 Trading and price risk management liabilities  
 Other current liabilities

\$

-----  
 Total current liabilities  
 -----

Long-term debt  
 -----

Accumulated deferred income taxes - net  
 Accumulated deferred investment tax credits  
 Customer advances and other deferred credits  
 Power-purchase contracts  
 Accumulated provision for pension and benefits  
 Other long-term liabilities

8,

-----  
 Total deferred credits and other liabilities  
 -----

8,

-----  
 Liabilities of discontinued operations  
 -----

Minority Interest

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-----  
 Preferred stock of utility:

    Not subject to mandatory redemption  
     Subject to mandatory redemption  
 Company-obligated mandatorily redeemable  
     securities of subsidiaries holding  
     solely parent company debentures  
 Other preferred securities

-----  
 Total preferred securities of subsidiaries  
 -----

Common stock		3,
Additional paid-in capital	\$3	
Accumulated other comprehensive income (loss)		
Retained earnings	(\$3)	(11,

-----  
 Total common shareholders' equity (8,  
 -----

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

349

Mission Power Engineering Company and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Mission Power  
 Engineering  
 Company  
 Consolidated

-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY  
 -----

Short-term debt	
Long-term debt classified as due within one year	
Preferred stock to be redeemed within one year	
Accounts payable	
Accrued taxes	
Regulatory liabilities - net	
Trading and price risk management liabilities	
Other current liabilities	\$150

-----  
 Total current liabilities 150  
 -----

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Long-term debt

Accumulated deferred income taxes - net	
Accumulated deferred investment tax credits	
Customer advances and other deferred credits	
Power-purchase contracts	
Accumulated provision for pension and benefits	
Other long-term liabilities	8,709

Total deferred credits and other liabilities	8,709
--	-------

Liabilities of discontinued operations

Minority Interest

Preferred stock of utility:  
 Not subject to mandatory redemption  
 Subject to mandatory redemption  
 Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures  
 Other preferred securities

Total preferred securities of subsidiaries

Common stock	3,000
Additional paid-in capital	
Accumulated other comprehensive income (loss)	
Retained earnings	(11,854)

Total common shareholders' equity	(8,854)
-----------------------------------	---------

Total liabilities and shareholders' equity	\$5
--	-----

350

Mission Power Engineering Company and Subsidiaries [Tier 3]  
 Consolidating Statements of Income (Loss) and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

Associated  
 Southern  
 Engineering  
 Company (Inactive)

Mission Power  
 Engineering

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-----  
 -----  
 Electric utility  
 Nonutility power generation  
 Financial services and other  
 -----

Total operating revenue  
 -----

Fuel  
 Purchased power  
 Provisions for regulatory adjustment clauses - net  
 Other operation and maintenance  
 Depreciation, decommissioning and amortization  
 Write-down of nonutility assets  
 Property and other taxes  
 Net gain on sale of utility plant  
 -----

Total operating expenses  
 -----

Operating income (loss)  
 Interest and dividend income  
 Other nonoperating income  
 Interest expense - net of amounts capitalized  
 Other nonoperating deductions  
 Dividends on preferred securities  
 Dividends on utility preferred stock  
 -----

Income (loss) from continuing operations before taxes  
 Income taxes (benefit)  
 -----

Income (loss) from continuing operations  
 Loss from discontinued operations  
     (including loss on disposal of \$1,309, net of tax)  
 Income taxes (benefit) on discontinued operations  
 -----

Net income (loss)  
 -----

Retained earnings - beginning of year	(\$3)	(1)
Dividends declared on common stock		
Dividends declared on preferred stock		
-----		

Retained earnings - end of year	(\$3)	(\$1)
=====		

351

Mission Power Engineering Company and Subsidiaries [Tier 3]  
 Consolidating Statements of Income (Loss) and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

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	Mission Power Engineering Company Consolidated
Electric utility	
Nonutility power generation	
Financial services and other	
<b>Total operating revenue</b>	
Fuel	
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	
Depreciation, decommissioning and amortization	
Write-down of nonutility assets	
Property and other taxes	
Net gain on sale of utility plant	
<b>Total operating expenses</b>	
Operating income (loss)	
Interest and dividend income	
Other nonoperating income	
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Dividends on preferred securities	
Dividends on utility preferred stock	
<b>Income (loss) from continuing operations before taxes</b>	
Income taxes (benefit)	\$6
<b>Income (loss) from continuing operations</b>	(6)
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)	
Income taxes (benefit) on discontinued operations	
<b>Net income (loss)</b>	(6)
Retained earnings - beginning of year	(11,848)
Dividends declared on common stock	
Dividends declared on preferred stock	
<b>Retained earnings - end of year</b>	(\$11,854)

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Edison Mission Energy and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Aguila Energy Company	Anacapa Energy Company
<hr/>		
ASSETS		
<hr/>		
Cash and equivalents		
Receivables - net		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
<hr/>		
Total current assets		
<hr/>		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		19,
Investments in leveraged leases		
Other investments		
<hr/>		
Total investment and other assets		19,
<hr/>		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
<hr/>		
Total utility plant		
<hr/>		
Goodwill		
Regulatory assets - net		
Other deferred charges		
<hr/>		
Total deferred charges		



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-----  
 -----  
 Assets of discontinued operations  
 -----

Total assets \$19,  
 =====

353

Edison Mission Energy and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Balboa Energy Company	Blue Ridge Energy Company
-----		
ASSETS		
-----		
Cash and equivalents		
Receivables - net		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
-----		
Total current assets		
-----		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets		
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		

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Nuclear fuel, at amortized cost

Total utility plant

Goodwill

Regulatory assets - net

Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets

354

Edison Mission Energy and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Camino Energy Company	Capistrano Cogeneration Company
<b>ASSETS</b>		
Cash and equivalents		
Receivables - net	\$329	
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets	41	
<b>Total current assets</b>	<b>370</b>	
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	166,629	5,
Investments in leveraged leases		

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Other investments

-----  
 Total investment and other assets 166,629 5,

Utility plant, at original cost:

Transmission and distribution

Generation

Accumulated provision for depreciation  
 and decommissioning

Construction work in progress

Nuclear fuel, at amortized cost

-----  
 Total utility plant

Goodwill

Regulatory assets - net

Other deferred charges 337

-----  
 Total deferred charges 337

-----  
 Assets of discontinued operations

-----  
 Total assets \$167,336 \$5,  
 =====

355

Edison Mission Energy and Subsidiaries [Tier 3]

Consolidating Balance Sheet

December 31, 2001

(In thousands)

Chesapeake Bay  
 Energy Company

Chester Energy  
 Company

-----  
 ASSETS

Cash and equivalents

Receivables - net

Fuel inventory

Materials and supplies, at average cost

Accumulated deferred income taxes - net

Trading and price risk management assets

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Prepayments and other current assets

Total current assets

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

Total investment and other assets

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

Total utility plant

Goodwill  
Regulatory assets - net  
Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets

356

Edison Mission Energy and Subsidiaries [Tier 3]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

Colonial Energy  
Company (Inactive)

Coronado Energy  
Company

-----  
ASSETS  
-----

Cash and equivalents  
Receivables - net  
Fuel inventory  
Materials and supplies, at average cost  
Accumulated deferred income taxes - net  
Trading and price risk management assets  
Prepayments and other current assets  
-----

Total current assets  
-----

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

Total investment and other assets  
-----

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

Total utility plant  
-----

Goodwill  
Regulatory assets - net  
Other deferred charges  
-----

Total deferred charges  
-----

Assets of discontinued operations  
-----

Total assets  
=====

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Edison Mission Energy and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Del Mar Energy Company	Delaware Energy Conservers, Inc. (Inactive)
-----		
ASSETS		
-----		
Cash and equivalents	\$1	
Receivables - net	1	
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets	3	
-----		
Total current assets	5	
-----		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	13,348	
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets	13,348	
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Goodwill		
Regulatory assets - net		
Other deferred charges		
-----		
Total deferred charges		
-----		
Assets of discontinued operations		

Total assets \$13,353

358

Edison Mission Energy and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Devereaux Energy Company	Eastern Sierra Energy Company
<hr/>		
ASSETS		
<hr/>		
Cash and equivalents		
Receivables - net		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
<hr/>		
Total current assets		
<hr/>		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
<hr/>		
Total investment and other assets		
<hr/>		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
<hr/>		
Total utility plant		

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-----  
 Goodwill  
 Regulatory assets - net  
 Other deferred charges  
 -----

Total deferred charges  
 -----

Assets of discontinued operations  
 -----

Total assets  
 =====

359

Edison Mission Energy and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Edison Alabama                      Edison Mission  
 Generating Company                  Development, I

-----  
 ASSETS  
 -----

Cash and equivalents	\$4,
Receivables - net	4,
Fuel inventory	
Materials and supplies, at average cost	
Accumulated deferred income taxes - net	
Trading and price risk management assets	
Prepayments and other current assets	

-----  
 Total current assets 9,  
 -----

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

Total investment and other assets



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

Total utility plant  
 -----

Goodwill  
 Regulatory assets - net  
 Other deferred charges  
 -----

74,

Total deferred charges  
 -----

74,

Assets of discontinued operations  
 -----

Total assets  
 =====

\$84,  
 =====

360

Edison Mission Energy and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Edison Mission  
 Energy Funding  
 Corp.

Edison Mission  
 Energy Interfa  
 Ltd.

-----  
 ASSETS  
 -----

Cash and equivalents  
 Receivables - net  
 Fuel inventory  
 Materials and supplies, at average cost  
 Accumulated deferred income taxes - net  
 Trading and price risk management assets  
 Prepayments and other current assets  
 -----

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Total current assets

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

Total investment and other assets

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

Total utility plant

-----  
 Goodwill  
 Regulatory assets - net  
 Other deferred charges  
 -----

Total deferred charges

-----  
 Assets of discontinued operations  
 -----

Total assets

361

Edison Mission Energy and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

-----  
 Edison Mission  
 Fuel Resources,  
 Inc.

-----  
 Edison Mission  
 Fuel  
 Transportation  
 Inc.

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ASSETS

-----  
Cash and equivalents  
Receivables - net  
Fuel inventory  
Materials and supplies, at average cost  
Accumulated deferred income taxes - net  
Trading and price risk management assets  
Prepayments and other current assets  
-----

Total current assets  
-----

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

Total investment and other assets  
-----

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

Total utility plant  
-----

Goodwill  
Regulatory assets - net  
Other deferred charges  
-----

Total deferred charges  
-----

Assets of discontinued operations  
-----

Total assets  
=====

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Edison Mission Energy and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Edison Mission Holdings Co. Consolidated	Edison Mission Operation and Maintenance, I
-----		
ASSETS		
-----		
Cash and equivalents	\$38,501	\$
Receivables - net	236	5,
Fuel inventory	24,752	
Materials and supplies, at average cost	22,726	
Accumulated deferred income taxes - net		
Trading and price risk management assets	14	
Prepayments and other current assets	39,457	
-----		
Total current assets	125,686	5,
-----		
Nonutility property - net	416,579	
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets	416,579	
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Goodwill		
Regulatory assets - net		
Other deferred charges	137,892	
-----		
Total deferred charges	137,892	
-----		
Assets of discontinued operations		
-----		

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Total assets	\$680,157	\$6,
=====	=====	=====

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Edison Mission Energy and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	El Dorado Energy Company	EME CP Holding Co. Consolidat
--	-----------------------------	----------------------------------

-----  
 ASSETS  
 -----

Cash and equivalents  
 Receivables - net  
 Fuel inventory  
 Materials and supplies, at average cost  
 Accumulated deferred income taxes - net  
 Trading and price risk management assets  
 Prepayments and other current assets  
 -----

Total current assets  
 -----

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

Total investment and other assets  
 -----

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

Total utility plant  
 -----

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Goodwill  
 Regulatory assets - net  
 Other deferred charges

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

Assets of discontinued operations  
 -----

Total assets  
 =====

364

Edison Mission Energy and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

EMP Inc. (Inactive)      Four Counties  
 Company (Inact

-----  
 ASSETS  
 -----

Cash and equivalents  
 Receivables - net  
 Fuel inventory  
 Materials and supplies, at average cost  
 Accumulated deferred income taxes - net  
 Trading and price risk management assets  
 Prepayments and other current assets

-----  
 Total current assets  
 -----

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

-----  
 Total investment and other assets  
 -----

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

-----  
 Total utility plant  
 -----

Goodwill  
 Regulatory assets - net  
 Other deferred charges

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

Assets of discontinued operations  
 -----

Total assets  
 =====

365

Edison Mission Energy and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Hanover Energy Company Consolidated	Holtsville En Company
-----		
ASSETS		
-----		
Cash and equivalents	\$35	
Receivables - net	133	
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
-----		
Total current assets	168	
-----		

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Nonutility property - net	
Nuclear decommissioning trusts	
Investments in partnerships and unconsolidated subsidiaries	7,332
Investments in leveraged leases	
Other investments	
-----	
Total investment and other assets	7,332
-----	
Utility plant, at original cost:	
Transmission and distribution	
Generation	
Accumulated provision for depreciation and decommissioning	
Construction work in progress	
Nuclear fuel, at amortized cost	
-----	
Total utility plant	
-----	
Goodwill	
Regulatory assets - net	
Other deferred charges	
-----	
Total deferred charges	
-----	
Assets of discontinued operations	
-----	
Total assets	\$7,500
=====	

366

Edison Mission Energy and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Jefferson Energy  
 Company (Inactive)

Kings Canyon  
 Energy Company  
 (Inactive)

-----  
 ASSETS  
 -----



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Cash and equivalents  
Receivables - net  
Fuel inventory  
Materials and supplies, at average cost  
Accumulated deferred income taxes - net  
Trading and price risk management assets  
Prepayments and other current assets

-----  
Total current assets  
-----

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

-----  
Total investment and other assets  
-----

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

-----  
Total utility plant  
-----

Goodwill  
Regulatory assets - net  
Other deferred charges

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

Assets of discontinued operations  
-----

Total assets  
=====

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Edison Mission Energy and Subsidiaries [Tier 3]  
Consolidating Balance Sheet  
December 31, 2001

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(In thousands)

	Laguna Energy Company (Inactive)	La Jolla Energy Company (Inactive)
<b>ASSETS</b>		
Cash and equivalents		
Receivables - net		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
<b>Total current assets</b>		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
<b>Total investment and other assets</b>		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
<b>Total utility plant</b>		
Goodwill		
Regulatory assets - net		
Other deferred charges		
<b>Total deferred charges</b>		
Assets of discontinued operations		
<b>Total assets</b>		

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Edison Mission Energy and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Lehigh River Energy Company (Inactive)	Longview Cogeneration Company
<hr/>		
ASSETS		
<hr/>		
Cash and equivalents		
Receivables - net		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
<hr/>		
Total current assets		
<hr/>		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
<hr/>		
Total investment and other assets		
<hr/>		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
<hr/>		
Total utility plant		
<hr/>		
Goodwill		
Regulatory assets - net		
Other deferred charges		

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

Assets of discontinued operations  
 -----

Total assets  
 =====

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Edison Mission Energy and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Madison Energy Company	Majestic Energy Limited Consolidated
-----		
ASSETS		
-----		
Cash and equivalents		\$
Receivables - net		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
-----		
Total current assets		
-----		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	\$29,678	
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets	29,678	
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		

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

-----  
Total utility plant  
-----

Goodwill  
Regulatory assets - net  
Other deferred charges

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

Assets of discontinued operations  
-----

Total assets \$29,678  
=====

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Edison Mission Energy and Subsidiaries [Tier 3]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

Midwest Peaker  
Holdings, Inc. Mission Capita

-----  
ASSETS  
-----

Cash and equivalents  
Receivables - net \$2,042  
Fuel inventory  
Materials and supplies, at average cost  
Accumulated deferred income taxes - net  
Trading and price risk management assets  
Prepayments and other current assets

-----  
Total current assets 2,042  
-----

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

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Investments in leveraged leases  
Other investments

-----  
Total investment and other assets  
-----

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

-----  
Total utility plant  
-----

Goodwill  
Regulatory assets - net  
Other deferred charges 255,000

-----  
Total deferred charges 255,000  
-----

Assets of discontinued operations  
-----

Total assets \$257,042  
=====

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Edison Mission Energy and Subsidiaries [Tier 3]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

Mission/Eagle  
Energy Company  
(Inactive)

Mission Energy  
Construction  
Services, Inc.

-----  
ASSETS  
-----

Cash and equivalents  
Receivables - net  
Fuel inventory  
Materials and supplies, at average cost

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Accumulated deferred income taxes - net	
Trading and price risk management assets	
Prepayments and other current assets	
-----	
Total current assets	
-----	
Nonutility property - net	
Nuclear decommissioning trusts	
Investments in partnerships and unconsolidated subsidiaries	\$5,
Investments in leveraged leases	
Other investments	
-----	
Total investment and other assets	5,
-----	
Utility plant, at original cost:	
Transmission and distribution	
Generation	
Accumulated provision for depreciation and decommissioning	
Construction work in progress	
Nuclear fuel, at amortized cost	
-----	
Total utility plant	
-----	
Goodwill	
Regulatory assets - net	
Other deferred charges	
-----	
Total deferred charges	
-----	
Assets of discontinued operations	
-----	
Total assets	\$5,
=====	

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Edison Mission Energy and Subsidiaries [Tier 3]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

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	Mission Energy Holdings, Inc.	Mission Energy Holdings International Consolidated
-----		
ASSETS		
-----		
Cash and equivalents		\$161,
Receivables - net		172,
Fuel inventory		5,
Materials and supplies, at average cost		16,
Accumulated deferred income taxes - net		
Trading and price risk management assets		52,
Prepayments and other current assets		13,
-----		
Total current assets		422,
-----		
Nonutility property - net		3,237,
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	(\$1)	1,259,
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets	(1)	4,496,
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Goodwill		619,
Regulatory assets - net		
Other deferred charges	5,042	63,
-----		
Total deferred charges	5,042	682,
-----		
Assets of discontinued operations		
-----		
Total assets	\$5,041	\$5,601,
=====		



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Edison Mission Energy and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Mission Energy Mexico (Inactive)	Mission Energy York, Inc.
-----		
ASSETS		
-----		
Cash and equivalents		
Receivables - net		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
-----		
Total current assets		
-----		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		84,
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets		84,
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Goodwill		
Regulatory assets - net		
Other deferred charges		
-----		
Total deferred charges		

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-----  
 Assets of discontinued operations  
 -----

Total assets \$85,  
 =====

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Edison Mission Energy and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Mission Operations      Mission Triple  
 de Mexico, S.A. de      Cycle Systems  
 C.V.                              Company

-----  
 ASSETS  
 -----

Cash and equivalents  
 Receivables - net  
 Fuel inventory  
 Materials and supplies, at average cost  
 Accumulated deferred income taxes - net  
 Trading and price risk management assets  
 Prepayments and other current assets

-----  
 Total current assets  
 -----

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

-----  
 Total investment and other assets  
 -----

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

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Nuclear fuel, at amortized cost

Total utility plant

Goodwill

Regulatory assets - net

Other deferred charges

Total deferred charges

Assets of discontinued operations

Total assets

375

Edison Mission Energy and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Northern Sierra Energy Company	Ortega Energy Company
--	-----------------------------------	--------------------------

ASSETS

Cash and equivalents

Receivables - net

Fuel inventory

Materials and supplies, at average cost

Accumulated deferred income taxes - net

Trading and price risk management assets

Prepayments and other current assets

Total current assets

Nonutility property - net

Nuclear decommissioning trusts

Investments in partnerships

and unconsolidated subsidiaries

Investments in leveraged leases

Other investments

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-----  
Total investment and other assets  
-----

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

Total utility plant  
-----

Goodwill  
Regulatory assets - net  
Other deferred charges  
-----

Total deferred charges  
-----

Assets of discontinued operations  
-----

Total assets  
=====

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Edison Mission Energy and Subsidiaries [Tier 3]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

-----  
Paradise Energy                      Pleasant Valle  
Company (Inactive)                  Energy Company  
-----

ASSETS  
-----

Cash and equivalents  
Receivables - net  
Fuel inventory  
Materials and supplies, at average cost  
Accumulated deferred income taxes - net  
Trading and price risk management assets  
Prepayments and other current assets

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-----  
Total current assets  
-----

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

Total investment and other assets  
-----

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

Total utility plant  
-----

Goodwill  
Regulatory assets - net  
Other deferred charges  
-----

Total deferred charges  
-----

Assets of discontinued operations  
-----

Total assets  
=====

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Edison Mission Energy and Subsidiaries [Tier 3]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

-----  
Quartz Peak Energy  
Company

Rapidan Energy  
Company

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ASSETS

Cash and equivalents	\$178
Receivables - net	
Fuel inventory	
Materials and supplies, at average cost	
Accumulated deferred income taxes - net	
Trading and price risk management assets	
Prepayments and other current assets	

Total current assets	178
----------------------	-----

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

Total investment and other assets	
-----------------------------------	--

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

Total utility plant	
---------------------	--

Goodwill	
Regulatory assets - net	
Other deferred charges	

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

Assets of discontinued operations	
-----------------------------------	--

Total assets	\$178
--------------	-------

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Edison Mission Energy and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Ridgecrest Energy Company	Rio Escondido Energy Company
<hr/>		
ASSETS		
<hr/>		
Cash and equivalents		
Receivables - net		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
<hr/>		
Total current assets		
<hr/>		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
<hr/>		
Total investment and other assets		
<hr/>		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
<hr/>		
Total utility plant		
<hr/>		
Goodwill		
Regulatory assets - net		
Other deferred charges		
<hr/>		
Total deferred charges		
<hr/>		
Assets of discontinued operations		
<hr/>		
Total assets		

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Edison Mission Energy and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	San Gabriel Energy Company (Inactive)	San Joaquin En Company
<hr/>		
ASSETS		
<hr/>		
Cash and equivalents		
Receivables - net	\$43	
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
<hr/>		
Total current assets	43	
<hr/>		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		76,
Investments in leveraged leases		
Other investments		
<hr/>		
Total investment and other assets		76,
<hr/>		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
<hr/>		
Total utility plant		
<hr/>		
Goodwill		



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Regulatory assets - net  
Other deferred charges

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

Assets of discontinued operations  
-----

Total assets \$43 \$76,  
=====

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Edison Mission Energy and Subsidiaries [Tier 3]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

San Pedro Energy Company      Santa Ana Energy Company

-----  
ASSETS  
-----

Cash and equivalents  
Receivables - net  
Fuel inventory  
Materials and supplies, at average cost  
Accumulated deferred income taxes - net  
Trading and price risk management assets  
Prepayments and other current assets  
-----

Total current assets  
-----

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

Total investment and other assets  
-----

Utility plant, at original cost:  
    Transmission and distribution

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

-----  
 Total utility plant  
 -----

Goodwill  
 Regulatory assets - net  
 Other deferred charges

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

Assets of discontinued operations  
 -----

Total assets  
 =====

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Edison Mission Energy and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Silverado Energy Company	Silver Springs Energy Company
-----		
ASSETS		
-----		
Cash and equivalents	\$1	
Receivables - net	1	
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets	8	
-----		
Total current assets	10	
-----		
Nonutility property - net		
Nuclear decommissioning trusts		

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Investments in partnerships and unconsolidated subsidiaries	17,993
Investments in leveraged leases	
Other investments	
-----	-----
Total investment and other assets	17,993
-----	-----
Utility plant, at original cost:	
Transmission and distribution	
Generation	
Accumulated provision for depreciation and decommissioning	
Construction work in progress	
Nuclear fuel, at amortized cost	
-----	-----
Total utility plant	
-----	-----
Goodwill	
Regulatory assets - net	
Other deferred charges	
-----	-----
Total deferred charges	
-----	-----
Assets of discontinued operations	
-----	-----
Total assets	\$18,003
=====	=====

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Edison Mission Energy and Subsidiaries [Tier 3]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

	South Coast Energy Company	Southern Sierr Energy Company
-----	-----	-----
ASSETS		
-----	-----	-----
Cash and equivalents		
Receivables - net		\$369
Fuel inventory		

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Materials and supplies, at average cost  
 Accumulated deferred income taxes - net  
 Trading and price risk management assets  
 Prepayments and other current assets

-----  
 Total current assets 369  
 -----

Nonutility property - net  
 Nuclear decommissioning trusts  
 Investments in partnerships  
     and unconsolidated subsidiaries 25,578 93,  
 Investments in leveraged leases  
 Other investments

-----  
 Total investment and other assets 25,578 93,  
 -----

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

-----  
 Total utility plant  
 -----

Goodwill  
 Regulatory assets - net  
 Other deferred charges

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

Assets of discontinued operations  
 -----

-----  
 Total assets \$25,947 \$93,  
 =====

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Edison Mission Energy and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

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	Viejo Energy Company	Vista Energy Company (Inact
-----		
ASSETS		
-----		
Cash and equivalents	\$1	
Receivables - net		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets	3	
-----		
Total current assets	4	
-----		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	20,301	
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets	20,301	
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Goodwill		
Regulatory assets - net		
Other deferred charges		
-----		
Total deferred charges		
-----		
Assets of discontinued operations		
-----		
Total assets	\$20,305	
=====		

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Edison Mission Energy and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Edison Mission Energy	Consolidating Adjustments
<hr/>		
ASSETS		
<hr/>		
Cash and equivalents	\$12,652	
Receivables - net	230,694	(\$9,
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		(38,
Prepayments and other current assets	2,279	15,
<hr/>		
Total current assets	245,625	(32,
<hr/>		
Nonutility property - net	33,266	(1,309,
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	6,098,192	(7,099,
Investments in leveraged leases		
Other investments		
<hr/>		
Total investment and other assets	6,131,458	(8,408,
<hr/>		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
<hr/>		
Total utility plant		
<hr/>		
Goodwill		
Regulatory assets - net		
Other deferred charges	41,325	171,
<hr/>		
Total deferred charges	41,325	171,
<hr/>		

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Assets of discontinued operations

Total assets	\$6,418,408	(\$8,269,
--------------	-------------	-----------

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Edison Mission Energy and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Aguila Energy Company	Anacapa Energy Company
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	(\$32,657)	\$2,
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		
<b>Total current liabilities</b>	<b>(32,657)</b>	<b>2,</b>
Long-term debt		
Accumulated deferred income taxes - net	33,642	1,
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
<b>Total deferred credits and other liabilities</b>	<b>33,642</b>	<b>1,</b>
<b>Liabilities of discontinued operations</b>		
Minority Interest		

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Preferred stock of utility:

Not subject to mandatory redemption  
 Subject to mandatory redemption  
 Company-obligated mandatorily redeemable  
 securities of subsidiaries holding  
 solely parent company debentures  
 Other preferred securities

-----  
 Total preferred securities of subsidiaries  
 -----

Common stock		
Additional paid-in capital	7,867	11,
Accumulated other comprehensive income (loss)		3,
Retained earnings	(8,852)	3,

-----  
 Total common shareholders' equity (\$985) 14,  
 -----

Total liabilities and shareholders' equity \$19,  
 =====

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Edison Mission Energy and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Balboa Energy Company	Blue Ridge En Company
--	--------------------------	--------------------------

-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY  
 -----

Short-term debt  
 Long-term debt classified as due within one year  
 Preferred stock to be redeemed within one year  
 Accounts payable  
 Accrued taxes  
 Regulatory liabilities - net  
 Trading and price risk management liabilities  
 Other current liabilities

-----  
 Total current liabilities  
 -----



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Long-term debt

Accumulated deferred income taxes - net	(\$4)
Accumulated deferred investment tax credits	
Customer advances and other deferred credits	
Power-purchase contracts	
Accumulated provision for pension and benefits	
Other long-term liabilities	

Total deferred credits and other liabilities	(4)
--	-----

Liabilities of discontinued operations

Minority Interest

Preferred stock of utility:

- Not subject to mandatory redemption
- Subject to mandatory redemption
- Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures
- Other preferred securities

Total preferred securities of subsidiaries

Common stock	
Additional paid-in capital	14
Accumulated other comprehensive income (loss)	
Retained earnings	(10)

Total common shareholders' equity	\$4
-----------------------------------	-----

Total liabilities and shareholders' equity

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Edison Mission Energy and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

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	Company	Cogeneration Company
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	\$90,299	\$5,
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		
<hr/>		
Total current liabilities	90,299	5,
<hr/>		
Long-term debt		
<hr/>		
Accumulated deferred income taxes - net	20,517	13,
Accumulated deferred investment tax credits	7,140	1,
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
<hr/>		
Total deferred credits and other liabilities	27,657	14,
<hr/>		
Liabilities of discontinued operations		
<hr/>		
Minority Interest		
<hr/>		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
<hr/>		
Total preferred securities of subsidiaries		
<hr/>		
Common stock		
Additional paid-in capital	48,506	
Accumulated other comprehensive income (loss)		
Retained earnings	874	(14,
<hr/>		
Total common shareholders' equity	49,380	(15,
<hr/>		
Total liabilities and shareholders' equity	\$167,336	\$5,

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Edison Mission Energy and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Chesapeake Bay Energy Company	Chester Energy Company
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		(\$1)
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		
<hr/>		
Total current liabilities		(1)
<hr/>		
Long-term debt		
<hr/>		
Accumulated deferred income taxes - net		1
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
<hr/>		
Total deferred credits and other liabilities		1
<hr/>		
Liabilities of discontinued operations		
<hr/>		
Minority Interest		
<hr/>		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		

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Company-obligated mandatorily redeemable  
 securities of subsidiaries holding  
 solely parent company debentures  
 Other preferred securities

-----  
 Total preferred securities of subsidiaries  
 -----

Common stock		
Additional paid-in capital	1,518	\$
Accumulated other comprehensive income (loss)		
Retained earnings	(\$1,518)	(\$)

-----  
 Total common shareholders' equity  
 -----

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

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Edison Mission Energy and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Colonial Energy Company (Inactive)	Coronado Energy Company
--	---------------------------------------	----------------------------

-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY  
 -----

Short-term debt  
 Long-term debt classified as due within one year  
 Preferred stock to be redeemed within one year  
 Accounts payable  
 Accrued taxes  
 Regulatory liabilities - net  
 Trading and price risk management liabilities  
 Other current liabilities

-----  
 Total current liabilities  
 -----

-----  
 Long-term debt  
 -----

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Accumulated deferred income taxes - net  
 Accumulated deferred investment tax credits  
 Customer advances and other deferred credits  
 Power-purchase contracts  
 Accumulated provision for pension and benefits  
 Other long-term liabilities

-----  
 Total deferred credits and other liabilities  
 -----

Liabilities of discontinued operations  
 -----

Minority Interest  
 -----

Preferred stock of utility:  
     Not subject to mandatory redemption  
     Subject to mandatory redemption  
 Company-obligated mandatorily redeemable  
     securities of subsidiaries holding  
     solely parent company debentures  
 Other preferred securities

-----  
 Total preferred securities of subsidiaries  
 -----

Common stock	
Additional paid-in capital	\$4
Accumulated other comprehensive income (loss)	
Retained earnings	(\$4)

-----  
 Total common shareholders' equity  
 -----

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

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Edison Mission Energy and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Del Mar Energy  
 Company

Delaware Energy  
 Conservers, In  
 (Inactive)

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LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt	
Long-term debt classified as due within one year	
Preferred stock to be redeemed within one year	
Accounts payable	\$2,200
Accrued taxes	
Regulatory liabilities - net	
Trading and price risk management liabilities	
Other current liabilities	
<b>Total current liabilities</b>	<b>2,200</b>
Long-term debt	
Accumulated deferred income taxes - net	1,956
Accumulated deferred investment tax credits	
Customer advances and other deferred credits	
Power-purchase contracts	
Accumulated provision for pension and benefits	
Other long-term liabilities	
<b>Total deferred credits and other liabilities</b>	<b>1,956</b>
Liabilities of discontinued operations	
Minority Interest	
Preferred stock of utility:	
Not subject to mandatory redemption	
Subject to mandatory redemption	
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures	
Other preferred securities	
<b>Total preferred securities of subsidiaries</b>	
Common stock	
Additional paid-in capital	7,142
Accumulated other comprehensive income (loss)	
Retained earnings	2,055
<b>Total common shareholders' equity</b>	<b>9,197</b>
<b>Total liabilities and shareholders' equity</b>	<b>\$13,353</b>

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Edison Mission Energy and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Devereaux Energy Company	Eastern Sierra Energy Company
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	\$2,421	
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		
<hr/>		
Total current liabilities	2,421	
<hr/>		
Long-term debt		
<hr/>		
Accumulated deferred income taxes - net	4,004	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
<hr/>		
Total deferred credits and other liabilities	4,004	
<hr/>		
Liabilities of discontinued operations		
<hr/>		
Minority Interest		
<hr/>		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		

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Other preferred securities

-----  
 Total preferred securities of subsidiaries

Common stock

Additional paid-in capital

Accumulated other comprehensive income (loss)

Retained earnings (6,425)

-----  
 Total common shareholders' equity (\$6,425)

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

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Edison Mission Energy and Subsidiaries [Tier 3]

Consolidating Balance Sheet

December 31, 2001

(In thousands)

Edison Alabama  
 Generating Company

Edison Mission  
 Development, I

-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt

Long-term debt classified as due within one year

Preferred stock to be redeemed within one year

Accounts payable \$10,

Accrued taxes

Regulatory liabilities - net

Trading and price risk management liabilities

Other current liabilities 25,

-----  
 Total current liabilities 36,

-----  
 Long-term debt

Accumulated deferred income taxes - net (10,

Accumulated deferred investment tax credits

Customer advances and other deferred credits



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Power-purchase contracts	
Accumulated provision for pension and benefits	
Other long-term liabilities	
-----	
Total deferred credits and other liabilities	(10,
-----	
Liabilities of discontinued operations	
-----	
Minority Interest	
-----	
Preferred stock of utility:	
Not subject to mandatory redemption	
Subject to mandatory redemption	
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures	
Other preferred securities	
-----	
Total preferred securities of subsidiaries	
-----	
Common stock	
Additional paid-in capital	71,
Accumulated other comprehensive income (loss)	
Retained earnings	(13,
-----	
Total common shareholders' equity	58,
-----	
Total liabilities and shareholders' equity	\$84,
=====	

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Edison Mission Energy and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Edison Mission  
 Energy Funding  
 Corp.

Edison Mission  
 Energy Interfa  
 Ltd.

-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY  
 -----

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Short-term debt	
Long-term debt classified as due within one year	\$44,460
Preferred stock to be redeemed within one year	
Accounts payable	(270,790)
Accrued taxes	
Regulatory liabilities - net	
Trading and price risk management liabilities	
Other current liabilities	5,915
-----	
Total current liabilities	(220,415)
-----	
Long-term debt	235,785
-----	
Accumulated deferred income taxes - net	
Accumulated deferred investment tax credits	
Customer advances and other deferred credits	
Power-purchase contracts	
Accumulated provision for pension and benefits	
Other long-term liabilities	
-----	
Total deferred credits and other liabilities	
-----	
Liabilities of discontinued operations	
-----	
Minority Interest	
-----	
Preferred stock of utility:	
Not subject to mandatory redemption	
Subject to mandatory redemption	
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures	
Other preferred securities	
-----	
Total preferred securities of subsidiaries	
-----	
Common stock	
Additional paid-in capital	
Accumulated other comprehensive income (loss)	
Retained earnings	
-----	
Total common shareholders' equity	
-----	
Total liabilities and shareholders' equity	\$15,370
=====	

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Edison Mission Energy and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Edison Mission  
 Fuel Resources,  
 Inc.

Edison Mission  
 Fuel Transporta-  
 tion, Inc.

-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY  
 -----

Short-term debt  
 Long-term debt classified as due within one year  
 Preferred stock to be redeemed within one year  
 Accounts payable  
 Accrued taxes  
 Regulatory liabilities - net  
 Trading and price risk management liabilities  
 Other current liabilities

-----  
 Total current liabilities  
 -----

Long-term debt

-----  
 Accumulated deferred income taxes - net  
 Accumulated deferred investment tax credits  
 Customer advances and other deferred credits  
 Power-purchase contracts  
 Accumulated provision for pension and benefits  
 Other long-term liabilities

-----  
 Total deferred credits and other liabilities  
 -----

Liabilities of discontinued operations

-----  
 Minority Interest

-----  
 Preferred stock of utility:  
     Not subject to mandatory redemption  
     Subject to mandatory redemption  
 Company-obligated mandatorily redeemable  
     securities of subsidiaries holding  
     solely parent company debentures  
 Other preferred securities

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Total preferred securities of subsidiaries

-----  
Common stock  
Additional paid-in capital  
Accumulated other comprehensive income (loss)  
Retained earnings  
-----

Total common shareholders' equity  
-----

Total liabilities and shareholders' equity  
=====

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Edison Mission Energy and Subsidiaries [Tier 3]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

	Edison Mission Holdings Co. Consolidated	Edison Mission Operation and Maintenance, I
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	(\$75,215)	(\$20,
Accrued taxes	4,598	
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities	21,474	8,
-----		
Total current liabilities	(49,143)	(11,
-----		
Long-term debt		
-----		
Accumulated deferred income taxes - net	11,650	(2,
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		

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Other long-term liabilities	18,896	
-----		
Total deferred credits and other liabilities	30,546	(2,
-----		
Liabilities of discontinued operations		
-----		
Minority Interest		
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries		
-----		
Common stock		
Additional paid-in capital	626,542	13,
Accumulated other comprehensive income (loss)		
Retained earnings	72,212	5,
-----		
Total common shareholders' equity	698,754	19,
-----		
Total liabilities and shareholders' equity	\$680,157	\$6,
=====		

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Edison Mission Energy and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

El Dorado Energy Company      EME CP Holding Co. Consolidat

-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY  
 -----

Short-term debt

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Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	\$272	\$
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		
-----		
Total current liabilities	272	
-----		
Long-term debt		
-----		
Accumulated deferred income taxes - net	(1,542)	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
-----		
Total deferred credits and other liabilities	(1,542)	
-----		
Liabilities of discontinued operations		
-----		
Minority Interest		
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries		
-----		
Common stock		
Additional paid-in capital	9,217	
Accumulated other comprehensive income (loss)		
Retained earnings	(7,947)	(
-----		
Total common shareholders' equity	\$1,270	(\$
-----		
Total liabilities and shareholders' equity		
=====		

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Edison Mission Energy and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	EMP, Inc. (Inactive)	Four Counties Company (Inact
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	(\$8,230)	
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		
<hr/>		
Total current liabilities	(8,230)	
<hr/>		
Long-term debt		
<hr/>		
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
<hr/>		
Total deferred credits and other liabilities		
<hr/>		
Liabilities of discontinued operations		
<hr/>		
Minority Interest		
<hr/>		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable		
securities of subsidiaries holding		
solely parent company debentures		
Other preferred securities		
<hr/>		
Total preferred securities of subsidiaries		
<hr/>		

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Common stock	8,800
Additional paid-in capital	480
Accumulated other comprehensive income (loss)	
Retained earnings	(1,050)

-----  
Total common shareholders' equity \$8,230  
-----

Total liabilities and shareholders' equity  
=====

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Edison Mission Energy and Subsidiaries [Tier 3]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

	Hanover Energy Company Consolidated	Holtsville En Company
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	\$734	(\$
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		
-----		
Total current liabilities	734	(
-----		
Long-term debt		
-----		
Accumulated deferred income taxes - net	5,779	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
-----		



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Total deferred credits and other liabilities 5,779

Liabilities of discontinued operations

Minority Interest

Preferred stock of utility:

Not subject to mandatory redemption

Subject to mandatory redemption

Company-obligated mandatorily redeemable

securities of subsidiaries holding

solely parent company debentures

Other preferred securities

Total preferred securities of subsidiaries

Common stock

Additional paid-in capital

3,398

Accumulated other comprehensive income (loss)

(1,813)

Retained earnings

(598)

(\$

Total common shareholders' equity

987

Total liabilities and shareholders' equity

\$7,500

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Edison Mission Energy and Subsidiaries [Tier 3]

Consolidating Balance Sheet

December 31, 2001

(In thousands)

Jefferson Energy  
Company (Inactive)

Kings Canyon  
Energy Company  
(Inactive)

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt

Long-term debt classified as due within one year

Preferred stock to be redeemed within one year

Accounts payable

\$24

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Accrued taxes	
Regulatory liabilities - net	
Trading and price risk management liabilities	
Other current liabilities	
-----	
Total current liabilities	24
-----	
Long-term debt	
-----	
Accumulated deferred income taxes - net	(23)
Accumulated deferred investment tax credits	
Customer advances and other deferred credits	
Power-purchase contracts	
Accumulated provision for pension and benefits	
Other long-term liabilities	
-----	
Total deferred credits and other liabilities	(23)
-----	
Liabilities of discontinued operations	
-----	
Minority Interest	
-----	
Preferred stock of utility:	
Not subject to mandatory redemption	
Subject to mandatory redemption	
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures	
Other preferred securities	
-----	
Total preferred securities of subsidiaries	
-----	
Common stock	
Additional paid-in capital	
Accumulated other comprehensive income (loss)	
Retained earnings	(1)
-----	
Total common shareholders' equity	(\$1)
-----	
Total liabilities and shareholders' equity	
=====	

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Edison Mission Energy and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Laguna Energy Company (Inactive)	La Jolla Energy Company (Inactive)
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	(\$1,002)	
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		
<b>Total current liabilities</b>	<b>(1,002)</b>	
Long-term debt	372	
Accumulated deferred income taxes - net	687	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
<b>Total deferred credits and other liabilities</b>	<b>687</b>	
Liabilities of discontinued operations		
Minority Interest		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
<b>Total preferred securities of subsidiaries</b>		
Common stock		
Additional paid-in capital	1,695	

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Accumulated other comprehensive income (loss)	
Retained earnings	(1,752)

---

Total common shareholders' equity	(\$57)
-----------------------------------	--------

---

Total liabilities and shareholders' equity	
--	--

---

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Edison Mission Energy and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Lehigh River Energy Company (Inactive)	Longview Cogeneration Company
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		\$5
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		
<hr/>		
Total current liabilities		5
<hr/>		
Long-term debt		
<hr/>		
Accumulated deferred income taxes - net	(1,674)	
Accumulated deferred investment tax credits		6
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
<hr/>		
Total deferred credits and other liabilities	(1,668)	
<hr/>		

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Liabilities of discontinued operations

Minority Interest

Preferred stock of utility:

Not subject to mandatory redemption

Subject to mandatory redemption

Company-obligated mandatorily redeemable

securities of subsidiaries holding

solely parent company debentures

Other preferred securities

Total preferred securities of subsidiaries

Common stock

Additional paid-in capital

10,227

Accumulated other comprehensive income (loss)

Retained earnings

(8,564)

Total common shareholders' equity

\$1,663

Total liabilities and shareholders' equity

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Edison Mission Energy and Subsidiaries [Tier 3]

Consolidating Balance Sheet

December 31, 2001

(In thousands)

Madison Energy  
Company

Majestic Energy  
Limited  
Consolidated

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt

Long-term debt classified as due within one year

Preferred stock to be redeemed within one year

Accounts payable

\$1,501

Accrued taxes

\$1,  
2,

Regulatory liabilities - net

Trading and price risk management liabilities

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Other current liabilities

-----  
 Total current liabilities 1,501 3,  
 -----

Long-term debt

-----  
 Accumulated deferred income taxes - net 5,565  
 Accumulated deferred investment tax credits  
 Customer advances and other deferred credits  
 Power-purchase contracts  
 Accumulated provision for pension and benefits  
 Other long-term liabilities  
 -----

Total deferred credits and other liabilities 5,565  
 -----

Liabilities of discontinued operations  
 -----

Minority Interest  
 -----

Preferred stock of utility:

Not subject to mandatory redemption  
 Subject to mandatory redemption  
 Company-obligated mandatorily redeemable  
 securities of subsidiaries holding  
 solely parent company debentures  
 Other preferred securities  
 -----

Total preferred securities of subsidiaries  
 -----

Common stock 304,  
 Additional paid-in capital 21,920  
 Accumulated other comprehensive income (loss) (1,568)  
 Retained earnings 2,260 (308,  
 -----

Total common shareholders' equity 22,612 (3,  
 -----

Total liabilities and shareholders' equity \$29,678 \$  
 =====

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Edison Mission Energy and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001

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(In thousands)

	Midwest Peaker Holdings, Inc.	Mission Capita
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	\$5,271	(\$154,
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		
<hr/>		
Total current liabilities	5,271	(154,
<hr/>		
Long-term debt		
<hr/>		
Accumulated deferred income taxes - net	(251)	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
<hr/>		
Total deferred credits and other liabilities	(251)	
<hr/>		
Liabilities of discontinued operations		
<hr/>		
Minority Interest		
<hr/>		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable		
securities of subsidiaries holding		
solely parent company debentures		150,
Other preferred securities		
<hr/>		
Total preferred securities of subsidiaries		150,
<hr/>		
Common stock		
Additional paid-in capital	249,033	4,
Accumulated other comprehensive income (loss)		
Retained earnings	2,989	
<hr/>		

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Total common shareholders' equity	252,022	\$4,
-----		
Total liabilities and shareholders' equity	\$257,042	
=====		

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Edison Mission Energy and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Mission/Eagle Energy Company (Inactive)	Mission Energy Construction Services, Inc.
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		
-----		
Total current liabilities		
-----		
Long-term debt		
-----		
Accumulated deferred income taxes - net	\$1	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
-----		
Total deferred credits and other liabilities	1	
-----		
Liabilities of discontinued operations		
-----		



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Minority Interest

Preferred stock of utility:

Not subject to mandatory redemption  
 Subject to mandatory redemption  
 Company-obligated mandatorily redeemable  
 securities of subsidiaries holding  
 solely parent company debentures  
 Other preferred securities

Total preferred securities of subsidiaries

Common stock

Additional paid-in capital	2	4,
Accumulated other comprehensive income (loss)		
Retained earnings	(3)	

Total common shareholders' equity	(\$1)	4,
-----------------------------------	-------	----

Total liabilities and shareholders' equity		\$5,
--	--	------

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Edison Mission Energy and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Mission Energy Holdings, Inc.	Mission Energy Holdings International Consolidated
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		\$88,
Long-term debt classified as due within one year		45,
Preferred stock to be redeemed within one year		
Accounts payable	(\$172)	143,
Accrued taxes		(9,
Regulatory liabilities - net		
Trading and price risk management liabilities		7,
Other current liabilities		82,

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Total current liabilities	(172)	358,
-----		
Long-term debt		2,119,
-----		
Accumulated deferred income taxes - net	286	325,
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		438,
-----		
Total deferred credits and other liabilities	286	764,
-----		
Liabilities of discontinued operations		55,
-----		
Minority Interest		493,
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		103,
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries		103,
-----		
Common stock		133,
Additional paid-in capital	6,267	3,375,
Accumulated other comprehensive income (loss)		(300,
Retained earnings	(1,340)	(1,501,
-----		
Total common shareholders' equity	4,927	1,705,
-----		
Total liabilities and shareholders' equity	\$5,041	\$5,601,
=====		

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Edison Mission Energy and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

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	Mission Energy Mexico (Inactive)	Mission Energy York, Inc.
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		\$112,
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		
-----		
Total current liabilities		112,
-----		
Long-term debt		
-----		
Accumulated deferred income taxes - net	\$5	28,
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
-----		
Total deferred credits and other liabilities	5	28,
-----		
Liabilities of discontinued operations		
-----		
Minority Interest		
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable		
securities of subsidiaries holding		
solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries		
-----		
Common stock		
Additional paid-in capital	1,138	27,
Accumulated other comprehensive income (loss)		
Retained earnings	(1,143)	(83,
-----		

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Total common shareholders' equity	(\$5)	(56,
-----		
Total liabilities and shareholders' equity		\$85,
=====		

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Edison Mission Energy and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Mission Operations de Mexico, S.A. de C.V.	Mission Triple Cycle Systems Company
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		
-----		
Total current liabilities		
-----		
Long-term debt		
-----		
Accumulated deferred income taxes - net		(\$
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
-----		
Total deferred credits and other liabilities		(
-----		
Liabilities of discontinued operations		
-----		
Minority Interest		

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-----  
 Preferred stock of utility:  
     Not subject to mandatory redemption  
     Subject to mandatory redemption  
 Company-obligated mandatorily redeemable  
     securities of subsidiaries holding  
     solely parent company debentures  
 Other preferred securities  
 -----

Total preferred securities of subsidiaries  
 -----

Common stock  
 Additional paid-in capital  
 Accumulated other comprehensive income (loss)  
 Retained earnings  
 -----

Total common shareholders' equity

\$

Total liabilities and shareholders' equity  
 =====

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Edison Mission Energy and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Northern Sierra  
 Energy Company

Ortega Energy  
 Company

-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY  
 -----

Short-term debt  
 Long-term debt classified as due within one year  
 Preferred stock to be redeemed within one year  
 Accounts payable  
 Accrued taxes  
 Regulatory liabilities - net  
 Trading and price risk management liabilities  
 Other current liabilities  
 -----

Total current liabilities  
 -----

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Long-term debt

-----  
 Accumulated deferred income taxes - net  
 Accumulated deferred investment tax credits  
 Customer advances and other deferred credits  
 Power-purchase contracts  
 Accumulated provision for pension and benefits  
 Other long-term liabilities  
 -----

Total deferred credits and other liabilities  
 -----

Liabilities of discontinued operations  
 -----

Minority Interest  
 -----

Preferred stock of utility:  
     Not subject to mandatory redemption  
     Subject to mandatory redemption  
 Company-obligated mandatorily redeemable  
     securities of subsidiaries holding  
     solely parent company debentures  
 Other preferred securities  
 -----

Total preferred securities of subsidiaries  
 -----

Common stock	
Additional paid-in capital	\$1
Accumulated other comprehensive income (loss)	
Retained earnings	(\$1)

-----

Total common shareholders' equity  
 -----

Total liabilities and shareholders' equity  
 =====

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Edison Mission Energy and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

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	Paradise Energy Company (Inactive)	Pleasant Valle Energy Company
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	(\$3,923)	(\$2,
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		
<hr/>		
Total current liabilities	(3,923)	(2,
<hr/>		
Long-term debt		
<hr/>		
Accumulated deferred income taxes - net	3,982	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
<hr/>		
Total deferred credits and other liabilities	3,982	
<hr/>		
Liabilities of discontinued operations		
<hr/>		
Minority Interest		
<hr/>		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
<hr/>		
Total preferred securities of subsidiaries		
<hr/>		
Common stock		
Additional paid-in capital		3,
Accumulated other comprehensive income (loss)		(1,
Retained earnings	(59)	(1,
<hr/>		
Total common shareholders' equity	(\$59)	1,
<hr/>		
Total liabilities and shareholders' equity		

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Edison Mission Energy and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Quartz Peak Energy Company	Rapidan Energy Company
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		\$
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		
<hr/>		
Total current liabilities		
<hr/>		
Long-term debt		
<hr/>		
Accumulated deferred income taxes - net		(1,
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
<hr/>		
Total deferred credits and other liabilities		(1,
<hr/>		
Liabilities of discontinued operations		
<hr/>		
Minority Interest		
<hr/>		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		



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Company-obligated mandatorily redeemable  
 securities of subsidiaries holding  
 solely parent company debentures  
 Other preferred securities

-----  
 Total preferred securities of subsidiaries  
 -----

Common stock		
Additional paid-in capital	\$8,642	3,
Accumulated other comprehensive income (loss)		
Retained earnings	(8,464)	(2,

-----  
 Total common shareholders' equity 178 1,  
 -----

-----  
 Total liabilities and shareholders' equity \$178 \$  
 =====

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Edison Mission Energy and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Ridgecrest Energy Company	Rio Escondido Energy Company
--	------------------------------	---------------------------------

-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY  
 -----

Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		(\$
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		

-----  
 Total current liabilities (

-----  
 Long-term debt  
 -----

Accumulated deferred income taxes - net	(\$5)	
---	-------	--

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Accumulated deferred investment tax credits  
 Customer advances and other deferred credits  
 Power-purchase contracts  
 Accumulated provision for pension and benefits  
 Other long-term liabilities

-----  
 Total deferred credits and other liabilities (5)  
 -----

Liabilities of discontinued operations  
 -----

Minority Interest  
 -----

Preferred stock of utility:  
     Not subject to mandatory redemption  
     Subject to mandatory redemption  
 Company-obligated mandatorily redeemable  
     securities of subsidiaries holding  
     solely parent company debentures  
 Other preferred securities  
 -----

Total preferred securities of subsidiaries  
 -----

Common stock  
 Additional paid-in capital 14  
 Accumulated other comprehensive income (loss)  
 Retained earnings (9)  
 -----

Total common shareholders' equity \$5  
 -----

Total liabilities and shareholders' equity  
 =====

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Edison Mission Energy and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

San Gabriel Energy Company (Inactive)      San Joaquin Energy Company

-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY  
 -----

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Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	(\$5,754)	\$53,
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		
-----	-----	-----
Total current liabilities	(5,754)	53,
-----	-----	-----
Long-term debt		
-----	-----	-----
Accumulated deferred income taxes - net	(143)	8,
Accumulated deferred investment tax credits		2,
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
-----	-----	-----
Total deferred credits and other liabilities	(143)	11,
-----	-----	-----
Liabilities of discontinued operations		
-----	-----	-----
Minority Interest		
-----	-----	-----
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable		
securities of subsidiaries holding		
solely parent company debentures		
Other preferred securities		
-----	-----	-----
Total preferred securities of subsidiaries		
-----	-----	-----
Common stock		
Additional paid-in capital	2,220	10,
Accumulated other comprehensive income (loss)		
Retained earnings	3,720	2,
-----	-----	-----
Total common shareholders' equity	5,940	12,
-----	-----	-----
Total liabilities and shareholders' equity	\$43	\$76,
=====	=====	=====

413

Edison Mission Energy and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	San Pedro Energy Company	Santa Ana Energy Company
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		
<hr/>		
Total current liabilities		
<hr/>		
Long-term debt		
<hr/>		
Accumulated deferred income taxes - net		(\$5)
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
<hr/>		
Total deferred credits and other liabilities		(5)
<hr/>		
Liabilities of discontinued operations		
<hr/>		
Minority Interest		
<hr/>		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable		
securities of subsidiaries holding		
solely parent company debentures		
Other preferred securities		
<hr/>		

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Total preferred securities of subsidiaries

Common stock	
Additional paid-in capital	14
Accumulated other comprehensive income (loss)	
Retained earnings	(9)

Total common shareholders' equity	\$5
-----------------------------------	-----

Total liabilities and shareholders' equity

414

Edison Mission Energy and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Silverado Energy Company	Silver Springs Energy Company
--	-----------------------------	----------------------------------

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt	
Long-term debt classified as due within one year	
Preferred stock to be redeemed within one year	
Accounts payable	\$1,986
Accrued taxes	
Regulatory liabilities - net	
Trading and price risk management liabilities	
Other current liabilities	

Total current liabilities	1,986
---------------------------	-------

Long-term debt

Accumulated deferred income taxes - net	1,445
Accumulated deferred investment tax credits	
Customer advances and other deferred credits	
Power-purchase contracts	
Accumulated provision for pension and benefits	
Other long-term liabilities	

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Total deferred credits and other liabilities	1,445
--	-------

Liabilities of discontinued operations

Minority Interest

Preferred stock of utility:

Not subject to mandatory redemption	
Subject to mandatory redemption	
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures	
Other preferred securities	

Total preferred securities of subsidiaries

Common stock	
Additional paid-in capital	10,280
Accumulated other comprehensive income (loss)	
Retained earnings	4,292

Total common shareholders' equity	14,572
-----------------------------------	--------

Total liabilities and shareholders' equity	\$18,003
--	----------

415

Edison Mission Energy and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

South Coast Energy Company	Southern Sierr Energy Company
----------------------------	-------------------------------

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt  
 Long-term debt classified as due within one year  
 Preferred stock to be redeemed within one year

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Accounts payable	\$5,677	\$39,
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		
-----		
Total current liabilities	5,677	39,
-----		
Long-term debt		
-----		
Accumulated deferred income taxes - net	1,153	5,
Accumulated deferred investment tax credits	621	3,
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
-----		
Total deferred credits and other liabilities	1,774	9,
-----		
Liabilities of discontinued operations		
-----		
Minority Interest		
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries		
-----		
Common stock		
Additional paid-in capital	6,948	44,
Accumulated other comprehensive income (loss)		
Retained earnings	11,548	1,
-----		
Total common shareholders' equity	18,496	45,
-----		
Total liabilities and shareholders' equity	\$25,947	\$93,
=====		

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Edison Mission Energy and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Viejo Energy Company	Vista Energy Company (Inact
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	\$2,726	(\$1,
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		
-----		
Total current liabilities	2,726	(1,
-----		
Long-term debt		
-----		
Accumulated deferred income taxes - net	1,942	1,
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
-----		
Total deferred credits and other liabilities	1,942	1,
-----		
Liabilities of discontinued operations		
-----		
Minority Interest		
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable		
securities of subsidiaries holding		
solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries		
-----		
Common stock		



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Additional paid-in capital	11,700	\$1,
Accumulated other comprehensive income (loss)		
Retained earnings	3,937	(\$1,
-----		
Total common shareholders' equity	15,637	
-----		
Total liabilities and shareholders' equity	\$20,305	
=====		

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Edison Mission Energy and Subsidiaries [Tier 3]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Edison Mission Energy	Consolidating Adjustments
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt	\$80,000	
Long-term debt classified as due within one year	100,000	
Preferred stock to be redeemed within one year		
Accounts payable	2,036,674	(\$2,
Accrued taxes	10,243	10,
Regulatory liabilities - net		
Trading and price risk management liabilities	(1,839)	(38,
Other current liabilities	90,780	(48,
-----		
Total current liabilities	2,315,858	(78,
-----		
Long-term debt	1,674,638	(1,328,
-----		
Accumulated deferred income taxes - net	67,700	39,
Accumulated deferred investment tax credits	(2)	
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits	39,331	
Other long-term liabilities	53,593	165,
-----		
Total deferred credits and other liabilities	160,622	204,
-----		

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Liabilities of discontinued operations

Minority Interest

(149,

Preferred stock of utility:

Not subject to mandatory redemption

Subject to mandatory redemption

Company-obligated mandatorily redeemable

securities of subsidiaries holding

solely parent company debentures

Other preferred securities

Total preferred securities of subsidiaries

Common stock

64,131

(446,

Additional paid-in capital

2,638,828

(7,859,

Accumulated other comprehensive income (loss)

107,983

(106,

Retained earnings

(543,652)

1,495,

Total common shareholders' equity

2,267,290

(6,917,

Total liabilities and shareholders' equity

\$6,418,408

(\$8,269,

418

Edison Mission Energy and Subsidiaries [Tier 4]

Consolidating Statements of Income and Retained Earnings

For the Year Ended December 31, 2001

(In thousands)

Aguila Energy  
Company

Anacapa Ener  
Company

Electric utility

Nonutility power generation

Financial services and other

Total operating revenue

Fuel

Purchased power

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Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Depreciation, decommissioning and amortization		
Property and other taxes		
Net gain on sale of utility plant		
-----		
Total operating expenses		
-----		
Operating income (loss)		
Interest and dividend income		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
-----		
Income (loss) from continuing operations before taxes		
Income taxes (benefit)		\$79
-----		
Income (loss) from continuing operations		(79)
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----		
Net income (loss)		(79)
-----		
Retained earnings - beginning of year		(8,773)
Dividends declared on common stock		
Dividends declared on preferred stock		
-----		
Retained earnings - end of year		(\$8,852)
=====		

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Edison Mission Energy and Subsidiaries [Tier 4]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Balboa Energy Company	Blue Ridge E Company
Electric utility		
Nonutility power generation		
Financial services and other		
-----		
Total operating revenue		

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Fuel	
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	
Depreciation, decommissioning and amortization	
Property and other taxes	
Net gain on sale of utility plant	
<b>Total operating expenses</b>	
Operating income (loss)	
Interest and dividend income	
Other nonoperating income	
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Dividends on preferred securities	
Dividends on utility preferred stock	
<b>Income (loss) from continuing operations before taxes</b>	
Income taxes (benefit)	
<b>Income (loss) from continuing operations</b>	
Loss from discontinued operations	
(including loss on disposal of \$1,309, net of tax)	
Income taxes (benefit) on discontinued operations	
<b>Net income (loss)</b>	
Retained earnings - beginning of year	(\$10)
Dividends declared on common stock	
Dividends declared on preferred stock	
<b>Retained earnings - end of year</b>	<b>(\$10)</b>

420

Edison Mission Energy and Subsidiaries [Tier 4]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

Camino Energy  
 Company

Capistrano  
 Cogeneration  
 Company

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Electric utility		
Nonutility power generation	\$72,387	\$
Financial services and other		
-----		
Total operating revenue	72,387	
-----		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	232	2
Depreciation, decommissioning and amortization	575	
Property and other taxes		
Net gain on sale of utility plant		
-----		
Total operating expenses	807	2
-----		
Operating income (loss)	71,580	(1
Interest and dividend income	(1,457)	
Other nonoperating income	(45)	
Interest expense - net of amounts capitalized	(138)	
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
-----		
Income (loss) from continuing operations before taxes	69,940	(1
Income taxes (benefit)	26,906	
-----		
Income (loss) from continuing operations	43,034	(1
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----		
Net income (loss)	43,034	(1
-----		
Retained earnings - beginning of year	(42,160)	
Dividends declared on common stock		
Dividends declared on preferred stock		
-----		
Retained earnings - end of year	\$874	(\$1
=====		

421

Edison Mission Energy and Subsidiaries [Tier 4]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

Chesapeake Bay

Chester Ener

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	Energy Company	Company
Electric utility		
Nonutility power generation		
Financial services and other		
Total operating revenue		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Depreciation, decommissioning and amortization		
Property and other taxes		
Net gain on sale of utility plant		
Total operating expenses		
Operating income (loss)		
Interest and dividend income		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
Income (loss) from continuing operations before taxes		
Income taxes (benefit)		
Income (loss) from continuing operations		
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
Net income (loss)		
Retained earnings - beginning of year		(\$1,518)
Dividends declared on common stock		
Dividends declared on preferred stock		
Retained earnings - end of year		(\$1,518)

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Edison Mission Energy and Subsidiaries [Tier 4]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

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	Colonial Energy Company (Inactive)	Coronado Energy Company
-----	-----	-----
-----	-----	-----
Electric utility		
Nonutility power generation		
Financial services and other		
-----	-----	-----
Total operating revenue		
-----	-----	-----
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Depreciation, decommissioning and amortization		
Property and other taxes		
Net gain on sale of utility plant		
-----	-----	-----
Total operating expenses		
-----	-----	-----
Operating income (loss)		
Interest and dividend income		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
-----	-----	-----
Income (loss) from continuing operations before taxes		
Income taxes (benefit)		
-----	-----	-----
Income (loss) from continuing operations		
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----	-----	-----
Net income (loss)		
-----	-----	-----
Retained earnings - beginning of year		(\$4)
Dividends declared on common stock		
Dividends declared on preferred stock		
-----	-----	-----
Retained earnings - end of year		(\$4)
=====	=====	=====

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Edison Mission Energy and Subsidiaries [Tier 4]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Del Mar Energy Company	Delaware Ene Conservers, (Inactive)
-----	-----	-----
-----	-----	-----
Electric utility		
Nonutility power generation	\$5,241	
Financial services and other		
-----	-----	-----
Total operating revenue	5,241	
-----	-----	-----
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	25	
Depreciation, decommissioning and amortization	14	
Property and other taxes		
Net gain on sale of utility plant		
-----	-----	-----
Total operating expenses	39	
-----	-----	-----
Operating income (loss)	5,202	
Interest and dividend income		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
-----	-----	-----
Income (loss) from continuing operations before taxes	5,202	
Income taxes (benefit)	2,004	
-----	-----	-----
Income (loss) from continuing operations	3,198	
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----	-----	-----
Net income (loss)	3,198	
-----	-----	-----
Retained earnings - beginning of year	(1,143)	
Dividends declared on common stock		
Dividends declared on preferred stock		
-----	-----	-----
Retained earnings - end of year	\$2,055	
=====	=====	=====



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Edison Mission Energy and Subsidiaries [Tier 4]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Devereaux Energy Company	Eastern Sier Energy Compa
Electric utility		
Nonutility power generation		\$
Financial services and other		
Total operating revenue		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Depreciation, decommissioning and amortization		
Property and other taxes		
Net gain on sale of utility plant		
Total operating expenses		
Operating income (loss)		
Interest and dividend income		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
Income (loss) from continuing operations before taxes		
Income taxes (benefit)		(
Income (loss) from continuing operations		
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
Net income (loss)		
Retained earnings - beginning of year	(\$6,425)	
Dividends declared on common stock		(\$1
Dividends declared on preferred stock		

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Retained earnings - end of year (\$6,425)

425

Edison Mission Energy and Subsidiaries [Tier 4]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Edison Alabama Generating Company	Edison Missi Development,
Electric utility		
Nonutility power generation		
Financial services and other		
<b>Total operating revenue</b>		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		\$2
Depreciation, decommissioning and amortization		
Property and other taxes		
Net gain on sale of utility plant		
<b>Total operating expenses</b>		2
Operating income (loss)		(2)
Interest and dividend income		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
<b>Income (loss) from continuing operations before taxes</b>		(2)
Income taxes (benefit)		(
<b>Income (loss) from continuing operations</b>		(1
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
<b>Net income (loss)</b>		(1

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Retained earnings - beginning of year  
 Dividends declared on common stock  
 Dividends declared on preferred stock

Retained earnings - end of year

(\$1

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Edison Mission Energy and Subsidiaries [Tier 4]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Edison Mission Energy Funding Corp.	Edison Missi Energy Inter Ltd
Electric utility		
Nonutility power generation		
Financial services and other		
Total operating revenue		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Depreciation, decommissioning and amortization		
Property and other taxes		
Net gain on sale of utility plant		
Total operating expenses		
Operating income (loss)		
Interest and dividend income	\$21,998	
Other nonoperating income		
Interest expense - net of amounts capitalized	(\$21,998)	
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
Income (loss) from continuing operations before taxes		
Income taxes (benefit)		
Income (loss) from continuing operations		
Loss from discontinued operations		

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(including loss on disposal of \$1,309, net of tax)  
 Income taxes (benefit) on discontinued operations

-----  
 Net income (loss)

-----  
 Retained earnings - beginning of year  
 Dividends declared on common stock  
 Dividends declared on preferred stock

-----  
 Retained earnings - end of year  
 =====

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Edison Mission Energy and Subsidiaries [Tier 4]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

Edison Mission  
 Fuel Resources,  
 Inc.

Edison Missi  
 Fuel Transpo  
 tation, Inc.

-----  
 Electric utility  
 Nonutility power generation  
 Financial services and other

-----  
 Total operating revenue

-----  
 Fuel  
 Purchased power  
 Provisions for regulatory adjustment clauses - net  
 Other operation and maintenance  
 Depreciation, decommissioning and amortization  
 Property and other taxes  
 Net gain on sale of utility plant

-----  
 Total operating expenses

-----  
 Operating income (loss)  
 Interest and dividend income  
 Other nonoperating income  
 Interest expense - net of amounts capitalized  
 Other nonoperating deductions  
 Dividends on preferred securities  
 Dividends on utility preferred stock

-----  
 Income (loss) from continuing operations before taxes

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Income taxes (benefit)

Income (loss) from continuing operations  
 Loss from discontinued operations  
 (including loss on disposal of \$1,309, net of tax)  
 Income taxes (benefit) on discontinued operations

Net income (loss)

Retained earnings - beginning of year  
 Dividends declared on common stock  
 Dividends declared on preferred stock

Retained earnings - end of year

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Edison Mission Energy and Subsidiaries [Tier 4]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Edison Mission Holdings Co. Consolidated	Edison Mission Operation and Maintenance
Electric utility		
Nonutility power generation	\$494,098	\$2
Financial services and other		
Total operating revenue	494,098	2
Fuel	168,814	
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	90,027	2
Depreciation, decommissioning and amortization	48,660	
Property and other taxes		
Net gain on sale of utility plant		
Total operating expenses	307,501	2
Operating income (loss)	186,597	
Interest and dividend income	2,201	
Other nonoperating income	14,721	
Interest expense - net of amounts capitalized	(77,000)	
Other nonoperating deductions		

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Dividends on preferred securities  
 Dividends on utility preferred stock

Income (loss) from continuing operations before taxes	126,519
Income taxes (benefit)	52,101

Income (loss) from continuing operations	74,418
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)	
Income taxes (benefit) on discontinued operations	

Net income (loss)	74,418
-------------------	--------

Retained earnings - beginning of year	26,282
Dividends declared on common stock	(28,488)
Dividends declared on preferred stock	

Retained earnings - end of year	\$72,212	\$
---------------------------------	----------	----

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Edison Mission Energy and Subsidiaries [Tier 4]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	El Dorado Energy Company	EME CP Holdi Co. Consolid
--	-----------------------------	------------------------------

Electric utility	
Nonutility power generation	\$
Financial services and other	

Total operating revenue	
-------------------------	--

Fuel	
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	
Depreciation, decommissioning and amortization	
Property and other taxes	
Net gain on sale of utility plant	

Total operating expenses	
--------------------------	--

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Operating income (loss)  
 Interest and dividend income  
 Other nonoperating income  
 Interest expense - net of amounts capitalized  
 Other nonoperating deductions  
 Dividends on preferred securities  
 Dividends on utility preferred stock

-----  
 Income (loss) from continuing operations before taxes  
 Income taxes (benefit)

-----  
 Income (loss) from continuing operations  
 Loss from discontinued operations  
 (including loss on disposal of \$1,309, net of tax)  
 Income taxes (benefit) on discontinued operations

-----  
 Net income (loss)

-----  
 Retained earnings - beginning of year (\$7,947)  
 Dividends declared on common stock  
 Dividends declared on preferred stock

-----  
 Retained earnings - end of year (\$7,947)  
 =====

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Edison Mission Energy and Subsidiaries [Tier 4]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

EMP, Inc.  
 (Inactive)

Four Counties  
 Company (Ina

-----  
 Electric utility  
 Nonutility power generation  
 Financial services and other

-----  
 Total operating revenue

-----  
 Fuel  
 Purchased power  
 Provisions for regulatory adjustment clauses - net  
 Other operation and maintenance  
 Depreciation, decommissioning and amortization  
 Property and other taxes  
 Net gain on sale of utility plant

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-----  
 Total operating expenses  
 -----

Operating income (loss)  
 Interest and dividend income  
 Other nonoperating income  
 Interest expense - net of amounts capitalized  
 Other nonoperating deductions  
 Dividends on preferred securities  
 Dividends on utility preferred stock  
 -----

Income (loss) from continuing operations before taxes  
 Income taxes (benefit)  
 -----

Income (loss) from continuing operations  
 Loss from discontinued operations  
     (including loss on disposal of \$1,309, net of tax)  
 Income taxes (benefit) on discontinued operations  
 -----

Net income (loss)  
 -----

Retained earnings - beginning of year	(\$1,050)
Dividends declared on common stock	
Dividends declared on preferred stock	
-----	

Retained earnings - end of year	(\$1,050)
=====	

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Edison Mission Energy and Subsidiaries [Tier 4]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Hanover Energy Company Consolidated	Holtsville E Company
-----		
-----		

Electric utility	
Nonutility power generation	\$1,989
Financial services and other	
-----	

Total operating revenue	1,989
-----	

Fuel  
 Purchased power



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Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	1,487
Depreciation, decommissioning and amortization	126
Property and other taxes	
Net gain on sale of utility plant	
-----	
Total operating expenses	1,613
-----	
Operating income (loss)	376
Interest and dividend income	
Other nonoperating income	2
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Dividends on preferred securities	
Dividends on utility preferred stock	
-----	
Income (loss) from continuing operations before taxes	378
Income taxes (benefit)	753
-----	
Income (loss) from continuing operations	(375)
Loss from discontinued operations	
(including loss on disposal of \$1,309, net of tax)	
Income taxes (benefit) on discontinued operations	
-----	
Net income (loss)	(375)
-----	
Retained earnings - beginning of year	637
Dividends declared on common stock	(860)
Dividends declared on preferred stock	
-----	
Retained earnings - end of year	(\$598)
=====	

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Edison Mission Energy and Subsidiaries [Tier 4]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

Jefferson Energy Company (Inactive)	Kings Canyon Energy Compa (Inactive)
-----	
-----	

Electric utility
Nonutility power generation
Financial services and other
-----
-----

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Total operating revenue

Fuel

Purchased power

Provisions for regulatory adjustment clauses - net

Other operation and maintenance

Depreciation, decommissioning and amortization

Property and other taxes

Net gain on sale of utility plant

Total operating expenses

Operating income (loss)

Interest and dividend income

Other nonoperating income

Interest expense - net of amounts capitalized

Other nonoperating deductions

Dividends on preferred securities

Dividends on utility preferred stock

Income (loss) from continuing operations before taxes

Income taxes (benefit)

Income (loss) from continuing operations

Loss from discontinued operations

(including loss on disposal of \$1,309, net of tax)

Income taxes (benefit) on discontinued operations

Net income (loss)

Retained earnings - beginning of year

(\$1)

Dividends declared on common stock

Dividends declared on preferred stock

Retained earnings - end of year

(\$1)

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Edison Mission Energy and Subsidiaries [Tier 4]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

Laguna Energy  
 Company (Inactive)

La Jolla Energy  
 Company (Inactive)

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Electric utility	
Nonutility power generation	
Financial services and other	
-----	
Total operating revenue	
-----	
Fuel	
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	
Depreciation, decommissioning and amortization	
Property and other taxes	
Net gain on sale of utility plant	
-----	
Total operating expenses	
-----	
Operating income (loss)	
Interest and dividend income	
Other nonoperating income	
Interest expense - net of amounts capitalized	(\$15)
Other nonoperating deductions	
Dividends on preferred securities	
Dividends on utility preferred stock	
-----	
Income (loss) from continuing operations before taxes	(15)
Income taxes (benefit)	(6)
-----	
Income (loss) from continuing operations	(9)
Loss from discontinued operations	
(including loss on disposal of \$1,309, net of tax)	
Income taxes (benefit) on discontinued operations	
-----	
Net income (loss)	(9)
-----	
Retained earnings - beginning of year	(1,743)
Dividends declared on common stock	
Dividends declared on preferred stock	
-----	
Retained earnings - end of year	(\$1,752)
=====	

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Edison Mission Energy and Subsidiaries [Tier 4]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

Lehigh River

Longview

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	Energy Company	Cogeneration Company
Electric utility		
Nonutility power generation		
Financial services and other		
<b>Total operating revenue</b>		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Depreciation, decommissioning and amortization		
Property and other taxes		
Net gain on sale of utility plant		
<b>Total operating expenses</b>		
Operating income (loss)		
Interest and dividend income		
Other nonoperating income		(\$1)
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
<b>Income (loss) from continuing operations before taxes</b>		(1)
Income taxes (benefit)		4
<b>Income (loss) from continuing operations</b>		(5)
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
<b>Net income (loss)</b>		(5)
Retained earnings - beginning of year		(8,559)
Dividends declared on common stock		
Dividends declared on preferred stock		
<b>Retained earnings - end of year</b>		(\$8,564)

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Edison Mission Energy and Subsidiaries [Tier 4]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

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	Madison Energy Company	Majestic Energy Limited Consolidated
Electric utility		
Nonutility power generation	\$3,856	
Financial services and other		
<b>Total operating revenue</b>	<b>3,856</b>	
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	1,183	
Depreciation, decommissioning and amortization	132	
Property and other taxes		
Net gain on sale of utility plant		
<b>Total operating expenses</b>	<b>1,315</b>	
Operating income (loss)	2,541	
Interest and dividend income		
Other nonoperating income		
Interest expense - net of amounts capitalized		(
Other nonoperating deductions		(
Dividends on preferred securities		
Dividends on utility preferred stock		
<b>Income (loss) from continuing operations before taxes</b>	<b>2,541</b>	(
Income taxes (benefit)	1,447	
<b>Income (loss) from continuing operations</b>	<b>1,094</b>	(
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
<b>Net income (loss)</b>	<b>1,094</b>	(
Retained earnings - beginning of year	1,166	(28
Dividends declared on common stock		(2
Dividends declared on preferred stock		
<b>Retained earnings - end of year</b>	<b>\$2,260</b>	<b>(\$30</b>

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Edison Mission Energy and Subsidiaries [Tier 4]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Midwest Peaker Holdings, Inc.	Mission Capi
-----	-----	-----
-----	-----	-----
Electric utility		
Nonutility power generation		
Financial services and other		
-----	-----	-----
Total operating revenue		
-----	-----	-----
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Depreciation, decommissioning and amortization		
Property and other taxes		
Net gain on sale of utility plant		
-----	-----	-----
Total operating expenses		
-----	-----	-----
Operating income (loss)		
Interest and dividend income	\$13,500	\$1
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		(1
Dividends on utility preferred stock		
-----	-----	-----
Income (loss) from continuing operations before taxes	13,500	
Income taxes (benefit)	5,190	
-----	-----	-----
Income (loss) from continuing operations	8,310	
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----	-----	-----
Net income (loss)	8,310	
-----	-----	-----
Retained earnings - beginning of year	(5,321)	
Dividends declared on common stock		
Dividends declared on preferred stock		
-----	-----	-----
Retained earnings - end of year	\$2,989	
=====	=====	=====

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Edison Mission Energy and Subsidiaries [Tier 4]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Mission/Eagle Energy Company (Inactive)	Mission Energy Construction Services, Inc.
Electric utility		
Nonutility power generation		
Financial services and other		
Total operating revenue		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Depreciation, decommissioning and amortization		
Property and other taxes		
Net gain on sale of utility plant		
Total operating expenses		
Operating income (loss)		
Interest and dividend income		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
Income (loss) from continuing operations before taxes		
Income taxes (benefit)		
Income (loss) from continuing operations		
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
Net income (loss)		
Retained earnings - beginning of year		(\$3)
Dividends declared on common stock		
Dividends declared on preferred stock		

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Retained earnings - end of year (\$3)

=====

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Edison Mission Energy and Subsidiaries [Tier 4]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Mission Energy Holdings, Inc.	Mission Energy Holdings International Consolidated
Electric utility		
Nonutility power generation		\$97
Financial services and other		
<b>Total operating revenue</b>		<b>97</b>
Fuel		38
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		22
Depreciation, decommissioning and amortization		10
Property and other taxes		
Net gain on sale of utility plant		
<b>Total operating expenses</b>		<b>71</b>
Operating income (loss)		26
Interest and dividend income		1
Other nonoperating income		2
Interest expense - net of amounts capitalized		(21)
Other nonoperating deductions		(3)
Dividends on preferred securities	(\$218)	(
Dividends on utility preferred stock		
<b>Income (loss) from continuing operations before taxes</b>	<b>(218)</b>	<b>3</b>
Income taxes (benefit)	(84)	4
<b>Income (loss) from continuing operations</b>	<b>(134)</b>	<b>(</b>
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		(1,92
Income taxes (benefit) on discontinued operations		(74



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Net income (loss)	(134)	(1,18)
Retained earnings - beginning of year	(1,206)	55
Dividends declared on common stock		(87)
Dividends declared on preferred stock		
Retained earnings - end of year	(\$1,340)	(\$1,50)

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Edison Mission Energy and Subsidiaries [Tier 4]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Mission Energy Mexico (Inactive)	Mission Ener York, Inc.
Electric utility		
Nonutility power generation		(\$
Financial services and other		
Total operating revenue		(
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Depreciation, decommissioning and amortization		
Property and other taxes		
Net gain on sale of utility plant		
Total operating expenses		
Operating income (loss)		(
Interest and dividend income		(1
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
Income (loss) from continuing operations before taxes		(2
Income taxes (benefit)		(

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Income (loss) from continuing operations		(1
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----	-----	-----
Net income (loss)		(1
-----	-----	-----
Retained earnings - beginning of year	(\$1,143)	(6
Dividends declared on common stock		
Dividends declared on preferred stock		
-----	-----	-----
Retained earnings - end of year	(\$1,143)	(\$8
=====	=====	=====

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Edison Mission Energy and Subsidiaries [Tier 4]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Mission Operations de Mexico, S.A. de C.V.	Mission Trip Cycle System Company
-----	-----	-----
-----	-----	-----
Electric utility		
Nonutility power generation		
Financial services and other		
-----	-----	-----
Total operating revenue		
-----	-----	-----
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Depreciation, decommissioning and amortization		
Property and other taxes		
Net gain on sale of utility plant		
-----	-----	-----
Total operating expenses		
-----	-----	-----
Operating income (loss)		

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Interest and dividend income  
 Other nonoperating income  
 Interest expense - net of amounts capitalized  
 Other nonoperating deductions  
 Dividends on preferred securities  
 Dividends on utility preferred stock

-----  
 Income (loss) from continuing operations before taxes  
 Income taxes (benefit)

-----  
 Income (loss) from continuing operations  
 Loss from discontinued operations  
 (including loss on disposal of \$1,309, net of tax)  
 Income taxes (benefit) on discontinued operations

-----  
 Net income (loss)

-----  
 Retained earnings - beginning of year  
 Dividends declared on common stock  
 Dividends declared on preferred stock

-----  
 Retained earnings - end of year  
 =====

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Edison Mission Energy and Subsidiaries [Tier 4]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Northern Sierra Energy Company	Ortega Energy Company
-----	-----	-----
-----	-----	-----

Electric utility  
 Nonutility power generation  
 Financial services and other

-----  
 Total operating revenue

-----  
 Fuel  
 Purchased power

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Provisions for regulatory adjustment clauses - net  
 Other operation and maintenance  
 Depreciation, decommissioning and amortization  
 Property and other taxes  
 Net gain on sale of utility plant

-----  
 Total operating expenses  
 -----

Operating income (loss)  
 Interest and dividend income  
 Other nonoperating income  
 Interest expense - net of amounts capitalized  
 Other nonoperating deductions  
 Dividends on preferred securities  
 Dividends on utility preferred stock

-----  
 Income (loss) from continuing operations before taxes  
 Income taxes (benefit)  
 -----

Income (loss) from continuing operations  
 Loss from discontinued operations  
 (including loss on disposal of \$1,309, net of tax)  
 Income taxes (benefit) on discontinued operations

-----  
 Net income (loss)  
 -----

Retained earnings - beginning of year	(\$1)
Dividends declared on common stock	
Dividends declared on preferred stock	

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

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Edison Mission Energy and Subsidiaries [Tier 4]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

-----	Paradise Energy	Pleasant Val
-----	Company (Inactive)	Energy Compa

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Electric utility  
 Nonutility power generation  
 Financial services and other

-----  
 Total operating revenue  
 -----

Fuel  
 Purchased power  
 Provisions for regulatory adjustment clauses - net  
 Other operation and maintenance  
 Depreciation, decommissioning and amortization  
 Property and other taxes  
 Net gain on sale of utility plant

-----  
 Total operating expenses  
 -----

Operating income (loss)  
 Interest and dividend income  
 Other nonoperating income  
 Interest expense - net of amounts capitalized  
 Other nonoperating deductions  
 Dividends on preferred securities  
 Dividends on utility preferred stock

-----  
 Income (loss) from continuing operations before taxes  
 Income taxes (benefit)  
 -----

Income (loss) from continuing operations  
 Loss from discontinued operations  
 (including loss on disposal of \$1,309, net of tax)  
 Income taxes (benefit) on discontinued operations

-----  
 Net income (loss)  
 -----

Retained earnings - beginning of year	(\$59)	(
Dividends declared on common stock		
Dividends declared on preferred stock		

-----  
 Retained earnings - end of year

	(\$59)	(\$
--	--------	-----

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Edison Mission Energy and Subsidiaries [Tier 4]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001

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(In thousands)

	Quartz Peak Energy Company	Rapidan Ener Company
Electric utility		
Nonutility power generation	\$1,331	
Financial services and other		
<b>Total operating revenue</b>	<b>1,331</b>	
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	235	
Depreciation, decommissioning and amortization	46	
Property and other taxes		
Net gain on sale of utility plant		
<b>Total operating expenses</b>	<b>281</b>	
Operating income (loss)	1,050	
Interest and dividend income	52	
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
Income (loss) from continuing operations before taxes	1,102	
Income taxes (benefit)	(3,813)	
Income (loss) from continuing operations	4,915	
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
<b>Net income (loss)</b>	<b>4,915</b>	
Retained earnings - beginning of year	(13,379)	
Dividends declared on common stock		
Dividends declared on preferred stock		
<b>Retained earnings - end of year</b>	<b>(\$8,464)</b>	<b>(\$</b>

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Edison Mission Energy and Subsidiaries [Tier 4]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Ridgecrest Energy Company	Rio Escondido Energy Compa
Electric utility		
Nonutility power generation		
Financial services and other		
Total operating revenue		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Depreciation, decommissioning and amortization		
Property and other taxes		
Net gain on sale of utility plant		
Total operating expenses		
Operating income (loss)		
Interest and dividend income		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
Income (loss) from continuing operations before taxes		
Income taxes (benefit)		
Income (loss) from continuing operations		
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
Net income (loss)		
Retained earnings - beginning of year		(\$9)
Dividends declared on common stock		
Dividends declared on preferred stock		

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Retained earnings - end of year (\$9)

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Edison Mission Energy and Subsidiaries [Tier 4]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	San Gabriel Energy Company (Inactive)	San Joaquin Company
Electric utility		
Nonutility power generation	\$7,712	\$2
Financial services and other		
Total operating revenue	7,712	2
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Depreciation, decommissioning and amortization		
Property and other taxes		
Net gain on sale of utility plant		
Total operating expenses		
Operating income (loss)	7,712	2
Interest and dividend income		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
Income (loss) from continuing operations before taxes	7,712	2
Income taxes (benefit)	2,965	1



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Income (loss) from continuing operations	4,747	1
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----	-----	-----
Net income (loss)	4,747	1
-----	-----	-----
Retained earnings - beginning of year	(1,027)	(1)
Dividends declared on common stock		
Dividends declared on preferred stock		
-----	-----	-----
Retained earnings - end of year	\$3,720	\$
=====	=====	=====

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Edison Mission Energy and Subsidiaries [Tier 4]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	San Pedro Energy Company	Santa Ana En Company
-----	-----	-----
Electric utility		
Nonutility power generation		
Financial services and other		
-----	-----	-----
Total operating revenue		
-----	-----	-----
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Depreciation, decommissioning and amortization		
Property and other taxes		
Net gain on sale of utility plant		
-----	-----	-----
Total operating expenses		
-----	-----	-----
Operating income (loss)		
Interest and dividend income		
Other nonoperating income		

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Interest expense - net of amounts capitalized  
 Other nonoperating deductions  
 Dividends on preferred securities  
 Dividends on utility preferred stock

-----  
 Income (loss) from continuing operations before taxes  
 Income taxes (benefit)

-----  
 Income (loss) from continuing operations  
 Loss from discontinued operations  
 (including loss on disposal of \$1,309, net of tax)  
 Income taxes (benefit) on discontinued operations

-----  
 Net income (loss)

Retained earnings - beginning of year	(\$9)
Dividends declared on common stock	
Dividends declared on preferred stock	

-----  
 Retained earnings - end of year (\$9)  
 =====

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Edison Mission Energy and Subsidiaries [Tier 4]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Silverado Energy Company	Silver Spring Energy Compa
-----		
Electric utility		
Nonutility power generation	\$2,880	
Financial services and other		
-----		
Total operating revenue	2,880	
-----		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		25

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Depreciation, decommissioning and amortization	50
Property and other taxes	
Net gain on sale of utility plant	
-----	
Total operating expenses	75
-----	
Operating income (loss)	2,805
Interest and dividend income	
Other nonoperating income	
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Dividends on preferred securities	
Dividends on utility preferred stock	
-----	
Income (loss) from continuing operations before taxes	2,805
Income taxes (benefit)	1,084
-----	
Income (loss) from continuing operations	1,721
Loss from discontinued operations	
(including loss on disposal of \$1,309, net of tax)	
Income taxes (benefit) on discontinued operations	
-----	
Net income (loss)	1,721
-----	
Retained earnings - beginning of year	2,571
Dividends declared on common stock	
Dividends declared on preferred stock	
-----	
Retained earnings - end of year	\$4,292
=====	

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Edison Mission Energy and Subsidiaries [Tier 4]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

-----	South Coast Energy Company	Southern Sie Energy Compa
-----		

Electric utility

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Nonutility power generation	\$2,120	\$5
Financial services and other		
-----		
Total operating revenue	2,120	5
-----		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	7,000	
Depreciation, decommissioning and amortization	4	
Property and other taxes		
Net gain on sale of utility plant		
-----		
Total operating expenses	7,004	
-----		
Operating income (loss)	(4,884)	5
Interest and dividend income		
Other nonoperating income	31	
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
-----		
Income (loss) from continuing operations before taxes	(4,853)	5
Income taxes (benefit)	760	2
-----		
Income (loss) from continuing operations	(5,613)	3
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----		
Net income (loss)	(5,613)	3
-----		
Retained earnings - beginning of year	17,161	(3)
Dividends declared on common stock		
Dividends declared on preferred stock		
-----		
Retained earnings - end of year	\$11,548	\$
=====		

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Edison Mission Energy and Subsidiaries [Tier 4]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

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	Viejo Energy Company	Vista Energy Company (Ina
Electric utility		
Nonutility power generation	\$3,879	
Financial services and other		
Total operating revenue	3,879	
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	26	
Depreciation, decommissioning and amortization	65	
Property and other taxes		
Net gain on sale of utility plant		
Total operating expenses	91	
Operating income (loss)	3,788	
Interest and dividend income		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
Income (loss) from continuing operations before taxes	3,788	
Income taxes (benefit)	1,465	
Income (loss) from continuing operations	2,323	
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
Net income (loss)	2,323	
Retained earnings - beginning of year	1,614	(\$
Dividends declared on common stock		
Dividends declared on preferred stock		
Retained earnings - end of year	\$3,937	(\$

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Edison Mission Energy and Subsidiaries [Tier 4]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Edison Mission Energy	Consolidating Adjustments
Electric utility		
Nonutility power generation	\$8,229	(\$1)
Financial services and other		
Total operating revenue	8,229	(1)
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	82,453	7
Depreciation, decommissioning and amortization	10,454	(4)
Property and other taxes	569	
Net gain on sale of utility plant		
Total operating expenses	93,476	2
Operating income (loss)	(85,247)	(4)
Interest and dividend income	(144,908)	
Other nonoperating income	18,547	(1)
Interest expense - net of amounts capitalized	(191,339)	16
Other nonoperating deductions		1
Dividends on preferred securities		
Dividends on utility preferred stock		
Income (loss) from continuing operations before taxes	(402,947)	11
Income taxes (benefit)	(140,891)	2
Income (loss) from continuing operations	(262,056)	9
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		68
Income taxes (benefit) on discontinued operations		74
Net income (loss)	(262,056)	3
Retained earnings - beginning of year	91,117	23
Dividends declared on common stock	(372,713)	1,22
Dividends declared on preferred stock		

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Retained earnings - end of year (\$543,652) \$1,49  
 =====

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Edison Mission Energy [Tier 4]  
 Equity Investments  
 December 31, 2001  
 (In thousands)

Name of Entity:	American Bituminous Power Partners, LP	American Kiln Partners, LP
-----		

Equity Interest:

Assets	\$70,590
Revenues	\$13,337
Net Income (Loss)	(\$1,854)

Nature/Purpose of Business:	To own an 80MW cogeneration facility in Grant Town, WV.	Currently inactive.
-----------------------------	---	---------------------

Ownership Interest(s):	49.5% by Aguila Energy Company	2% by Panther Timber Company
	0.5% by Pleasant Valley Energy Co.	49.5% of 53% by Aguila Energy Company
		0.5% of 53% by Pleasant Valley Energy Company

Name of Entity:	Brookhaven Cogeneration LP	Brooklyn Navy Yard Cogeneration Partners, LP
-----		

Equity Interest:

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Assets		\$230,913
Revenues		\$87,048
Net Income (Loss)		(\$13,670)

Nature/Purpose of Business:	To own and operate power production facilities.	To own and operate a 286MW power production facility near the Brooklyn Bridge, NY.
Ownership Interest(s):	50% by Holtsville Energy Company 50% by Madera Energy Company	50% by Mission Energy New York, Inc.

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Edison Mission Energy [Tier 4]  
Equity Investments  
December 31, 2001  
(In thousands)

Name of Entity:	CL Power Sales Two, L.L.C. [6]	CL Power Sales Six, L.L.C. [6]
-----------------	-----------------------------------	-----------------------------------

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Equity Interest:

Assets	\$27,497	\$2,998
Revenues		
Net Income (Loss)	\$156	\$27

Nature/Purpose of Business:	To own and operate power production facilities.	To own and operate power production facilities.
Ownership Interest(s):	25% by Citizens Power Holdings One, LLC	25% by Citizens Power Holdings One, LLC



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Name of Entity:	CL Power Sales Eight, L.L.C. [6]	CL Power Sales Nine, L.L.C. [6]
-----		
Equity Interest:		
Assets	\$48,828	\$4,379
Revenues		
Net Income (Loss)	\$570	\$26
Nature/Purpose of Business:	To own and operate power production facilities.	To own and operate power production facilities.
Ownership Interest(s):	25% by Citizens Power Holdings One, LLC	25% by Citizens Power Holdings One, LLC

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Edison Mission Energy [Tier 4]  
Equity Investments  
December 31, 2001  
(In thousands)

Name of Entity:	Coalinga Cogeneration Company	Commonwealth Atlantic LP
-----		
Equity Interest:		
Assets	\$22,417	\$52,576
Revenues	\$17,646	\$12,419
Net Income (Loss)	\$2,829	\$1,764

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Nature/Purpose of Business:	To own and operate a 38MW cogeneration facility in Fresno County, CA.	To own a 340MW power production facility in Chesapeake, VA.
Ownership Interest(s):	50% by Silverado Energy Company	50% by Chickahominy River Energy Corp.

Name of Entity:	Four Star Oil and Gas Company	Georgia Peaker, LP
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Equity Interest:

Assets	\$147,668
Revenues	\$118,429
Net Income (Loss)	\$48,264

Nature/Purpose of Business:	To own an interest in common stock of domestic oil and gas exploration and production co.	To own and operate power production facilities.
Ownership Interest(s):	37.196% by Edison Mission Energy Oil and Gas	50% by Lakeview Energy Company 50% by Silver Springs Energy Company

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Edison Mission Energy [Tier 4]  
Equity Investments  
December 31, 2001  
(In thousands)

Name of Entity:	Harbor Cogeneration Company
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Equity Interest:

Assets	\$20,120
Revenues	\$5,244
Net Income (Loss)	\$626

Nature/Purpose of Business:

To own and operate a 80MW cogeneration facility at Wilmington Oil Field in LA, CA.

Ownership Interest(s):

30% by South Coast Energy Company

Name of Entity:

James River Cogeneration Company

Kern River Cogeneration Company

Equity Interest:

Assets	\$31,868	\$108,951
Revenues	\$27,397	\$153,572
Net Income (Loss)	\$9,506	\$58,870

Nature/Purpose of Business:

To own and operate the 110MW cogeneration facility in Hopewell, Chester County, VA.

To own and operate a 300MW Kern River (Omar Hill) cogeneration facility at Texaco's Kern River Oil Field near Bakersfield, CA.

Ownership Interest(s):

50% by Capistrano Cogeneration Company

50% by Southern Sierra Energy Company

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Edison Mission Energy [Tier 4]  
 Equity Investments  
 December 31, 2001  
 (In thousands)

Name of Entity:	Mid-Set Cogeneration Company	Midway-Sunset Cogeneration Company
Equity Interest:		
Assets	\$14,704	\$106,937
Revenues	\$19,128	\$126,304
Net Income (Loss)	\$5,363	\$27,824
Nature/Purpose of Business:	To own and operate a 38MW cogeneration facility in Kern Co., CA	To own and operate a 225MW cogeneration facility near Taft in Kern County, CA.
Ownership Interest(s):	50% by Del Mar Energy Company	50% by San Joaquin Energy Company

Name of Entity:	North Shore Energy, LP
Equity Interest:	
Assets	
Revenues	
Net Income (Loss)	
Nature/Purpose of Business:	To own and operate power production facilities.
Ownership Interest(s):	50% by Reeves Bay Energy Company 50% by Santa Clara Energy Company

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Edison Mission Energy [Tier 4]  
 Equity Investments  
 December 31, 2001  
 (In thousands)

Name of Entity:	Oconee Energy, LP	Riverhead Cogeneration I, LP
-----		

Equity Interest:

Assets  
 Revenues  
 Net Income (Loss)

Nature/Purpose of Business:	To own and operate power production facilities.	To own and operate power production facilities.
-----------------------------	---	---

Ownership Interest(s):	50% by Clayville Energy Company	50% by Centerport Energy Company
	50% by Coronado Energy Company	50% by Ridgecrest Energy Company

Name of Entity:	Riverhead Cogeneration III, LP	Sunrise Power Company, LLC
-----		

Equity Interest:

Assets	\$106,081
Revenues	\$66,616
Net Income (Loss)	\$13,843

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Nature/Purpose of Business:	To own and operate power production facilities.	To own and operate a 320MW power production facility in Fellows, CA.
Ownership Interest(s):	50% by Indian Bay Energy Company 50% by Santa Ana Energy Company	50% by Anacapa Energy Company

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Edison Mission Energy [Tier 4]  
Equity Investments  
December 31, 2001  
(In thousands)

Name of Entity:	Sargent Canyon Cogeneration Company	Smithtown Cogeneration, LP
-----------------	-------------------------------------	----------------------------

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Equity Interest:

Assets	\$25,004
Revenues	\$19,095
Net Income (Loss)	\$3,711

Nature/Purpose of Business:	To own and operate a 38MW cogeneration facility in Monterey Co, CA	To own and operate power production facilities.
Ownership Interest(s):	50% by Viejo Energy Company	50% by Balboa Energy Company 50% by Kingspark Energy Company

Name of Entity:	Sycamore Cogeneration Company	TM Star Fuel Company
-----------------	-------------------------------	----------------------

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-----  
Equity Interest:

Assets	\$135,992	\$1,343
Revenues	\$173,295	\$12,239
Net Income (Loss)	\$71,956	(\$174)

Nature/Purpose of Business:

To own and operate a 300MW cogeneration facility at Texaco's Kern River Oil Field near Bakersfield, CA.

To own a 50% interest in a domestic oil and gas exploration and production company.

Ownership Interest(s):

50% by Western Sierra Energy Co.

50% by Southern Sierra Gas Company

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Edison Mission Energy [Tier 4]  
Equity Investments  
December 31, 2001  
(In thousands)

Name of Entity:

Watson Cogeneration Company

CPC Cogeneration LLC

-----  
Equity Interest:

Assets	\$173,996	\$3,041
Revenues	\$222,305	\$32,079
Net Income (Loss)	\$54,382	\$14,173

Nature/Purpose of Business:

To own and operate a 385MW cogeneration facility at ARCO's LA Refinery in Carson, CA

To act as an intermediary between Watson Cogeneration Company and Arco

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Ownership Interest(s): 49% by Camino Energy Company 49% by Camino Energy Company

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Edison Mission Energy Fuel and Subsidiaries [Tier 5]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Edison Mission Energy Fuel	Edison Mission Energy Oil and
<hr/>		
ASSETS		
<hr/>		
Cash and equivalents		
Receivables - net		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
<hr/>		
Total current assets		
<hr/>		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	\$28,618	\$30,
Investments in leveraged leases		
Other investments		
<hr/>		
Total investment and other assets	28,618	30,
<hr/>		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
<hr/>		
Total utility plant		
<hr/>		
Regulatory assets - net		
Other deferred charges		



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

Total assets \$28,618 \$30,  
 =====

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Edison Mission Energy Fuel and Subsidiaries [Tier 5]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Pocono Fuels  
 Company (Inactive) Southern Sierr  
 Gas Company

-----  
 ASSETS  
 -----

Cash and equivalents  
 Receivables - net  
 Fuel inventory  
 Materials and supplies, at average cost  
 Accumulated deferred income taxes - net  
 Trading and price risk management assets  
 Prepayments and other current assets  
 -----

Total current assets  
 -----

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

Total investment and other assets  
 -----

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

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Total utility plant

Regulatory assets - net  
Other deferred charges

Total deferred charges

Total assets

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Edison Mission Energy Fuel and Subsidiaries [Tier 5]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

Edison Mission  
Energy Fuel  
Consolidated

ASSETS

Cash and equivalents  
Receivables - net  
Fuel inventory  
Materials and supplies, at average cost  
Accumulated deferred income taxes - net  
Trading and price risk management assets  
Prepayments and other current assets

Total current assets

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

\$113,072

Total investment and other assets

113,072

Utility plant, at original cost:  
Transmission and distribution  
Generation

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

-----  
Total utility plant  
-----

Regulatory assets - net  
Other deferred charges  
-----

Total deferred charges  
-----

Total assets \$113,072  
=====

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Edison Mission Energy Fuel and Subsidiaries [Tier 5]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

Edison Mission  
Energy Fuel

Edison Mission  
Energy Oil and

-----  
LIABILITIES AND SHAREHOLDERS' EQUITY  
-----

Short-term debt  
Long-term debt classified as due within one year  
Preferred stock to be redeemed within one year  
Accounts payable  
Accrued taxes  
Regulatory liabilities - net  
Trading and price risk management liabilities  
Other current liabilities  
-----

(\$11,

Total current liabilities  
-----

(11,

Long-term debt  
-----

Accumulated deferred income taxes - net  
Accumulated deferred investment tax credits  
Customer advances and other deferred credits  
Power-purchase contracts  
Accumulated provision for pension and benefits

\$2,291

13,

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Other long-term liabilities

Total deferred credits and other liabilities	2,291	13,
--	-------	-----

Minority Interest

Preferred stock of utility:

Not subject to mandatory redemption  
 Subject to mandatory redemption  
 Company-obligated mandatorily redeemable  
 securities of subsidiaries holding  
 solely parent company debentures  
 Other preferred securities

Total preferred securities of subsidiaries

Common stock		
Additional paid-in capital	7,691	26,
Accumulated other comprehensive income (loss)		
Retained earnings	18,636	2,

Total common shareholders' equity	26,327	28,
-----------------------------------	--------	-----

Total liabilities and shareholders' equity	\$28,618	\$30,
--	----------	-------

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Edison Mission Energy Fuel and Subsidiaries [Tier 5]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Pocono Fuels Company (Inactive)	Southern Sierr Gas Company
------------------------------------	-------------------------------

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	(\$562)	(
Accrued taxes		

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Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		
-----		
Total current liabilities	(562)	
-----		
Long-term debt		
-----		
Accumulated deferred income taxes - net	563	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
-----		
Total deferred credits and other liabilities	563	
-----		
Minority Interest		
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries		
-----		
Common stock		
Additional paid-in capital		
Accumulated other comprehensive income (loss)		
Retained earnings	(1)	(
-----		
Total common shareholders' equity	(\$1)	
-----		
Total liabilities and shareholders' equity		\$
=====		

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Edison Mission Energy Fuel and Subsidiaries [Tier 5]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

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Edison Mission  
Energy Fuel  
Consolidated

-----  
LIABILITIES AND SHAREHOLDERS' EQUITY  
-----

Short-term debt	
Long-term debt classified as due within one year	
Preferred stock to be redeemed within one year	
Accounts payable	(\$12,570)
Accrued taxes	
Regulatory liabilities - net	
Trading and price risk management liabilities	
Other current liabilities	645
-----	
Total current liabilities	(11,925)
-----	
Long-term debt	
-----	
Accumulated deferred income taxes - net	16,297
Accumulated deferred investment tax credits	
Customer advances and other deferred credits	
Power-purchase contracts	
Accumulated provision for pension and benefits	
Other long-term liabilities	
-----	
Total deferred credits and other liabilities	16,297
-----	
Minority Interest	
-----	
Preferred stock of utility:	
Not subject to mandatory redemption	
Subject to mandatory redemption	
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures	
Other preferred securities	
-----	
Total preferred securities of subsidiaries	
-----	
Common stock	
Additional paid-in capital	89,032
Accumulated other comprehensive income (loss)	
Retained earnings	19,668
-----	
Total common shareholders' equity	108,700
-----	

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Total liabilities and shareholders' equity \$113,072

=====

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Edison Mission Energy Fuel and Subsidiaries [Tier 5]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Edison Mission Energy Fuel	Edison Missi Energy Oil a
Electric utility		
Nonutility power generation		\$8
Financial services and other		
<b>Total operating revenue</b>		<b>8</b>
<b>Fuel</b>		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Depreciation, decommissioning and amortization		
Property and other taxes		
Net gain on sale of utility plant		
<b>Total operating expenses</b>		
<b>Operating income (loss)</b>		<b>8</b>
Interest and dividend income		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
<b>Income (loss) from continuing operations before taxes</b>		<b>8</b>
Income taxes (benefit)		2
<b>Income (loss) from continuing operations</b>		<b>6</b>
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		

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Net income (loss)		6
Retained earnings - beginning of year	(\$15,743)	(3)
Dividends declared on common stock	34,379	(2)
Dividends declared on preferred stock		
Retained earnings - end of year	\$18,636	\$

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Edison Mission Energy Fuel and Subsidiaries [Tier 5]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Pocono Fuels Company (Inactive)	Southern Sie Gas Company
Electric utility		
Nonutility power generation		
Financial services and other		
Total operating revenue		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Depreciation, decommissioning and amortization		
Property and other taxes		
Net gain on sale of utility plant		
Total operating expenses		
Operating income (loss)		
Interest and dividend income		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
Income (loss) from continuing operations before taxes		



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Income taxes (benefit)

Income (loss) from continuing operations  
 Loss from discontinued operations  
 (including loss on disposal of \$1,309, net of tax)  
 Income taxes (benefit) on discontinued operations

Net income (loss)

Retained earnings - beginning of year (\$1)  
 Dividends declared on common stock  
 Dividends declared on preferred stock

Retained earnings - end of year (\$1)

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Edison Mission Energy Fuel and Subsidiaries [Tier 5]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Edison Mission Energy Fuel Consolidated
Electric utility	
Nonutility power generation	\$87,942
Financial services and other	
Total operating revenue	87,942
Fuel	
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	
Depreciation, decommissioning and amortization	1,669
Property and other taxes	
Net gain on sale of utility plant	
Total operating expenses	1,669
Operating income (loss)	86,273
Interest and dividend income	(29)

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Other nonoperating income	
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Dividends on preferred securities	
Dividends on utility preferred stock	
-----	
Income (loss) from continuing operations before taxes	86,244
Income taxes (benefit)	24,005
-----	
Income (loss) from continuing operations	62,239
Loss from discontinued operations	
(including loss on disposal of \$1,309, net of tax)	
Income taxes (benefit) on discontinued operations	
-----	
Net income (loss)	62,239
-----	
Retained earnings - beginning of year	(35,406)
Dividends declared on common stock	(7,165)
Dividends declared on preferred stock	
-----	
Retained earnings - end of year	\$19,668
=====	

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Edison Mission Holdings Co. and Subsidiaries [Tier 5]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Chestnut Ridge  
 Energy Company

Homer City  
 Property Holdi  
 Inc.

-----  
 ASSETS

Cash and equivalents  
 Receivables - net  
 Fuel inventory  
 Materials and supplies, at average cost  
 Accumulated deferred income taxes - net  
 Trading and price risk management assets  
 Prepayments and other current assets

-----  
 Total current assets

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Nonutility property - net			\$
Nuclear decommissioning trusts			
Investments in partnerships and unconsolidated subsidiaries		\$90,462	
Investments in leveraged leases			
Other investments			
-----			
Total investment and other assets		90,462	
-----			
Utility plant, at original cost:			
Transmission and distribution			
Generation			
Accumulated provision for depreciation and decommissioning			
Construction work in progress			
Nuclear fuel, at amortized cost			
-----			
Total utility plant			
-----			
Regulatory assets - net			
Other deferred charges			
-----			
Total deferred charges			
-----			
Total assets		\$90,462	\$
=====			

469

Edison Mission Holdings Co. and Subsidiaries [Tier 5]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	EME Homer City Generation LP [6]	Edison Mission Finance Co.
-----		
ASSETS		
-----		
Cash and equivalents	\$38,501	
Receivables - net	236	
Fuel inventory	24,752	
Materials and supplies, at average cost	22,726	
Accumulated deferred income taxes - net		
Trading and price risk management assets	14	

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Prepayments and other current assets	39,457
-----	
Total current assets	125,686
-----	
Nonutility property - net	2,004,400
Nuclear decommissioning trusts	
Investments in partnerships and unconsolidated subsidiaries	
Investments in leveraged leases	
Other investments	
-----	
Total investment and other assets	2,004,400
-----	
Utility plant, at original cost:	
Transmission and distribution	
Generation	
Accumulated provision for depreciation and decommissioning	
Construction work in progress	
Nuclear fuel, at amortized cost	
-----	
Total utility plant	
-----	
Regulatory assets - net	
Other deferred charges	130,517
-----	
Total deferred charges	130,517
-----	
Total assets	\$2,260,603
=====	

470

Edison Mission Holdings Co. and Subsidiaries [Tier 5]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Consolidating Adjustments	Edison Mission Holdings Co. Consolidated
-----		
ASSETS		
-----		

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Cash and equivalents		\$38,
Receivables - net		
Fuel inventory		24,
Materials and supplies, at average cost		22,
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		39,
-----		
Total current assets		125,
-----		
Nonutility property - net	(\$1,588,210)	416,
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	(787,741)	
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets	(2,375,951)	416,
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Regulatory assets - net		
Other deferred charges	7,375	137,
-----		
Total deferred charges	7,375	137,
-----		
Total assets	(\$2,368,576)	\$680,
=====		

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Edison Mission Holdings Co. and Subsidiaries [Tier 5]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Chestnut Ridge  
 Energy Company

Homer City  
 Property Holdi

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Inc.

-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY  
 -----

Short-term debt  
 Long-term debt classified as due within one year  
 Preferred stock to be redeemed within one year  
 Accounts payable (\$540)  
 Accrued taxes (302)  
 Regulatory liabilities - net  
 Trading and price risk management liabilities  
 Other current liabilities

-----  
 Total current liabilities (842)  
 -----

Long-term debt  
 -----

Accumulated deferred income taxes - net 2,642  
 Accumulated deferred investment tax credits  
 Customer advances and other deferred credits  
 Power-purchase contracts  
 Accumulated provision for pension and benefits  
 Other long-term liabilities

-----  
 Total deferred credits and other liabilities 2,642  
 -----

Minority Interest  
 -----

Preferred stock of utility:  
   Not subject to mandatory redemption  
   Subject to mandatory redemption  
 Company-obligated mandatorily redeemable  
   securities of subsidiaries holding  
   solely parent company debentures  
 Other preferred securities

-----  
 Total preferred securities of subsidiaries  
 -----

Common stock  
 Additional paid-in capital 63,897  
 Accumulated other comprehensive income (loss)  
 Retained earnings 24,765

-----  
 Total common shareholders' equity 88,662  
 -----

-----  
 Total liabilities and shareholders' equity \$90,462  
 =====

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Edison Mission Holdings Co. and Subsidiaries [Tier 5]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	EME Homer City Generation LP [6]	Edison Mission Finance Co.
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	\$531,785	(\$605,
Accrued taxes	4,898	
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities	28,312	
<hr/>		
Total current liabilities	564,995	(605,
<hr/>		
Long-term debt	1,577,318	
<hr/>		
Accumulated deferred income taxes - net	8,032	(1,
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities	18,896	
<hr/>		
Total deferred credits and other liabilities	26,928	(1,
<hr/>		
Minority Interest		
<hr/>		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
<hr/>		
Total preferred securities of subsidiaries		

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Common stock		
Additional paid-in capital	62,801	603,
Accumulated other comprehensive income (loss)		
Retained earnings	28,561	2,
-----		
Total common shareholders' equity	91,362	\$606,
-----		
Total liabilities and shareholders' equity	\$2,260,603	
=====		

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Edison Mission Holdings Co. and Subsidiaries [Tier 5]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Consolidating Adjustments	Edison Mission Holdings Co. Consolidated
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		(\$75,
Accrued taxes		4,
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities	(\$8,016)	21,
-----		
Total current liabilities	(8,016)	(49,
-----		
Long-term debt	(1,577,318)	
-----		
Accumulated deferred income taxes - net	2,097	11,
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		18,
-----		



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Total deferred credits and other liabilities	2,097	30,
-----		
Minority Interest		
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries		
-----		
Common stock	(1)	
Additional paid-in capital	(731,812)	626,
Accumulated other comprehensive income (loss)		
Retained earnings	(53,526)	72,
-----		
Total common shareholders' equity	(785,339)	698,
-----		
Total liabilities and shareholders' equity	(\$2,368,576)	\$680,
=====		

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Edison Mission Holdings Co. and Subsidiaries [Tier 5]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Chestnut Ridge Energy Company	Homer City Property Hol Inc.
-----	-----	-----
-----	-----	-----
Electric utility		
Nonutility power generation		
Financial services and other		
-----		
Total operating revenue		
-----		

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Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Depreciation, decommissioning and amortization		
Property and other taxes		
Net gain on sale of utility plant		
-----		
Total operating expenses		
-----		
Operating income (loss)		
Interest and dividend income		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
-----		
Income (loss) from continuing operations before taxes		
Income taxes (benefit)		
-----		
Income (loss) from continuing operations		
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----		
Net income (loss)		
-----		
Retained earnings - beginning of year		(\$8,857)
Dividends declared on common stock		33,622
Dividends declared on preferred stock		
-----		
Retained earnings - end of year		\$24,765
=====		

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Edison Mission Holdings Co. and Subsidiaries [Tier 5]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

EME Homer City Generation LP [6]	Edison Missi Finance Co.
-----	
-----	

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Electric utility		
Nonutility power generation	\$494,098	
Financial services and other		
<hr/>		
Total operating revenue	494,098	
<hr/>		
Fuel	168,814	
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	83,218	
Depreciation, decommissioning and amortization	51,764	
Property and other taxes		
Net gain on sale of utility plant		
<hr/>		
Total operating expenses	303,796	
<hr/>		
Operating income (loss)	190,302	
Interest and dividend income	(137,523)	6
Other nonoperating income	6,744	
Interest expense - net of amounts capitalized	687	
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
<hr/>		
Income (loss) from continuing operations before taxes	60,210	6
Income taxes (benefit)	26,240	2
<hr/>		
Income (loss) from continuing operations	33,970	3
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
<hr/>		
Net income (loss)	33,970	3
<hr/>		
Retained earnings - beginning of year	(5,409)	
Dividends declared on common stock		(4
Dividends declared on preferred stock		
<hr/>		
Retained earnings - end of year	\$28,561	\$
<hr/>		

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Edison Mission Holdings Co. and Subsidiaries [Tier 5]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

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	Consolidating Adjustments	Edison Missi Holdings Co. Consolidated
Electric utility		
Nonutility power generation		\$49
Financial services and other		
Total operating revenue		49
Fuel		16
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	\$6,625	9
Depreciation, decommissioning and amortization	(3,108)	4
Property and other taxes		
Net gain on sale of utility plant		
Total operating expenses	3,517	30
Operating income (loss)	(3,517)	18
Interest and dividend income		
Other nonoperating income	8,016	1
Interest expense - net of amounts capitalized		(7)
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
Income (loss) from continuing operations before taxes	4,499	12
Income taxes (benefit)	2,097	5
Income (loss) from continuing operations	2,402	7
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
Net income (loss)	2,402	7
Retained earnings - beginning of year	2,736	2
Dividends declared on common stock	(58,664)	(2)
Dividends declared on preferred stock		
Retained earnings - end of year	(\$53,526)	\$7

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EME CP Holdings Co. and Subsidiaries [Tier 5]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Bretton Woods	CP Power Sales
	Funding I, L.L.C.	Five, L.L.C.

-----  
 ASSETS  
 -----

Cash and equivalents  
 Receivables - net  
 Fuel inventory  
 Materials and supplies, at average cost  
 Accumulated deferred income taxes - net  
 Trading and price risk management assets  
 Prepayments and other current assets

-----  
 Total current assets  
 -----

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

-----  
 Total investment and other assets  
 -----

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

-----  
 Total utility plant  
 -----

Regulatory assets - net  
 Other deferred charges

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

Total assets  
 =====

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EME CP Holdings Co. and Subsidiaries [Tier 5]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	CP Power Sales Fourteen, L.L.C.	CP Power Sales Fifteen, L.L.C.
<hr/>		
ASSETS		
<hr/>		
Cash and equivalents		
Receivables - net		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
<hr/>		
Total current assets		
<hr/>		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
<hr/>		
Total investment and other assets		
<hr/>		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
<hr/>		
Total utility plant		
<hr/>		
Regulatory assets - net		
Other deferred charges		
<hr/>		
Total deferred charges		
<hr/>		

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Total assets

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EME CP Holdings Co. and Subsidiaries [Tier 5]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	CP Power Sales	CP Power Sales
	Eighteen, L.L.C.	Nineteen, L.L.C.

-----  
 ASSETS  
 -----

Cash and equivalents  
 Receivables - net  
 Fuel inventory  
 Materials and supplies, at average cost  
 Accumulated deferred income taxes - net  
 Trading and price risk management assets  
 Prepayments and other current assets

-----  
 Total current assets  
 -----

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

-----  
 Total investment and other assets  
 -----

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

-----  
 Total utility plant  
 -----

Regulatory assets - net

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Other deferred charges

Total deferred charges

Total assets

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EME CP Holdings Co. and Subsidiaries [Tier 5]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

Sunapee Funding I, EME CP Holding  
L.L.C.

ASSETS

Cash and equivalents  
Receivables - net  
Fuel inventory  
Materials and supplies, at average cost  
Accumulated deferred income taxes - net  
Trading and price risk management assets  
Prepayments and other current assets

Total current assets

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

Total investment and other assets

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



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Total utility plant

Regulatory assets - net  
Other deferred charges

Total deferred charges

Total assets

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EME CP Holdings Co. and Subsidiaries [Tier 5]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

EME CP Holdings  
Co. Consolidated

ASSETS

Cash and equivalents  
Receivables - net  
Fuel inventory  
Materials and supplies, at average cost  
Accumulated deferred income taxes - net  
Trading and price risk management assets  
Prepayments and other current assets

Total current assets

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

Total investment and other assets

Utility plant, at original cost:  
Transmission and distribution  
Generation

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

-----  
 Total utility plant  
 -----

Regulatory assets - net  
 Other deferred charges  
 -----

Total deferred charges  
 -----

Total assets  
 =====

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EME CP Holdings Co. and Subsidiaries [Tier 5]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Bretton Woods                      CP Power Sales  
 Funding I, L.L.C.                      Five, L.L.C.

-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY  
 -----

Short-term debt  
 Long-term debt classified as due within one year  
 Preferred stock to be redeemed within one year  
 Accounts payable  
 Accrued taxes  
 Regulatory liabilities - net  
 Trading and price risk management liabilities  
 Other current liabilities  
 -----

Total current liabilities  
 -----

Long-term debt  
 -----

Accumulated deferred income taxes - net  
 Accumulated deferred investment tax credits  
 Customer advances and other deferred credits  
 Power-purchase contracts  
 Accumulated provision for pension and benefits

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Other long-term liabilities

Total deferred credits and other liabilities

Minority Interest

Preferred stock of utility:

Not subject to mandatory redemption

Subject to mandatory redemption

Company-obligated mandatorily redeemable

securities of subsidiaries holding

solely parent company debentures

Other preferred securities

Total preferred securities of subsidiaries

Common stock

Additional paid-in capital

Accumulated other comprehensive income (loss)

Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity

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EME CP Holdings Co. and Subsidiaries [Tier 5]

Consolidating Balance Sheet

December 31, 2001

(In thousands)

CP Power Sales  
Fourteen, L.L.C.

CP Power Sales  
Fifteen, L.L.C.

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt

Long-term debt classified as due within one year

Preferred stock to be redeemed within one year

Accounts payable

Accrued taxes

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Regulatory liabilities - net  
Trading and price risk management liabilities  
Other current liabilities

-----  
Total current liabilities  
-----

Long-term debt  
-----

Accumulated deferred income taxes - net  
Accumulated deferred investment tax credits  
Customer advances and other deferred credits  
Power-purchase contracts  
Accumulated provision for pension and benefits  
Other long-term liabilities

-----  
Total deferred credits and other liabilities  
-----

Minority Interest  
-----

Preferred stock of utility:  
    Not subject to mandatory redemption  
    Subject to mandatory redemption  
Company-obligated mandatorily redeemable  
    securities of subsidiaries holding  
    solely parent company debentures  
Other preferred securities

-----  
Total preferred securities of subsidiaries  
-----

Common stock  
Additional paid-in capital  
Accumulated other comprehensive income (loss)  
Retained earnings

-----  
Total common shareholders' equity  
-----

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

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EME CP Holdings Co. and Subsidiaries [Tier 5]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

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CP Power Sales  
Eighteen, L.L.C.

CP Power Sales  
Nineteen, L.L.C.

-----  
LIABILITIES AND SHAREHOLDERS' EQUITY  
-----

Short-term debt  
Long-term debt classified as due within one year  
Preferred stock to be redeemed within one year  
Accounts payable  
Accrued taxes  
Regulatory liabilities - net  
Trading and price risk management liabilities  
Other current liabilities

-----  
Total current liabilities  
-----

Long-term debt

-----  
Accumulated deferred income taxes - net  
Accumulated deferred investment tax credits  
Customer advances and other deferred credits  
Power-purchase contracts  
Accumulated provision for pension and benefits  
Other long-term liabilities

-----  
Total deferred credits and other liabilities  
-----

Minority Interest

-----  
Preferred stock of utility:  
    Not subject to mandatory redemption  
    Subject to mandatory redemption  
Company-obligated mandatorily redeemable  
    securities of subsidiaries holding  
    solely parent company debentures  
Other preferred securities

-----  
Total preferred securities of subsidiaries  
-----

Common stock  
Additional paid-in capital  
Accumulated other comprehensive income (loss)  
Retained earnings

-----  
Total common shareholders' equity  
-----

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Total liabilities and shareholders' equity

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EME CP Holdings Co. and Subsidiaries [Tier 5]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Sunapee Funding I, EME CP Holding  
 L.L.C.

-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY  
 -----

Short-term debt  
 Long-term debt classified as due within one year  
 Preferred stock to be redeemed within one year  
 Accounts payable  
 Accrued taxes  
 Regulatory liabilities - net  
 Trading and price risk management liabilities  
 Other current liabilities

-----  
 Total current liabilities  
 -----

Long-term debt  
 -----

Accumulated deferred income taxes - net  
 Accumulated deferred investment tax credits  
 Customer advances and other deferred credits  
 Power-purchase contracts  
 Accumulated provision for pension and benefits  
 Other long-term liabilities

-----  
 Total deferred credits and other liabilities  
 -----

Minority Interest  
 -----

Preferred stock of utility:  
     Not subject to mandatory redemption  
     Subject to mandatory redemption  
 Company-obligated mandatorily redeemable  
     securities of subsidiaries holding

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solely parent company debentures  
Other preferred securities

-----  
Total preferred securities of subsidiaries  
-----

Common stock  
Additional paid-in capital  
Accumulated other comprehensive income (loss)  
Retained earnings

-----  
Total common shareholders' equity  
-----

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

486

EME CP Holdings Co. and Subsidiaries [Tier 5]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

EME CP Holdings  
Co. Consolidated

-----  
LIABILITIES AND SHAREHOLDERS' EQUITY  
-----

Short-term debt  
Long-term debt classified as due within one year  
Preferred stock to be redeemed within one year  
Accounts payable  
Accrued taxes  
Regulatory liabilities - net  
Trading and price risk management liabilities  
Other current liabilities

\$947

-----  
Total current liabilities  
-----

947

-----  
Long-term debt  
-----

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

(44)

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Power-purchase contracts  
 Accumulated provision for pension and benefits  
 Other long-term liabilities

-----  
 Total deferred credits and other liabilities (44)  
 -----

Minority Interest

Preferred stock of utility:  
     Not subject to mandatory redemption  
     Subject to mandatory redemption  
 Company-obligated mandatorily redeemable  
     securities of subsidiaries holding  
     solely parent company debentures  
 Other preferred securities

-----  
 Total preferred securities of subsidiaries  
 -----

Common stock  
 Additional paid-in capital  
 Accumulated other comprehensive income (loss)  
 Retained earnings (903)  
 -----

Total common shareholders' equity (\$903)  
 -----

Total liabilities and shareholders' equity  
 =====

487

EME CP Holdings Co. and Subsidiaries [Tier 5]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

-----  
 Bretton Woods CP Power Sal  
 Funding I, L.L.C. Five, L.L.C.  
 -----

Electric utility  
 Nonutility power generation  
 Financial services and other  
 -----



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Total operating revenue

Fuel

Purchased power

Provisions for regulatory adjustment clauses - net

Other operation and maintenance

Depreciation, decommissioning and amortization

Property and other taxes

Net gain on sale of utility plant

Total operating expenses

Operating income (loss)

Interest and dividend income

Other nonoperating income

Interest expense - net of amounts capitalized

Other nonoperating deductions

Dividends on preferred securities

Dividends on utility preferred stock

Income (loss) from continuing operations before taxes

Income taxes (benefit)

Income (loss) from continuing operations

Loss from discontinued operations

(including loss on disposal of \$1,309, net of tax)

Income taxes (benefit) on discontinued operations

Net income (loss)

Retained earnings - beginning of year

Dividends declared on common stock

Dividends declared on preferred stock

Retained earnings - end of year

488

EME CP Holdings Co. and Subsidiaries [Tier 5]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

CP Power Sales  
 Fourteen, L.L.C.

CP Power Sal  
 Fifteen, L.L.

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-----  
Electric utility  
Nonutility power generation  
Financial services and other  
-----

Total operating revenue  
-----

Fuel  
Purchased power  
Provisions for regulatory adjustment clauses - net  
Other operation and maintenance  
Depreciation, decommissioning and amortization  
Property and other taxes  
Net gain on sale of utility plant  
-----

Total operating expenses  
-----

Operating income (loss)  
Interest and dividend income  
Other nonoperating income  
Interest expense - net of amounts capitalized  
Other nonoperating deductions  
Dividends on preferred securities  
Dividends on utility preferred stock  
-----

Income (loss) from continuing operations before taxes  
Income taxes (benefit)  
-----

Income (loss) from continuing operations  
Loss from discontinued operations  
    (including loss on disposal of \$1,309, net of tax)  
Income taxes (benefit) on discontinued operations  
-----

Net income (loss)  
-----

Retained earnings - beginning of year  
Dividends declared on common stock  
Dividends declared on preferred stock  
-----

Retained earnings - end of year  
=====

489

EME CP Holdings Co. and Subsidiaries [Tier 5]  
Consolidating Statements of Income and Retained Earnings  
For the Year Ended December 31, 2001  
(In thousands)

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	CP Power Sales Eighteen, L.L.C.	CP Power Sales Nineteen, L.L.C.
-----	-----	-----
Electric utility		
Nonutility power generation		
Financial services and other		
-----	-----	-----
Total operating revenue		
-----	-----	-----
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Depreciation, decommissioning and amortization		
Property and other taxes		
Net gain on sale of utility plant		
-----	-----	-----
Total operating expenses		
-----	-----	-----
Operating income (loss)		
Interest and dividend income		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
-----	-----	-----
Income (loss) from continuing operations before taxes		
Income taxes (benefit)		
-----	-----	-----
Income (loss) from continuing operations		
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----	-----	-----
Net income (loss)		
-----	-----	-----
Retained earnings - beginning of year		
Dividends declared on common stock		
Dividends declared on preferred stock		
-----	-----	-----
Retained earnings - end of year		
=====	=====	=====

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EME CP Holdings Co. and Subsidiaries [Tier 5]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Sunapee Funding I, L.L.C.	EME CP Holdi
Electric utility		
Nonutility power generation		\$
Financial services and other		
<b>Total operating revenue</b>		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Depreciation, decommissioning and amortization		
Property and other taxes		
Net gain on sale of utility plant		
<b>Total operating expenses</b>		
Operating income (loss)		
Interest and dividend income		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
<b>Income (loss) from continuing operations before taxes</b>		
Income taxes (benefit)		
<b>Income (loss) from continuing operations</b>		
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
<b>Net income (loss)</b>		
Retained earnings - beginning of year		
Dividends declared on common stock		(
Dividends declared on preferred stock		
<b>Retained earnings - end of year</b>		

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EME CP Holdings Co. and Subsidiaries [Tier 5]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	EME CP Holdings Co. Consolidated
Electric utility	
Nonutility power generation	\$2,348
Financial services and other	
<hr/> Total operating revenue	<hr/> 2,348
Fuel	
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	
Depreciation, decommissioning and amortization	
Property and other taxes	
Net gain on sale of utility plant	
<hr/> Total operating expenses	
Operating income (loss)	2,348
Interest and dividend income	
Other nonoperating income	
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Dividends on preferred securities	
Dividends on utility preferred stock	
<hr/> Income (loss) from continuing operations before taxes	<hr/> 2,348
Income taxes (benefit)	903
<hr/> Income (loss) from continuing operations	<hr/> 1,445
Loss from discontinued operations	
(including loss on disposal of \$1,309, net of tax)	
Income taxes (benefit) on discontinued operations	
<hr/> Net income (loss)	<hr/> 1,445

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Retained earnings - beginning of year	
Dividends declared on common stock	(2,348)
Dividends declared on preferred stock	

---

Retained earnings - end of year	(\$903)
---------------------------------	---------

---

492

EME Eastern Holdings Co. and Subsidiaries [Tier 5]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Athens Funding, L.L.C.	Citizens Power Holdings One,
<hr/>		
ASSETS		
<hr/>		
Cash and equivalents		
Receivables - net		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
<hr/>		
Total current assets		
<hr/>		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		8,
Investments in leveraged leases		
Other investments		
<hr/>		
Total investment and other assets		8,
<hr/>		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		

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-----  
 Total utility plant  
 -----

Regulatory assets - net  
 Other deferred charges  
 -----

Total deferred charges  
 -----

Total assets  
 =====

\$8,  
 =====

493

EME Eastern Holdings Co. and Subsidiaries [Tier 5]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

EME Eastern  
 Holdings Co.

Consolidating  
 Adjustments

-----  
 ASSETS  
 -----

Cash and equivalents  
 Receivables - net  
 Fuel inventory  
 Materials and supplies, at average cost  
 Accumulated deferred income taxes - net  
 Trading and price risk management assets  
 Prepayments and other current assets  
 -----

Total current assets  
 -----

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

\$8,156

\$

Total investment and other assets  
 -----

8,156  
 -----

Utility plant, at original cost:

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Transmission and distribution  
 Generation  
 Accumulated provision for depreciation  
 and decommissioning  
 Construction work in progress  
 Nuclear fuel, at amortized cost

-----  
 Total utility plant  
 -----

Regulatory assets - net  
 Other deferred charges  
 -----

Total deferred charges  
 -----

Total assets \$8,156 \$  
 =====

494

EME Eastern Holdings Co. and Subsidiaries [Tier 5]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Athens Funding,  
 L.L.C.

Citizens Power  
 Holdings One,

-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY  
 -----

Short-term debt  
 Long-term debt classified as due within one year  
 Preferred stock to be redeemed within one year  
 Accounts payable \$  
 Accrued taxes  
 Regulatory liabilities - net  
 Trading and price risk management liabilities  
 Other current liabilities  
 -----

Total current liabilities  
 -----

Long-term debt  
 -----

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



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Power-purchase contracts  
 Accumulated provision for pension and benefits  
 Other long-term liabilities

-----  
 Total deferred credits and other liabilities  
 -----

Minority Interest  
 -----

Preferred stock of utility:  
     Not subject to mandatory redemption  
     Subject to mandatory redemption  
 Company-obligated mandatorily redeemable  
     securities of subsidiaries holding  
     solely parent company debentures  
 Other preferred securities

-----  
 Total preferred securities of subsidiaries  
 -----

Common stock  
 Additional paid-in capital  
 Accumulated other comprehensive income (loss)  
 Retained earnings

7,

-----  
 Total common shareholders' equity  
 -----

7,

Total liabilities and shareholders' equity

\$8,

=====

495

EME Eastern Holdings Co. and Subsidiaries [Tier 5]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

EME Eastern  
 Holdings Co.

Consolidating  
 Adjustments

-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY  
 -----

Short-term debt  
 Long-term debt classified as due within one year

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Preferred stock to be redeemed within one year		
Accounts payable		(\$487)
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		
-----		
Total current liabilities		(487)
-----		
Long-term debt		100
-----		
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
-----		
Total deferred credits and other liabilities		
-----		
Minority Interest		
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries		
-----		
Common stock		
Additional paid-in capital	6,697	\$1,
Accumulated other comprehensive income (loss)		
Retained earnings	1,846	(
-----		
Total common shareholders' equity	8,543	
-----		
Total liabilities and shareholders' equity	\$8,156	\$
=====		

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EME Eastern Holdings Co. and Subsidiaries [Tier 5]

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Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Athens Funding, L.L.C.	Citizens Pow Holdings One
-----	-----	-----
-----	-----	-----
Electric utility		
Nonutility power generation		\$
Financial services and other		
-----	-----	-----
Total operating revenue		
-----	-----	-----
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Depreciation, decommissioning and amortization		
Property and other taxes		
Net gain on sale of utility plant		
-----	-----	-----
Total operating expenses		
-----	-----	-----
Operating income (loss)		
Interest and dividend income		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
-----	-----	-----
Income (loss) from continuing operations before taxes		
Income taxes (benefit)		
-----	-----	-----
Income (loss) from continuing operations		
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----	-----	-----
Net income (loss)		
-----	-----	-----
Retained earnings - beginning of year		
Dividends declared on common stock		(
Dividends declared on preferred stock		
-----	-----	-----
Retained earnings - end of year		
=====	=====	=====

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EME Eastern Holdings Co. and Subsidiaries [Tier 5]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	EME Eastern Holdings Co.	Consolidatin Adjustments
Electric utility		
Nonutility power generation		
Financial services and other		
Total operating revenue		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Depreciation, decommissioning and amortization		
Property and other taxes		
Net gain on sale of utility plant		
Total operating expenses		
Operating income (loss)		
Interest and dividend income		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
Income (loss) from continuing operations before taxes		
Income taxes (benefit)		
Income (loss) from continuing operations		
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
Net income (loss)		
Retained earnings - beginning of year	\$445	
Dividends declared on common stock	1,401	
Dividends declared on preferred stock		

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Retained earnings - end of year \$1,846

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Hanover Energy Company and Subsidiaries [Tier 5]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Chickahominy River Energy Corp.	Hanover Energy Company
ASSETS		
Cash and equivalents	\$35	
Receivables - net	133	
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
Total current assets	168	
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	7,332	\$2,
Investments in leveraged leases		
Other investments		
Total investment and other assets	7,332	2,
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
Total utility plant		

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Regulatory assets - net  
Other deferred charges

Total deferred charges

Total assets \$7,500 \$2,

499

Hanover Energy Company and Subsidiaries [Tier 5]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

Hanover Energy  
Company  
Consolidated

ASSETS

Cash and equivalents	\$35
Receivables - net	133
Fuel inventory	
Materials and supplies, at average cost	
Accumulated deferred income taxes - net	
Trading and price risk management assets	
Prepayments and other current assets	

Total current assets 168

Nonutility property - net	
Nuclear decommissioning trusts	
Investments in partnerships and unconsolidated subsidiaries	7,332
Investments in leveraged leases	
Other investments	

Total investment and other assets 7,332

Utility plant, at original cost:  
Transmission and distribution  
Generation  
Accumulated provision for depreciation

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and decommissioning  
 Construction work in progress  
 Nuclear fuel, at amortized cost

-----  
 Total utility plant  
 -----

Regulatory assets - net  
 Other deferred charges  
 -----

Total deferred charges  
 -----

Total assets \$7,500  
 =====

500

Hanover Energy Company and Subsidiaries [Tier 5]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Chickahominy River  
 Energy Corp.      Hanover Energy  
 Company

-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY  
 -----

Short-term debt  
 Long-term debt classified as due within one year  
 Preferred stock to be redeemed within one year  
 Accounts payable \$734  
 Accrued taxes  
 Regulatory liabilities - net  
 Trading and price risk management liabilities  
 Other current liabilities  
 -----

Total current liabilities 734  
 -----

Long-term debt  
 -----

Accumulated deferred income taxes - net 5,779  
 Accumulated deferred investment tax credits  
 Customer advances and other deferred credits  
 Power-purchase contracts  
 Accumulated provision for pension and benefits  
 Other long-term liabilities

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-----  
 Total deferred credits and other liabilities 5,779  
 -----

Minority Interest  
 -----

Preferred stock of utility:  
     Not subject to mandatory redemption  
     Subject to mandatory redemption  
 Company-obligated mandatorily redeemable  
     securities of subsidiaries holding  
     solely parent company debentures  
 Other preferred securities  
 -----

Total preferred securities of subsidiaries  
 -----

Common stock		
Additional paid-in capital	3,708	\$3,
Accumulated other comprehensive income (loss)	(1,813)	
Retained earnings	(908)	(

-----  
 Total common shareholders' equity 987 2,  
 -----

Total liabilities and shareholders' equity \$7,500 \$2,  
 =====

501

Hanover Energy Company and Subsidiaries [Tier 5]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Hanover Energy  
 Company  
 Consolidated  
 -----

LIABILITIES AND SHAREHOLDERS' EQUITY  
 -----

Short-term debt	
Long-term debt classified as due within one year	
Preferred stock to be redeemed within one year	
Accounts payable	\$734
Accrued taxes	



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Regulatory liabilities - net	
Trading and price risk management liabilities	
Other current liabilities	
-----	
Total current liabilities	734
-----	
Long-term debt	
-----	
Accumulated deferred income taxes - net	5,779
Accumulated deferred investment tax credits	
Customer advances and other deferred credits	
Power-purchase contracts	
Accumulated provision for pension and benefits	
Other long-term liabilities	
-----	
Total deferred credits and other liabilities	5,779
-----	
Minority Interest	
-----	
Preferred stock of utility:	
Not subject to mandatory redemption	
Subject to mandatory redemption	
Company-obligated mandatorily redeemable	
securities of subsidiaries holding	
solely parent company debentures	
Other preferred securities	
-----	
Total preferred securities of subsidiaries	
-----	
Common stock	
Additional paid-in capital	3,398
Accumulated other comprehensive income (loss)	(1,813)
Retained earnings	(598)
-----	
Total common shareholders' equity	987
-----	
Total liabilities and shareholders' equity	\$7,500
=====	

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Hanover Energy Company and Subsidiaries [Tier 5]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

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	Chickahominy River Energy Corp.	Hanover Ener Company
Electric utility		
Nonutility power generation	\$1,989	
Financial services and other		
Total operating revenue	1,989	
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	1,487	
Depreciation, decommissioning and amortization	126	
Property and other taxes		
Net gain on sale of utility plant		
Total operating expenses	1,613	
Operating income (loss)	376	
Interest and dividend income		
Other nonoperating income	2	
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
Income (loss) from continuing operations before taxes	378	
Income taxes (benefit)	753	
Income (loss) from continuing operations	(375)	
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
Net income (loss)	(375)	
Retained earnings - beginning of year	326	\$
Dividends declared on common stock	(859)	(
Dividends declared on preferred stock		
Retained earnings - end of year	(\$908)	

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Hanover Energy Company and Subsidiaries [Tier 5]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Hanover Energy Company Consolidated
Electric utility	
Nonutility power generation	\$1,989
Financial services and other	
<b>Total operating revenue</b>	<b>1,989</b>
Fuel	
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	1,487
Depreciation, decommissioning and amortization	126
Property and other taxes	
Net gain on sale of utility plant	
<b>Total operating expenses</b>	<b>1,613</b>
Operating income (loss)	376
Interest and dividend income	
Other nonoperating income	2
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Dividends on preferred securities	
Dividends on utility preferred stock	
<b>Income (loss) from continuing operations before taxes</b>	<b>378</b>
Income taxes (benefit)	753
<b>Income (loss) from continuing operations</b>	<b>(375)</b>
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)	
Income taxes (benefit) on discontinued operations	
<b>Net income (loss)</b>	<b>(375)</b>
Retained earnings - beginning of year	637
Dividends declared on common stock	(860)
Dividends declared on preferred stock	
<b>Retained earnings - end of year</b>	<b>(\$598)</b>

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Majestic Energy Limited and Subsidiaries [Tier 5]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Majestic Energy Limited	EME Royale Lim
<hr/>		
ASSETS		
<hr/>		
Cash and equivalents		
Receivables - net		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
<hr/>		
Total current assets		
<hr/>		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	\$286,157	\$106,
Investments in leveraged leases		
Other investments		
<hr/>		
Total investment and other assets	286,157	106,
<hr/>		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
<hr/>		
Total utility plant		
<hr/>		

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Regulatory assets - net  
Other deferred charges

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

Total assets \$286,157 \$106,  
=====

505

Majestic Energy Limited and Subsidiaries [Tier 5]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

	Consolidating Adjustments	Majestic Energy Limited Consolidated
-----		
ASSETS		
-----		
Cash and equivalents		\$
Receivables - net	(\$1)	
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
-----		
Total current assets	(1)	
-----		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	(392,697)	
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets	(392,697)	
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		

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Nuclear fuel, at amortized cost

Total utility plant

Regulatory assets - net  
Other deferred charges

Total deferred charges

Total assets (\$392,698)

506

Majestic Energy Limited and Subsidiaries [Tier 5]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

Majestic Energy  
Limited

EME Royale Lim

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt

Long-term debt classified as due within one year

Preferred stock to be redeemed within one year

Accounts payable

\$122

\$1,

Accrued taxes

(

Regulatory liabilities - net

Trading and price risk management liabilities

Other current liabilities

62

Total current liabilities

184

Long-term debt

Accumulated deferred income taxes - net

Accumulated deferred investment tax credits

Customer advances and other deferred credits

Power-purchase contracts

Accumulated provision for pension and benefits

Other long-term liabilities

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Total deferred credits and other liabilities

Minority Interest

Preferred stock of utility:

Not subject to mandatory redemption

Subject to mandatory redemption

Company-obligated mandatorily redeemable

securities of subsidiaries holding

solely parent company debentures

Other preferred securities

Total preferred securities of subsidiaries

Common stock	304,894	304,
Additional paid-in capital		
Accumulated other comprehensive income (loss)	2,497	8,
Retained earnings	(21,418)	(208,
<hr/>		
Total common shareholders' equity	285,973	105,
<hr/>		
Total liabilities and shareholders' equity	\$286,157	\$106,
<hr/>		

507

Majestic Energy Limited and Subsidiaries [Tier 5]

Consolidating Balance Sheet

December 31, 2001

(In thousands)

	Consolidating Adjustments	Majestic Energy Limited Consolidated
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		\$1,
Accrued taxes		2,
Regulatory liabilities - net		

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Trading and price risk management liabilities

Other current liabilities

-----  
Total current liabilities

3,

-----  
Long-term debt

-----  
Accumulated deferred income taxes - net

Accumulated deferred investment tax credits

Customer advances and other deferred credits

Power-purchase contracts

Accumulated provision for pension and benefits

Other long-term liabilities

-----  
Total deferred credits and other liabilities

-----  
Minority Interest

-----  
Preferred stock of utility:

Not subject to mandatory redemption

Subject to mandatory redemption

Company-obligated mandatorily redeemable

securities of subsidiaries holding

solely parent company debentures

Other preferred securities

-----  
Total preferred securities of subsidiaries

-----  
Common stock

(\$607,712)

304,

Additional paid-in capital

Accumulated other comprehensive income (loss)

(10,537)

Retained earnings

225,551

(308,

-----  
Total common shareholders' equity

(392,698)

(3,

-----  
Total liabilities and shareholders' equity

(\$392,698)

=\$

508

Majestic Energy Limited and Subsidiaries [Tier 5]

Consolidating Statements of Income and Retained Earnings

For the Year Ended December 31, 2001

(In thousands)



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	Majestic Energy Limited	EME Royale L
-----	-----	-----
-----	-----	-----
Electric utility		
Nonutility power generation		(\$
Financial services and other		
-----	-----	-----
Total operating revenue		(
-----	-----	-----
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	\$184	
Depreciation, decommissioning and amortization		
Property and other taxes		
Net gain on sale of utility plant		
-----	-----	-----
Total operating expenses	184	
-----	-----	-----
Operating income (loss)	(184)	(
Interest and dividend income		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
-----	-----	-----
Income (loss) from continuing operations before taxes	(184)	(
Income taxes (benefit)		
-----	-----	-----
Income (loss) from continuing operations	(184)	(
Loss from discontinued operations		(
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----	-----	-----
Net income (loss)	(184)	(
-----	-----	-----
Retained earnings - beginning of year		(2
Dividends declared on common stock	(21,234)	(17
Dividends declared on preferred stock		
-----	-----	-----
Retained earnings - end of year	(\$21,418)	(\$20
=====	=====	=====

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Majestic Energy Limited and Subsidiaries [Tier 5]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Consolidating Adjustments	Majestic Energy Limited Consolidated
Electric utility		
Nonutility power generation	\$6,876	
Financial services and other		
<b>Total operating revenue</b>	<b>6,876</b>	
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Depreciation, decommissioning and amortization		
Property and other taxes		
Net gain on sale of utility plant		
<b>Total operating expenses</b>		
Operating income (loss)	6,876	
Interest and dividend income		
Other nonoperating income		
Interest expense - net of amounts capitalized		(
Other nonoperating deductions		(
Dividends on preferred securities		
Dividends on utility preferred stock		
<b>Income (loss) from continuing operations before taxes</b>	<b>6,876</b>	<b>(</b>
Income taxes (benefit)		
<b>Income (loss) from continuing operations</b>	<b>6,876</b>	<b>(</b>
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
<b>Net income (loss)</b>	<b>6,876</b>	<b>(</b>
Retained earnings - beginning of year	42,696	(28
Dividends declared on common stock	175,979	(2
Dividends declared on preferred stock		
<b>Retained earnings - end of year</b>	<b>\$225,551</b>	<b>(\$30</b>

510

Midwest Generation EME, LLC and Subsidiaries [Tier 5]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Midwest Generation EME, LLC	Collins Holding EME, LLC
<hr/>		
ASSETS		
<hr/>		
Cash and equivalents	\$96	
Receivables - net	261	
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets	37	
<hr/>		
Total current assets	394	
<hr/>		
Nonutility property - net	6,366	
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	2,419,236	
Investments in leveraged leases		
Other investments		
<hr/>		
Total investment and other assets	2,425,602	
<hr/>		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
<hr/>		
Total utility plant		
<hr/>		

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Regulatory assets - net  
Other deferred charges

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

Total assets \$2,425,996  
=====

511

Midwest Generation EME, LLC and Subsidiaries [Tier 5]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

	Edison Mission Energy Fuel Services, LLC [6]	Edison Mission Overseas Co. [
--	--	----------------------------------

-----  
ASSETS  
-----

Cash and equivalents  
Receivables - net  
Fuel inventory  
Materials and supplies, at average cost  
Accumulated deferred income taxes - net  
Trading and price risk management assets  
Prepayments and other current assets

-----  
Total current assets  
-----

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

-----  
Total investment and other assets  
-----

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

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Nuclear fuel, at amortized cost

Total utility plant

Regulatory assets - net  
Other deferred charges

Total deferred charges

Total assets

512

Midwest Generation EME, LLC and Subsidiaries [Tier 5]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

	Midwest Generation LLC [6]	Consolidating Adjustments
<b>ASSETS</b>		
Cash and equivalents	\$52,635	
Receivables - net	70,982	
Fuel inventory	80,042	
Materials and supplies, at average cost	17,718	
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets	7,793	
<b>Total current assets</b>	<b>229,170</b>	
Nonutility property - net	4,654,347	(\$807,
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		(6,387,
Investments in leveraged leases		
Other investments		
<b>Total investment and other assets</b>	<b>4,654,347</b>	<b>(7,195,</b>

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

-----  
 Total utility plant  
 -----

Regulatory assets - net  
 Other deferred charges  
 -----

Total deferred charges  
 -----

Total assets \$4,883,517 (\$7,195,)  
 =====

513

Midwest Generation EME, LLC and Subsidiaries [Tier 5]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Midwest Generation  
 EME, LLC Collins Holdin  
 EME, LLC

-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY  
 -----

Short-term debt  
 Long-term debt classified as due within one year  
 Preferred stock to be redeemed within one year  
 Accounts payable (\$5,050)  
 Accrued taxes  
 Regulatory liabilities - net  
 Trading and price risk management liabilities  
 Other current liabilities 138  
 -----

Total current liabilities (4,912)  
 -----

Long-term debt  
 -----

Accumulated deferred income taxes - net 340

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Accumulated deferred investment tax credits	
Customer advances and other deferred credits	
Power-purchase contracts	
Accumulated provision for pension and benefits	
Other long-term liabilities	
-----	
Total deferred credits and other liabilities	340
-----	
Minority Interest	
-----	
Preferred stock of utility:	
Not subject to mandatory redemption	
Subject to mandatory redemption	
Company-obligated mandatorily redeemable	
securities of subsidiaries holding	
solely parent company debentures	
Other preferred securities	
-----	
Total preferred securities of subsidiaries	
-----	
Common stock	
Additional paid-in capital	2,456,512
Accumulated other comprehensive income (loss)	
Retained earnings	(25,944)
-----	
Total common shareholders' equity	2,430,568
-----	
Total liabilities and shareholders' equity	\$2,425,996
=====	

514

Midwest Generation EME, LLC and Subsidiaries [Tier 5]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Edison Mission  
 Energy Fuel  
 Services, LLC [6]

Edison Mission  
 Overseas Co. [

-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY  
 -----

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Short-term debt	
Long-term debt classified as due within one year	
Preferred stock to be redeemed within one year	
Accounts payable	(\$3,500,
Accrued taxes	
Regulatory liabilities - net	
Trading and price risk management liabilities	
Other current liabilities	
-----	-----
Total current liabilities	(3,500,
-----	-----
Long-term debt	
-----	-----
Accumulated deferred income taxes - net	(4,
Accumulated deferred investment tax credits	
Customer advances and other deferred credits	
Power-purchase contracts	
Accumulated provision for pension and benefits	
Other long-term liabilities	
-----	-----
Total deferred credits and other liabilities	(4,
-----	-----
Minority Interest	
-----	-----
Preferred stock of utility:	
Not subject to mandatory redemption	
Subject to mandatory redemption	
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures	
Other preferred securities	
-----	-----
Total preferred securities of subsidiaries	
-----	-----
Common stock	
Additional paid-in capital	3,468,
Accumulated other comprehensive income (loss)	
Retained earnings	35,
-----	-----
Total common shareholders' equity	3,504,
-----	-----
Total liabilities and shareholders' equity	=====



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Midwest Generation EME, LLC and Subsidiaries [Tier 5]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Midwest Generation LLC [6]	Consolidating Adjustments
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	\$1,832,397	
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities	8,401	
Other current liabilities	150,681	(\$13,000)
-----		
Total current liabilities	1,991,479	(13,000)
-----		
Long-term debt	2,188,821	(860,000)
-----		
Accumulated deferred income taxes - net	56,875	27,000
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities	182,809	
-----		
Total deferred credits and other liabilities	239,684	27,000
-----		
Minority Interest		
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries		
-----		
Common stock		
Additional paid-in capital	650,000	(6,544,000)
Accumulated other comprehensive income (loss)		

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Retained earnings	(186,467)	194,
-----		
Total common shareholders' equity	463,533	(6,349,
-----		
Total liabilities and shareholders' equity	\$4,883,517	(\$7,195,
=====		

516

Midwest Generation EME, LLC and Subsidiaries [Tier 5]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Midwest Generation EME, LLC	Collins Hold EME, LLC
-----		
-----		
Electric utility		
Nonutility power generation		
Financial services and other		
-----		
Total operating revenue		
-----		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	\$15,906	\$3
Depreciation, decommissioning and amortization	1,873	
Property and other taxes		
Net gain on sale of utility plant		
-----		
Total operating expenses	17,779	3
-----		
Operating income (loss)	(17,779)	(3
Interest and dividend income	(576)	
Other nonoperating income		3
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
-----		
Income (loss) from continuing operations before taxes	(18,355)	
Income taxes (benefit)	7,056	

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Income (loss) from continuing operations	(11,299)
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)	
Income taxes (benefit) on discontinued operations	
Net income (loss)	(11,299)
Retained earnings - beginning of year	(17,025)
Dividends declared on common stock	2,380
Dividends declared on preferred stock	
Retained earnings - end of year	(\$25,944)

517

Midwest Generation EME, LLC and Subsidiaries [Tier 5]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Edison Mission Energy Fuel Services, LLC [6]	Edison Missi Overseas Co.
Electric utility		
Nonutility power generation		
Financial services and other		
Total operating revenue		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Depreciation, decommissioning and amortization		
Property and other taxes		
Net gain on sale of utility plant		
Total operating expenses		
Operating income (loss)		
Interest and dividend income		\$25
Other nonoperating income		

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Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
-----		
Income (loss) from continuing operations before taxes		25
Income taxes (benefit)		9
-----		
Income (loss) from continuing operations		15
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----		
Net income (loss)		15
-----		
Retained earnings - beginning of year		17
Dividends declared on common stock		(29)
Dividends declared on preferred stock		
-----		
Retained earnings - end of year		\$3
=====		

518

Midwest Generation EME, LLC and Subsidiaries [Tier 5]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Midwest Generation LLC [6]	Consolidating Adjustments
-----		
-----		
Electric utility		
Nonutility power generation	\$1,068,695	
Financial services and other		
-----		
Total operating revenue	1,068,695	
-----		
Fuel	365,638	
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	413,807	\$
Depreciation, decommissioning and amortization	166,718	(2
Property and other taxes		

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Net gain on sale of utility plant		
Total operating expenses	946,163	(2)
Operating income (loss)	122,532	2
Interest and dividend income	(125,669)	
Other nonoperating income	(1,194)	(3)
Interest expense - net of amounts capitalized	(131,419)	4
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
Income (loss) from continuing operations before taxes	(135,750)	3
Income taxes (benefit)	49,383	1
Income (loss) from continuing operations	(86,367)	1
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
Net income (loss)	(86,367)	1
Retained earnings - beginning of year	(100,102)	(4)
Dividends declared on common stock	2	22
Dividends declared on preferred stock		
Retained earnings - end of year	(\$186,467)	\$19

519

Mission Del Cielo, Inc. and Subsidiaries [Tier 5]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Mission Del Cielo Inc.	Mission Del So
ASSETS		
Cash and equivalents		\$
Receivables - net		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		

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Trading and price risk management assets  
 Prepayments and other current assets

-----  
 Total current assets  
 -----

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

\$99,269

104,

-----  
 Total investment and other assets  
 -----

99,269

104,

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

-----  
 Total utility plant  
 -----

Regulatory assets - net  
 Other deferred charges

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

-----  
 Total assets  
 =====

\$99,269

\$105,  
 =====

520

Mission Del Cielo, Inc. and Subsidiaries [Tier 5]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Mission De Las  
 Estrellas LLC [7]

Consolidating  
 Adjustments

-----  
 ASSETS  
 -----

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Cash and equivalents	\$30	(\$
Receivables - net		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
-----		
Total current assets	30	(
-----		
Nonutility property - net	(30)	(84,
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		(263,
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets	(\$30)	(348,
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Regulatory assets - net		
Other deferred charges		
-----		
Total deferred charges		
-----		
Total assets		(\$348,
=====		

521

Mission Del Cielo, Inc. and Subsidiaries [Tier 5]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Mission Del Cielo      Mission Del So  
 Inc.

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-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY  
 -----

Short-term debt  
 Long-term debt classified as due within one year  
 Preferred stock to be redeemed within one year  
 Accounts payable \$5,  
 Accrued taxes  
 Regulatory liabilities - net  
 Trading and price risk management liabilities  
 Other current liabilities

-----  
 Total current liabilities 5,  
 -----

Long-term debt

-----  
 Accumulated deferred income taxes - net 1,  
 Accumulated deferred investment tax credits  
 Customer advances and other deferred credits  
 Power-purchase contracts  
 Accumulated provision for pension and benefits  
 Other long-term liabilities

-----  
 Total deferred credits and other liabilities 1,  
 -----

Minority Interest

-----  
 Preferred stock of utility:  
   Not subject to mandatory redemption  
   Subject to mandatory redemption  
 Company-obligated mandatorily redeemable  
   securities of subsidiaries holding  
   solely parent company debentures  
 Other preferred securities

-----  
 Total preferred securities of subsidiaries  
 -----

Common stock \$1  
 Additional paid-in capital 90,875 90,  
 Accumulated other comprehensive income (loss)  
 Retained earnings 8,393 8,  
 -----

-----  
 Total common shareholders' equity 99,269 99,  
 -----

-----  
 Total liabilities and shareholders' equity \$99,269 \$105,  
 =====



522

Mission Del Cielo, Inc. and Subsidiaries [Tier 5]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Mission De Las Estrellas, LLC [7]	Consolidating Adjustments
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		\$79,
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		
<hr/>		
Total current liabilities		79,
<hr/>		
Long-term debt		
<hr/>		
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
<hr/>		
Total deferred credits and other liabilities		
<hr/>		
Minority Interest		
<hr/>		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable		
securities of subsidiaries holding		
solely parent company debentures		
Other preferred securities		
<hr/>		
Total preferred securities of subsidiaries		
<hr/>		

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Common stock	
Additional paid-in capital	(419,
Accumulated other comprehensive income (loss)	
Retained earnings	(8,
-----	
Total common shareholders' equity	(428,
-----	
Total liabilities and shareholders' equity	(\$348,
=====	

523

Mission Del Cielo, Inc. and Subsidiaries [Tier 5]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Mission Del Cielo Inc.	Mission Del
-----		
-----		
Electric utility		
Nonutility power generation		\$1
Financial services and other		
-----		
Total operating revenue		1
-----		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Depreciation, decommissioning and amortization		
Property and other taxes		
Net gain on sale of utility plant		
-----		
Total operating expenses		
-----		
Operating income (loss)		1
Interest and dividend income		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
-----		

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Income (loss) from continuing operations before taxes		1
Income taxes (benefit)		
-----		
Income (loss) from continuing operations		
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----		
Net income (loss)		
-----		
Retained earnings - beginning of year		
Dividends declared on common stock	\$8,393	
Dividends declared on preferred stock		
-----		
Retained earnings - end of year	\$8,393	\$
=====		

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Mission Del Cielo, Inc. and Subsidiaries [Tier 5]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Mission De Las Estrellas, LLC [7]	Consolidating Adjustments
-----		
-----		
Electric utility		
Nonutility power generation		
Financial services and other		
-----		
Total operating revenue		
-----		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Depreciation, decommissioning and amortization		
Property and other taxes		
Net gain on sale of utility plant		
-----		
Total operating expenses		
-----		
Operating income (loss)		

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Interest and dividend income  
 Other nonoperating income  
 Interest expense - net of amounts capitalized  
 Other nonoperating deductions  
 Dividends on preferred securities  
 Dividends on utility preferred stock

-----  
 Income (loss) from continuing operations before taxes  
 Income taxes (benefit)

-----  
 Income (loss) from continuing operations  
 Loss from discontinued operations  
 (including loss on disposal of \$1,309, net of tax)  
 Income taxes (benefit) on discontinued operations

-----  
 Net income (loss)

-----  
 Retained earnings - beginning of year  
 Dividends declared on common stock  
 Dividends declared on preferred stock

-----  
 Retained earnings - end of year  
 =====

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Mission Energy Holdings International, Inc. and Subsidiaries [Tier 5]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

EME Investments,  
 LLC

EME Southwest  
 Power Corporat

-----  
 ASSETS

-----  
 Cash and equivalents  
 Receivables - net  
 Fuel inventory  
 Materials and supplies, at average cost  
 Accumulated deferred income taxes - net  
 Trading and price risk management assets  
 Prepayments and other current assets

-----  
 Total current assets  
 -----

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Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		\$386,
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets		386,
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Regulatory assets - net		
Other deferred charges		
-----		
Total deferred charges		
-----		
Total assets		\$386,
=====		

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Mission Energy Holdings International, Inc. and Subsidiaries [Tier 5]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

	MEC International B.V. Consolidated	Mission Energy Holdings International,
-----		
ASSETS		
-----		
Cash and equivalents	\$161,501	
Receivables - net	172,532	
Fuel inventory	5,331	
Materials and supplies, at average cost	16,839	
Accumulated deferred income taxes - net		

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Trading and price risk management assets	52,488	
Prepayments and other current assets	13,798	
-----		
Total current assets	422,489	
-----		
Nonutility property - net	3,237,542	
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	757,571	\$767,
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets	3,995,113	767,
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Regulatory assets - net		
Other deferred charges	682,141	
-----		
Total deferred charges	682,141	
-----		
Total assets	\$5,099,743	\$767,
=====		

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Mission Energy Holdings International, Inc. and Subsidiaries [Tier 5]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

Mission Energy  
Holdings  
International,  
Inc. Consolidated

-----  
ASSETS  
-----

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Cash and equivalents	\$161,501
Receivables - net	172,532
Fuel inventory	5,331
Materials and supplies, at average cost	16,839
Accumulated deferred income taxes - net	
Trading and price risk management assets	52,488
Prepayments and other current assets	13,798
-----	
Total current assets	422,489
-----	
Nonutility property - net	3,237,542
Nuclear decommissioning trusts	
Investments in partnerships and unconsolidated subsidiaries	1,259,081
Investments in leveraged leases	
Other investments	
-----	
Total investment and other assets	4,496,623
-----	
Utility plant, at original cost:	
Transmission and distribution	
Generation	
Accumulated provision for depreciation and decommissioning	
Construction work in progress	
Nuclear fuel, at amortized cost	
-----	
Total utility plant	
-----	
Regulatory assets - net	
Other deferred charges	682,141
-----	
Total deferred charges	682,141
-----	
Total assets	\$5,601,253
=====	

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Mission Energy Holdings International, Inc. and Subsidiaries [Tier 5]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

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	EME Investments, LLC	EME Southwest Power Corporat
<hr/> <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b> <hr/>		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		\$
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		
<hr/>		
Total current liabilities		
<hr/>		
Long-term debt		
<hr/>		
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
<hr/>		
Total deferred credits and other liabilities		
<hr/>		
Minority Interest		
<hr/>		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
<hr/>		
Total preferred securities of subsidiaries		
<hr/>		
Common stock		
Additional paid-in capital		384,
Accumulated other comprehensive income (loss)		
Retained earnings		1,
<hr/>		
Total common shareholders' equity		385,
<hr/>		
Total liabilities and shareholders' equity		\$386,
<hr/>		



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Mission Energy Holdings International, Inc. and Subsidiaries [Tier 5]  
 Consolidating Balance Sheet  
 December 31, 2001 (In thousands)

	MEC International B.V. Consolidated	Mission Energy Holdings International,
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt	\$88,241	
Long-term debt classified as due within one year	45,835	
Preferred stock to be redeemed within one year		
Accounts payable	413,769	(\$175,
Accrued taxes	(9,616)	
Regulatory liabilities - net		
Trading and price risk management liabilities	7,532	
Other current liabilities	82,654	
<hr/>		
Total current liabilities	628,415	(175,
<hr/>		
Long-term debt	2,119,257	
<hr/>		
Accumulated deferred income taxes - net	323,631	1,
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities	494,775	
<hr/>		
Total deferred credits and other liabilities	818,406	1,
<hr/>		
Minority Interest	493,234	
<hr/>		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption	103,950	
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
<hr/>		

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Total preferred securities of subsidiaries	103,950	
-----		
Common stock	75,028	
Additional paid-in capital	1,775,745	1,709,
Accumulated other comprehensive income (loss)	(300,385)	
Retained earnings	(613,907)	(767,
-----		
Total common shareholders' equity	936,481	941,
-----		
Total liabilities and shareholders' equity	\$5,099,743	\$767,
=====		

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Mission Energy Holdings International, Inc. and Subsidiaries [Tier 5]  
 Consolidating Balance Sheet  
 December 31, 2001 (In thousands)

	Mission Energy Holdings Intern'l, Inc. Consolidated
-----	
LIABILITIES AND SHAREHOLDERS' EQUITY	
-----	
Short-term debt	\$88,241
Long-term debt classified as due within one year	45,835
Preferred stock to be redeemed within one year	
Accounts payable	143,999
Accrued taxes	(9,616)
Regulatory liabilities - net	
Trading and price risk management liabilities	7,532
Other current liabilities	82,654
-----	
Total current liabilities	358,645
-----	
Long-term debt	2,119,257
-----	
Accumulated deferred income taxes - net	325,476
Accumulated deferred investment tax credits	
Customer advances and other deferred credits	
Power-purchase contracts	
Accumulated provision for pension and benefits	
Other long-term liabilities	494,775
-----	

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Total deferred credits and other liabilities	820,251
-----	
Minority Interest	493,234
-----	
Preferred stock of utility:	
Not subject to mandatory redemption	
Subject to mandatory redemption	103,950
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures	
Other preferred securities	
-----	
Total preferred securities of subsidiaries	103,950
-----	
Common stock	133,131
Additional paid-in capital	3,375,090
Accumulated other comprehensive income (loss)	(300,385)
Retained earnings	(1,501,920)
-----	
Total common shareholders' equity	1,705,916
-----	
Total liabilities and shareholders' equity	\$5,601,253
=====	

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Mission Energy Holdings International, Inc. and Subsidiaries [Tier 5]  
Consolidating Statements of Income and Retained Earnings  
For the Year Ended December 31, 2001  
(In thousands)

	EME Investments, LLC	EME Southwes Power Corpor
-----		
-----		
Electric utility		
Nonutility power generation		
Financial services and other		
-----		
Total operating revenue		
-----		

Fuel

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Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Depreciation, decommissioning and amortization		
Property and other taxes		
Net gain on sale of utility plant		
-----		
Total operating expenses		
-----		
Operating income (loss)		
Interest and dividend income		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
-----		
Income (loss) from continuing operations before taxes		
Income taxes (benefit)		
-----		
Income (loss) from continuing operations		
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----		
Net income (loss)		
-----		
Retained earnings - beginning of year		\$
Dividends declared on common stock		
Dividends declared on preferred stock		
-----		
Retained earnings - end of year		\$
=====		

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Mission Energy Holdings International, Inc. and Subsidiaries [Tier 5]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

MEC International B.V. Consolidated	Mission Ener Holdings Internationa
-----	-----
-----	-----

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Electric utility		
Nonutility power generation	\$973,772	
Financial services and other		
-----		
Total operating revenue	973,772	
-----		
Fuel	382,396	
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	226,283	
Depreciation, decommissioning and amortization	104,041	
Property and other taxes	188	
Net gain on sale of utility plant		
-----		
Total operating expenses	712,908	
-----		
Operating income (loss)	360,864	
Interest and dividend income	12,655	
Other nonoperating income	26,011	
Interest expense - net of amounts capitalized	(217,919)	
Other nonoperating deductions	(34,291)	
Dividends on preferred securities	(8,014)	
Dividends on utility preferred stock		
-----		
Income (loss) from continuing operations before taxes	39,306	
Income taxes (benefit)	(29,052)	1
-----		
Income (loss) from continuing operations	(10,254)	(15)
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)	(1,921,401)	
Income taxes (benefit) on discontinued operations	(745,086)	
-----		
Net income (loss)	(1,166,061)	(1)
-----		
Retained earnings - beginning of year	552,155	41
Dividends declared on common stock	(1)	(1,16)
Dividends declared on preferred stock		
-----		
Retained earnings - end of year	(\$613,907)	(\$76)
=====		

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Mission Energy Holdings International, Inc. and Subsidiaries [Tier 5]  
Consolidating Statements of Income and Retained Earnings  
For the Year Ended December 31, 2001  
(In thousands)

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Mission Energy  
Holdings  
International,  
Inc. Consolidated

Electric utility	
Nonutility power generation	\$973,772
Financial services and other	
<b>Total operating revenue</b>	<b>973,772</b>
Fuel	382,306
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	226,283
Depreciation, decommissioning and amortization	104,041
Property and other taxes	188
Net gain on sale of utility plant	
<b>Total operating expenses</b>	<b>712,908</b>
Operating income (loss)	260,864
Interest and dividend income	12,813
Other nonoperating income	26,011
Interest expense - net of amounts capitalized	(217,919)
Other nonoperating deductions	(34,291)
Dividends on preferred securities	(8,014)
Dividends on utility preferred stock	
Income (loss) from continuing operations before taxes	(39,464)
Income taxes (benefit)	(44,944)
Income (loss) from continuing operations	(5,480)
Loss from discontinued operations	
(including loss on disposal of \$1,309, net of tax)	(1,921,401)
Income taxes (benefit) on discontinued operations	745,086
<b>Net income (loss)</b>	<b>(1,181,795)</b>
Retained earnings - beginning of year	552,155
Dividends declared on common stock	(872,280)
Dividends declared on preferred stock	
<b>Retained earnings - end of year</b>	<b>(\$1,501,920)</b>

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Mission Energy Wales Company and Subsidiaries [Tier 5]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Mission Hydro Limited Partnership Consolidated	Mission Energy Wales Company
-----		
ASSETS		
-----		
Cash and equivalents	\$22,221	\$
Receivables - net	39,060	
Fuel inventory		
Materials and supplies, at average cost	13,090	
Accumulated deferred income taxes - net		
Trading and price risk management assets	(53,645)	
Prepayments and other current assets	5,695	
-----		
Total current assets	26,421	
-----		
Nonutility property - net	1,544,824	
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	(438,786)	16,
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets	1,106,038	16,
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Regulatory assets - net		
Other deferred charges	281,076	1,
-----		
Total deferred charges	281,076	1,
-----		
Total assets	\$1,413,535	\$18,

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Mission Energy Wales Company and Subsidiaries [Tier 5]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Mission Energy Wales Company Consolidated
<hr/>	
ASSETS	
<hr/>	
Cash and equivalents	\$22,342
Receivables - net	39,060
Fuel inventory	
Materials and supplies, at average cost	13,090
Accumulated deferred income taxes - net	
Trading and price risk management assets	(53,645)
Prepayments and other current assets	5,695
<hr/>	
Total current assets	26,542
<hr/>	
Nonutility property - net	1,544,824
Nuclear decommissioning trusts	
Investments in partnerships and unconsolidated subsidiaries	(389,391)
Investments in leveraged leases	
Other investments	
<hr/>	
Total investment and other assets	1,155,433
<hr/>	
Utility plant, at original cost:	
Transmission and distribution	
Generation	
Accumulated provision for depreciation and decommissioning	
Construction work in progress	
Nuclear fuel, at amortized cost	
<hr/>	
Total utility plant	
<hr/>	
Regulatory assets - net	



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Other deferred charges	282,826
-----	
Total deferred charges	282,826
-----	
Total assets	\$1,464,801
=====	

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Mission Energy Wales Company and Subsidiaries [Tier 5]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Mission Hydro Limited Partnership Consolidated	Mission Energy Wales Company
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt		
Long-term debt classified as due within one year	\$3,215	
Preferred stock to be redeemed within one year		
Accounts payable	(57,582)	(\$347,
Accrued taxes	(11,547)	5,
Regulatory liabilities - net		
Trading and price risk management liabilities	643	
Other current liabilities	57,603	
-----		
Total current liabilities	(7,668)	(342,
-----		
Long-term debt	1,043,546	
-----		
Accumulated deferred income taxes - net	260,579	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits	117,283	
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities	666	
-----		
Total deferred credits and other liabilities	378,528	
-----		
Minority Interest		
-----		

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Preferred stock of utility:

Not subject to mandatory redemption  
 Subject to mandatory redemption  
 Company-obligated mandatorily redeemable  
 securities of subsidiaries holding  
 solely parent company debentures  
 Other preferred securities

-----  
 Total preferred securities of subsidiaries  
 -----

Common stock	213,601	
Additional paid-in capital		224,
Accumulated other comprehensive income (loss)	(192,568)	35,
Retained earnings	(21,904)	100,

-----  
 Total common shareholders' equity (871) 360,  
 -----

Total liabilities and shareholders' equity \$1,413,535 \$18,  
 =====

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Mission Energy Wales Company and Subsidiaries [Tier 5]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Mission Energy  
 Wales Company  
 Consolidated

-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY  
 -----

Short-term debt	
Long-term debt classified as due within one year	\$3,215
Preferred stock to be redeemed within one year	
Accounts payable	(404,715)
Accrued taxes	(6,463)
Regulatory liabilities - net	
Trading and price risk management liabilities	643
Other current liabilities	57,603

-----  
 Total current liabilities (349,717)  
 -----

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Long-term debt	1,043,546
-----	
Accumulated deferred income taxes - net	260,579
Accumulated deferred investment tax credits	
Customer advances and other deferred credits	117,283
Power-purchase contracts	
Accumulated provision for pension and benefits	
Other long-term liabilities	666
-----	
Total deferred credits and other liabilities	378,528
-----	
Minority Interest	
-----	
Preferred stock of utility:	
Not subject to mandatory redemption	
Subject to mandatory redemption	
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures	
Other preferred securities	
-----	
Total preferred securities of subsidiaries	
-----	
Common stock	213,601
Additional paid-in capital	
Accumulated other comprehensive income (loss)	(192,414)
Retained earnings	371,257
-----	
Total common shareholders' equity	392,444
-----	
Total liabilities and shareholders' equity	\$1,464,801
=====	

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Mission Energy Wales Company and Subsidiaries [Tier 5]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Mission Hydro  
 Limited  
 Partnership

Mission Ener  
 Wales Compan

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Consolidated

Electric utility		
Nonutility power generation	\$323,319	
Financial services and other		
<b>Total operating revenue</b>	<b>323,319</b>	
Fuel	113,907	
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	111,532	
Depreciation, decommissioning and amortization	31,154	
Property and other taxes		
Net gain on sale of utility plant		
<b>Total operating expenses</b>	<b>256,593</b>	
Operating income (loss)	66,726	
Interest and dividend income	110,200	1
Other nonoperating income	50	
Interest expense - net of amounts capitalized	(179,533)	
Other nonoperating deductions	(28)	
Dividends on preferred securities		
Dividends on utility preferred stock		
<b>Income (loss) from continuing operations before taxes</b>	<b>(2,585)</b>	<b>1</b>
Income taxes (benefit)	(9,015)	
<b>Income (loss) from continuing operations</b>	<b>6,430</b>	<b>1</b>
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
<b>Net income (loss)</b>	<b>6,430</b>	<b>1</b>
Retained earnings - beginning of year	768,903	8
Dividends declared on common stock	(797,237)	
Dividends declared on preferred stock		
<b>Retained earnings - end of year</b>	<b>(\$21,904)</b>	<b>\$10</b>

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Mission Energy Wales Company and Subsidiaries [Tier 5]  
 Consolidating Balance Sheet  
 December 31, 2001

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(In thousands)

	Mission Energy Wales Company Consolidated
Electric utility	
Nonutility power generation	\$323,725
Financial services and other	
<b>Total operating revenue</b>	<b>323,725</b>
Fuel	113,907
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	111,532
Depreciation, decommissioning and amortization	31,205
Property and other taxes	
Net gain on sale of utility plant	
<b>Total operating expenses</b>	<b>256,644</b>
Operating income (loss)	67,081
Interest and dividend income	122,368
Other nonoperating income	(710)
Interest expense - net of amounts capitalized	(179,533)
Other nonoperating deductions	(28)
Dividends on preferred securities	
Dividends on utility preferred stock	
<b>Income (loss) from continuing operations before taxes</b>	<b>9,178</b>
Income taxes (benefit)	(9,162)
<b>Income (loss) from continuing operations</b>	<b>18,340</b>
Loss from discontinued operations	
(including loss on disposal of \$1,309, net of tax)	
Income taxes (benefit) on discontinued operations	
<b>Net income (loss)</b>	<b>18,340</b>
Retained earnings - beginning of year	806,729
Dividends declared on common stock	(453,812)
Dividends declared on preferred stock	
<b>Retained earnings - end of year</b>	<b>\$371,257</b>

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Mission Energy Wales Company  
 Mission Hydro Limited Partnership and Subsidiaries [Tier 6]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	EME Generation Holdings Limited Consolidated	Mission Hydro Limited Partne
-----		
ASSETS		
-----		
Cash and equivalents	\$22,221	
Receivables - net	39,060	
Fuel inventory		
Materials and supplies, at average cost	13,090	
Accumulated deferred income taxes - net		
Trading and price risk management assets	(53,645)	
Prepayments and other current assets	5,695	
-----		
Total current assets	26,421	
-----		
Nonutility property - net	1,544,824	
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	(220,334)	(\$218,
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets	1,324,490	(218,
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Regulatory assets - net		
Other deferred charges	281,076	
-----		
Total deferred charges	281,076	
-----		

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Total assets \$1,631,987 (\$218,

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Mission Energy Wales Company  
 Mission Hydro Limited Partnership and Subsidiaries [Tier 6]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Mission Hydro Limited Partnership Consolidated	
<hr/>		
ASSETS		
<hr/>		
Cash and equivalents	\$22,221	
Receivables - net	39,060	
Fuel inventory		
Materials and supplies, at average cost	13,090	
Accumulated deferred income taxes - net		
Trading and price risk management assets	(53,645)	
Prepayments and other current assets	5,695	
<hr/>		
Total current assets	26,421	
<hr/>		
Nonutility property - net	1,544,824	
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	(438,786)	
Investments in leveraged leases		
Other investments		
<hr/>		
Total investment and other assets	1,106,038	
<hr/>		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
<hr/>		
Total utility plant		

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Regulatory assets - net	
Other deferred charges	281,076
-----	
Total deferred charges	281,076
-----	
Total assets	\$1,413,535
=====	

542

Mission Energy Wales Company  
Mission Hydro Limited Partnership and Subsidiaries [Tier 6]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

	EME Generation Holdings Limited Consolidated	Mission Hydro Limited Partne
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt		
Long-term debt classified as due within one year	\$3,215	
Preferred stock to be redeemed within one year		
Accounts payable	(57,582)	
Accrued taxes	(11,547)	
Regulatory liabilities - net		
Trading and price risk management liabilities	643	
Other current liabilities	57,603	
-----		
Total current liabilities	(7,668)	
-----		
Long-term debt	1,049,407	(\$5,
-----		
Accumulated deferred income taxes - net	260,579	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits	117,283	
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities	666	
-----		
Total deferred credits and other liabilities	378,528	
-----		



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Minority Interest

Preferred stock of utility:

Not subject to mandatory redemption

Subject to mandatory redemption

Company-obligated mandatorily redeemable

securities of subsidiaries holding

solely parent company debentures

Other preferred securities

Total preferred securities of subsidiaries

Common stock

213,

Additional paid-in capital

Accumulated other comprehensive income (loss)

(165,022)

(27,

Retained earnings

376,742

(398,

Total common shareholders' equity

211,720

(212,

Total liabilities and shareholders' equity

\$1,631,987

(\$218,

543

Mission Energy Wales Company

Mission Hydro Limited Partnership and Subsidiaries [Tier 6]

Consolidating Balance Sheet

December 31, 2001

(In thousands)

Mission Hydro  
Limited  
Partnership  
Consolidated

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt

Long-term debt classified as due within one year

\$3,215

Preferred stock to be redeemed within one year

Accounts payable

(57,582)

Accrued taxes

(11,547)

Regulatory liabilities - net

Trading and price risk management liabilities

643

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Other current liabilities	57,603
-----	
Total current liabilities	(7,668)
-----	
Long-term debt	1,043,546
-----	
Accumulated deferred income taxes - net	260,579
Accumulated deferred investment tax credits	
Customer advances and other deferred credits	117,283
Power-purchase contracts	
Accumulated provision for pension and benefits	
Other long-term liabilities	666
-----	
Total deferred credits and other liabilities	378,528
-----	
Minority Interest	
-----	
Preferred stock of utility:	
Not subject to mandatory redemption	
Subject to mandatory redemption	
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures	
Other preferred securities	
-----	
Total preferred securities of subsidiaries	
-----	
Common stock	213,601
Additional paid-in capital	
Accumulated other comprehensive income (loss)	(192,568)
Retained earnings	(21,904)
-----	
Total common shareholders' equity	(871)
-----	
Total liabilities and shareholders' equity	\$1,413,535
=====	

544

Mission Energy Wales Company  
Mission Hydro Limited Partnership and Subsidiaries [Tier 6]  
Consolidating Statements of Income and Retained Earnings  
For the Year Ended December 31, 2001  
(In thousands)

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	EME Generation Holdings Limited Consolidated	Mission Hydr Limited Part
Electric utility		
Nonutility power generation	\$323,319	
Financial services and other		
Total operating revenue	323,319	
Fuel	113,907	
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	111,532	
Depreciation, decommissioning and amortization	31,154	
Property and other taxes		
Net gain on sale of utility plant		
Total operating expenses	256,593	
Operating income (loss)	66,726	
Interest and dividend income	110,200	
Other nonoperating income	50	
Interest expense - net of amounts capitalized	(179,533)	
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
Income (loss) from continuing operations before taxes	(2,557)	
Income taxes (benefit)	(9,015)	
Income (loss) from continuing operations	6,458	
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
Net income (loss)	6,458	
Retained earnings - beginning of year	768,903	
Dividends declared on common stock	(398,619)	(39
Dividends declared on preferred stock		
Retained earnings - end of year	\$376,742	(\$39

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Mission Energy Wales Company  
 Mission Hydro Limited Partnership and Subsidiaries [Tier 6]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Mission Hydro Limited Partnership Consolidated
Electric utility	
Nonutility power generation	\$323,319
Financial services and other	
<b>Total operating revenue</b>	<b>323,319</b>
Fuel	113,907
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	111,532
Depreciation, decommissioning and amortization	31,154
Property and other taxes	
Net gain on sale of utility plant	
<b>Total operating expenses</b>	<b>256,593</b>
Operating income (loss)	66,726
Interest and dividend income	110,200
Other nonoperating income	50
Interest expense - net of amounts capitalized	(179,533)
Other nonoperating deductions	(28)
Dividends on preferred securities	
Dividends on utility preferred stock	
<b>Income (loss) from continuing operations before taxes</b>	<b>(2,585)</b>
Income taxes (benefit)	(9,015)
<b>Income (loss) from continuing operations</b>	<b>6,430</b>
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)	
Income taxes (benefit) on discontinued operations	
<b>Net income (loss)</b>	<b>6,430</b>
Retained earnings - beginning of year	768,903
Dividends declared on common stock	(797,237)
Dividends declared on preferred stock	
<b>Retained earnings - end of year</b>	<b>(\$21,904)</b>

546

Mission Energy Wales Company, Mission Hydro Limited Partnership  
 EME Generation Holdings Limited and Subsidiaries [Tier 7]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Loyvic Pty Ltd	Energy Capital Partnership [8
<hr/>		
ASSETS		
<hr/>		
Cash and equivalents		
Receivables - net		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
<hr/>		
Total current assets		
<hr/>		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		\$641,
Investments in leveraged leases		
Other investments		
<hr/>		
Total investment and other assets		641,
<hr/>		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
<hr/>		
Total utility plant		
<hr/>		

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Regulatory assets - net  
Other deferred charges

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

Total assets

\$641,  
-----

547

Mission Energy Wales Company, Mission Hydro Limited Partnership  
EME Generation Holdings Limited and Subsidiaries [Tier 7]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

	EME Victoria Generation Limited	Energy Capital Partnership [8
-----		
ASSETS		
-----		
Cash and equivalents	\$14,597	
Receivables - net	5,395	
Fuel inventory		
Materials and supplies, at average cost	11,503	
Accumulated deferred income taxes - net		
Trading and price risk management assets	(81,024)	
Prepayments and other current assets	754	
-----		
Total current assets	(48,775)	
-----		
Nonutility property - net	642,008	
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	(38,348)	\$641,
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets	603,660	641,
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		

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Nuclear fuel, at amortized cost

Total utility plant

Regulatory assets - net

Other deferred charges

7,435

Total deferred charges

7,435

Total assets

\$562,320

\$641,

548

Mission Energy Wales Company, Mission Hydro Limited Partnership  
 EME Generation Holdings Limited and Subsidiaries [Tier 7]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Mission Energy  
 Development  
 Australia Pty Ltd.  
 [8]

Gippsland Power  
 Pty Ltd [9]

ASSETS

Cash and equivalents

\$15,

Receivables - net

5,

Fuel inventory

Materials and supplies, at average cost

3,

Accumulated deferred income taxes - net

Trading and price risk management assets

(81,

Prepayments and other current assets

Total current assets

(56,

Nonutility property - net

446,

Nuclear decommissioning trusts

Investments in partnerships  
 and unconsolidated subsidiaries

(\$5,113)

Investments in leveraged leases

Other investments

Total investment and other assets

(5,113)

446,

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

Total utility plant  
 -----

Regulatory assets - net  
 Other deferred charges

7,

-----  
 Total deferred charges

7,

-----  
 Total assets

(\$5,113)

\$398,  
 =====

549

Mission Energy Wales Company, Mission Hydro Limited Partnership  
 EME Generation Holdings Limited and Subsidiaries [Tier 7]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Energy Capital  
 Partnership

Enerloy Pty Lt

-----  
 ASSETS  
 -----

Cash and equivalents  
 Receivables - net  
 Fuel inventory  
 Materials and supplies, at average cost  
 Accumulated deferred income taxes - net  
 Trading and price risk management assets  
 Prepayments and other current assets  
 -----

Total current assets  
 -----

Nonutility property - net  
 Nuclear decommissioning trusts  
 Investments in partnerships



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and unconsolidated subsidiaries  
Investments in leveraged leases  
Other investments

-----  
Total investment and other assets  
-----

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

-----  
Total utility plant  
-----

Regulatory assets - net  
Other deferred charges

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

Total assets  
=====

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Mission Energy Wales Company, Mission Hydro Limited Partnership  
EME Generation Holdings Limited and Subsidiaries [Tier 7]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

	First Hydro Company [8]	First Hydro Finance plc [8]
-----		
ASSETS		
-----		
Cash and equivalents	\$3,214	\$2,
Receivables - net	33,101	
Fuel inventory		
Materials and supplies, at average cost	1,587	
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets	4,942	
-----		

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Total current assets	42,844	3,
-----	-----	-----
Nonutility property - net	664,444	
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		9,
Investments in leveraged leases		
Other investments		
-----	-----	-----
Total investment and other assets	664,444	9,
-----	-----	-----
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----	-----	-----
Total utility plant		
-----	-----	-----
Regulatory assets - net		
Other deferred charges	29	26,
-----	-----	-----
Total deferred charges	29	26,
-----	-----	-----
Total assets	\$707,317	\$38,
=====	=====	=====

551

Mission Energy Wales Company, Mission Hydro Limited Partnership  
 EME Generation Holdings Limited and Subsidiaries [Tier 7]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	EME Generation Holdings Limited	Consolidating Adjustments
-----	-----	-----
ASSETS		
-----	-----	-----
Cash and equivalents		(\$23,
Receivables - net		(72,

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Fuel inventory	
Materials and supplies, at average cost	(14,
Accumulated deferred income taxes - net	
Trading and price risk management assets	81,
Prepayments and other current assets	(10,
-----	
Total current assets	(40,
-----	
Nonutility property - net	(2,734,
Nuclear decommissioning trusts	
Investments in partnerships and unconsolidated subsidiaries	(1,469,
Investments in leveraged leases	
Other investments	
-----	
Total investment and other assets	(4,203,
-----	
Utility plant, at original cost:	
Transmission and distribution	
Generation	
Accumulated provision for depreciation and decommissioning	
Construction work in progress	
Nuclear fuel, at amortized cost	
-----	
Total utility plant	
-----	
Regulatory assets - net	
Other deferred charges	(33,
-----	
Total deferred charges	(33,
-----	
Total assets	(\$4,277,
=====	

552

Mission Energy Wales Company, Mission Hydro Limited Partnership  
 EME Generation Holdings Limited and Subsidiaries [Tier 7]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Loyvic Pty Ltd

Energy Capital  
 Partnership [8

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LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt		
Long-term debt classified as due within one year		\$6,
Preferred stock to be redeemed within one year		
Accounts payable	\$4	264,
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		12,
<hr/>		
Total current liabilities	4	284,
<hr/>		
Long-term debt		597,
<hr/>		
Accumulated deferred income taxes - net	(2)	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
<hr/>		
Total deferred credits and other liabilities	(2)	
<hr/>		
Minority Interest		
<hr/>		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
<hr/>		
Total preferred securities of subsidiaries		
<hr/>		
Common stock		
Additional paid-in capital		
Accumulated other comprehensive income (loss)	(2)	(9,
Retained earnings		230,
<hr/>		
Total common shareholders' equity	(\$2)	(239,
<hr/>		
Total liabilities and shareholders' equity		\$641,
<hr/>		

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Mission Energy Wales Company, Mission Hydro Limited Partnership  
 EME Generation Holdings Limited and Subsidiaries [Tier 7]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	EME Victoria Generation Limited	Energy Capital Partnership [8
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt		
Long-term debt classified as due within one year	\$3,215	\$6,
Preferred stock to be redeemed within one year		
Accounts payable	(72,150)	264,
Accrued taxes	209	
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities	22,480	12,
-----		
Total current liabilities	(46,246)	284,
-----		
Long-term debt	283,778	597,
-----		
Accumulated deferred income taxes - net	16,349	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits	117,283	
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities	100	
-----		
Total deferred credits and other liabilities	133,732	
-----		
Minority Interest		
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable		
securities of subsidiaries holding		
solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries		
-----		

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Common stock		
Additional paid-in capital		
Accumulated other comprehensive income (loss)	(138,791)	(9,
Retained earnings	329,847	(230,
-----		
Total common shareholders' equity	191,056	(239,
-----		
Total liabilities and shareholders' equity	\$562,320	\$641,
=====		

554

Mission Energy Wales Company, Mission Hydro Limited Partnership  
 EME Generation Holdings Limited and Subsidiaries [Tier 7]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Mission Energy Development Australia Pty Ltd. [8]	Gippsland Power Pty Ltd [9]
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt		
Long-term debt classified as due within one year		\$3,
Preferred stock to be redeemed within one year		
Accounts payable	(\$5,182)	(56,
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		3,
-----		
Total current liabilities	(5,182)	(49,
-----		
Long-term debt		283,
-----		
Accumulated deferred income taxes - net		16,
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		117,
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		

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Total deferred credits and other liabilities		133,
Minority Interest		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
Total preferred securities of subsidiaries		
Common stock		33,
Additional paid-in capital		(5,
Accumulated other comprehensive income (loss)	(1)	(61,
Retained earnings	70	63,
Total common shareholders' equity	69	30,
Total liabilities and shareholders' equity	(\$5,113)	\$398,

555

Mission Energy Wales Company, Mission Hydro Limited Partnership  
 EME Generation Holdings Limited and Subsidiaries [Tier 7]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Energy Capital Partnership	Enerloy Pty Lt
LIABILITIES AND SHAREHOLDERS' EQUITY		
Short-term debt		
Long-term debt classified as due within one year		(\$6,
Preferred stock to be redeemed within one year		
Accounts payable	(\$12,636)	(277,
Accrued taxes		

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Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities	12,641	
-----		
Total current liabilities	5	(284,
-----		
Long-term debt		(597,
-----		
Accumulated deferred income taxes - net	(2)	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
-----		
Total deferred credits and other liabilities	(2)	
-----		
Minority Interest		
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable		
securities of subsidiaries holding		
solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries		
-----		
Common stock		641,
Additional paid-in capital		
Accumulated other comprehensive income (loss)	(228)	9,
Retained earnings	225	230,
-----		
Total common shareholders' equity	(\$3)	\$881,
-----		
Total liabilities and shareholders' equity		
=====		

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Mission Energy Wales Company, Mission Hydro Limited Partnership  
 EME Generation Holdings Limited and Subsidiaries [Tier 7]  
 Consolidating Balance Sheet  
 December 31, 2001



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(In thousands)

	First Hydro Company [8]	First Hydro Finance plc [8]
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	\$22,456	(\$23,
Accrued taxes	(11,717)	
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities	1	22,
<b>Total current liabilities</b>	<b>10,740</b>	<b>(1,</b>
Long-term debt	(6,954)	33,
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities	566	
<b>Total deferred credits and other liabilities</b>	<b>566</b>	
Minority Interest		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
<b>Total preferred securities of subsidiaries</b>		
Common stock	605,585	
Additional paid-in capital		
Accumulated other comprehensive income (loss)	(138,323)	7,
Retained earnings	235,703	(
<b>Total common shareholders' equity</b>	<b>702,965</b>	<b>6,</b>

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Total liabilities and shareholders' equity \$707,317 \$38,

557

Mission Energy Wales Company, Mission Hydro Limited Partnership  
 EME Generation Holdings Limited and Subsidiaries [Tier 7]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	EME Generation Holdings Limited	Consolidating Adjustments
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		
Long-term debt classified as due within one year		\$3,
Preferred stock to be redeemed within one year		
Accounts payable	\$186	341,
Accrued taxes		23,
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		(57,
<hr/>		
Total current liabilities	186	310,
<hr/>		
Long-term debt		294,
<hr/>		
Accumulated deferred income taxes - net		(16,
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		(117,
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		(1,
<hr/>		
Total deferred credits and other liabilities		(134,
<hr/>		
Minority Interest		
<hr/>		
Preferred stock of utility:		
Not subject to mandatory redemption		

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Subject to mandatory redemption  
 Company-obligated mandatorily redeemable  
 securities of subsidiaries holding  
 solely parent company debentures  
 Other preferred securities

-----  
 Total preferred securities of subsidiaries  
 -----

Common stock		(3,351,
Additional paid-in capital		(763,
Accumulated other comprehensive income (loss)	48	399,
Retained earnings	(234)	(1,032,

-----  
 Total common shareholders' equity (\$186) (4,747,  
 -----

Total liabilities and shareholders' equity (\$4,277,  
 =====

558

Mission Energy Wales Company, Mission Hydro Limited Partnership  
 EME Generation Holdings Limited and Subsidiaries [Tier 7]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Loyvic Pty Ltd	Energy Capit Partnership
--	----------------	-----------------------------

-----  
 Electric utility  
 Nonutility power generation  
 Financial services and other  
 -----

Total operating revenue  
 -----

Fuel  
 Purchased power  
 Provisions for regulatory adjustment clauses - net  
 Other operation and maintenance  
 Depreciation, decommissioning and amortization  
 Property and other taxes  
 Net gain on sale of utility plant  
 -----

Total operating expenses  
 -----

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Operating income (loss)		
Interest and dividend income		
Other nonoperating income		
Interest expense - net of amounts capitalized		(5)
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
-----		
Income (loss) from continuing operations before taxes		(5)
Income taxes (benefit)		
-----		
Income (loss) from continuing operations		(5)
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----		
Net income (loss)		(5)
-----		
Retained earnings - beginning of year		(18)
Dividends declared on common stock		
Dividends declared on preferred stock		
-----		
Retained earnings - end of year		(\$23)
=====		

559

Mission Energy Wales Company, Mission Hydro Limited Partnership  
EME Generation Holdings Limited and Subsidiaries [Tier 7]  
Consolidating Statements of Income and Retained Earnings  
For the Year Ended December 31, 2001  
(In thousands)

	EME Victoria Generation Limited	Energy Capit Partnership
Electric utility		
Nonutility power generation	\$57,941	
Financial services and other		
-----		
Total operating revenue	57,941	
-----		
Fuel	26,101	
Purchased power		
Provisions for regulatory adjustment clauses - net		

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Other operation and maintenance	35,771	
Depreciation, decommissioning and amortization	10,038	
Property and other taxes		
Net gain on sale of utility plant		
<hr/>		
Total operating expenses	71,910	
<hr/>		
Operating income (loss)	(13,969)	
Interest and dividend income	56,808	
Other nonoperating income	50	
Interest expense - net of amounts capitalized	(75,275)	(5)
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
<hr/>		
Income (loss) from continuing operations before taxes	(32,386)	(5)
Income taxes (benefit)	2,024	
<hr/>		
Income (loss) from continuing operations	(34,410)	(5)
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
<hr/>		
Net income (loss)	(34,410)	(5)
<hr/>		
Retained earnings - beginning of year	364,257	(18)
Dividends declared on common stock		
Dividends declared on preferred stock		
<hr/>		
Retained earnings - end of year	\$329,847	(\$23)
<hr/>		

560

Mission Energy Wales Company, Mission Hydro Limited Partnership  
 EME Generation Holdings Limited and Subsidiaries [Tier 7]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

Mission Energy  
 Development  
 Australia Pty Ltd.  
 [8]

Gippsland Po  
 Pty Ltd [9]

Electric utility

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Nonutility power generation		\$5
Financial services and other		
-----		
Total operating revenue		5
-----		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		1
Depreciation, decommissioning and amortization		1
Property and other taxes		
Net gain on sale of utility plant		
-----		
Total operating expenses		3
-----		
Operating income (loss)		2
Interest and dividend income		
Other nonoperating income	\$70	
Interest expense - net of amounts capitalized		(2)
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
-----		
Income (loss) from continuing operations before taxes	70	
Income taxes (benefit)		
-----		
Income (loss) from continuing operations	70	
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----		
Net income (loss)	70	
-----		
Retained earnings - beginning of year		5
Dividends declared on common stock		
Dividends declared on preferred stock		
-----		
Retained earnings - end of year	\$70	\$6
=====		

561

Mission Energy Wales Company, Mission Hydro Limited Partnership  
 EME Generation Holdings Limited and Subsidiaries [Tier 7]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

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	Energy Capital Partnership	Enerloy Pty
Electric utility		
Nonutility power generation		
Financial services and other		
<b>Total operating revenue</b>		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Depreciation, decommissioning and amortization		
Property and other taxes		
Net gain on sale of utility plant		
<b>Total operating expenses</b>		
Operating income (loss)		
Interest and dividend income	\$50,885	\$5
Other nonoperating income		
Interest expense - net of amounts capitalized	(50,776)	
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
<b>Income (loss) from continuing operations before taxes</b>	109	5
Income taxes (benefit)		
<b>Income (loss) from continuing operations</b>	109	5
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
<b>Net income (loss)</b>	109	5
Retained earnings - beginning of year	116	18
Dividends declared on common stock		
Dividends declared on preferred stock		
<b>Retained earnings - end of year</b>	\$225	\$23

562

Mission Energy Wales Company, Mission Hydro Limited Partnership

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EME Generation Holdings Limited and Subsidiaries [Tier 7]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	First Hydro Company [8]	First Hydro Finance plc
Electric utility		
Nonutility power generation	\$238,890	
Financial services and other		
<b>Total operating revenue</b>	<b>238,890</b>	
Fuel	87,772	
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	75,371	
Depreciation, decommissioning and amortization	10,235	
Property and other taxes		
Net gain on sale of utility plant	17,063	
<b>Total operating expenses</b>	<b>190,441</b>	
Operating income (loss)	48,449	
Interest and dividend income	1,012	
Other nonoperating income		
Interest expense - net of amounts capitalized	(3)	
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
<b>Income (loss) from continuing operations before taxes</b>	<b>49,458</b>	
Income taxes (benefit)	(15,097)	
<b>Income (loss) from continuing operations</b>	<b>64,555</b>	
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
<b>Net income (loss)</b>	<b>64,555</b>	
Retained earnings - beginning of year	171,148	
Dividends declared on common stock		
Dividends declared on preferred stock		
<b>Retained earnings - end of year</b>	<b>\$235,703</b>	



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563

Mission Energy Wales Company, Mission Hydro Limited Partnership  
 EME Generation Holdings Limited and Subsidiaries [Tier 7]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	EME Generation Holdings Limited	Consolidating Adjustments
Electric utility		
Nonutility power generation		(\$53)
Financial services and other		
<b>Total operating revenue</b>		<b>(53)</b>
Fuel		(20)
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	\$97	(18)
Depreciation, decommissioning and amortization		(3)
Property and other taxes		
Net gain on sale of utility plant		(3)
<b>Total operating expenses</b>	<b>97</b>	<b>(45)</b>
Operating income (loss)	(97)	(8)
Interest and dividend income		(16)
Other nonoperating income		
Interest expense - net of amounts capitalized		12
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
<b>Income (loss) from continuing operations before taxes</b>	<b>(97)</b>	<b>(11)</b>
Income taxes (benefit)		2
<b>Income (loss) from continuing operations</b>	<b>(97)</b>	<b>(14)</b>
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
<b>Net income (loss)</b>	<b>(97)</b>	<b>(14)</b>
Retained earnings - beginning of year	(137)	(88)
Dividends declared on common stock		
Dividends declared on preferred stock		

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Retained earnings - end of year (\$234) (\$1,03

---

564

MEC International B.V. and Subsidiaries [Tier 6]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Adelaide Ventures	Beheer-en
	Ltd.	Beleggingsmaat
		Jydeno B.V.

---

ASSETS

---

Cash and equivalents  
 Receivables - net  
 Fuel inventory  
 Materials and supplies, at average cost  
 Accumulated deferred income taxes - net  
 Trading and price risk management assets  
 Prepayments and other current assets

---

Total current assets

---

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

---

Total investment and other assets

---

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

---

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Total utility plant

Regulatory assets - net  
Other deferred charges

Total deferred charges

Total assets

565

MEC International B.V. and Subsidiaries [Tier 6]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

Coaltrade Services International Pte Ltd. [8] Edison Mission Advantage B.V.

ASSETS

Cash and equivalents  
Receivables - net  
Fuel inventory  
Materials and supplies, at average cost  
Accumulated deferred income taxes - net  
Trading and price risk management assets  
Prepayments and other current assets

Total current assets

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

Total investment and other assets

Utility plant, at original cost:  
Transmission and distribution  
Generation

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

-----  
Total utility plant  
-----

Regulatory assets - net  
Other deferred charges  
-----

Total deferred charges  
-----

Total assets  
=====

566

MEC International B.V. and Subsidiaries [Tier 6]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

	Edison Mission Energy Asia Pte Ltd. Consolidated	Edison Mission Energy International
-----		
ASSETS -----		
Cash and equivalents	\$4,381	
Receivables - net	16,117	
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets	610	
-----		
Total current assets	21,108	
-----		
Nonutility property - net	665	
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	338,576	
Investments in leveraged leases		
Other investments		
-----		

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Total investment and other assets	339,241	
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Regulatory assets - net		
Other deferred charges	2,166	
-----		
Total deferred charges	2,166	
-----		
Total assets	\$362,515	\$
=====		

567

MEC International B.V. and Subsidiaries [Tier 6]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Edison Mission Millennium B.V. Consolidated	Edison Mission Operation and Maintenance Services B.V. Consolidated
-----		
ASSETS		
-----		
Cash and equivalents	\$14	\$
Receivables - net		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
-----		
Total current assets	14	
-----		

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Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	27,093	
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets	27,093	
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Regulatory assets - net		
Other deferred charges	(21)	
-----		
Total deferred charges	(21)	
-----		
Total assets	\$27,086	\$1,
=====		

568

MEC International B.V. and Subsidiaries [Tier 6]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

	Italian Vento Power Corporation 4 S.r.l. [7]	EME Atlantic Holdings Limit Consolidated
-----		
ASSETS		
-----		
Cash and equivalents		\$13,
Receivables - net		42,
Fuel inventory		
Materials and supplies, at average cost		5,
Accumulated deferred income taxes - net		
Trading and price risk management assets		29,

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Prepayments and other current assets

-----  
 Total current assets 91,  
 -----

Nonutility property - net 871,  
 Nuclear decommissioning trusts  
 Investments in partnerships  
     and unconsolidated subsidiaries 27,  
 Investments in leveraged leases  
 Other investments

-----  
 Total investment and other assets 899,  
 -----

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

-----  
 Total utility plant

-----  
 GOODWILL 371,  
 Other deferred charges 4,  
 -----

Total deferred charges 376,  
 -----

Total assets \$1,367,  
 =====

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MEC International B.V. and Subsidiaries [Tier 6]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

EME Victoria B.V. First Hydro  
 [Inactive] Renewables Lim

-----  
 ASSETS  
 -----

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Cash and equivalents  
Receivables - net  
Fuel inventory  
Materials and supplies, at average cost  
Accumulated deferred income taxes - net  
Trading and price risk management assets  
Prepayments and other current assets

-----  
Total current assets  
-----

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

-----  
Total investment and other assets  
-----

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

-----  
Total utility plant  
-----

Regulatory assets - net  
Other deferred charges

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

Total assets  
=====

570

MEC International B.V. and Subsidiaries [Tier 6]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

Global Generation      Hydro Energy B  
B.V. Consolidated      Consolidated



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ASSETS		
Cash and equivalents	\$1,260	\$9,7,
Receivables - net		7,
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets	73	
<b>Total current assets</b>	<b>1,333</b>	<b>17,</b>
Nonutility property - net	10,711	76,
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		4,
Investments in leveraged leases		
Other investments		
<b>Total investment and other assets</b>	<b>10,711</b>	<b>81,</b>
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
<b>Total utility plant</b>		
Regulatory assets - net		
Other deferred charges		1,
<b>Total deferred charges</b>		<b>1,</b>
Assets of discontinued operations	153,610	
<b>Total assets</b>	<b>\$165,654</b>	<b>\$100,</b>

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MEC International B.V. and Subsidiaries [Tier 6]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Latrobe Power Pty. Ltd. Consolidated	Latrobe Valley
-----		
ASSETS		
-----		
Cash and equivalents	\$20,874	
Receivables - net	10,345	
Fuel inventory		
Materials and supplies, at average cost	7,720	
Accumulated deferred income taxes - net		
Trading and price risk management assets	(165,355)	
Prepayments and other current assets	1,226	
-----		
Total current assets	(125,190)	
-----		
Nonutility property - net	968,477	
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets	968,477	
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Regulatory assets - net		
Other deferred charges	10,432	
-----		
Total deferred charges	10,432	
-----		
Total assets	\$853,719	
=====		

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MEC International B.V. and Subsidiaries [Tier 6]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Loy Yang Holdings Pty Ltd. Consolidated	MEC Esenyurt B Consolidated
-----		
ASSETS		
-----		
Cash and equivalents	\$746	\$49,
Receivables - net	673	50,
Fuel inventory		5,
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets	53	3,
-----		
Total current assets	1,472	110,
-----		
Nonutility property - net	6,859	135,
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	(1,705)	36,
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets	5,154	172,
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Regulatory assets - net		
Other deferred charges	46	16,
-----		
Total deferred charges	46	16,
-----		

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Total assets	\$6,672	\$298,
--------------	---------	--------

573

MEC International B.V. and Subsidiaries [Tier 6]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	ISAB Energy	MEC India B.V.
	Services s.r.l. [7]	

-----  
 ASSETS  
 -----

Cash and equivalents  
 Receivables - net  
 Fuel inventory  
 Materials and supplies, at average cost  
 Accumulated deferred income taxes - net  
 Trading and price risk management assets  
 Prepayments and other current assets

-----  
 Total current assets  
 -----

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

-----  
 Total investment and other assets  
 -----

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

-----  
 Total utility plant  
 -----

Regulatory assets - net

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Other deferred charges

Total deferred charges

Total assets

574

MEC International B.V. and Subsidiaries [Tier 6]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

MEC Indo Coal B.V.      MEC Indonesia

ASSETS

Cash and equivalents	\$340	
Receivables - net		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
<b>Total current assets</b>	<b>340</b>	
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	17,932	\$100
Investments in leveraged leases		
Other investments		
<b>Total investment and other assets</b>	<b>17,932</b>	<b>100</b>
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		

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-----  
 Total utility plant  
 -----

Regulatory assets - net  
 Other deferred charges  
 -----

Total deferred charges  
 -----

Total assets \$18,272 \$101  
 =====

575

MEC International B.V. and Subsidiaries [Tier 6]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

MEC Laguna Power  
 B.V. Gulf Power  
 Generation Co.  
 Ltd. [7]

-----  
 ASSETS  
 -----

Cash and equivalents  
 Receivables - net  
 Fuel inventory  
 Materials and supplies, at average cost  
 Accumulated deferred income taxes - net  
 Trading and price risk management assets  
 Prepayments and other current assets  
 -----

Total current assets  
 -----

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

Total investment and other assets  
 -----

Utility plant, at original cost:

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Transmission and distribution  
 Generation  
 Accumulated provision for depreciation  
 and decommissioning  
 Construction work in progress  
 Nuclear fuel, at amortized cost

-----  
 Total utility plant  
 -----

Regulatory assets - net  
 Other deferred charges \$43  
 -----

Total deferred charges 43  
 -----

Total assets \$43  
 =====

576

MEC International B.V. and Subsidiaries [Tier 6]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

MEC Priolo B.V. MEC San Pascua  
 B.V. Consolida

-----  
 ASSETS  
 -----

Cash and equivalents \$8  
 Receivables - net  
 Fuel inventory  
 Materials and supplies, at average cost  
 Accumulated deferred income taxes - net  
 Trading and price risk management assets  
 Prepayments and other current assets  
 -----

Total current assets 8  
 -----

Nonutility property - net  
 Nuclear decommissioning trusts  
 Investments in partnerships  
 and unconsolidated subsidiaries 21,624  
 Investments in leveraged leases  
 Other investments  
 -----

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Total investment and other assets	21,624
-----------------------------------	--------

-----

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

-----

Total utility plant

Regulatory assets - net	
Other deferred charges	295

-----

Total deferred charges	295
------------------------	-----

-----

Total assets	\$21,927
--------------	----------

=====

577

MEC International B.V. and Subsidiaries [Tier 6]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

MEC Sumatra B.V.

MEC Wales B.V.  
 Consolidated

-----

ASSETS

-----

Cash and equivalents	\$5	\$22,
Receivables - net		39,
Fuel inventory		
Materials and supplies, at average cost		13,
Accumulated deferred income taxes - net		
Trading and price risk management assets		(53,
Prepayments and other current assets		5,

-----

Total current assets	5	26,
----------------------	---	-----

-----



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Nonutility property - net		1,544,
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		(389,
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets		1,155,
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
GOODWILL		247,
Other deferred charges		35,
-----		
Total deferred charges		282,
-----		
Total assets	\$5	\$1,464,
=====		

578

MEC International B.V. and Subsidiaries [Tier 6]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

	Mission Energy Italia s.r.l.	Mission NZ Operations B.V. (Inactive)
-----		
ASSETS		
-----		
Cash and equivalents	\$160	
Receivables - net	177	
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		

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Prepayments and other current assets	20
-----	
Total current assets	357
-----	
Nonutility property - net	179
Nuclear decommissioning trusts	
Investments in partnerships and unconsolidated subsidiaries	
Investments in leveraged leases	
Other investments	
-----	
Total investment and other assets	179
-----	
Utility plant, at original cost:	
Transmission and distribution	
Generation	
Accumulated provision for depreciation and decommissioning	
Construction work in progress	
Nuclear fuel, at amortized cost	
-----	
Total utility plant	
-----	
Regulatory assets - net	
Other deferred charges	31
-----	
Total deferred charges	31
-----	
Total assets	\$567
=====	

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MEC International B.V. and Subsidiaries [Tier 6]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

EcoElectrica  
S.a.r.l.  
Consolidated

Southwestern  
Generation B.V.

-----  
ASSETS  
-----

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Cash and equivalents	\$380
Receivables - net	
Fuel inventory	
Materials and supplies, at average cost	
Accumulated deferred income taxes - net	
Trading and price risk management assets	
Prepayments and other current assets	
-----	
Total current assets	380
-----	
Nonutility property - net	
Nuclear decommissioning trusts	
Investments in partnerships and unconsolidated subsidiaries	241,946
Investments in leveraged leases	
Other investments	1,057
-----	
Total investment and other assets	243,003
-----	
Utility plant, at original cost:	
Transmission and distribution	
Generation	
Accumulated provision for depreciation and decommissioning	
Construction work in progress	
Nuclear fuel, at amortized cost	
-----	
Total utility plant	
-----	
Regulatory assets - net	
Other deferred charges	335
-----	
Total deferred charges	335
-----	
Total assets	\$243,718
=====	

580

MEC International B.V. and Subsidiaries [Tier 6]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

MEC International  
 B.V.

Consolidating  
 Adjustments

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ASSETS

Cash and equivalents	\$12,399	(\$3)
Receivables - net	21	(1)
Fuel inventory		
Materials and supplies, at average cost		(1)
Accumulated deferred income taxes - net		
Trading and price risk management assets		24
Prepayments and other current assets		(
<b>Total current assets</b>	<b>12,420</b>	<b>18</b>
Nonutility property - net	1,856	(79)
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	1,813,032	(1,54
Investments in leveraged leases		
Other investments		(
<b>Total investment and other assets</b>	<b>1,814,888</b>	<b>(2,34</b>
Utility plant, at original cost: Transmission and distribution Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
<b>Total utility plant</b>		
Goodwill		
Other deferred charges		(2
<b>Total deferred charges</b>		<b>(2</b>
Assets of discontinued operations		
<b>Total assets</b>	<b>\$1,827,308</b>	<b>(\$2,18</b>

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Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Adelaide Ventures  
 Ltd.

Beheer-en  
 Beleggingsmaat  
 Jydeno B.V.

-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY  
 -----

Short-term debt  
 Long-term debt classified as due within one year  
 Preferred stock to be redeemed within one year  
 Accounts payable  
 Accrued taxes  
 Regulatory liabilities - net  
 Trading and price risk management liabilities  
 Other current liabilities

-----  
 Total current liabilities  
 -----

Long-term debt

-----  
 Accumulated deferred income taxes - net  
 Accumulated deferred investment tax credits  
 Customer advances and other deferred credits  
 Power-purchase contracts  
 Accumulated provision for pension and benefits  
 Other long-term liabilities

-----  
 Total deferred credits and other liabilities  
 -----

Minority Interest

-----  
 Preferred stock of utility:  
     Not subject to mandatory redemption  
     Subject to mandatory redemption  
 Company-obligated mandatorily redeemable  
     securities of subsidiaries holding  
     solely parent company debentures  
 Other preferred securities

-----  
 Total preferred securities of subsidiaries  
 -----

Common stock  
 Additional paid-in capital  
 Accumulated other comprehensive income (loss)  
 Retained earnings

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-----  
Total common shareholders' equity  
-----

Total liabilities and shareholders' equity  
=====

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MEC International B.V. and Subsidiaries [Tier 6]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

Coaltrade Services Edison Mission  
International Pte Advantage B.V.  
Ltd. [8]

-----  
LIABILITIES AND SHAREHOLDERS' EQUITY  
-----

Short-term debt  
Long-term debt classified as due within one year  
Preferred stock to be redeemed within one year  
Accounts payable  
Accrued taxes  
Regulatory liabilities - net  
Trading and price risk management liabilities  
Other current liabilities  
-----

Total current liabilities  
-----

Long-term debt  
-----

Accumulated deferred income taxes - net  
Accumulated deferred investment tax credits  
Customer advances and other deferred credits  
Power-purchase contracts  
Accumulated provision for pension and benefits  
Other long-term liabilities  
-----

Total deferred credits and other liabilities  
-----

Minority Interest  
-----

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Preferred stock of utility:

Not subject to mandatory redemption  
 Subject to mandatory redemption  
 Company-obligated mandatorily redeemable  
 securities of subsidiaries holding  
 solely parent company debentures  
 Other preferred securities

-----  
 Total preferred securities of subsidiaries  
 -----

Common stock  
 Additional paid-in capital  
 Accumulated other comprehensive income (loss)  
 Retained earnings

-----  
 Total common shareholders' equity  
 -----

Total liabilities and shareholders' equity  
 =====

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MEC International B.V. and Subsidiaries [Tier 6]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Edison Mission Energy Asia Pte Ltd Consolidated	Edison Mission Energy International
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	(\$4,246)	\$1,
Accrued taxes	261	
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities	808	
-----		
Total current liabilities	(3,177)	1,
-----		

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Long-term debt	41	
-----		
Accumulated deferred income taxes - net	1,056	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
-----		
Total deferred credits and other liabilities	1,056	
-----		
Minority Interest	15	
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries		
-----		
Common stock	335,641	
Additional paid-in capital	2,985	
Accumulated other comprehensive income (loss)	(2,358)	
Retained earnings	28,312	(1,
-----		
Total common shareholders' equity	364,580	(1,
-----		
Total liabilities and shareholders' equity	\$362,515	\$
=====		

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MEC International B.V. and Subsidiaries [Tier 6]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Edison Mission  
 Millennium B.V.  
 Consolidated

Edison Mission  
 Operation and  
 Maintenance



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Services B.V.  
Consolidated

-----  
LIABILITIES AND SHAREHOLDERS' EQUITY  
-----

Short-term debt

Long-term debt classified as due within one year

Preferred stock to be redeemed within one year

Accounts payable

\$108

Accrued taxes

(39)

Regulatory liabilities - net

Trading and price risk management liabilities

Other current liabilities

-----  
Total current liabilities

69

-----  
Long-term debt

Accumulated deferred income taxes - net

Accumulated deferred investment tax credits

Customer advances and other deferred credits

Power-purchase contracts

Accumulated provision for pension and benefits

Other long-term liabilities

-----  
Total deferred credits and other liabilities

-----  
Minority Interest

-----  
Preferred stock of utility:

Not subject to mandatory redemption

Subject to mandatory redemption

Company-obligated mandatorily redeemable

securities of subsidiaries holding

solely parent company debentures

Other preferred securities

-----  
Total preferred securities of subsidiaries

-----  
Common stock

17

Additional paid-in capital

30,587

Accumulated other comprehensive income (loss)

(3,347)

Retained earnings

(240)

-----  
Total common shareholders' equity

27,017

-----  
Total liabilities and shareholders' equity

\$27,086

\$1,

585

MEC International B.V. and Subsidiaries [Tier 6]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Italian Vento Power Corporation 4 S.r.l. [7]	EME Atlantic Holdings Limit Consolidated
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt		\$64,
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		(105,
Accrued taxes		(2,
Regulatory liabilities - net		
Trading and price risk management liabilities		2,
Other current liabilities		3,
-----		
Total current liabilities		(38,
-----		
Long-term debt		385,
-----		
Accumulated deferred income taxes - net		76,
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		6,
-----		
Total deferred credits and other liabilities		83,
-----		
Minority Interest		326,
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		103,
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
-----		

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Total preferred securities of subsidiaries	103,
-----	
Common stock	297,
Additional paid-in capital	275,
Accumulated other comprehensive income (loss)	(76,
Retained earnings	8,
-----	
Total common shareholders' equity	505,
-----	
Total liabilities and shareholders' equity	\$1,367,
=====	

586

MEC International B.V. and Subsidiaries [Tier 6]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

EME Victoria B.V. [Inactive]	First Hydro Renewables Lim
---------------------------------	-------------------------------

-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY  
 -----

Short-term debt  
 Long-term debt classified as due within one year  
 Preferred stock to be redeemed within one year  
 Accounts payable  
 Accrued taxes  
 Regulatory liabilities - net  
 Trading and price risk management liabilities  
 Other current liabilities

-----  
 Total current liabilities  
 -----

Long-term debt  
 -----

Accumulated deferred income taxes - net  
 Accumulated deferred investment tax credits  
 Customer advances and other deferred credits  
 Power-purchase contracts  
 Accumulated provision for pension and benefits

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Other long-term liabilities

Total deferred credits and other liabilities

Minority Interest

Preferred stock of utility:

Not subject to mandatory redemption

Subject to mandatory redemption

Company-obligated mandatorily redeemable

securities of subsidiaries holding

solely parent company debentures

Other preferred securities

Total preferred securities of subsidiaries

Common stock

Additional paid-in capital

Accumulated other comprehensive income (loss)

Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity

587

MEC International B.V. and Subsidiaries [Tier 6]

Consolidating Balance Sheet

December 31, 2001

(In thousands)

Global Generation  
B.V. Consolidated

Hydro Energy B  
Consolidated

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt

Long-term debt classified as due within one year

Preferred stock to be redeemed within one year

Accounts payable

\$672,217

\$7,

2,

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Accrued taxes	(3,527)	
Regulatory liabilities - net		
Trading and price risk management liabilities		4,
Other current liabilities	2,677	11,
-----		
Total current liabilities	671,367	27,
-----		
Long-term debt	251,594	95,
-----		
Accumulated deferred income taxes - net		(1,
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
-----		
Total deferred credits and other liabilities		(1,
-----		
Liabilities of discontinued operations	55,845	
-----		
-----		
Minority Interest		
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries		
-----		
Common stock	40	2,
Additional paid-in capital	446,212	
Accumulated other comprehensive income (loss)	2,499	(40,
Retained earnings	(1,261,903)	17,
-----		
Total common shareholders' equity	(813,152)	(20,
-----		
Total liabilities and shareholders' equity	\$165,654	\$100,
=====		

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MEC International B.V. and Subsidiaries [Tier 6]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Latrobe Power Pty. Ltd. Consolidated	Latrobe Valley
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt		
Long-term debt classified as due within one year	\$6,828	
Preferred stock to be redeemed within one year		
Accounts payable	(84,941)	
Accrued taxes	427	
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities	19,634	
-----		
Total current liabilities	(58,052)	
-----		
Long-term debt	602,400	
-----		
Accumulated deferred income taxes - net	(9,152)	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits	369,274	
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities	67	
-----		
Total deferred credits and other liabilities	360,189	
-----		
Minority Interest	4,031	
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries		
-----		
Common stock		
Additional paid-in capital	110,293	
Accumulated other comprehensive income (loss)	(286,465)	
Retained earnings	121,323	

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-----  
 Total common shareholders' equity (54,849)  
 -----

Total liabilities and shareholders' equity \$853,719  
 =====

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MEC International B.V. and Subsidiaries [Tier 6]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Loy Yang Holdings Pty Ltd. Consolidated	MEC Esenyurt B Consolidated
----- LIABILITIES AND SHAREHOLDERS' EQUITY -----		
Short-term debt		
Long-term debt classified as due within one year	\$41	11,
Preferred stock to be redeemed within one year		
Accounts payable	(12,248)	47,
Accrued taxes	446	4,
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities	1,418	7,
-----	-----	-----
Total current liabilities	(10,343)	70,
-----	-----	-----
Long-term debt	219	95,
-----	-----	-----
Accumulated deferred income taxes - net	92	(9,
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities	59	42,
-----	-----	-----
Total deferred credits and other liabilities	151	33,
-----	-----	-----
Minority Interest		
-----	-----	-----

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Preferred stock of utility:

Not subject to mandatory redemption  
 Subject to mandatory redemption  
 Company-obligated mandatorily redeemable  
 securities of subsidiaries holding  
 solely parent company debentures  
 Other preferred securities

-----  
 Total preferred securities of subsidiaries  
 -----

Common stock		43,
Additional paid-in capital		37,
Accumulated other comprehensive income (loss)	(5,053)	
Retained earnings	21,698	18,

-----  
 Total common shareholders' equity 16,645 99,  
 -----

Total liabilities and shareholders' equity \$6,672 \$298,  
 =====

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MEC International B.V. and Subsidiaries [Tier 6]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

ISAB Energy MEC India B.V.  
 Services s.r.l. [7]

-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY  
 -----

Short-term debt  
 Long-term debt classified as due within one year  
 Preferred stock to be redeemed within one year  
 Accounts payable  
 Accrued taxes  
 Regulatory liabilities - net  
 Trading and price risk management liabilities  
 Other current liabilities

-----  
 Total current liabilities  
 -----



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Long-term debt

-----  
Accumulated deferred income taxes - net  
Accumulated deferred investment tax credits  
Customer advances and other deferred credits  
Power-purchase contracts  
Accumulated provision for pension and benefits  
Other long-term liabilities  
-----

Total deferred credits and other liabilities  
-----

Minority Interest  
-----

Preferred stock of utility:  
    Not subject to mandatory redemption  
    Subject to mandatory redemption  
Company-obligated mandatorily redeemable  
    securities of subsidiaries holding  
    solely parent company debentures  
Other preferred securities  
-----

Total preferred securities of subsidiaries  
-----

Common stock  
Additional paid-in capital  
Accumulated other comprehensive income (loss)  
Retained earnings  
-----

Total common shareholders' equity  
-----

Total liabilities and shareholders' equity  
=====

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MEC International B.V. and Subsidiaries [Tier 6]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

MEC Indo Coal B.V. MEC Indonesia

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LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	(\$6)	
Accrued taxes	275	
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		
<b>Total current liabilities</b>	<b>269</b>	
Long-term debt		
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
<b>Total deferred credits and other liabilities</b>		
Minority Interest		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
<b>Total preferred securities of subsidiaries</b>		
Common stock	22	
Additional paid-in capital	11,476	126,
Accumulated other comprehensive income (loss)		(25,
Retained earnings	6,506	(
<b>Total common shareholders' equity</b>	<b>18,004</b>	<b>101,</b>
<b>Total liabilities and shareholders' equity</b>	<b>\$18,272</b>	<b>\$101,</b>

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MEC International B.V. and Subsidiaries [Tier 6]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	MEC Laguna Power B.V.	Gulf Power Generation Co. Ltd. [7]
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		\$84
Accrued taxes		(13)
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		
-----		
Total current liabilities		71
-----		
Long-term debt		
-----		
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
-----		
Total deferred credits and other liabilities		
-----		
Minority Interest		
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable		
securities of subsidiaries holding		
solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries		
-----		

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Common stock	23
Additional paid-in capital	6,003
Accumulated other comprehensive income (loss)	
Retained earnings	(6,054)
-----	
Total common shareholders' equity	(28)
-----	
Total liabilities and shareholders' equity	\$43
=====	

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MEC International B.V. and Subsidiaries [Tier 6]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	MEC Priolo B.V.	MEC San Pascua B.V. Consolida
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	\$127	
Accrued taxes	117	
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		
-----		
Total current liabilities	244	
-----		
Long-term debt		
-----		
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
-----		
Total deferred credits and other liabilities		

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Minority Interest

Preferred stock of utility:

Not subject to mandatory redemption  
 Subject to mandatory redemption  
 Company-obligated mandatorily redeemable  
 securities of subsidiaries holding  
 solely parent company debentures  
 Other preferred securities

Total preferred securities of subsidiaries

Common stock	21	
Additional paid-in capital	31,323	4,
Accumulated other comprehensive income (loss)	187	
Retained earnings	(9,848)	(4,
<hr/>		
Total common shareholders' equity	21,683	
<hr/>		
Total liabilities and shareholders' equity	\$21,927	
<hr/>		

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MEC International B.V. and Subsidiaries [Tier 6]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

MEC Sumatra B.V.                      MEC Wales B.V.  
 Consolidated

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt		
Long-term debt classified as due within one year		\$3,
Preferred stock to be redeemed within one year		
Accounts payable	\$24	(404,
Accrued taxes	(13)	(6,
Regulatory liabilities - net		
Trading and price risk management liabilities		

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Other current liabilities		57,
-----		
Total current liabilities	11	(349,
-----		
Long-term debt		1,043,
-----		
Accumulated deferred income taxes - net		260,
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		117,
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
-----		
Total deferred credits and other liabilities		378,
-----		
Minority Interest		
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries		
-----		
Common stock	25	213,
Additional paid-in capital		
Accumulated other comprehensive income (loss)		(192,
Retained earnings	(31)	371,
-----		
Total common shareholders' equity	(6)	392,
-----		
Total liabilities and shareholders' equity	\$5	\$1,464,
=====		

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MEC International B.V. and Subsidiaries [Tier 6]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

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	Mission Energy Italia s.r.l.	Mission NZ Operations B.V. (Inactive)
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	(\$112)	
Accrued taxes	(149)	
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities	26	
-----		
Total current liabilities	(235)	
-----		
Long-term debt		
-----		
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities	343	
-----		
Total deferred credits and other liabilities	343	
-----		
Minority Interest		
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries		
-----		
Common stock	12	
Additional paid-in capital		
Accumulated other comprehensive income (loss)	(12)	
Retained earnings	459	
-----		
Total common shareholders' equity	459	
-----		
Total liabilities and shareholders' equity	\$567	

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MEC International B.V. and Subsidiaries [Tier 6]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	EcoElectrica S.a.r.l. Consolidated	Southwestern Generation B.V.
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	(\$1,218)	
Accrued taxes	132	
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities	335	
<hr/>		
Total current liabilities	(751)	
<hr/>		
Long-term debt		
<hr/>		
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
<hr/>		
Total deferred credits and other liabilities		
<hr/>		
Minority Interest		
<hr/>		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding		



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solely parent company debentures  
Other preferred securities

-----  
Total preferred securities of subsidiaries  
-----

Common stock	14
Additional paid-in capital	258,492
Accumulated other comprehensive income (loss)	(13,978)
Retained earnings	(59)

-----  
Total common shareholders' equity 244,469  
-----

Total liabilities and shareholders' equity \$243,718  
=====

597

MEC International B.V. and Subsidiaries [Tier 6]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

	MEC International B.V.	Consolidating Adjustments
----- LIABILITIES AND SHAREHOLDERS' EQUITY -----		
Short-term debt		\$23,
Long-term debt classified as due within one year	\$475	(\$29,
Preferred stock to be redeemed within one year		
Accounts payable	198,222	102,
Accrued taxes	(15,899)	11,
Regulatory liabilities - net	(2)	
Trading and price risk management liabilities		(4,
Other current liabilities	838	(54,
-----	-----	-----
Total current liabilities	183,634	49,
-----	-----	-----
Long-term debt	47,452	(785,
-----	-----	-----
Accumulated deferred income taxes - net	(55)	(51,
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		(495,

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Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		388,
-----		
Total deferred credits and other liabilities	(55)	(157,
-----		
Liabilities of discontinued operations		
-----		
Minority Interest		155,
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries		
-----		
Common stock	75,028	(915,
Additional paid-in capital	1,499,993	942,
Accumulated other comprehensive income (loss)	44,741	415,
Retained earnings	(23,485)	(1,129,
-----		
Total common shareholders' equity	1,596,277	
-----		
Total liabilities and shareholders' equity	\$1,827,308	(\$2,338,
=====		

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MEC International B.V. and Subsidiaries [Tier 6]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

Adelaide Ventures  
 Ltd.  
 Beheer-en  
 Beleggingsma  
 Jydeno B.V.

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Electric utility  
 Nonutility power generation  
 Financial services and other

-----  
 Total operating revenue  
 -----

Fuel  
 Purchased power  
 Provisions for regulatory adjustment clauses - net  
 Other operation and maintenance  
 Depreciation, decommissioning and amortization  
 Write-down of nonutility assets  
 Property and other taxes  
 Net gain on sale of utility plant

-----  
 Total operating expenses  
 -----

Operating income (loss)  
 Interest and dividend income  
 Other nonoperating income  
 Interest expense - net of amounts capitalized  
 Other nonoperating deductions  
 Dividends on preferred securities  
 Dividends on utility preferred stock

-----  
 Income (loss) from continuing operations before taxes  
 Income taxes (benefit)  
 -----

Income (loss) from continuing operations  
 Loss from discontinued operations  
     (including loss on disposal of \$1,309, net of tax)  
 Income taxes (benefit) on discontinued operations

-----  
 Net income (loss)  
 -----

Retained earnings - beginning of year  
 Dividends declared on common stock  
 Dividends declared on preferred stock

-----  
 Retained earnings - end of year  
 =====

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MEC International B.V. and Subsidiaries [Tier 6]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

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Coaltrade Services Edison Missi  
International Pte Advantage B.  
Ltd [8]

-----  
Electric utility  
Nonutility power generation  
Financial services and other  
-----

Total operating revenue  
-----

Fuel  
Purchased power  
Provisions for regulatory adjustment clauses - net  
Other operation and maintenance  
Depreciation, decommissioning and amortization  
Write-down of nonutility assets  
Property and other taxes  
Net gain on sale of utility plant  
-----

Total operating expenses  
-----

Operating income (loss)  
Interest and dividend income  
Other nonoperating income  
Interest expense - net of amounts capitalized  
Other nonoperating deductions  
Dividends on preferred securities  
Dividends on utility preferred stock  
-----

Income (loss) from continuing operations before taxes  
Income taxes (benefit)  
-----

Income (loss) from continuing operations  
Loss from discontinued operations  
(including loss on disposal of \$1,309, net of tax)  
Income taxes (benefit) on discontinued operations  
-----

Net income (loss)  
-----

Retained earnings - beginning of year  
Dividends declared on common stock  
Dividends declared on preferred stock  
-----

Retained earnings - end of year  
=====

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MEC International B.V. and Subsidiaries [Tier 6]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Edison Mission Energy Asia Pte Ltd. Consolidated	Edison Missi Energy Internationa
Electric utility		
Nonutility power generation	\$5,638	
Financial services and other		
<b>Total operating revenue</b>	<b>5,638</b>	
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	7,071	
Depreciation, decommissioning and amortization	443	
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
<b>Total operating expenses</b>	<b>7,514</b>	
Operating income (loss)	(1,876)	
Interest and dividend income	50	
Other nonoperating income	6,106	
Interest expense - net of amounts capitalized	(3)	
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
<b>Income (loss) from continuing operations before taxes</b>	<b>4,277</b>	
Income taxes (benefit)	1,338	
<b>Income (loss) from continuing operations</b>	<b>2,939</b>	
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
<b>Net income (loss)</b>	<b>2,939</b>	
Retained earnings - beginning of year	25,373	
Dividends declared on common stock		
Dividends declared on preferred stock		
<b>Retained earnings - end of year</b>	<b>\$28,312</b>	

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MEC International B.V. and Subsidiaries [Tier 6]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Edison Mission Millennium B.V. Consolidated	Edison Miss Operation a Maintenance Services B. Consolidate
Electric utility		
Nonutility power generation		\$
Financial services and other		
<b>Total operating revenue</b>		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	\$147	
Depreciation, decommissioning and amortization		
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
<b>Total operating expenses</b>	147	
Operating income (loss)	(147)	
Interest and dividend income	18	
Other nonoperating income	(35)	
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
<b>Income (loss) from continuing operations before taxes</b>	(164)	
Income taxes (benefit)	(6)	
<b>Income (loss) from continuing operations</b>	(158)	
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		

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Income taxes (benefit) on discontinued operations	
Net income (loss)	(158)
Retained earnings - beginning of year	(82)
Dividends declared on common stock	
Dividends declared on preferred stock	
Retained earnings - end of year	(\$240)

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MEC International B.V. and Subsidiaries [Tier 6]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Italian Vento Power Corporation 4 S.r.l. [7]	EME Atlantic Holdings Lim Consolidated
Electric utility		
Nonutility power generation		\$30
Financial services and other		
Total operating revenue		30
Fuel		15
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		4
Depreciation, decommissioning and amortization		2
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
Total operating expenses		23
Operating income (loss)		6
Interest and dividend income		
Other nonoperating income		
Interest expense - net of amounts capitalized		(2)
Other nonoperating deductions		(1)
Dividends on preferred securities		(
Dividends on utility preferred stock		

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Income (loss) from continuing operations before taxes	2
Income taxes (benefit)	2
-----	
Income (loss) from continuing operations	
Loss from discontinued operations	
(including loss on disposal of \$1,309, net of tax)	
Income taxes (benefit) on discontinued operations	
-----	
Net income (loss)	
-----	
Retained earnings - beginning of year	2
Dividends declared on common stock	(2)
Dividends declared on preferred stock	
-----	
Retained earnings - end of year	\$
=====	

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MEC International B.V. and Subsidiaries [Tier 6]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

EME Victoria B.V.      First Hydro  
 (Inactive)              Renewables L

Electric utility		
Nonutility power generation		
Financial services and other		
-----		
Total operating revenue		
-----		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Depreciation, decommissioning and amortization		
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
-----		
Total operating expenses		
-----		



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Operating income (loss)  
 Interest and dividend income  
 Other nonoperating income  
 Interest expense - net of amounts capitalized  
 Other nonoperating deductions  
 Dividends on preferred securities  
 Dividends on utility preferred stock

-----  
 Income (loss) from continuing operations before taxes  
 Income taxes (benefit)

-----  
 Income (loss) from continuing operations  
 Loss from discontinued operations  
 (including loss on disposal of \$1,309, net of tax)  
 Income taxes (benefit) on discontinued operations

-----  
 Net income (loss)

-----  
 Retained earnings - beginning of year  
 Dividends declared on common stock  
 Dividends declared on preferred stock

-----  
 Retained earnings - end of year  
 =====

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MEC International B.V. and Subsidiaries [Tier 6]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Global Generation B.V. Consolidated	Hydro Energy Consolidated
Electric utility		
Nonutility power generation	\$525,864	\$1
Financial services and other		
Total operating revenue	525,864	1
Fuel	268,741	
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	171,272	

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Depreciation, decommissioning and amortization	74,717	
Write-down of nonutility assets		
Property and other taxes	25,290	
Net gain on sale of utility plant		
-----		
Total operating expenses	540,020	
-----		
Operating income (loss)	(14,156)	1
Interest and dividend income	7,023	
Other nonoperating income	(39)	
Interest expense - net of amounts capitalized	(114,921)	(
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
-----		
Income (loss) from continuing operations before taxes	(122,093)	
Income taxes (benefit)	(24,961)	
-----		
Income (loss) from continuing operations	(97,132)	
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)	(1,921,401)	
Income taxes (benefit) on discontinued operations	(745,086)	
-----		
Net income (loss)	(1,273,447)	
-----		
Retained earnings - beginning of year	11,544	1
Dividends declared on common stock		
Dividends declared on preferred stock		
-----		
Retained earnings - end of year	(\$1,261,903)	\$1
=====		

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MEC International B.V. and Subsidiaries [Tier 6]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Latrobe Power Pty. Ltd. Consolidated	Latrobe Vall
-----		
Electric utility		
Nonutility power generation	\$127,226	
Financial services and other		
-----		

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Total operating revenue	127,226
-----	
Fuel	17,752
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	26,791
Depreciation, decommissioning and amortization	22,535
Write-down of nonutility assets	
Property and other taxes	
Net gain on sale of utility plant	
-----	
Total operating expenses	67,078
-----	
Operating income (loss)	60,148
Interest and dividend income	7,481
Other nonoperating income	(22)
Interest expense - net of amounts capitalized	(51,548)
Other nonoperating deductions	
Dividends on preferred securities	
Dividends on utility preferred stock	
-----	
Income (loss) from continuing operations before taxes	16,059
Income taxes (benefit)	4,201
-----	
Income (loss) from continuing operations	11,858
Loss from discontinued operations	
(including loss on disposal of \$1,309, net of tax)	
Income taxes (benefit) on discontinued operations	
-----	
Net income (loss)	11,858
-----	
Retained earnings - beginning of year	109,465
Dividends declared on common stock	
Dividends declared on preferred stock	
-----	
Retained earnings - end of year	\$121,323
=====	

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MEC International B.V. and Subsidiaries [Tier 6]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

Loy Yang Holdings  
 Pty. Ltd.

MEC Esenyurt  
 Consolidated

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	Consolidated	
Electric utility		
Nonutility power generation	\$9,424	\$11
Financial services and other		
<hr/>		
Total operating revenue	9,424	11
<hr/>		
Fuel		7
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	15,290	1
Depreciation, decommissioning and amortization	612	
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
<hr/>		
Total operating expenses	15,902	9
<hr/>		
Operating income (loss)	(6,478)	2
Interest and dividend income	361	
Other nonoperating income	2,653	
Interest expense - net of amounts capitalized	(14)	(1)
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
<hr/>		
Income (loss) from continuing operations before taxes	(3,478)	1
Income taxes (benefit)	(955)	
<hr/>		
Income (loss) from continuing operations	(2,523)	
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
<hr/>		
Net income (loss)	(2,523)	
<hr/>		
Retained earnings - beginning of year	24,221	1
Dividends declared on common stock		
Dividends declared on preferred stock		
<hr/>		
Retained earnings - end of year	\$21,698	\$1

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MEC International B.V. and Subsidiaries [Tier 6]  
Consolidating Statements of Income and Retained Earnings

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For the Year Ended December 31, 2001  
(In thousands)

	ISAB Energy Services s.r.l. [7]	MEC India B.
Electric utility		
Nonutility power generation		
Financial services and other		
<b>Total operating revenue</b>		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Depreciation, decommissioning and amortization		
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
<b>Total operating expenses</b>		
Operating income (loss)		
Interest and dividend income		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
<b>Income (loss) from continuing operations before taxes</b>		
Income taxes (benefit)		
<b>Income (loss) from continuing operations</b>		
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
<b>Net income (loss)</b>		
Retained earnings - beginning of year		
Dividends declared on common stock		
Dividends declared on preferred stock		
<b>Retained earnings - end of year</b>		

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MEC International B.V. and Subsidiaries [Tier 6]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	MEC Indo Coal B.V.	MEC Indonesi
Electric utility		
Nonutility power generation	\$446	(\$
Financial services and other		
Total operating revenue	446	(
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	586	
Depreciation, decommissioning and amortization		
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
Total operating expenses	586	
Operating income (loss)	(140)	(
Interest and dividend income	6	
Other nonoperating income	(1,659)	
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
Income (loss) from continuing operations before taxes	(1,793)	(
Income taxes (benefit)	102	
Income (loss) from continuing operations	(1,895)	(
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
Net income (loss)	(1,895)	(
Retained earnings - beginning of year	8,401	
Dividends declared on common stock		
Dividends declared on preferred stock		

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Retained earnings - end of year \$6,506

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MEC International B.V. and Subsidiaries [Tier 6]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	MEC Laguna Power B.V.	Gulf Power Generation C Ltd. [7]
Electric utility		
Nonutility power generation		
Financial services and other		
<hr/>		
Total operating revenue		
<hr/>		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	\$10	
Depreciation, decommissioning and amortization		
Write-down of nonutility assets	6,019	
Property and other taxes		
Net gain on sale of utility plant		
<hr/>		
Total operating expenses	6,029	
<hr/>		
Operating income (loss)	(6,029)	
Interest and dividend income	(4)	
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
<hr/>		
Income (loss) from continuing operations before taxes	(6,033)	
Income taxes (benefit)	1	
<hr/>		
Income (loss) from continuing operations	(6,032)	
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		

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Income taxes (benefit) on discontinued operations	
Net income (loss)	(6,032)
Retained earnings - beginning of year	22
Dividends declared on common stock	
Dividends declared on preferred stock	
Retained earnings - end of year	(\$6,054)

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MEC International B.V. and Subsidiaries [Tier 6]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	MEC Priolo B.V.	MEC San Pasco B.V. Consolidated
Electric utility		
Nonutility power generation	\$6,845	
Financial services and other		
Total operating revenue	6,845	
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	353	
Depreciation, decommissioning and amortization	616	
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
Total operating expenses	969	
Operating income (loss)	5,876	
Interest and dividend income	(120)	
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		



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Income (loss) from continuing operations before taxes	5,756	(
Income taxes (benefit)	(47)	)
-----		
Income (loss) from continuing operations	5,803	(
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		)
Income taxes (benefit) on discontinued operations		
-----		
Net income (loss)	5,803	(
-----		
Retained earnings - beginning of year	(15,651)	
Dividends declared on common stock		
Dividends declared on preferred stock		
-----		
Retained earnings - end of year	(\$9,848)	(\$
=====		

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MEC International B.V. and Subsidiaries [Tier 6]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	MEC Sumatra B.V.	MEC Wales B.V. Consolidated
-----		
Electric utility		
Nonutility power generation		\$32
Financial services and other		
-----		
Total operating revenue		32
-----		
Fuel		11
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		11
Depreciation, decommissioning and amortization		3
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
-----		
Total operating expenses		25
-----		

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Operating income (loss)		6
Interest and dividend income		12
Other nonoperating income	(\$5)	
Interest expense - net of amounts capitalized		(17)
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
-----		
Income (loss) from continuing operations before taxes	(5)	
Income taxes (benefit)	2	
-----		
Income (loss) from continuing operations	(3)	1
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----		
Net income (loss)	(3)	1
-----		
Retained earnings - beginning of year	(28)	80
Dividends declared on common stock		(45)
Dividends declared on preferred stock		
-----		
Retained earnings - end of year	(\$31)	\$37
=====		

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MEC International B.V. and Subsidiaries [Tier 6]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Mission Energy Italia s.r.l.	Mission NZ Operations B (Inactive)
-----		
Electric utility		
Nonutility power generation	\$1,084	
Financial services and other		
-----		
Total operating revenue	1,084	
-----		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	1,536	

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Depreciation, decommissioning and amortization	73
Write-down of nonutility assets	
Property and other taxes	2
Net gain on sale of utility plant	
-----	
Total operating expenses	1,611
-----	
Operating income (loss)	(527)
Interest and dividend income	5
Other nonoperating income	1,031
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Dividends on preferred securities	
Dividends on utility preferred stock	
-----	
Income (loss) from continuing operations before taxes	509
Income taxes (benefit)	188
-----	
Income (loss) from continuing operations	321
Loss from discontinued operations	
(including loss on disposal of \$1,309, net of tax)	
Income taxes (benefit) on discontinued operations	
-----	
Net income (loss)	321
-----	
Retained earnings - beginning of year	138
Dividends declared on common stock	
Dividends declared on preferred stock	
-----	
Retained earnings - end of year	\$459
=====	

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MEC International B.V. and Subsidiaries [Tier 6]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

EcoElectrica  
 S.a.r.l.  
 Consolidated

Southwestern  
 Generation B

Electric utility	
Nonutility power generation	\$13,285
Financial services and other	

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Total operating revenue	13,285
-----	
Fuel	
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	76
Depreciation, decommissioning and amortization	6,398
Write-down of nonutility assets	
Property and other taxes	
Net gain on sale of utility plant	
-----	
Total operating expenses	6,474
-----	
Operating income (loss)	6,811
Interest and dividend income	77
Other nonoperating income	(5)
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Dividends on preferred securities	
Dividends on utility preferred stock	
-----	
Income (loss) from continuing operations before taxes	6,883
Income taxes (benefit)	3
-----	
Income (loss) from continuing operations	6,880
Loss from discontinued operations	
(including loss on disposal of \$1,309, net of tax)	
Income taxes (benefit) on discontinued operations	
-----	
Net income (loss)	6,880
-----	
Retained earnings - beginning of year	(6,939)
Dividends declared on common stock	
Dividends declared on preferred stock	
-----	
Retained earnings - end of year	(\$59)
=====	

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MEC International B.V. and Subsidiaries [Tier 6]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

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	B.V.	Adjustments
Electric utility		
Nonutility power generation		(70)
Financial services and other		
<hr/>		
Total operating revenue		(70)
<hr/>		
Fuel		(33)
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	\$1,445	(24)
Depreciation, decommissioning and amortization	1,776	(9)
Write-down of nonutility assets		(
Property and other taxes		(2)
Net gain on sale of utility plant		
<hr/>		
Total operating expenses	3,221	
<hr/>		
Operating income (loss)	(3,221)	
Interest and dividend income	29,159	(15)
Other nonoperating income	3,171	
Interest expense - net of amounts capitalized	(22,645)	
Other nonoperating deductions		(1)
Dividends on preferred securities		
Dividends on utility preferred stock		
<hr/>		
Income (loss) from continuing operations before taxes	6,464	
Income taxes (benefit)	(294)	
<hr/>		
Income (loss) from continuing operations	6,758	(1,17)
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
<hr/>		
Net income (loss)	6,758	
<hr/>		
Retained earnings - beginning of year	(30,243)	(56)
Dividends declared on common stock		\$56
Dividends declared on preferred stock		
<hr/>		
Retained earnings - end of year	(\$23,485)	
<hr/>		

615

MEC International B.V.  
Edison Mission Energy Asia Pte Ltd and Subsidiaries [Tier 7]

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

Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Edison Mission Energy Asia Pacific Pte Ltd.	Edison Mission Energy Fuel Company Pte Ltd.
-----		
ASSETS		
-----		
Cash and equivalents		
Receivables - net		\$27
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		10
-----		
Total current assets		37
-----		
Nonutility property - net		2
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets		2
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Regulatory assets - net		
Other deferred charges		
-----		
Total deferred charges		
-----		
Total assets		\$39
=====		

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616

MEC International B.V.  
 Edison Mission Energy Asia Pte Ltd and Subsidiaries [Tier 7]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	P.T. Edison Mission Operation and Maintenance Indonesia	Edison Mission Energy Asia Pt Ltd.
<hr/>		
ASSETS		
<hr/>		
Cash and equivalents	\$2,130	\$
Receivables - net	764	
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets	57	
<hr/>		
Total current assets	2,951	1,
<hr/>		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		339,
Investments in leveraged leases		
Other investments		
<hr/>		
Total investment and other assets		340,
<hr/>		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
<hr/>		
Total utility plant		
<hr/>		
Regulatory assets - net		
Other deferred charges		2,
<hr/>		

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Total deferred charges 2,

Total assets \$2,951 \$344,

617

MEC International B.V.  
 Edison Mission Energy Asia Pte Ltd and Subsidiaries [Tier 7]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Edison Mission  
 Energy Asia Pte  
 Ltd Consolidated

ASSETS

Cash and equivalents	\$4,381
Receivables - net	16,117
Fuel inventory	
Materials and supplies, at average cost	
Accumulated deferred income taxes - net	
Trading and price risk management assets	
Prepayments and other current assets	610

Total current assets 21,108

Nonutility property - net	665
Nuclear decommissioning trusts	
Investments in partnerships and unconsolidated subsidiaries	338,576
Investments in leveraged leases	
Other investments	

Total investment and other assets 339,241

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



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Total utility plant

Regulatory assets - net

Other deferred charges

2,166

Total deferred charges

2,166

Total assets

\$362,515

618

MEC International B.V.

Edison Mission Energy Asia Pte Ltd and Subsidiaries [Tier 7]

Consolidating Balance Sheet

December 31, 2001

(In thousands)

Edison Mission  
Energy Asia  
Pacific Pte Ltd.

Edison Mission  
Energy Fuel  
Company Pte Lt

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt

Long-term debt classified as due within one year

Preferred stock to be redeemed within one year

Accounts payable

Accrued taxes

Regulatory liabilities - net

Trading and price risk management liabilities

Other current liabilities

\$148

Total current liabilities

148

Long-term debt

Accumulated deferred income taxes - net

Accumulated deferred investment tax credits

Customer advances and other deferred credits

Power-purchase contracts

Accumulated provision for pension and benefits

Other long-term liabilities

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Total deferred credits and other liabilities

-----  
 Minority Interest

Preferred stock of utility:

Not subject to mandatory redemption

Subject to mandatory redemption

Company-obligated mandatorily redeemable

securities of subsidiaries holding

solely parent company debentures

Other preferred securities

-----  
 Total preferred securities of subsidiaries

Common stock

Additional paid-in capital

Accumulated other comprehensive income (loss) 14

Retained earnings (123)

-----  
 Total common shareholders' equity (109)

-----  
 Total liabilities and shareholders' equity \$39

619

MEC International B.V.

Edison Mission Energy Asia Pte Ltd and Subsidiaries [Tier 7]

Consolidating Balance Sheet

December 31, 2001

(In thousands)

P.T. Edison  
 Mission Operation  
 and Maintenance  
 Indonesia

Edison Mission  
 Energy Asia Pt  
 Ltd.

-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt

Long-term debt classified as due within one year

Preferred stock to be redeemed within one year

Accounts payable \$559 (\$20,

Accrued taxes 174

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Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities	22	
-----		
Total current liabilities	755	(19,
-----		
Long-term debt		
-----		
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
-----		
Total deferred credits and other liabilities		
-----		
Minority Interest		
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable		
securities of subsidiaries holding		
solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries		
-----		
Common stock		337,
Additional paid-in capital	1,500	1,
Accumulated other comprehensive income (loss)		
Retained earnings	696	24,
-----		
Total common shareholders' equity	2,196	363,
-----		
Total liabilities and shareholders' equity	\$2,951	\$344,
=====		

620

MEC International B.V.  
Edison Mission Energy Asia Pte Ltd and Subsidiaries [Tier 7]  
Consolidating Balance Sheet  
December 31, 2001

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

(In thousands)

	Edison Mission Energy Asia Pte Ltd. Consolidated
<hr/>	
LIABILITIES AND SHAREHOLDERS' EQUITY	
<hr/>	
Short-term debt	
Long-term debt classified as due within one year	
Preferred stock to be redeemed within one year	
Accounts payable	(\$4,246)
Accrued taxes	261
Regulatory liabilities - net	
Trading and price risk management liabilities	
Other current liabilities	808
<hr/>	
Total current liabilities	(3,177)
<hr/>	
Long-term debt	41
<hr/>	
Accumulated deferred income taxes - net	1,056
Accumulated deferred investment tax credits	
Customer advances and other deferred credits	
Power-purchase contracts	
Accumulated provision for pension and benefits	
Other long-term liabilities	
<hr/>	
Total deferred credits and other liabilities	1,056
<hr/>	
Minority Interest	15
<hr/>	
Preferred stock of utility:	
Not subject to mandatory redemption	
Subject to mandatory redemption	
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures	
Other preferred securities	
<hr/>	
Total preferred securities of subsidiaries	
<hr/>	
Common stock	335,641
Additional paid-in capital	2,985
Accumulated other comprehensive income (loss)	(2,358)
Retained earnings	28,312
<hr/>	
Total common shareholders' equity	364,580

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-----  
 Total liabilities and shareholders' equity \$362,515  
 =====

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MEC International B.V.  
 Edison Mission Energy Asia Pte Ltd and Subsidiaries [Tier 7]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Edison Mission Energy Asia Pacific Pte Ltd	Edison Missi Energy Fuel Company Pte
--	--	--

-----  
 Electric utility  
 Nonutility power generation  
 Financial services and other  
 -----

Total operating revenue  
 -----

Fuel  
 Purchased power  
 Provisions for regulatory adjustment clauses - net  
 Other operation and maintenance \$266  
 Depreciation, decommissioning and amortization  
 Write-down of nonutility assets  
 Property and other taxes  
 Net gain on sale of utility plant  
 -----

Total operating expenses 266  
 -----

Operating income (loss) (266)  
 Interest and dividend income 4  
 Other nonoperating income 182  
 Interest expense - net of amounts capitalized  
 Other nonoperating deductions  
 Dividends on preferred securities  
 Dividends on utility preferred stock  
 -----

Income (loss) from continuing operations before taxes (80)  
 Income taxes (benefit) 8  
 -----

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Income (loss) from continuing operations	(88)
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)	
Income taxes (benefit) on discontinued operations	
-----	-----
Net income (loss)	(88)
-----	-----
Retained earnings - beginning of year	(35)
Dividends declared on common stock	
Dividends declared on preferred stock	
-----	-----
Retained earnings - end of year	(\$123)
=====	=====

622

MEC International B.V.  
Edison Mission Energy Asia Pte Ltd and Subsidiaries [Tier 7]  
Consolidating Statements of Income and Retained Earnings  
For the Year Ended December 31, 2001  
(In thousands)

	P.T. Edison Mission Operation and Maintenance Indonesia	Edison Missi Energy Asia Ltd.
-----	-----	-----
Electric utility		
Nonutility power generation	\$5,638	
Financial services and other		
-----	-----	-----
Total operating revenue	5,638	
-----	-----	-----
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	4,388	\$
Depreciation, decommissioning and amortization	1	
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
-----	-----	-----
Total operating expenses	4,389	
-----	-----	-----
Operating income (loss)	1,249	(
Interest and dividend income	34	
Other nonoperating income	(26)	

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Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
-----		
Income (loss) from continuing operations before taxes	1,257	
Income taxes (benefit)	443	
-----		
Income (loss) from continuing operations	814	
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----		
Net income (loss)	814	
-----		
Retained earnings - beginning of year	(118)	2
Dividends declared on common stock		
Dividends declared on preferred stock		
-----		
Retained earnings - end of year	\$696	\$2
=====		

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MEC International B.V.  
Edison Mission Energy Asia Pte Ltd and Subsidiaries [Tier 7]  
Consolidating Statements of Income and Retained Earnings  
For the Year Ended December 31, 2001  
(In thousands)

	Edison Mission Energy Asia Pte Ltd. Consolidated	
-----		
Electric utility		
Nonutility power generation	\$5,638	
Financial services and other		
-----		
Total operating revenue	5,638	
-----		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	7,071	
Depreciation, decommissioning and amortization	443	
Write-down of nonutility assets		

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Property and other taxes	
Net gain on sale of utility plant	
-----	
Total operating expenses	7,514
-----	
Operating income (loss)	(1,876)
Interest and dividend income	50
Other nonoperating income	6,106
Interest expense - net of amounts capitalized	(3)
Other nonoperating deductions	
Dividends on preferred securities	
Dividends on utility preferred stock	
-----	
Income (loss) from continuing operations before taxes	4,277
Income taxes (benefit)	1,338
-----	
Income (loss) from continuing operations	2,939
Loss from discontinued operations	
(including loss on disposal of \$1,309, net of tax)	
Income taxes (benefit) on discontinued operations	
-----	
Net income (loss)	2,939
-----	
Retained earnings - beginning of year	25,373
Dividends declared on common stock	
Dividends declared on preferred stock	
-----	
Retained earnings - end of year	\$28,312
=====	

624

MEC International B.V.  
Edison Mission Millennium B.V. and Subsidiaries[Tier 7]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

EME Caliraya B.V.      CBK Power Comp  
Ltd. [8]

ASSETS

Cash and equivalents	\$3
Receivables - net	
Fuel inventory	



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Materials and supplies, at average cost	
Accumulated deferred income taxes - net	
Trading and price risk management assets	
Prepayments and other current assets	
-----	
Total current assets	3
-----	
Nonutility property - net	
Nuclear decommissioning trusts	
Investments in partnerships and unconsolidated subsidiaries	26,789
Investments in leveraged leases	
Other investments	
-----	
Total investment and other assets	26,789
-----	
Utility plant, at original cost:	
Transmission and distribution	
Generation	
Accumulated provision for depreciation and decommissioning	
Construction work in progress	
Nuclear fuel, at amortized cost	
-----	
Total utility plant	
-----	
Regulatory assets - net	
Other deferred charges	(21)
-----	
Total deferred charges	(21)
-----	
Total assets	\$26,771
=====	

625

MEC International B.V.  
Edison Mission Millennium B.V. and Subsidiaries[Tier 7]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

CBK Power Company  
Ltd. [8]

Edison Missi  
Millennium B

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

-----  
ASSETS  
-----

Cash and equivalents  
Receivables - net  
Fuel inventory  
Materials and supplies, at average cost  
Accumulated deferred income taxes - net  
Trading and price risk management assets  
Prepayments and other current assets  
-----

Total current assets  
-----

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

Total investment and other assets  
-----

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

Total utility plant  
-----

Regulatory assets - net  
Other deferred charges  
-----

Total deferred charges  
-----

Total assets  
=====

\$3  
=====

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MEC International B.V.  
Edison Mission Millennium B.V. and Subsidiaries[Tier 7]  
Consolidating Balance Sheet

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December 31, 2001

(In thousands)

	Edison Mission Millennium B.V. Consolidated
-----	
ASSETS	
-----	
Cash and equivalents	\$14
Receivables - net	
Fuel inventory	
Materials and supplies, at average cost	
Accumulated deferred income taxes - net	
Trading and price risk management assets	
Prepayments and other current assets	
-----	
Total current assets	14
-----	
Nonutility property - net	
Nuclear decommissioning trusts	
Investments in partnerships and unconsolidated subsidiaries	27,093
Investments in leveraged leases	
Other investments	
-----	
Total investment and other assets	27,093
-----	
Utility plant, at original cost:	
Transmission and distribution	
Generation	
Accumulated provision for depreciation and decommissioning	
Construction work in progress	
Nuclear fuel, at amortized cost	
-----	
Total utility plant	
-----	
Regulatory assets - net	
Other deferred charges	(21)
-----	
Total deferred charges	(21)
-----	
Total assets	\$27,086
=====	

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MEC International B.V.  
 Edison Mission Millennium B.V. and Subsidiaries[Tier 6]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

EME Caliraya B.V.      CBK Power Comp  
 Ltd. [8]

-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY  
 -----

Short-term debt	
Long-term debt classified as due within one year	
Preferred stock to be redeemed within one year	
Accounts payable	\$123
Accrued taxes	(8)
Regulatory liabilities - net	
Trading and price risk management liabilities	
Other current liabilities	

-----  
 Total current liabilities      115  
 -----

Long-term debt  
 -----

Accumulated deferred income taxes - net	
Accumulated deferred investment tax credits	
Customer advances and other deferred credits	
Power-purchase contracts	
Accumulated provision for pension and benefits	
Other long-term liabilities	

-----  
 Total deferred credits and other liabilities  
 -----

Minority Interest  
 -----

Preferred stock of utility:	
Not subject to mandatory redemption	
Subject to mandatory redemption	
Company-obligated mandatorily redeemable	
securities of subsidiaries holding	
solely parent company debentures	
Other preferred securities	

-----  
 Total preferred securities of subsidiaries  
 -----

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Common stock	24
Additional paid-in capital	30,137
Accumulated other comprehensive income (loss)	(3,347)
Retained earnings	(158)
-----	
Total common shareholders' equity	26,656
-----	
Total liabilities and shareholders' equity	\$26,771
=====	

628

MEC International B.V.  
 Edison Mission Millennium B.V. and Subsidiaries[Tier 6]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

CBK Power Company      Edison Mission  
 Ltd. [8]                      Millennium B.V.

-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY  
 -----

Short-term debt  
 Long-term debt classified as due within one year  
 Preferred stock to be redeemed within one year  
 Accounts payable  
 Accrued taxes  
 Regulatory liabilities - net  
 Trading and price risk management liabilities  
 Other current liabilities  
 -----

Total current liabilities  
 -----

Long-term debt  
 -----

Accumulated deferred income taxes - net  
 Accumulated deferred investment tax credits  
 Customer advances and other deferred credits  
 Power-purchase contracts  
 Accumulated provision for pension and benefits  
 Other long-term liabilities  
 -----

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Total deferred credits and other liabilities

Minority Interest

Preferred stock of utility:

Not subject to mandatory redemption

Subject to mandatory redemption

Company-obligated mandatorily redeemable

securities of subsidiaries holding

solely parent company debentures

Other preferred securities

Total preferred securities of subsidiaries

Common stock

Additional paid-in capital

Accumulated other comprehensive income (loss)

Retained earnings

30,

Total common shareholders' equity

30,

Total liabilities and shareholders' equity

\$30,

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MEC International B.V.

Edison Mission Millennium B.V. and Subsidiaries[Tier 7]

Consolidating Balance Sheet

December 31, 2001

(In thousands)

Edison Mission  
Millennium B.V.  
Consolidated

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt

Long-term debt classified as due within one year

Preferred stock to be redeemed within one year

Accounts payable

\$108

Accrued taxes

(39)

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Regulatory liabilities - net	
Trading and price risk management liabilities	
Other current liabilities	
-----	
Total current liabilities	69
-----	
Long-term debt	
-----	
Accumulated deferred income taxes - net	
Accumulated deferred investment tax credits	
Customer advances and other deferred credits	
Power-purchase contracts	
Accumulated provision for pension and benefits	
Other long-term liabilities	
-----	
Total deferred credits and other liabilities	
-----	
Minority Interest	
-----	
Preferred stock of utility:	
Not subject to mandatory redemption	
Subject to mandatory redemption	
Company-obligated mandatorily redeemable	
securities of subsidiaries holding	
solely parent company debentures	
Other preferred securities	
-----	
Total preferred securities of subsidiaries	
-----	
Common stock	17
Additional paid-in capital	30,587
Accumulated other comprehensive income (loss)	(3,347)
Retained earnings	(240)
-----	
Total common shareholders' equity	27,017
-----	
Total liabilities and shareholders' equity	\$27,086
=====	

630

MEC International B.V.  
Edison Mission Millennium B.V. and Subsidiaries[Tier 7]  
Consolidating Statements of Income and Retained Earnings  
For the Year Ended December 31, 2001

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

(In thousands)

	EME Caliraya B.V.	CBK Power Co Ltd. [8]
Electric utility		
Nonutility power generation		
Financial services and other		
<b>Total operating revenue</b>		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		\$139
Depreciation, decommissioning and amortization		
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
<b>Total operating expenses</b>		139
Operating income (loss)		(139)
Interest and dividend income		
Other nonoperating income		(6)
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
<b>Income (loss) from continuing operations before taxes</b>		(145)
Income taxes (benefit)		(2)
<b>Income (loss) from continuing operations</b>		(143)
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
<b>Net income (loss)</b>		(143)
Retained earnings - beginning of year		(15)
Dividends declared on common stock		
Dividends declared on preferred stock		
<b>Retained earnings - end of year</b>		(\$158)



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MEC International B.V.  
 Edison Mission Millennium B.V. and Subsidiaries[Tier 7]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	CBK Power Company Ltd. [8]	Edison Missi Millennium B
Electric utility		
Nonutility power generation		
Financial services and other		
<b>Total operating revenue</b>		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Depreciation, decommissioning and amortization		
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
<b>Total operating expenses</b>		
Operating income (loss)		
Interest and dividend income		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
<b>Income (loss) from continuing operations before taxes</b>		
Income taxes (benefit)		
<b>Income (loss) from continuing operations</b>		
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
<b>Net income (loss)</b>		
Retained earnings - beginning of year		
Dividends declared on common stock		
Dividends declared on preferred stock		

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Retained earnings - end of year

632

MEC International B.V.  
 Edison Mission Millennium B.V. and Subsidiaries[Tier 7]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

Edison Mission  
 Millennium B.V.  
 Consolidated

Electric utility	
Nonutility power generation	
Financial services and other	
-----	
Total operating revenue	
-----	
Fuel	
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	\$147
Depreciation, decommissioning and amortization	
Write-down of nonutility assets	
Property and other taxes	
Net gain on sale of utility plant	
-----	
Total operating expenses	147
-----	
Operating income (loss)	(147)
Interest and dividend income	18
Other nonoperating income	(35)
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Dividends on preferred securities	
Dividends on utility preferred stock	
-----	
Income (loss) from continuing operations before taxes	(164)
Income taxes (benefit)	(6)
-----	
Income (loss) from continuing operations	(158)
Loss from discontinued operations	
(including loss on disposal of \$1,309, net of tax)	

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Income taxes (benefit) on discontinued operations	
Net income (loss)	(158)
Retained earnings - beginning of year	(82)
Dividends declared on common stock	
Dividends declared on preferred stock	
Retained earnings - end of year	(\$240)

633

MEC International B.V.  
 Edison Mission Operation and Maintenance Services, B.V. and Subsidiaries[Tier 7]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Edison Mission  
 Operation and  
 Maintenance  
 (Thailand) Company  
 Limited

EME Philippine  
 Services  
 Corporation

ASSETS

Cash and equivalents	\$103
Receivables - net	
Fuel inventory	
Materials and supplies, at average cost	
Accumulated deferred income taxes - net	
Trading and price risk management assets	
Prepayments and other current assets	
Total current assets	103

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

Total investment and other assets

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

-----  
 Total utility plant  
 -----

Regulatory assets - net  
 Other deferred charges  
 -----

Total deferred charges  
 -----

Total assets	\$103	\$
=====	=====	=====

634

MEC International B.V.  
 Edison Mission Operation and Maintenance Services, B.V. and Subsidiaries[Tier 7]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Edison Mission Operation and Maintenance Services, B.V.	Consolidating Adjustments
--	--	------------------------------

-----  
 ASSETS  
 -----

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

-----  
 Total current assets

	1
--	---

-----

Nonutility property - net

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Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	412	(
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets	412	
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Regulatory assets - net		
Other deferred charges		
-----		
Total deferred charges		
-----		
Total assets	\$413	(
=====		

635

MEC International B.V.  
Edison Mission Operation and Maintenance Services, B.V. and Subsidiaries[Tier 7]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

Edison Mission  
Operation and  
Maintenance  
(Thailand) Company  
Limited

EME Philippine  
Services  
Corporation

LIABILITIES AND SHAREHOLDERS' EQUITY

-----

Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	\$1	\$

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Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		
-----		
Total current liabilities		1
-----		
Long-term debt		
-----		
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
-----		
Total deferred credits and other liabilities		
-----		
Minority Interest		
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries		
-----		
Common stock		103
Additional paid-in capital		
Accumulated other comprehensive income (loss)		
Retained earnings		(1)
-----		
Total common shareholders' equity		102
-----		
Total liabilities and shareholders' equity		\$103
=====		

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MEC International B.V.  
 Edison Mission Operation and Maintenance Services, B.V. and Subsidiaries[Tier 7]  
 Consolidating Balance Sheet  
 December 31, 2001

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(In thousands)

	Edison Mission Operation and Maintenance Services, B.V.	Consolidating Adjustments
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	\$9	
Accrued taxes	(9)	
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		
<hr/>		
Total current liabilities		
<hr/>		
Long-term debt		
<hr/>		
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
<hr/>		
Total deferred credits and other liabilities		
<hr/>		
Minority Interest		
<hr/>		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable		
securities of subsidiaries holding		
solely parent company debentures		
Other preferred securities		
<hr/>		
Total preferred securities of subsidiaries		
<hr/>		
Common stock	19	(\$
Additional paid-in capital	412	
Accumulated other comprehensive income (loss)		
Retained earnings	(18)	
<hr/>		

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Total common shareholders' equity	413	(
-----		
Total liabilities and shareholders' equity	\$413	(\$
=====		

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MEC International B.V.  
 Edison Mission Operation and Maintenance Services, B.V. and Subsidiaries[Tier 7]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Edison Mission Operation and Maintenance (Thailand) Company Ltd	EME Philippi Services Corporation
Electric utility		\$
Nonutility power generation		
Financial services and other		
-----		
Total operating revenue		
-----		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Depreciation, decommissioning and amortization		
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
-----		
Total operating expenses		
-----		
Operating income (loss)		
Interest and dividend income		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
-----		
Income (loss) from continuing operations before taxes		
Income taxes (benefit)		



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Income (loss) from continuing operations	
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)	
Income taxes (benefit) on discontinued operations	
Net income (loss)	
Retained earnings - beginning of year	(\$1)
Dividends declared on common stock	
Dividends declared on preferred stock	
Retained earnings - end of year	(\$1)

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MEC International B.V.  
 Edison Mission Operation and Maintenance Services, B.V. and Subsidiaries[Tier 7]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Edison Mission Operation and Maintenance Services, B.V.	Consolidating Adjustments
Electric utility		
Nonutility power generation		
Financial services and other		
Total operating revenue		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Depreciation, decommissioning and amortization		
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
Total operating expenses		

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Operating income (loss)	
Interest and dividend income	
Other nonoperating income	(\$5)
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Dividends on preferred securities	
Dividends on utility preferred stock	
-----	
Income (loss) from continuing operations before taxes	(5)
Income taxes (benefit)	(2)
-----	
Income (loss) from continuing operations	(3)
Loss from discontinued operations	
(including loss on disposal of \$1,309, net of tax)	
Income taxes (benefit) on discontinued operations	
-----	
Net income (loss)	(3)
-----	
Retained earnings - beginning of year	(15)
Dividends declared on common stock	
Dividends declared on preferred stock	
-----	
Retained earnings - end of year	(\$18)
=====	

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MEC International B.V.  
 EME Atlantic Holdings Limited and Subsidiaries[Tier 7, et seq.]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

EME Ascot Limited      EME Buckingham  
 Limited [8]

ASSETS

Cash and equivalents  
 Receivables - net  
 Fuel inventory  
 Materials and supplies, at average cost  
 Accumulated deferred income taxes - net  
 Trading and price risk management assets  
 Prepayments and other current assets

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Total current assets

Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	\$297,622	\$297,
Investments in leveraged leases		
Other investments		
<b>Total investment and other assets</b>	<b>297,622</b>	<b>297,</b>
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
<b>Total utility plant</b>		
Regulatory assets - net		
Other deferred charges		
<b>Total deferred charges</b>		
<b>Total assets</b>	<b>\$297,622</b>	<b>\$297,</b>

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MEC International B.V.  
EME Atlantic Holdings Limited and Subsidiaries[Tier 7, et seq.]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

Mission Energy  
Universal Holdings  
Consolidated [10]

EME Atlantic  
Holdings Limit

ASSETS

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Cash and equivalents	\$13,036	
Receivables - net	42,377	
Fuel inventory		
Materials and supplies, at average cost	5,340	
Accumulated deferred income taxes - net		
Trading and price risk management assets	29,112	
Prepayments and other current assets	872	
-----		
Total current assets	90,737	
-----		
Nonutility property - net	871,952	
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	27,488	\$297,
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets	899,440	297,
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Goodwill	371,635	
Other deferred charges	4,547	
-----		
Total deferred charges	376,182	
-----		
Total assets	\$1,366,359	\$297,
=====		

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MEC International B.V.  
EME Atlantic Holdings Limited and Subsidiaries[Tier 7, et seq.]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

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EME Atlantic  
Holdings Limited  
Consolidated

-----  
ASSETS  
-----

Cash and equivalents	\$13,701
Receivables - net	42,377
Fuel inventory	
Materials and supplies, at average cost	5,340
Accumulated deferred income taxes - net	
Trading and price risk management assets	29,112
Prepayments and other current assets	872

-----  
Total current assets 91,402  
-----

Nonutility property - net	871,952
Nuclear decommissioning trusts	
Investments in partnerships and unconsolidated subsidiaries	27,488
Investments in leveraged leases	
Other investments	

-----  
Total investment and other assets 899,440  
-----

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

-----  
Total utility plant  
-----

GOODWILL	371,635
Other deferred charges	4,526

-----  
Total deferred charges 376,161  
-----

-----  
Total assets \$1,367,003  
=====

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MEC International B.V.  
 EME Atlantic Holdings Limited and Subsidiaries[Tier 7, et seq.]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	EME Ascot Limited	EME Buckingham Limited [8]
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	\$25	
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities	15	
<hr/>		
Total current liabilities	40	
<hr/>		
Long-term debt		
<hr/>		
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
<hr/>		
Total deferred credits and other liabilities		
<hr/>		
Minority Interest		
<hr/>		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
<hr/>		
Total preferred securities of subsidiaries		
<hr/>		
Common stock	297,622	297,
Additional paid-in capital		
Accumulated other comprehensive income (loss)		

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Retained earnings	(40)	
-----		
Total common shareholders' equity	297,582	297,
-----		
Total liabilities and shareholders' equity	\$297,622	\$297,
=====		

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MEC International B.V.  
 EME Atlantic Holdings Limited and Subsidiaries[Tier 7, et seq.]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Mission Energy Universal Holdings Consolidated [10]	EME Atlantic Holdings Limit
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt	\$64,529	
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	42,935	
Accrued taxes	(2,723)	
Regulatory liabilities - net		
Trading and price risk management liabilities	2,406	
Other current liabilities	2,938	
-----		
Total current liabilities	110,085	
-----		
Long-term debt	385,446	
-----		
Accumulated deferred income taxes - net	76,983	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities	6,270	
-----		
Total deferred credits and other liabilities	83,253	
-----		

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Minority Interest	326,994	
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption	103,950	
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries	103,950	
-----		
Common stock	172,543	297,
Additional paid-in capital	275,752	
Accumulated other comprehensive income (loss)	(94,292)	
Retained earnings	2,628	(
-----		
Total common shareholders' equity	356,631	297,
-----		
Total liabilities and shareholders' equity	\$1,366,359	\$297,
=====		

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MEC International B.V.  
EME Atlantic Holdings Limited and Subsidiaries[Tier 7, et seq.]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

EME Atlantic  
Holdings Limited  
Consolidated

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt	\$64,529
Long-term debt classified as due within one year	
Preferred stock to be redeemed within one year	
Accounts payable	(105,977)
Accrued taxes	(2,445)
Regulatory liabilities - net	
Trading and price risk management liabilities	2,406
Other current liabilities	3,009
-----	



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Total current liabilities	(38,478)
-----	
Long-term debt	385,446
-----	
Accumulated deferred income taxes - net	76,983
Accumulated deferred investment tax credits	
Customer advances and other deferred credits	
Power-purchase contracts	
Accumulated provision for pension and benefits	
Other long-term liabilities	6,270
-----	
Total deferred credits and other liabilities	83,253
-----	
Minority Interest	326,994
-----	
Preferred stock of utility:	
Not subject to mandatory redemption	
Subject to mandatory redemption	103,950
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures	
Other preferred securities	
-----	
Total preferred securities of subsidiaries	103,950
-----	
Common stock	297,815
Additional paid-in capital	275,752
Accumulated other comprehensive income (loss)	(76,090)
Retained earnings	8,361
-----	
Total common shareholders' equity	505,838
-----	
Total liabilities and shareholders' equity	\$1,367,003
=====	

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MEC International B.V.  
EME Atlantic Holdings Limited and Subsidiaries[Tier 7, et seq.]  
Consolidating Statements of Income and Retained Earnings  
For the Year Ended December 31, 2001  
(In thousands)

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	EME Ascot Limited	EME Buckingh Limited [8]
Electric utility		
Nonutility power generation		
Financial services and other		
<b>Total operating revenue</b>		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		\$40
Depreciation, decommissioning and amortization		
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
<b>Total operating expenses</b>		40
Operating income (loss)		(40)
Interest and dividend income		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
<b>Income (loss) from continuing operations before taxes</b>		(40)
Income taxes (benefit)		
<b>Income (loss) from continuing operations</b>		(40)
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
<b>Net income (loss)</b>		(40)
Retained earnings - beginning of year		
Dividends declared on common stock		
Dividends declared on preferred stock		
<b>Retained earnings - end of year</b>		(\$40)

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MEC International B.V.  
 EME Atlantic Holdings Limited and Subsidiaries[Tier 7, et seq.]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Mission Energy Universal Holdings Consolidated [10]	EME Atlantic Holdings Lim
Electric utility		
Nonutility power generation	\$300,361	
Financial services and other		
Total operating revenue	300,361	
Fuel	157,080	
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	47,747	
Depreciation, decommissioning and amortization	26,156	
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
Total operating expenses	230,983	
Operating income (loss)	69,378	
Interest and dividend income	2,155	
Other nonoperating income	(1)	
Interest expense - net of amounts capitalized	(20,332)	
Other nonoperating deductions	(18,853)	
Dividends on preferred securities	(8,811)	
Dividends on utility preferred stock		
Income (loss) from continuing operations before taxes	23,536	
Income taxes (benefit)	22,027	
Income (loss) from continuing operations	1,509	
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
Net income (loss)	1,509	
Retained earnings - beginning of year	27,749	
Dividends declared on common stock	(26,630)	
Dividends declared on preferred stock		
Retained earnings - end of year	\$2,628	

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MEC International B.V.  
 EME Atlantic Holdings Limited and Subsidiaries[Tier 7, et seq.]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	EME Atlantic Holdings Limited Consolidated
Electric utility	
Nonutility power generation	\$300,361
Financial services and other	
<hr/> Total operating revenue	<hr/> 300,361 <hr/>
Fuel	157,080
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	47,950
Depreciation, decommissioning and amortization	26,157
Write-down of nonutility assets	
Property and other taxes	
Net gain on sale of utility plant	
<hr/> Total operating expenses	<hr/> 231,187 <hr/>
Operating income (loss)	69,174
Interest and dividend income	9,073
Other nonoperating income	(689)
Interest expense - net of amounts capitalized	(20,332)
Other nonoperating deductions	(18,853)
Dividends on preferred securities	(8,811)
Dividends on utility preferred stock	
<hr/> Income (loss) from continuing operations before taxes	<hr/> 29,562 <hr/>
Income taxes (benefit)	22,306
<hr/> Income (loss) from continuing operations	<hr/> 7,256 <hr/>
Loss from discontinued operations	
(including loss on disposal of \$1,309, net of tax)	
Income taxes (benefit) on discontinued operations	
<hr/> Net income (loss)	<hr/> 7,256 <hr/>

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Retained earnings - beginning of year	27,735
Dividends declared on common stock	(26,630)
Dividends declared on preferred stock	

Retained earnings - end of year	\$8,361
---------------------------------	---------

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MEC International B.V., EME Atlantic Holdings Limited,  
Mission Energy Universal Holdings and Subsidiaries[Tier 11, et seq.]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

	Mission Contact Finance Limited	Mission Energy Five Star
-----		
ASSETS		
-----		
Cash and equivalents	\$32	
Receivables - net		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
-----		
Total current assets	32	
-----		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	103,950	
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets	103,950	
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		

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Construction work in progress  
Nuclear fuel, at amortized cost

-----  
Total utility plant  
-----

Regulatory assets - net  
Other deferred charges

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

Total assets \$103,982  
=====

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MEC International B.V., EME Atlantic Holdings Limited,  
Mission Energy Universal Holdings and Subsidiaries[Tier 11, et seq.]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

	Mission Energy Universal Holdings	Consolidating Adjustments
-----		
ASSETS -----		
Cash and equivalents	\$3,966	
Receivables - net		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
-----		
Total current assets	3,966	
-----		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	166,985	(\$27
Investments in leveraged leases		
Other investments		
-----		

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Total investment and other assets	166,985	(27
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Regulatory assets - net		
Other deferred charges		
-----		
Total deferred charges		
-----		
Total assets	\$170,951	(\$27
=====		

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MEC International B.V., EME Atlantic Holdings Limited,  
Mission Energy Universal Holdings and Subsidiaries[Tier 11, et seq.]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

	Mission Contact	Mission Energy
	Finance Limited	Five Star
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	\$31	\$
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		
-----		
Total current liabilities	31	

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-----  
 Long-term debt  
 -----

Accumulated deferred income taxes - net  
 Accumulated deferred investment tax credits  
 Customer advances and other deferred credits  
 Power-purchase contracts  
 Accumulated provision for pension and benefits  
 Other long-term liabilities  
 -----

Total deferred credits and other liabilities  
 -----

Minority Interest  
 -----

Preferred stock of utility:

Not subject to mandatory redemption	
Subject to mandatory redemption	103,950
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures	
Other preferred securities	

-----  
 Total preferred securities of subsidiaries 103,950  
 -----

Common stock		1,
Additional paid-in capital		
Accumulated other comprehensive income (loss)		(
Retained earnings	1	(1,

-----  
 Total common shareholders' equity 1 (

-----  
 Total liabilities and shareholders' equity \$103,982  
 =====

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MEC International B.V., EME Atlantic Holdings Limited,  
 Mission Energy Universal Holdings and Subsidiaries[Tier 11, et seq.]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)



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	Universal Holdings	Adjustments
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	(\$10,872)	
Accrued taxes	132	
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		
<hr/>		
Total current liabilities	(10,740)	
<hr/>		
Long-term debt		
<hr/>		
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
<hr/>		
Total deferred credits and other liabilities		
<hr/>		
Minority Interest		(4,
<hr/>		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		(103,
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
<hr/>		
Total preferred securities of subsidiaries		(103,
<hr/>		
Common stock	229,939	(264,
Additional paid-in capital		57,
Accumulated other comprehensive income (loss)	(49,452)	53,
Retained earnings	1,204	(9,
<hr/>		
Total common shareholders' equity	181,691	(162,
<hr/>		
Total liabilities and shareholders' equity	\$170,951	(\$270,
<hr/>		

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MEC International B.V., EME Atlantic Holdings Limited,  
Mission Energy Universal Holdings and Subsidiaries[Tier 11, et seq.]  
Consolidating Statements of Income and Retained Earnings  
For the Year Ended December 31, 2001  
(In thousands)

	Mission Contact Finance Limited	Mission Ener Five Star
Electric utility		
Nonutility power generation		
Financial services and other		
-----		
Total operating revenue		
-----		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		\$
Depreciation, decommissioning and amortization		
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
-----		
Total operating expenses		
-----		
Operating income (loss)		(
Interest and dividend income	\$1	
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
-----		
Income (loss) from continuing operations before taxes	1	(
Income taxes (benefit)		
-----		
Income (loss) from continuing operations	1	(
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----		
Net income (loss)	1	(
-----		
Retained earnings - beginning of year		

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Dividends declared on common stock  
 Dividends declared on preferred stock

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

=====

653

MEC International B.V., EME Atlantic Holdings Limited,  
 Mission Energy Universal Holdings and Subsidiaries[Tier 11, et seq.]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Mission Energy Universal Holdings	Consolidatin Adjustments
-----	-----	-----
Electric utility		
Nonutility power generation	\$235	(\$
Financial services and other		
-----	-----	-----
Total operating revenue	235	(
-----	-----	-----
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	6	
Depreciation, decommissioning and amortization		
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
-----	-----	-----
Total operating expenses	6	
-----	-----	-----
Operating income (loss)	229	(
Interest and dividend income	2,059	(
Other nonoperating income		
Interest expense - net of amounts capitalized	(4)	
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
-----	-----	-----
Income (loss) from continuing operations before taxes	2,284	(
Income taxes (benefit)	490	(
-----	-----	-----

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Income (loss) from continuing operations	1,794	
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----	-----	-----
Net income (loss)	1,794	
-----	-----	-----
Retained earnings - beginning of year	(396)	(1)
Dividends declared on common stock	(194)	
Dividends declared on preferred stock		
-----	-----	-----
Retained earnings - end of year	\$1,204	(\$)
=====	=====	=====

654

MEC International B.V.  
 Global Generation B.V. and Subsidiaries [Tier 7]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Caresale Services Limited	Edison First P Holdings II Consolidated
-----	-----	-----
ASSETS		
-----	-----	-----
Cash and equivalents	\$69	\$1,
Receivables - net		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
-----	-----	-----
Total current assets	69	1,
-----	-----	-----
Nonutility property - net		10,
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
-----	-----	-----

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Total investment and other assets		10,
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Assets of Discontinued Operations		153,
Other deferred charges		
-----		
Total deferred charges		153,
-----		
Total assets	\$69	\$165,
=====		

655

MEC International B.V.  
Global Generation B.V. and Subsidiaries [Tier 7]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

	Global Generation B.V.	Consolidating Adjustments
-----		
ASSETS		
-----		
Cash and equivalents	\$131	
Receivables - net		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
-----		
Total current assets	131	
-----		
Nonutility property - net		
Nuclear decommissioning trusts		

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Investments in partnerships and unconsolidated subsidiaries	1,046,456	(1,046,
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets	1,046,456	(1,046,
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Assets of Discontinued Operations		
Other deferred charges		
-----		
Total deferred charges		
-----		
Total assets	\$1,046,587	(\$1,046,
=====		

656

MEC International B.V.  
Global Generation B.V. and Subsidiaries [Tier 7]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

	Caresale Services Limited	Edison First P Holdings II Consolidated
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	\$2	\$
Accrued taxes	(3)	
Regulatory liabilities - net		
Trading and price risk management liabilities		

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Other current liabilities	17	2,
-----		
Total current liabilities	16	4,
-----		
Long-term debt		251,
-----		
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Liabilities of Discontinued Operations		55,
-----		
Total deferred credits and other liabilities		55,
-----		
Minority Interest		
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries		
-----		
Common stock	523,034	1,046,
Additional paid-in capital		
Accumulated other comprehensive income (loss)	(4,860)	2,
Retained earnings	(518,121)	(1,195,
-----		
Total common shareholders' equity	53	(146,
-----		
Total liabilities and shareholders' equity	\$69	\$165,
=====		

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MEC International B.V.  
Global Generation B.V. and Subsidiaries [Tier 7]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

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	Global Generation B.V.	Consolidating Adjustments
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	\$671,283	
Accrued taxes	(4,250)	
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		35
-----		
Total current liabilities	667,068	
-----		
Long-term debt		
-----		
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Liabilities from Discontinued Operations		
-----		
Total deferred credits and other liabilities		
-----		
Minority Interest		
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries		
-----		
Common stock	40	(1,569,
Additional paid-in capital	446,211	
Accumulated other comprehensive income (loss)	152	4,
Retained earnings	(66,884)	518,
-----		
Total common shareholders' equity	379,519	(1,046,
-----		
Total liabilities and shareholders' equity	\$1,046,587	(\$1,046,



658

MEC International B.V.  
 Global Generation B.V. and Subsidiaries [Tier 7]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Caresale Services Limited	Edison First Holdings II Consolidated
Electric utility		
Nonutility power generation		\$52
Financial services and other		
<b>Total operating revenue</b>		<b>52</b>
Fuel		26
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	\$37	17
Depreciation, decommissioning and amortization		7
Write-down of nonutility assets		
Property and other taxes		2
Net gain on sale of utility plant		
<b>Total operating expenses</b>	<b>37</b>	<b>53</b>
Operating income (loss)	(37)	(1)
Interest and dividend income	3	
Other nonoperating income		
Interest expense - net of amounts capitalized	(518,157)	(8)
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
<b>Income (loss) from continuing operations before taxes</b>	<b>(518,191)</b>	<b>(9)</b>
Income taxes (benefit)		(2)
<b>Income (loss) from continuing operations</b>	<b>(518,191)</b>	<b>(6)</b>
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		(1,92)
Income taxes (benefit) on discontinued operations		(74)

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Net income (loss)	(518,191)	(1,24
Retained earnings - beginning of year	70	4
Dividends declared on common stock		
Dividends declared on preferred stock		
Retained earnings - end of year	(\$518,121)	(\$1,19

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MEC International B.V.  
 Global Generation B.V. and Subsidiaries [Tier 7]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Global Generation B.V.	Consolidatin Adjustments
Electric utility		
Nonutility power generation		
Financial services and other		
Total operating revenue		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	\$176	
Depreciation, decommissioning and amortization		
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
Total operating expenses	176	
Operating income (loss)	(176)	
Interest and dividend income	949	
Other nonoperating income	(39)	
Interest expense - net of amounts capitalized	(32,000)	51
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		

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Income (loss) from continuing operations before taxes	(31,266)	51
Income taxes (benefit)	(104)	
-----		
Income (loss) from continuing operations	(31,162)	51
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----		
Net income (loss)	(31,162)	51
-----		
Retained earnings - beginning of year	(35,722)	
Dividends declared on common stock		
Dividends declared on preferred stock		
-----		
Retained earnings - end of year	(\$66,884)	\$51
=====		

660

MEC International B.V., Global Generation B.V.  
Edison First Power Holdings II and Subsidiaries  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

	Edison First Power I Holdings	Edison First P II Holdings
-----		
ASSETS		
-----		
Cash and equivalents	\$63,170	
Receivables - net	86,398	
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets	1,546	
-----		
Total current assets	151,114	
-----		
Nonutility property - net	10,711	
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
-----		

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Total investment and other assets	10,711
-----------------------------------	--------

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

Total utility plant	
---------------------	--

Assets of Discontinued Operations	1,607
Other deferred charges	

Total deferred charges	1,607
------------------------	-------

Total assets	\$163,432
--------------	-----------

661

MEC International B.V., Global Generation B.V.  
 Edison First Power Holdings II and Subsidiaries  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Edison First Power  
 II Holdings  
 Consolidated

ASSETS

Cash and equivalents	\$1,060
Receivables - net	
Fuel inventory	
Materials and supplies, at average cost	
Accumulated deferred income taxes - net	
Trading and price risk management assets	
Prepayments and other current assets	72

Total current assets	1,132
----------------------	-------

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Nonutility property - net	10,711
Nuclear decommissioning trusts	
Investments in partnerships and unconsolidated subsidiaries	
Investments in leveraged leases	
Other investments	

---

Total investment and other assets	10,711
-----------------------------------	--------

---

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

---

Total utility plant

---

Assets of Discontinued Operations	153,610
Other deferred charges	

---

Total deferred charges	153,610
------------------------	---------

---

Total assets	\$165,453
--------------	-----------

---

662

MEC International B.V., Global Generation B.V.  
 Edison First Power Holdings II and Subsidiaries  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Edison First Power I Holdings	Edison First P II Holdings
--	----------------------------------	-------------------------------

---

LIABILITIES AND SHAREHOLDERS' EQUITY

---

Short-term debt	
Long-term debt classified as due within one year	
Preferred stock to be redeemed within one year	\$14,318
Accounts payable	(1,296)
Accrued taxes	
Regulatory liabilities - net	

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Trading and price risk management liabilities		
Other current liabilities	45,084	
-----		
Total current liabilities	58,106	
-----		
Long-term debt	491,901	
-----		
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Liabilities of Discontinued Operations		
-----		
Total deferred credits and other liabilities		
-----		
Minority Interest		
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries		
-----		
Common stock	(2,650,004)	\$724,
Additional paid-in capital		
Accumulated other comprehensive income (loss)	13,962	(3,
Retained earnings	2,249,467	(721,
-----		
Total common shareholders' equity	(386,575)	
-----		
Total liabilities and shareholders' equity	\$163,432	
=====		

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MEC International B.V., Global Generation B.V.  
Edison First Power Holdings II and Subsidiaries  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

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Edison First Power  
II Holdings  
Consolidated

-----  
LIABILITIES AND SHAREHOLDERS' EQUITY  
-----

Short-term debt	
Long-term debt classified as due within one year	
Preferred stock to be redeemed within one year	
Accounts payable	\$934
Accrued taxes	653
Regulatory liabilities - net	
Trading and price risk management liabilities	
Other current liabilities	2,642
-----	
Total current liabilities	4,229
-----	
Long-term debt	251,594
-----	
Accumulated deferred income taxes - net	
Accumulated deferred investment tax credits	
Customer advances and other deferred credits	
Power-purchase contracts	
Accumulated provision for pension and benefits	
Liabilities of Discontinued Operations	55,845
-----	
Total deferred credits and other liabilities	55,845
-----	
Minority Interest	
-----	
Preferred stock of utility:	
Not subject to mandatory redemption	
Subject to mandatory redemption	
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures	
Other preferred securities	
-----	
Total preferred securities of subsidiaries	
-----	
Common stock	1,046,456
Additional paid-in capital	
Accumulated other comprehensive income (loss)	2,347
Retained earnings	(1,195,018)
-----	
Total common shareholders' equity	(146,215)
-----	

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Total liabilities and shareholders' equity \$165,453

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MEC International B.V., Global Generation B.V.  
 Edison First Power Holdings II and Subsidiaries  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Edison First Power I Holdings	Edison First II Holdings
Electric utility		
Nonutility power generation	\$515,849	
Financial services and other		
<b>Total operating revenue</b>	<b>515,849</b>	
Fuel	268,328	
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	159,975	
Depreciation, decommissioning and amortization	51,746	
Write-down of nonutility assets		
Property and other taxes	25,287	
Net gain on sale of utility plant		
<b>Total operating expenses</b>	<b>505,336</b>	
Operating income (loss)	10,513	
Interest and dividend income	6,071	
Other nonoperating income	3,219	(\$72)
Interest expense - net of amounts capitalized	(263,009)	
Other nonoperating deductions	2,480,651	
Dividends on preferred securities		
Dividends on utility preferred stock		
<b>Income (loss) from continuing operations before taxes</b>	<b>2,237,445</b>	<b>(72)</b>
Income taxes (benefit)		
<b>Income (loss) from continuing operations</b>	<b>2,237,445</b>	<b>(72)</b>
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		



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Income taxes (benefit) on discontinued operations		
Net income (loss)	2,237,445	(72)
Retained earnings - beginning of year	12,022	
Dividends declared on common stock		
Dividends declared on preferred stock		
Retained earnings - end of year	\$2,249,467	(\$72)

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MEC International B.V., Global Generation B.V.  
 Edison First Power Holdings II and Subsidiaries  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Edison First Power II Holdings Consolidated	
Electric utility		
Nonutility power generation	\$525,864	
Financial services and other		
Total operating revenue	525,864	
Fuel	268,741	
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	171,096	
Depreciation, decommissioning and amortization	74,717	
Write-down of nonutility assets		
Property and other taxes	25,291	
Net gain on sale of utility plant		
Total operating expenses	539,845	
Operating income (loss)	(13,981)	
Interest and dividend income	6,074	
Other nonoperating income		
Interest expense - net of amounts capitalized	(82,921)	
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		

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Income (loss) from continuing operations before taxes	(90,828)
Income taxes (benefit)	(24,858)
Income (loss) from continuing operations	(65,970)
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)	(1,921,401)
Income taxes (benefit) on discontinued operations	(745,086)
Net income (loss)	(1,242,285)
Retained earnings - beginning of year	47,267
Dividends declared on common stock	
Dividends declared on preferred stock	
Retained earnings - end of year	(\$1,195,018)

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MEC International B.V., Global Generation B.V.,  
Edison First Power Holdings II,  
Edison First Power Holdings I and Subsidiaries [Tier 8]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

	Caresale Services Limited	Edison Mission Marketing and Services Limited
ASSETS		
Cash and equivalents	\$69	\$1,
Receivables - net		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
Total current assets	69	1,
Nonutility property - net		10,

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

-----  
 Total investment and other assets

10,  
 -----

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

-----  
 Total utility plant

Regulatory assets - net  
 Other deferred charges

-----  
 Total deferred charges

-----  
 Assets of discontinued operations

-----  
 Total assets

\$69

\$11,  
 =====

667

MEC International B.V., Global Generation B.V.,  
 Edison First Power Holdings II,  
 Edison First Power Holdings I and Subsidiaries [Tier 8]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

-----  
 South Australian  
 Holdings Ltd.  
 Consolidated

Energy Generat  
 Finance PLC

-----  
 ASSETS

-----  
 Cash and equivalents

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Receivables - net  
Fuel inventory  
Materials and supplies, at average cost  
Accumulated deferred income taxes - net  
Trading and price risk management assets  
Prepayments and other current assets

-----  
Total current assets  
-----

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

-----  
Total investment and other assets  
-----

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

-----  
Total utility plant  
-----

Regulatory assets - net  
Other deferred charges

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

Assets of discontinued operations  
-----

Total assets  
=====

668

MEC International B.V., Global Generation B.V.,  
Edison First Power Holdings II,  
Edison First Power Holdings I and Subsidiaries [Tier 8]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

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	Edison First Power Holdings I	Consolidating Adjustments
-----		
ASSETS		
-----		
Cash and equivalents		
Receivables - net		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
-----		
Total current assets		
-----		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets		
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Regulatory assets - net		
Other deferred charges		
-----		
Total deferred charges		
-----		
Assets of discontinued operations		
-----		
Total assets		
=====		

669

MEC International B.V., Global Generation B.V.,  
 Edison First Power Holdings II,  
 Edison First Power Holdings I and Subsidiaries [Tier 8]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Caresale Services Limited	Edison Mission Marketing and Services Limit
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	\$2	(\$3,
Accrued taxes	(3)	
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities	17	2,
<hr/>		
Total current liabilities	16	
<hr/>		
Long-term debt		
<hr/>		
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
<hr/>		
Total deferred credits and other liabilities		
<hr/>		
Liabilities of discontinued operations		
<hr/>		
Minority Interest		
<hr/>		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding		

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solely parent company debentures  
Other preferred securities

-----  
Total preferred securities of subsidiaries  
-----

Common stock	523,034	
Additional paid-in capital		11,
Accumulated other comprehensive income (loss)	(4,860)	(
Retained earnings	(518,121)	

-----  
Total common shareholders' equity 53 11,  
-----

Total liabilities and shareholders' equity \$69 \$11,  
=====

670

MEC International B.V., Global Generation B.V.,  
Edison First Power Holdings II,  
Edison First Power Holdings I and Subsidiaries [Tier 8]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

South Australian Holdings Ltd. Consolidated	Energy Generat Finance PLC
---	-------------------------------

-----  
LIABILITIES AND SHAREHOLDERS' EQUITY  
-----

Short-term debt  
Long-term debt classified as due within one year  
Preferred stock to be redeemed within one year  
Accounts payable  
Accrued taxes  
Regulatory liabilities - net  
Trading and price risk management liabilities  
Other current liabilities

-----  
Total current liabilities  
-----

Long-term debt  
-----

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Accumulated deferred income taxes - net  
 Accumulated deferred investment tax credits  
 Customer advances and other deferred credits  
 Power-purchase contracts  
 Accumulated provision for pension and benefits  
 Other long-term liabilities

-----  
 Total deferred credits and other liabilities  
 -----  
 -----

Liabilities of discontinued operations  
 -----

Minority Interest  
 -----

Preferred stock of utility:  
     Not subject to mandatory redemption  
     Subject to mandatory redemption  
 Company-obligated mandatorily redeemable  
     securities of subsidiaries holding  
     solely parent company debentures  
 Other preferred securities

-----  
 Total preferred securities of subsidiaries  
 -----

Common stock  
 Additional paid-in capital  
 Accumulated other comprehensive income (loss)  
 Retained earnings

-----  
 Total common shareholders' equity  
 -----

Total liabilities and shareholders' equity  
 =====

671

MEC International B.V., Global Generation B.V.,  
 Edison First Power Holdings II,  
 Edison First Power Holdings I and Subsidiaries [Tier 8]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)



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	Holdings I	Adjustments
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		(
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		
<hr/>		
Total current liabilities		(
<hr/>		
Long-term debt		
<hr/>		
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
<hr/>		
Total deferred credits and other liabilities		
<hr/>		
Liabilities of discontinued operations		
<hr/>		
Minority Interest		
<hr/>		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
<hr/>		
Total preferred securities of subsidiaries		
<hr/>		
Common stock		(3,591,
Additional paid-in capital		(11,
Accumulated other comprehensive income (loss)		26,
Retained earnings		3,336,
<hr/>		
Total common shareholders' equity		(239,
<hr/>		

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Total liabilities and shareholders' equity

672

MEC International B.V., Global Generation B.V.,  
 Edison First Power Holdings II,  
 Edison First Power Holdings I and Subsidiaries [Tier 8]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Caresale Services Limited	Edison Missi Marketing an Services Lim
Electric utility		
Nonutility power generation		
Financial services and other		
<b>Total operating revenue</b>		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	\$37	\$
Depreciation, decommissioning and amortization		
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
<b>Total operating expenses</b>	37	1
Operating income (loss)	(37)	(1
Interest and dividend income	3	
Other nonoperating income		1
Interest expense - net of amounts capitalized	(518,157)	
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
<b>Income (loss) from continuing operations before taxes</b>	(518,191)	
Income taxes (benefit)		
<b>Income (loss) from continuing operations</b>	(518,191)	
Loss from discontinued operations		

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(including loss on disposal of \$1,309, net of tax)

Income taxes (benefit) on discontinued operations

-----  
 Net income (loss) (518,191)  
 -----

Retained earnings - beginning of year 70

Dividends declared on common stock

Dividends declared on preferred stock

-----  
 Retained earnings - end of year (\$518,121)  
 =====

673

MEC International B.V., Global Generation B.V.,  
 Edison First Power Holdings II,  
 Edison First Power Holdings I and Subsidiaries [Tier 8]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

South Australian Energy Gener  
 Holdings Ltd. Finance PLC  
 Consolidated

-----  
 Electric utility  
 Nonutility power generation  
 Financial services and other  
 -----

Total operating revenue  
 -----

Fuel  
 Purchased power  
 Provisions for regulatory adjustment clauses - net  
 Other operation and maintenance  
 Depreciation, decommissioning and amortization  
 Write-down of nonutility assets  
 Property and other taxes  
 Net gain on sale of utility plant  
 -----

Total operating expenses  
 -----

Operating income (loss)  
 Interest and dividend income  
 Other nonoperating income  
 Interest expense - net of amounts capitalized  
 Other nonoperating deductions

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Dividends on preferred securities  
 Dividends on utility preferred stock

-----  
 Income (loss) from continuing operations before taxes  
 Income taxes (benefit)

-----  
 Income (loss) from continuing operations  
 Loss from discontinued operations  
 (including loss on disposal of \$1,309, net of tax)  
 Income taxes (benefit) on discontinued operations

-----  
 Net income (loss)

-----  
 Retained earnings - beginning of year  
 Dividends declared on common stock  
 Dividends declared on preferred stock

-----  
 Retained earnings - end of year  
 =====

674

MEC International B.V., Global Generation B.V.,  
 Edison First Power Holdings II,  
 Edison First Power Holdings I and Subsidiaries [Tier 8]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

Edison First Power      Consolidatin  
 Holdings I                  Adjustments

-----  
 Electric utility  
 Nonutility power generation  
 Financial services and other

-----  
 Total operating revenue

-----  
 Fuel  
 Purchased power  
 Provisions for regulatory adjustment clauses - net  
 Other operation and maintenance  
 Depreciation, decommissioning and amortization  
 Write-down of nonutility assets  
 Property and other taxes

(\$3

2

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Net gain on sale of utility plant	
Total operating expenses	(
Operating income (loss)	
Interest and dividend income	
Other nonoperating income	(1
Interest expense - net of amounts capitalized	45
Other nonoperating deductions	2,48
Dividends on preferred securities	
Dividends on utility preferred stock	
Income (loss) from continuing operations before taxes	2,93
Income taxes (benefit)	
Income (loss) from continuing operations	2,93
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)	
Income taxes (benefit) on discontinued operations	
Net income (loss)	2,93
Retained earnings - beginning of year	38
Dividends declared on common stock	1
Dividends declared on preferred stock	
Retained earnings - end of year	\$3,33

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MEC International B.V., Global Generation B.V.  
 Edison First Power Holdings II, Edison First Power Holdings I  
 South Australian Holdings Ltd. and Subsidiaries [Tier 9]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Edison Mission                      Edison Mission  
 Retail Pty Ltd.                      Utilities Pty.

ASSETS

Cash and equivalents  
 Receivables - net

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Fuel inventory  
Materials and supplies, at average cost  
Accumulated deferred income taxes - net  
Trading and price risk management assets  
Prepayments and other current assets

---

Total current assets

---

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

---

Total investment and other assets

---

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

---

Total utility plant

---

Regulatory assets - net  
Other deferred charges

---

Total deferred charges

---

Total assets  
=====

676

MEC International B.V., Global Generation B.V.  
Edison First Power Holdings II, Edison First Power Holdings I  
South Australian Holdings Ltd. and Subsidiaries [Tier 9]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

South Australian  
Holdings Ltd. Consolidating  
Adjustments

-----  
ASSETS  
-----

Cash and equivalents  
Receivables - net  
Fuel inventory  
Materials and supplies, at average cost  
Accumulated deferred income taxes - net  
Trading and price risk management assets  
Prepayments and other current assets  
-----

Total current assets  
-----

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

Total investment and other assets  
-----

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

Total utility plant  
-----

Regulatory assets - net  
Other deferred charges  
-----

Total deferred charges  
-----

Total assets  
=====

677

MEC International B.V., Global Generation B.V.  
Edison First Power Holdings II, Edison First Power Holdings I  
South Australian Holdings Ltd. and Subsidiaries [Tier 9]  
Consolidating Balance Sheet

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December 31, 2001

(In thousands)

Edison Mission  
Retail Pty Ltd.

Edison Mission  
Utilities Pty.

-----  
LIABILITIES AND SHAREHOLDERS' EQUITY  
-----

Short-term debt  
Long-term debt classified as due within one year  
Preferred stock to be redeemed within one year  
Accounts payable  
Accrued taxes  
Regulatory liabilities - net  
Trading and price risk management liabilities  
Other current liabilities

-----  
Total current liabilities  
-----

Long-term debt

-----  
Accumulated deferred income taxes - net  
Accumulated deferred investment tax credits  
Customer advances and other deferred credits  
Power-purchase contracts  
Accumulated provision for pension and benefits  
Other long-term liabilities

-----  
Total deferred credits and other liabilities  
-----

Minority Interest

-----  
Preferred stock of utility:  
    Not subject to mandatory redemption  
    Subject to mandatory redemption  
Company-obligated mandatorily redeemable  
    securities of subsidiaries holding  
    solely parent company debentures  
Other preferred securities

-----  
Total preferred securities of subsidiaries  
-----

Common stock  
Additional paid-in capital  
Accumulated other comprehensive income (loss)  
Retained earnings



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Total common shareholders' equity

Total liabilities and shareholders' equity

678

MEC International B.V., Global Generation B.V.  
 Edison First Power Holdings II, Edison First Power Holdings I  
 South Australian Holdings Ltd. and Subsidiaries [Tier 9]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

South Australian  
 Holdings Ltd.                      Consolidating  
    Adjustments

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt  
 Long-term debt classified as due within one year  
 Preferred stock to be redeemed within one year  
 Accounts payable  
 Accrued taxes  
 Regulatory liabilities - net  
 Trading and price risk management liabilities  
 Other current liabilities

Total current liabilities

Long-term debt

Accumulated deferred income taxes - net  
 Accumulated deferred investment tax credits  
 Customer advances and other deferred credits  
 Power-purchase contracts  
 Accumulated provision for pension and benefits  
 Other long-term liabilities

Total deferred credits and other liabilities

Minority Interest

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Preferred stock of utility:  
 Not subject to mandatory redemption  
 Subject to mandatory redemption  
 Company-obligated mandatorily redeemable  
 securities of subsidiaries holding  
 solely parent company debentures  
 Other preferred securities

-----  
 Total preferred securities of subsidiaries  
 -----

Common stock  
 Additional paid-in capital  
 Accumulated other comprehensive income (loss)  
 Retained earnings

-----  
 Total common shareholders' equity  
 -----

Total liabilities and shareholders' equity  
 =====

679

MEC International B.V., Global Generation B.V.  
 Edison First Power Holdings II, Edison First Power Holdings I  
 South Australian Holdings Ltd. and Subsidiaries [Tier 9]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

Edison Mission                      Edison Missi  
 Retail Pty Ltd.                      Utilities Pt

-----  
 Electric utility  
 Nonutility power generation  
 Financial services and other

-----  
 Total operating revenue  
 -----

Fuel  
 Purchased power  
 Provisions for regulatory adjustment clauses - net  
 Other operation and maintenance  
 Depreciation, decommissioning and amortization

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Write-down of nonutility assets  
 Property and other taxes  
 Net gain on sale of utility plant

-----  
 Total operating expenses  
 -----

Operating income (loss)  
 Interest and dividend income  
 Other nonoperating income  
 Interest expense - net of amounts capitalized  
 Other nonoperating deductions  
 Dividends on preferred securities  
 Dividends on utility preferred stock

-----  
 Income (loss) from continuing operations before taxes  
 Income taxes (benefit)  
 -----

Income (loss) from continuing operations  
 Loss from discontinued operations  
     (including loss on disposal of \$1,309, net of tax)  
 Income taxes (benefit) on discontinued operations

-----  
 Net income (loss)  
 -----

Retained earnings - beginning of year  
 Dividends declared on common stock  
 Dividends declared on preferred stock

-----  
 Retained earnings - end of year  
 =====

680

MEC International B.V., Global Generation B.V.  
 Edison First Power Holdings II, Edison First Power Holdings I  
 South Australian Holdings Ltd. and Subsidiaries [Tier 9]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

-----  
 South Australian  
 Holdings Ltd.

Consolidatin  
 Adjustments  
 -----

Electric utility  
 Nonutility power generation

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Financial services and other

-----  
Total operating revenue  
-----

Fuel

Purchased power

Provisions for regulatory adjustment clauses - net

Other operation and maintenance

Depreciation, decommissioning and amortization

Write-down of nonutility assets

Property and other taxes

Net gain on sale of utility plant

-----  
Total operating expenses  
-----

Operating income (loss)

Interest and dividend income

Other nonoperating income

Interest expense - net of amounts capitalized

Other nonoperating deductions

Dividends on preferred securities

Dividends on utility preferred stock

-----  
Income (loss) from continuing operations before taxes

Income taxes (benefit)

-----  
Income (loss) from continuing operations

Loss from discontinued operations

(including loss on disposal of \$1,309, net of tax)

Income taxes (benefit) on discontinued operations

-----  
Net income (loss)  
-----

Retained earnings - beginning of year

Dividends declared on common stock

Dividends declared on preferred stock

-----  
Retained earnings - end of year  
=====

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MEC International B.V., Global Generation B.V.

Edison First Power Holdings II, Edison First Power Holdings I

South Australian Holdings Ltd.

EME International Dragon Limited and Subsidiaries [Tier 10]

Consolidating Balance Sheet

December 31, 2001

(In thousands)

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	Edison Mission	EME Adelaide
	Ausone Pty Ltd.	Energy Ltd.

-----  
ASSETS  
-----

Cash and equivalents  
Receivables - net  
Fuel inventory  
Materials and supplies, at average cost  
Accumulated deferred income taxes - net  
Trading and price risk management assets  
Prepayments and other current assets

-----  
Total current assets  
-----

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

-----  
Total investment and other assets  
-----

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

-----  
Total utility plant  
-----

Regulatory assets - net  
Other deferred charges

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

Total assets  
=====

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MEC International B.V., Global Generation B.V.  
 Edison First Power Holdings II, Edison First Power Holdings I  
 South Australian Holdings Ltd.  
 EME International Dragon Limited and Subsidiaries [Tier 10]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Edison Mission Vendesi Pty Ltd. [11]	EME Internati Dragon Limite
-----	-----	-----
ASSETS		
-----	-----	-----
Cash and equivalents		
Receivables - net		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
-----	-----	-----
Total current assets		
-----	-----	-----
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
-----	-----	-----
Total investment and other assets		
-----	-----	-----
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----	-----	-----
Total utility plant		
-----	-----	-----
Regulatory assets - net		
Other deferred charges		
-----	-----	-----
Total deferred charges		
-----	-----	-----
Total assets		

683

MEC International B.V., Global Generation B.V.  
 Edison First Power Holdings II, Edison First Power Holdings I  
 South Australian Holdings Ltd.  
 EME International Dragon Limited and Subsidiaries [Tier 10]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

EME International  
 Dragon Limited  
 Consolidated

-----  
 ASSETS  
 -----

Cash and equivalents  
 Receivables - net  
 Fuel inventory  
 Materials and supplies, at average cost  
 Accumulated deferred income taxes - net  
 Trading and price risk management assets  
 Prepayments and other current assets  
 -----

Total current assets  
 -----

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

Total investment and other assets  
 -----

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

Total utility plant  
 -----

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Regulatory assets - net  
Other deferred charges

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

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

684

MEC International B.V., Global Generation B.V.  
Edison First Power Holdings II, Edison First Power Holdings I  
South Australian Holdings Ltd.  
EME International Dragon Limited and Subsidiaries [Tier 10]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

	Edison Mission	EME Adelaide
	Ausone Pty Ltd.	Energy Ltd.

-----  
LIABILITIES AND SHAREHOLDERS' EQUITY  
-----

Short-term debt  
Long-term debt classified as due within one year  
Preferred stock to be redeemed within one year  
Accounts payable  
Accrued taxes  
Regulatory liabilities - net  
Trading and price risk management liabilities  
Other current liabilities

-----  
Total current liabilities  
-----

-----  
Long-term debt  
-----

Accumulated deferred income taxes - net  
Accumulated deferred investment tax credits  
Customer advances and other deferred credits  
Power-purchase contracts  
Accumulated provision for pension and benefits  
Other long-term liabilities

-----  
Total deferred credits and other liabilities  
-----



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Minority Interest

Preferred stock of utility:

Not subject to mandatory redemption  
 Subject to mandatory redemption

Company-obligated mandatorily redeemable  
 securities of subsidiaries holding  
 solely parent company debentures

Other preferred securities

Total preferred securities of subsidiaries

Common stock

Additional paid-in capital

Accumulated other comprehensive income (loss)

Retained earnings

Total common shareholders' equity

Total liabilities and shareholders' equity

685

MEC International B.V., Global Generation B.V.  
 Edison First Power Holdings II, Edison First Power Holdings I  
 South Australian Holdings Ltd.  
 EME International Dragon Limited and Subsidiaries [Tier 10]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Edison Mission  
 Vendesi Pty Ltd.  
 [11]

EME Internatio  
 Dragon Limited

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt

Long-term debt classified as due within one year

Preferred stock to be redeemed within one year

Accounts payable

Accrued taxes

Regulatory liabilities - net

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Trading and price risk management liabilities

Other current liabilities

-----  
Total current liabilities

-----  
Long-term debt

-----  
Accumulated deferred income taxes - net

Accumulated deferred investment tax credits

Customer advances and other deferred credits

Power-purchase contracts

Accumulated provision for pension and benefits

Other long-term liabilities

-----  
Total deferred credits and other liabilities

-----  
Minority Interest

-----  
Preferred stock of utility:

Not subject to mandatory redemption

Subject to mandatory redemption

Company-obligated mandatorily redeemable

securities of subsidiaries holding

solely parent company debentures

Other preferred securities

-----  
Total preferred securities of subsidiaries

-----  
Common stock

Additional paid-in capital

Accumulated other comprehensive income (loss)

Retained earnings

-----  
Total common shareholders' equity

-----  
Total liabilities and shareholders' equity

=====

686

MEC International B.V., Global Generation B.V.

Edison First Power Holdings II, Edison First Power Holdings I

South Australian Holdings Ltd.

EME International Dragon Limited and Subsidiaries [Tier 10]

Consolidating Balance Sheet

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

December 31, 2001

(In thousands)

EME International  
Dragon Limited  
Consolidated

-----  
LIABILITIES AND SHAREHOLDERS' EQUITY  
-----

Short-term debt  
Long-term debt classified as due within one year  
Preferred stock to be redeemed within one year  
Accounts payable  
Accrued taxes  
Regulatory liabilities - net  
Trading and price risk management liabilities  
Other current liabilities

-----  
Total current liabilities  
-----

Long-term debt

-----  
Accumulated deferred income taxes - net  
Accumulated deferred investment tax credits  
Customer advances and other deferred credits  
Power-purchase contracts  
Accumulated provision for pension and benefits  
Other long-term liabilities

-----  
Total deferred credits and other liabilities  
-----

Minority Interest

-----  
Preferred stock of utility:  
    Not subject to mandatory redemption  
    Subject to mandatory redemption  
Company-obligated mandatorily redeemable  
    securities of subsidiaries holding  
    solely parent company debentures  
Other preferred securities

-----  
Total preferred securities of subsidiaries  
-----

Common stock  
Additional paid-in capital  
Accumulated other comprehensive income (loss)  
Retained earnings

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Total common shareholders' equity

Total liabilities and shareholders' equity

687

MEC International B.V., Global Generation B.V.  
 Edison First Power Holdings II, Edison First Power Holdings I  
 South Australian Holdings Ltd.  
 EME International Dragon Limited and Subsidiaries [Tier 10]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

Edison Mission  
 Ausone Pty Ltd.

EME Adelaide  
 Energy Ltd.

Electric utility  
 Nonutility power generation  
 Financial services and other

Total operating revenue

Fuel  
 Purchased power  
 Provisions for regulatory adjustment clauses - net  
 Other operation and maintenance  
 Depreciation, decommissioning and amortization  
 Write-down of nonutility assets  
 Property and other taxes  
 Net gain on sale of utility plant

Total operating expenses

Operating income (loss)  
 Interest and dividend income  
 Other nonoperating income  
 Interest expense - net of amounts capitalized  
 Other nonoperating deductions  
 Dividends on preferred securities  
 Dividends on utility preferred stock

Income (loss) from continuing operations before taxes  
 Income taxes (benefit)

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Income (loss) from continuing operations  
 Loss from discontinued operations  
 (including loss on disposal of \$1,309, net of tax)  
 Income taxes (benefit) on discontinued operations

-----  
 Net income (loss)

-----  
 Retained earnings - beginning of year  
 Dividends declared on common stock  
 Dividends declared on preferred stock

-----  
 Retained earnings - end of year  
 =====

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MEC International B.V., Global Generation B.V.  
 Edison First Power Holdings II, Edison First Power Holdings I  
 South Australian Holdings Ltd.  
 EME International Dragon Limited and Subsidiaries [Tier 10]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

Edison Mission  
 Vendsi Pty Ltd.  
 [11]

EME Internat  
 Dragon Limit

-----  
 Electric utility  
 Nonutility power generation  
 Financial services and other

-----  
 Total operating revenue

-----  
 Fuel  
 Purchased power  
 Provisions for regulatory adjustment clauses - net  
 Other operation and maintenance  
 Depreciation, decommissioning and amortization  
 Write-down of nonutility assets  
 Property and other taxes  
 Net gain on sale of utility plant

-----  
 Total operating expenses

-----  
 Operating income (loss)

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Interest and dividend income  
 Other nonoperating income  
 Interest expense - net of amounts capitalized  
 Other nonoperating deductions  
 Dividends on preferred securities  
 Dividends on utility preferred stock

-----  
 Income (loss) from continuing operations before taxes  
 Income taxes (benefit)

-----  
 Income (loss) from continuing operations  
 Loss from discontinued operations  
 (including loss on disposal of \$1,309, net of tax)  
 Income taxes (benefit) on discontinued operations

-----  
 Net income (loss)

-----  
 Retained earnings - beginning of year  
 Dividends declared on common stock  
 Dividends declared on preferred stock

-----  
 Retained earnings - end of year  
 =====

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MEC International B.V., Global Generation B.V.  
 Edison First Power Holdings II, Edison First Power Holdings I  
 South Australian Holdings Ltd.  
 EME International Dragon Limited and Subsidiaries [Tier 10]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

EME International  
 Dragon Limited  
 Consolidated

-----  
 Electric utility  
 Nonutility power generation  
 Financial services and other

-----  
 Total operating revenue

-----  
 Fuel  
 Purchased power

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Provisions for regulatory adjustment clauses - net  
 Other operation and maintenance  
 Depreciation, decommissioning and amortization  
 Write-down of nonutility assets  
 Property and other taxes  
 Net gain on sale of utility plant

-----  
 Total operating expenses  
 -----

Operating income (loss)  
 Interest and dividend income  
 Other nonoperating income  
 Interest expense - net of amounts capitalized  
 Other nonoperating deductions  
 Dividends on preferred securities  
 Dividends on utility preferred stock

-----  
 Income (loss) from continuing operations before taxes  
 Income taxes (benefit)  
 -----

Income (loss) from continuing operations  
 Loss from discontinued operations  
 (including loss on disposal of \$1,309, net of tax)  
 Income taxes (benefit) on discontinued operations

-----  
 Net income (loss)  
 -----

Retained earnings - beginning of year  
 Dividends declared on common stock  
 Dividends declared on preferred stock

-----  
 Retained earnings - end of year  
 =====

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MEC International B.V., Global Generation B.V.  
 Edison First Power Holdings II, Edison First Power Holdings I  
 Maplekey Holdings Limited and Subsidiaries [Tier 9. et seq.]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Maplekey UK  
 Finance Limited  
 Maplekey UK  
 Limited [10]

-----  
 ASSETS  
 -----

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Cash and equivalents  
Receivables - net  
Fuel inventory  
Materials and supplies, at average cost  
Accumulated deferred income taxes - net  
Trading and price risk management assets  
Prepayments and other current assets

-----  
Total current assets  
-----

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

-----  
Total investment and other assets  
-----

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

-----  
Total utility plant  
-----

Regulatory assets - net  
Other deferred charges

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

Total assets  
=====

691

MEC International B.V., Global Generation B.V.  
Edison First Power Holdings II, Edison First Power Holdings I  
Maplekey Holdings Limited and Subsidiaries [Tier 9. et seq.]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)



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Maplekey Holdings  
Limited                      Consolidating  
Adjustments

-----  
ASSETS  
-----

Cash and equivalents  
Receivables - net  
Fuel inventory  
Materials and supplies, at average cost  
Accumulated deferred income taxes - net  
Trading and price risk management assets  
Prepayments and other current assets  
-----

Total current assets  
-----

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

Total investment and other assets  
-----

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

Total utility plant  
-----

Regulatory assets - net  
Other deferred charges  
-----

Total deferred charges  
-----

Total assets  
=====

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MEC International B.V., Global Generation B.V.  
 Edison First Power Holdings II, Edison First Power Holdings I  
 Maplekey Holdings Limited and Subsidiaries [Tier 9. et seq.]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Maplekey UK Finance Limited	Maplekey UK Limited [10]
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities	\$5	
-----		
Total current liabilities	5	
-----		
Long-term debt		
-----		
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
-----		
Total deferred credits and other liabilities		
-----		
Minority Interest		
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries		
-----		
Common stock	418,838	418,
Additional paid-in capital		
Accumulated other comprehensive income (loss)	(3,903)	(3,

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Retained earnings	(414,940)	(414,
-----		
Total common shareholders' equity	(\$5)	
-----		
Total liabilities and shareholders' equity		
=====		

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MEC International B.V., Global Generation B.V.  
 Edison First Power Holdings II, Edison First Power Holdings I  
 Maplekey Holdings Limited and Subsidiaries [Tier 9. et seq.]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Maplekey Holdings Limited	Consolidating Adjustments
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities	\$5	
-----		
Total current liabilities	5	
-----		
Long-term debt		
-----		
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
-----		
Total deferred credits and other liabilities		
-----		

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Minority Interest

Preferred stock of utility:

Not subject to mandatory redemption

Subject to mandatory redemption

Company-obligated mandatorily redeemable

securities of subsidiaries holding

solely parent company debentures

Other preferred securities

Total preferred securities of subsidiaries

Common stock	418,837	(2,019,
Additional paid-in capital		
Accumulated other comprehensive income (loss)	(3,903)	14,
Retained earnings	(414,939)	2,005,

Total common shareholders' equity (\$5)

Total liabilities and shareholders' equity

694

MEC International B.V., Global Generation B.V.  
 Edison First Power Holdings II, Edison First Power Holdings I  
 Maplekey Holdings Limited and Subsidiaries [Tier 9. et seq.]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

Maplekey UK Finance Limited	Maplekey UK Limited [10]
--------------------------------	-----------------------------

Electric utility  
 Nonutility power generation  
 Financial services and other

Total operating revenue

Fuel  
 Purchased power  
 Provisions for regulatory adjustment clauses - net

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Other operation and maintenance		
Depreciation, decommissioning and amortization	(\$17)	
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
-----		
Total operating expenses	(17)	
-----		
Operating income (loss)	17	
Interest and dividend income		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions	(414,933)	(41
Dividends on preferred securities		
Dividends on utility preferred stock		
-----		
Income (loss) from continuing operations before taxes	(414,916)	(41
Income taxes (benefit)		
-----		
Income (loss) from continuing operations	(414,916)	(41
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----		
Net income (loss)	(414,916)	(41
-----		
Retained earnings - beginning of year	(24)	
Dividends declared on common stock		
Dividends declared on preferred stock		
-----		
Retained earnings - end of year	(\$414,940)	(\$41
=====		

695

MEC International B.V., Global Generation B.V.  
 Edison First Power Holdings II, Edison First Power Holdings I  
 Maplekey Holdings Limited and Subsidiaries [Tier 9. et seq.]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

Maplekey Holdings  
 Limited Consolidatin  
 Adjustments

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Electric utility		
Nonutility power generation		
Financial services and other		
-----		
Total operating revenue		
-----		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	(\$17)	
Depreciation, decommissioning and amortization		
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
-----		
Total operating expenses	(17)	
-----		
Operating income (loss)	17	
Interest and dividend income		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions	(414,933)	1,94
Dividends on preferred securities		
Dividends on utility preferred stock		
-----		
Income (loss) from continuing operations before taxes	(414,916)	1,94
Income taxes (benefit)		
-----		
Income (loss) from continuing operations	(414,916)	1,94
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----		
Net income (loss)	(414,916)	1,94
-----		
Retained earnings - beginning of year	(24)	5
Dividends declared on common stock		
Dividends declared on preferred stock		
-----		
Retained earnings - end of year	(\$414,939)	\$2,00
=====		

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MEC International B.V.  
Hydro Energy B.V. and Subsidiaries [Tier 7]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

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	Iberica de Energias S.L.	Electro Metalurgica de Ebro, S.L. [8]
-----		
ASSETS		
-----		
Cash and equivalents	\$9,163	\$
Receivables - net	4,553	3,
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets	163	
-----		
Total current assets	13,879	3,
-----		
Nonutility property - net	40,913	7,
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	7,660	
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets	48,573	7,
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Regulatory assets - net		
Other deferred charges	3,558	35,
-----		
Total deferred charges	3,558	35,
-----		
Total assets	\$66,010	\$46,
=====		

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MEC International B.V.  
 Hydro Energy B.V. and Subsidiaries [Tier 7]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Hydro Energy B.V	Consolidating Adjustments
-----		
ASSETS		
-----		
Cash and equivalents		
Receivables - net		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
-----		
Total current assets		
-----		
Nonutility property - net		\$28,
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	\$24,871	(27,
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets	24,871	
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Regulatory assets - net		
Other deferred charges		(38,
-----		
Total deferred charges		(38,
-----		
Total assets	\$24,871	(\$37,
=====		



698

MEC International B.V.  
 Hydro Energy B.V. and Subsidiaries [Tier 7]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Iberica de Energias S.L.	Electro Metalurgica de Ebro, S.L. [8]
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt		
Long-term debt classified as due within one year	\$2,905	\$4,
Preferred stock to be redeemed within one year		
Accounts payable	325	
Accrued taxes	670	
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities	254	11,
-----		
Total current liabilities	4,154	16,
-----		
Long-term debt	27,594	24,
-----		
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
-----		
Total deferred credits and other liabilities		
-----		
Minority Interest		
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable		
securities of subsidiaries holding		
solely parent company debentures		
Other preferred securities		
-----		

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Total preferred securities of subsidiaries

Common stock	17,721	
Additional paid-in capital	10,878	
Accumulated other comprehensive income (loss)	658	
Retained earnings	5,005	4,
<hr/>		
Total common shareholders' equity	34,262	5,
<hr/>		
Total liabilities and shareholders' equity	\$66,010	\$46,
<hr/>		

699

MEC International B.V.  
 Hydro Energy B.V. and Subsidiaries [Tier 7]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Hydro Energy B.V	Consolidating Adjustments
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		
Long-term debt classified as due within one year	\$535	(\$
Preferred stock to be redeemed within one year		
Accounts payable	1,779	(
Accrued taxes	(18)	
Regulatory liabilities - net		
Trading and price risk management liabilities		4,
Other current liabilities		
<hr/>		
Total current liabilities	2,296	3,
<hr/>		
Long-term debt	26,060	17,
<hr/>		
Accumulated deferred income taxes - net		(1,
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		

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Other long-term liabilities

-----  
 Total deferred credits and other liabilities (1,-----

Minority Interest

Preferred stock of utility:

Not subject to mandatory redemption  
 Subject to mandatory redemption  
 Company-obligated mandatorily redeemable  
 securities of subsidiaries holding  
 solely parent company debentures  
 Other preferred securities

-----  
 Total preferred securities of subsidiaries

Common stock	25	(15,
Additional paid-in capital		(11,
Accumulated other comprehensive income (loss)	6,234	(47,
Retained earnings	(9,744)	17,

-----  
 Total common shareholders' equity (3,485) (57,-----

-----  
 Total liabilities and shareholders' equity \$24,871 (\$37,=====

700

MEC International B.V.  
 Hydro Energy B.V. and Subsidiaries [Tier 7]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Iberica de Energias S.L.	Electro Metalurgica Ebro, S.L. [
Electric utility		
Nonutility power generation	\$10,739	\$
Financial services and other		
-----	-----	-----
Total operating revenue	10,739	

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Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	2,503	
Depreciation, decommissioning and amortization	1,430	
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
<b>Total operating expenses</b>	<b>3,933</b>	
Operating income (loss)	6,806	
Interest and dividend income	769	
Other nonoperating income	491	
Interest expense - net of amounts capitalized	(2,444)	
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
Income (loss) from continuing operations before taxes	5,622	
Income taxes (benefit)	1,985	
Income (loss) from continuing operations	3,637	
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
<b>Net income (loss)</b>	<b>3,637</b>	
Retained earnings - beginning of year	1,368	
Dividends declared on common stock		
Dividends declared on preferred stock		
Retained earnings - end of year	\$5,005	\$

701

MEC International B.V.  
 Hydro Energy B.V. and Subsidiaries [Tier 6]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

Hydro Energy B.V

Consolidatin  
 Adjustments

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Electric utility  
 Nonutility power generation  
 Financial services and other

-----  
 Total operating revenue  
 -----

Fuel  
 Purchased power  
 Provisions for regulatory adjustment clauses - net  
 Other operation and maintenance  
 Depreciation, decommissioning and amortization  
 Write-down of nonutility assets  
 Property and other taxes  
 Net gain on sale of utility plant

-----  
 Total operating expenses  
 -----

Operating income (loss)  
 Interest and dividend income (\$115)  
 Other nonoperating income 161  
 Interest expense - net of amounts capitalized  
 Other nonoperating deductions  
 Dividends on preferred securities  
 Dividends on utility preferred stock

-----  
 Income (loss) from continuing operations before taxes 46  
 Income taxes (benefit) 16  
 -----

Income (loss) from continuing operations 30  
 Loss from discontinued operations  
 (including loss on disposal of \$1,309, net of tax)  
 Income taxes (benefit) on discontinued operations

-----  
 Net income (loss) 30  
 -----

Retained earnings - beginning of year (331)  
 Dividends declared on common stock (9,443)  
 Dividends declared on preferred stock

-----  
 Retained earnings - end of year (\$9,744)  
 =====

702

MEC International B.V.  
 Iberian Hy-Power Amsterdam B.V. and Subsidiaries [Tier 7, et seq.]  
 Consolidating Balance Sheet

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December 31, 2001

(In thousands)

	EME Desarrello Espana S.L.	Hydro Energy B
<hr/>		
ASSETS		
<hr/>		
Cash and equivalents	\$619	\$9,
Receivables - net	43	7,
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
<hr/>		
Total current assets	662	17,
<hr/>		
Nonutility property - net		76,
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		4,
Investments in leveraged leases		
Other investments		
<hr/>		
Total investment and other assets		81,
<hr/>		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
<hr/>		
Total utility plant		
<hr/>		
Regulatory assets - net		
Other deferred charges	2,131	1,
<hr/>		
Total deferred charges	2,131	1,
<hr/>		
Total assets	\$2,793	\$100,
<hr/>		

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MEC International B.V.  
 Iberian Hy-Power Amsterdam B.V. and Subsidiaries [Tier 7, et seq.]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Electro Metalurgica del Ebro, S.L. [9]	Monasterio de Rueda, S.L. [1]
<hr/>		
ASSETS		
<hr/>		
Cash and equivalents	\$101	
Receivables - net	3,375	
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets	142	
<hr/>		
Total current assets	3,618	
<hr/>		
Nonutility property - net	7,192	
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	1	
Investments in leveraged leases		
Other investments		
<hr/>		
Total investment and other assets	7,193	
<hr/>		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
<hr/>		
Total utility plant		
<hr/>		
Regulatory assets - net		
Other deferred charges	35,967	
<hr/>		
Total deferred charges	35,967	
<hr/>		

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Total assets \$46,778

704

MEC International B.V.  
 Iberian Hy-Power Amsterdam B.V. and Subsidiaries [Tier 7, et seq.]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Electro Metalurgica del Ebro, S.L. [8]	Monasterio de Rueda, S.L. [9]
<hr/>		
ASSETS		
<hr/>		
Cash and equivalents	\$101	
Receivables - net	3,375	
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets	142	
<hr/>		
Total current assets	3,618	
<hr/>		
Nonutility property - net	7,192	
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	1	
Investments in leveraged leases		
Other investments		
<hr/>		
Total investment and other assets	7,193	
<hr/>		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
<hr/>		
Total utility plant		
<hr/>		



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Regulatory assets - net	
Other deferred charges	35,967
-----	
Total deferred charges	35,967
-----	
Total assets	\$46,778
=====	

705

MEC International B.V.  
 Iberian Hy-Power Amsterdam B.V. and Subsidiaries [Tier 7, et seq.]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Iberian Hy-Power Amsterdam B.V.	Consolidating Adjustments
-----		
ASSETS		
-----		
Cash and equivalents	\$240	(\$18,
Receivables - net		19,
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		(
-----		
Total current assets	240	(38,
-----		
Nonutility property - net	1,529	(109,
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	4,118	(20,
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets	5,647	(130,
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		

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Construction work in progress  
Nuclear fuel, at amortized cost

Total utility plant

Regulatory assets - net  
Other deferred charges

(76,

Total deferred charges

(76,

Total assets

\$5,887

(\$245,

706

MEC International B.V.  
Iberian Hy-Power Amsterdam B.V. and Subsidiaries [Tier 7, et seq.]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

EME Desarrello  
Espana S.L.

Hydro Energy B

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt

Long-term debt classified as due within one year

\$7,

Preferred stock to be redeemed within one year

Accounts payable

\$422

2,

Accrued taxes

Regulatory liabilities - net

Trading and price risk management liabilities

4,

Other current liabilities

5

11,

Total current liabilities

427

27,

Long-term debt

95,

Accumulated deferred income taxes - net

(214)

(1,

Accumulated deferred investment tax credits

Customer advances and other deferred credits

Power-purchase contracts

Accumulated provision for pension and benefits

Other long-term liabilities

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Total deferred credits and other liabilities	(214)	(1,
-----		
Minority Interest		
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries		
-----		
Common stock		2,
Additional paid-in capital		
Accumulated other comprehensive income (loss)	3,063	(40,
Retained earnings	(483)	17,
-----		
Total common shareholders' equity	2,580	(20,
-----		
Total liabilities and shareholders' equity	\$2,793	\$100,
=====		

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MEC International B.V.  
Iberian Hy-Power Amsterdam B.V. and Subsidiaries [Tier 7, et seq.]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

Electro  
Metalurgica del  
Ebro, S.L. [9]

Monasterio de  
Rueda, S.L. [1

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt		
Long-term debt classified as due within one year	\$4,805	
Preferred stock to be redeemed within one year		
Accounts payable	897	

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Accrued taxes	72
Regulatory liabilities - net	
Trading and price risk management liabilities	
Other current liabilities	11,159
-----	
Total current liabilities	16,933
-----	
Long-term debt	24,313
-----	
Accumulated deferred income taxes - net	
Accumulated deferred investment tax credits	
Customer advances and other deferred credits	
Power-purchase contracts	
Accumulated provision for pension and benefits	
Other long-term liabilities	
-----	
Total deferred credits and other liabilities	
-----	
Minority Interest	
-----	
Preferred stock of utility:	
Not subject to mandatory redemption	
Subject to mandatory redemption	
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures	
Other preferred securities	
-----	
Total preferred securities of subsidiaries	
-----	
Common stock	83
Additional paid-in capital	168
Accumulated other comprehensive income (loss)	471
Retained earnings	4,810
-----	
Total common shareholders' equity	5,532
-----	
Total liabilities and shareholders' equity	\$46,778
=====	

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MEC International B.V.  
Iberian Hy-Power Amsterdam B.V. and Subsidiaries [Tier 7, et seq.]  
Consolidating Balance Sheet

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December 31, 2001

(In thousands)

	Electro Metalurgica del Ebro, S.L. [8]	Monasterio de Rueda, S.L. [9]
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt		
Long-term debt classified as due within one year	\$4,805	
Preferred stock to be redeemed within one year		
Accounts payable	897	
Accrued taxes	72	
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities	11,159	
-----		
Total current liabilities	16,933	
-----		
Long-term debt	24,313	
-----		
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
-----		
Total deferred credits and other liabilities		
-----		
Minority Interest		
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable		
securities of subsidiaries holding		
solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries		
-----		
Common stock	83	
Additional paid-in capital	168	
Accumulated other comprehensive income (loss)	471	
Retained earnings	4,810	
-----		

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Total common shareholders' equity 5,532

Total liabilities and shareholders' equity \$46,778

709

MEC International B.V.  
 Iberian Hy-Power Amsterdam B.V. and Subsidiaries [Tier 7, et seq.]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Iberian Hy-Power Amsterdam B.V.	Consolidating Adjustments
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Short-term debt		
Long-term debt classified as due within one year		(\$19,
Preferred stock to be redeemed within one year		
Accounts payable	\$4,419	(6,
Accrued taxes	(409)	(1,
Regulatory liabilities - net		
Trading and price risk management liabilities		(4,
Other current liabilities	18	(34,
<b>Total current liabilities</b>	<b>4,028</b>	<b>(66,</b>
Long-term debt	7,136	(147,
Accumulated deferred income taxes - net		1,
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
<b>Total deferred credits and other liabilities</b>		<b>1,</b>
Minority Interest		(

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Preferred stock of utility:

Not subject to mandatory redemption  
 Subject to mandatory redemption  
 Company-obligated mandatorily redeemable  
 securities of subsidiaries holding  
 solely parent company debentures  
 Other preferred securities

-----  
 Total preferred securities of subsidiaries  
 -----

Common stock	1,186	(47,
Additional paid-in capital	965	(2,
Accumulated other comprehensive income (loss)	19	44,
Retained earnings	(7,447)	(27,
-----		
Total common shareholders' equity	(5,277)	(32,
-----		
Total liabilities and shareholders' equity	\$5,887	(\$245,
=====		

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MEC International B.V.  
 Iberian Hy-Power Amsterdam B.V. and Subsidiaries [Tier 7, et seq.]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	EME Desarrello Espana S.L.	Hydro Energy
-----		
Electric utility		
Nonutility power generation		\$1
Financial services and other		
-----		
Total operating revenue		1
-----		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	\$55	
Depreciation, decommissioning and amortization		
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		

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Total operating expenses	\$55	
Operating income (loss)	(55)	1
Interest and dividend income		
Other nonoperating income	52	
Interest expense - net of amounts capitalized		(
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
Income (loss) from continuing operations before taxes	(3)	
Income taxes (benefit)	(1)	
Income (loss) from continuing operations	(2)	
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
Net income (loss)	(2)	
Retained earnings - beginning of year	(481)	1
Dividends declared on common stock		
Dividends declared on preferred stock		
Retained earnings - end of year	(\$483)	\$1

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MEC International B.V.  
 Iberian Hy-Power Amsterdam B.V. and Subsidiaries [Tier 7, et seq.]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Electro Metalurgica del Ebro, S.L. [9]	Monasterio d Rueda, S.L.
Electric utility		
Nonutility power generation	\$7,101	
Financial services and other		
Total operating revenue	7,101	



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Fuel	
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	1,380
Depreciation, decommissioning and amortization	2,317
Write-down of nonutility assets	
Property and other taxes	
Net gain on sale of utility plant	
-----	
Total operating expenses	3,697
-----	
Operating income (loss)	3,404
Interest and dividend income	95
Other nonoperating income	(220)
Interest expense - net of amounts capitalized	(3,169)
Other nonoperating deductions	
Dividends on preferred securities	
Dividends on utility preferred stock	
-----	
Income (loss) from continuing operations before taxes	110
Income taxes (benefit)	13
-----	
Income (loss) from continuing operations	97
Loss from discontinued operations	
(including loss on disposal of \$1,309, net of tax)	
Income taxes (benefit) on discontinued operations	
-----	
Net income (loss)	97
-----	
Retained earnings - beginning of year	4,713
Dividends declared on common stock	
Dividends declared on preferred stock	
-----	
Retained earnings - end of year	\$4,810
=====	

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MEC International B.V.  
 Iberian Hy-Power Amsterdam B.V. and Subsidiaries [Tier 7, et seq.]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

Electro  
 Metalurgica del  
 Ebro, S.L. [8]

Monasterio d  
 Rueda, S.L.

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Electric utility	
Nonutility power generation	\$7,101
Financial services and other	
<hr/>	
Total operating revenue	7,101
<hr/>	
Fuel	
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	1,380
Depreciation, decommissioning and amortization	2,317
Write-down of nonutility assets	
Property and other taxes	
Net gain on sale of utility plant	
<hr/>	
Total operating expenses	3,697
<hr/>	
Operating income (loss)	3,404
Interest and dividend income	95
Other nonoperating income	(220)
Interest expense - net of amounts capitalized	(3,169)
Other nonoperating deductions	
Dividends on preferred securities	
Dividends on utility preferred stock	
<hr/>	
Income (loss) from continuing operations before taxes	110
Income taxes (benefit)	13
<hr/>	
Income (loss) from continuing operations	97
Loss from discontinued operations	
(including loss on disposal of \$1,309, net of tax)	
Income taxes (benefit) on discontinued operations	
<hr/>	
Net income (loss)	97
<hr/>	
Retained earnings - beginning of year	4,713
Dividends declared on common stock	
Dividends declared on preferred stock	
<hr/>	
Retained earnings - end of year	\$4,810
<hr/>	

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MEC International B.V.  
Iberian Hy-Power Amsterdam B.V. and Subsidiaries [Tier 7, et seq.]  
Consolidating Statements of Income and Retained Earnings

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For the Year Ended December 31, 2001  
(In thousands)

	Iberian Hy-Power Amsterdam B.V.	Consolidatin Adjustments
Electric utility		
Nonutility power generation		(\$4
Financial services and other		
<b>Total operating revenue</b>		(4
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		(
Depreciation, decommissioning and amortization	\$58	(
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
<b>Total operating expenses</b>	58	(1
Operating income (loss)	(58)	(2
Interest and dividend income	7	(
Other nonoperating income	17	
Interest expense - net of amounts capitalized	(144)	1
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
<b>Income (loss) from continuing operations before taxes</b>	(179)	(
Income taxes (benefit)	8	(
<b>Income (loss) from continuing operations</b>	(187)	(
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
<b>Net income (loss)</b>	(187)	(
Retained earnings - beginning of year	1,238	(1
Dividends declared on common stock	(8,498)	(
Dividends declared on preferred stock		
<b>Retained earnings - end of year</b>	(\$7,447)	(\$2

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MEC International B.V.  
 Latrobe Power Pty Ltd and Subsidiaries [Tier 7, et seq.]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Mission Victoria Partnership	Latrobe Power Partnership [8
<hr/>		
ASSETS		
<hr/>		
Cash and equivalents	\$48	\$5,
Receivables - net		5,
Fuel inventory		
Materials and supplies, at average cost		3,
Accumulated deferred income taxes - net		
Trading and price risk management assets		(84,
Prepayments and other current assets		
<hr/>		
Total current assets	48	(69,
<hr/>		
Nonutility property - net		555,
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	13,161	
Investments in leveraged leases		
Other investments		
<hr/>		
Total investment and other assets	13,161	555,
<hr/>		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
<hr/>		
Total utility plant		
<hr/>		
Regulatory assets - net		
Other deferred charges		2,
<hr/>		
Total deferred charges		2,

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-----  
 Total assets \$13,209 \$488,  
 =====

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MEC International B.V.  
 Latrobe Power Pty Ltd and Subsidiaries [Tier 7, et seq.]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Latrobe Power Pty Ltd	Consolidating Adjustments
-----		
ASSETS		
-----		
Cash and equivalents		\$16,
Receivables - net		4,
Fuel inventory		
Materials and supplies, at average cost		(3,
Accumulated deferred income taxes - net		
Trading and price risk management assets		(81,
Prepayments and other current assets		
-----		
Total current assets		(63,
-----		
Nonutility property - net		(545,
Nuclear decommissioning trusts		
Investments in partnerships		
and unconsolidated subsidiaries	\$6,136	(19,
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets	6,136	(564,
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		

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Regulatory assets - net		
Other deferred charges		7,
-----		
Total deferred charges		7,
-----		
Total assets	\$6,136	(\$620,
=====		

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MEC International B.V.  
 Latrobe Power Pty Ltd and Subsidiaries [Tier 7, et seq.]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Mission Victoria Partnership	Latrobe Power Partnership [8
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt		
Long-term debt classified as due within one year		\$3,
Preferred stock to be redeemed within one year		
Accounts payable	\$1,466	(16,
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		3,
-----		
Total current liabilities	1,466	(9,
-----		
Long-term debt		318,
-----		
Accumulated deferred income taxes - net	(7)	(25,
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		251,
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
-----		
Total deferred credits and other liabilities	(7)	226,
-----		
Minority Interest		

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-----  
 Preferred stock of utility:

    Not subject to mandatory redemption  
     Subject to mandatory redemption  
 Company-obligated mandatorily redeemable  
     securities of subsidiaries holding  
     solely parent company debentures  
 Other preferred securities

-----  
 Total preferred securities of subsidiaries  
 -----

Common stock

Additional paid-in capital	(77,105)	(5,
Accumulated other comprehensive income (loss)	74,771	(51,
Retained earnings	14,084	9,

-----  
 Total common shareholders' equity 11,750 (47,  
 -----

Total liabilities and shareholders' equity \$13,209 \$488,  
 =====

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MEC International B.V.  
 Latrobe Power Pty Ltd and Subsidiaries [Tier 7, et seq.]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Latrobe Power Pty Ltd	Consolidating Adjustments
 ----- LIABILITIES AND SHAREHOLDERS' EQUITY -----		
Short-term debt		
Long-term debt classified as due within one year		\$3,
Preferred stock to be redeemed within one year		
Accounts payable	\$4,171	(75,
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		10,
-----	-----	-----
Total current liabilities	4,171	(62,

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Long-term debt		283,
Accumulated deferred income taxes - net	(203)	16,
Accumulated deferred investment tax credits		117,
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
Total deferred credits and other liabilities	(203)	133,
Minority Interest		4,
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
Total preferred securities of subsidiaries		
Common stock		
Additional paid-in capital	(27,610)	(547,
Accumulated other comprehensive income (loss)	39,445	(273,
Retained earnings	(9,667)	(159,
Total common shareholders' equity	2,168	(979,
Total liabilities and shareholders' equity	\$6,136	(\$620,

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MEC International B.V.  
 Latrobe Power Pty Ltd and Subsidiaries [Tier 7, et seq.]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

Mission Victoria

Latrobe Power



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	Partnership	Partnership
Electric utility		
Nonutility power generation	\$9,194	\$6
Financial services and other		
<b>Total operating revenue</b>	<b>9,194</b>	<b>6</b>
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		1
Depreciation, decommissioning and amortization		1
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
<b>Total operating expenses</b>		<b>3</b>
Operating income (loss)	9,194	3
Interest and dividend income	2	
Other nonoperating income		
Interest expense - net of amounts capitalized		(2)
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
<b>Income (loss) from continuing operations before taxes</b>	<b>9,196</b>	
Income taxes (benefit)		
<b>Income (loss) from continuing operations</b>	<b>9,196</b>	
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
<b>Net income (loss)</b>	<b>9,196</b>	
Retained earnings - beginning of year	4,888	
Dividends declared on common stock		
Dividends declared on preferred stock		
<b>Retained earnings - end of year</b>	<b>\$14,084</b>	<b>\$</b>

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MEC International B.V.  
Latrobe Power Pty Ltd and Subsidiaries [Tier 7, et seq.]

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Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Latrobe Power Pty Ltd	Consolidatin Adjustments
Electric utility		
Nonutility power generation	\$4,810	\$4
Financial services and other		
<b>Total operating revenue</b>	<b>4,810</b>	<b>4</b>
Fuel		(
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Depreciation, decommissioning and amortization		(
Write-down of nonutility assets		1
Property and other taxes		
Net gain on sale of utility plant		
<b>Total operating expenses</b>		<b>(</b>
Operating income (loss)	4,810	5
Interest and dividend income		
Other nonoperating income	89	
Interest expense - net of amounts capitalized		(2
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
<b>Income (loss) from continuing operations before taxes</b>	<b>4,899</b>	<b>3</b>
Income taxes (benefit)	1,274	
<b>Income (loss) from continuing operations</b>	<b>3,625</b>	<b>3</b>
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
<b>Net income (loss)</b>	<b>3,625</b>	<b>3</b>
Retained earnings - beginning of year	(13,292)	18
Dividends declared on common stock		
Dividends declared on preferred stock		
<b>Retained earnings - end of year</b>	<b>(\$9,667)</b>	<b>(\$15</b>

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MEC International B.V.  
 Latrobe Valley B.V. and Subsidiaries [Tier 7]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Valley Power Pty Ltd.	Latrobe Valley
<hr/>		
ASSETS		
<hr/>		
Cash and equivalents		
Receivables - net		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
<hr/>		
Total current assets		
<hr/>		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
<hr/>		
Total investment and other assets		
<hr/>		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
<hr/>		
Total utility plant		
<hr/>		
Regulatory assets - net		
Other deferred charges		
<hr/>		
Total deferred charges		

Total assets

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MEC International B.V.  
 Latrobe Valley B.V. and Subsidiaries [Tier 7]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Latrobe Valley  
 B.V. Consolidated

ASSETS

Cash and equivalents  
 Receivables - net  
 Fuel inventory  
 Materials and supplies, at average cost  
 Accumulated deferred income taxes - net  
 Trading and price risk management assets  
 Prepayments and other current assets

Total current assets

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

Total investment and other assets

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

Total utility plant

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Regulatory assets - net  
 Other deferred charges

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

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

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MEC International B.V.  
 Latrobe Valley B.V. and Subsidiaries [Tier 7]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Valley Power Pty  
 Ltd.

Latrobe Valley

-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY  
 -----

Short-term debt  
 Long-term debt classified as due within one year  
 Preferred stock to be redeemed within one year  
 Accounts payable  
 Accrued taxes  
 Regulatory liabilities - net  
 Trading and price risk management liabilities  
 Other current liabilities

-----  
 Total current liabilities  
 -----

Long-term debt  
 -----

Accumulated deferred income taxes - net  
 Accumulated deferred investment tax credits  
 Customer advances and other deferred credits  
 Power-purchase contracts  
 Accumulated provision for pension and benefits  
 Other long-term liabilities

-----  
 Total deferred credits and other liabilities  
 -----

Minority Interest

-----  
Preferred stock of utility:  
    Not subject to mandatory redemption  
    Subject to mandatory redemption  
Company-obligated mandatorily redeemable  
    securities of subsidiaries holding  
    solely parent company debentures  
Other preferred securities  
-----

Total preferred securities of subsidiaries  
-----

Common stock  
Additional paid-in capital  
Accumulated other comprehensive income (loss)  
Retained earnings  
-----

Total common shareholders' equity  
-----

Total liabilities and shareholders' equity  
=====

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MEC International B.V.  
Latrobe Valley B.V. and Subsidiaries [Tier 7]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

Latrobe Valley  
B.V. Consolidated  
-----

LIABILITIES AND SHAREHOLDERS' EQUITY  
-----

Short-term debt  
Long-term debt classified as due within one year  
Preferred stock to be redeemed within one year  
Accounts payable  
Accrued taxes  
Regulatory liabilities - net  
Trading and price risk management liabilities  
Other current liabilities  
-----

Total current liabilities

-----  
 Long-term debt  
 -----

Accumulated deferred income taxes - net  
 Accumulated deferred investment tax credits  
 Customer advances and other deferred credits  
 Power-purchase contracts  
 Accumulated provision for pension and benefits  
 Other long-term liabilities  
 -----

Total deferred credits and other liabilities  
 -----

Minority Interest  
 -----

Preferred stock of utility:  
     Not subject to mandatory redemption  
     Subject to mandatory redemption  
 Company-obligated mandatorily redeemable  
     securities of subsidiaries holding  
     solely parent company debentures  
 Other preferred securities  
 -----

Total preferred securities of subsidiaries  
 -----

Common stock  
 Additional paid-in capital  
 Accumulated other comprehensive income (loss)  
 Retained earnings  
 -----

Total common shareholders' equity  
 -----

Total liabilities and shareholders' equity  
 =====

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MEC International B.V.  
 Latrobe Valley B.V. and Subsidiaries [Tier 7]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

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Ltd.

-----  
 Electric utility  
 Nonutility power generation  
 Financial services and other  
 -----

Total operating revenue  
 -----

Fuel  
 Purchased power  
 Provisions for regulatory adjustment clauses - net  
 Other operation and maintenance  
 Depreciation, decommissioning and amortization  
 Write-down of nonutility assets  
 Property and other taxes  
 Net gain on sale of utility plant  
 -----

Total operating expenses  
 -----

Operating income (loss)  
 Interest and dividend income  
 Other nonoperating income  
 Interest expense - net of amounts capitalized  
 Other nonoperating deductions  
 Dividends on preferred securities  
 Dividends on utility preferred stock  
 -----

Income (loss) from continuing operations before taxes  
 Income taxes (benefit)  
 -----

Income (loss) from continuing operations  
 Loss from discontinued operations  
     (including loss on disposal of \$1,309, net of tax)  
 Income taxes (benefit) on discontinued operations  
 -----

Net income (loss)  
 -----

Retained earnings - beginning of year  
 Dividends declared on common stock  
 Dividends declared on preferred stock  
 -----

Retained earnings - end of year  
 =====

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MEC International B.V.  
 Latrobe Valley B.V. and Subsidiaries [Tier 7]



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Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

Latrobe Valley  
 B.V. Consolidated

Electric utility  
 Nonutility power generation  
 Financial services and other

-----  
 Total operating revenue  
 -----

Fuel  
 Purchased power  
 Provisions for regulatory adjustment clauses - net  
 Other operation and maintenance  
 Depreciation, decommissioning and amortization  
 Write-down of nonutility assets  
 Property and other taxes  
 Net gain on sale of utility plant

-----  
 Total operating expenses  
 -----

Operating income (loss)  
 Interest and dividend income  
 Other nonoperating income  
 Interest expense - net of amounts capitalized  
 Other nonoperating deductions  
 Dividends on preferred securities  
 Dividends on utility preferred stock

-----  
 Income (loss) from continuing operations before taxes  
 Income taxes (benefit)  
 -----

Income (loss) from continuing operations  
 Loss from discontinued operations  
 (including loss on disposal of \$1,309, net of tax)  
 Income taxes (benefit) on discontinued operations

-----  
 Net income (loss)  
 -----

Retained earnings - beginning of year  
 Dividends declared on common stock  
 Dividends declared on preferred stock

-----  
 Retained earnings - end of year  
 =====

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MEC International B.V.  
 Loy Yang Holdings Pty Ltd and Subsidiaries [Tier 7]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Edison Mission Energy Holdings Pty Ltd Consolidated	Latrobe Power Ltd Consolidated
-----		
ASSETS		
-----		
Cash and equivalents	\$746	\$20,
Receivables - net	673	10,
Fuel inventory		
Materials and supplies, at average cost		7,
Accumulated deferred income taxes - net		
Trading and price risk management assets		(165,
Prepayments and other current assets	53	1,
-----		
Total current assets	1,472	(125,
-----		
Nonutility property - net	6,859	968,
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	(1,300)	
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets	5,559	968,
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Regulatory assets - net		
Other deferred charges	46	10,
-----		

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Total deferred charges	46	10,
-----		
Total assets	\$7,077	\$853,
=====		

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MEC International B.V.  
Loy Yang Holdings Pty Ltd and Subsidiaries [Tier 7]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

	Traralgon Power Pty Ltd Consolidated	Loy Yang Holdi Pty Ltd
-----		
ASSETS		
-----		
Cash and equivalents		
Receivables - net		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
-----		
Total current assets		
-----		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	\$5,476	(\$1,
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets	5,476	(\$1,
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		

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Total utility plant

Regulatory assets - net  
Other deferred charges

Total deferred charges

Total assets

\$5,476

(\$1,

728

MEC International B.V.  
Loy Yang Holdings Pty Ltd and Subsidiaries [Tier 7]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

Loy Yang Holdings  
Pty Ltd  
Consolidated

ASSETS

Cash and equivalents	\$746
Receivables - net	673
Fuel inventory	
Materials and supplies, at average cost	
Accumulated deferred income taxes - net	
Trading and price risk management assets	
Prepayments and other current assets	53

Total current assets 1,472

Nonutility property - net	6,859
Nuclear decommissioning trusts	
Investments in partnerships and unconsolidated subsidiaries	(1,705)
Investments in leveraged leases	
Other investments	

Total investment and other assets 5,154

Utility plant, at original cost:

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Transmission and distribution  
 Generation  
 Accumulated provision for depreciation  
 and decommissioning  
 Construction work in progress  
 Nuclear fuel, at amortized cost

-----  
 Total utility plant  
 -----

Regulatory assets - net  
 Other deferred charges 46  
 -----

Total deferred charges 46  
 -----

Total assets \$6,672  
 =====

729

MEC International B.V.  
 Loy Yang Holdings Pty Ltd and Subsidiaries [Tier 7]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Edison Mission Energy Holdings Pty Ltd Consolidated	Latrobe Power Ltd Consolidat
----- LIABILITIES AND SHAREHOLDERS' EQUITY -----		
Short-term debt		
Long-term debt classified as due within one year	\$41	\$6,
Preferred stock to be redeemed within one year		
Accounts payable	(12,328)	(84,
Accrued taxes	505	
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities	1,418	19,
-----	-----	-----
Total current liabilities	(10,364)	(58,
-----	-----	-----
Long-term debt	160	602,
-----	-----	-----

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Accumulated deferred income taxes - net	106	(9,
Accumulated deferred investment tax credits		369,
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities	59	
-----	-----	-----
Total deferred credits and other liabilities	165	360,
-----	-----	-----
Minority Interest		4,
-----	-----	-----
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable		
securities of subsidiaries holding		
solely parent company debentures		
Other preferred securities		
-----	-----	-----
Total preferred securities of subsidiaries		
-----	-----	-----
Common stock		
Additional paid-in capital		110,
Accumulated other comprehensive income (loss)	(5,639)	(286,
Retained earnings	13,229	121,
-----	-----	-----
Total common shareholders' equity	7,590	(54,
-----	-----	-----
Total liabilities and shareholders' equity	\$7,077	\$853,
=====	=====	=====

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MEC International B.V.  
Loy Yang Holdings Pty Ltd and Subsidiaries [Tier 7]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

Traralgon Power	Loy Yang Holdi
Pty Ltd	Pty Ltd
Consolidated	

-----  
LIABILITIES AND SHAREHOLDERS' EQUITY  
-----

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Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	\$2,372	
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		
-----		
Total current liabilities	2,372	
-----		
Long-term debt	133,068	
-----		
Accumulated deferred income taxes - net	(434)	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
-----		
Total deferred credits and other liabilities	(434)	
-----		
Minority Interest		
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries		
-----		
Common stock		
Additional paid-in capital	(24,644)	(\$1,
Accumulated other comprehensive income (loss)	(98,248)	
Retained earnings	(6,638)	
-----		
Total common shareholders' equity	(129,530)	(1,
-----		
Total liabilities and shareholders' equity	\$5,476	(\$1,
=====		

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MEC International B.V.  
 Loy Yang Holdings Pty Ltd and Subsidiaries [Tier 7]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Loy Yang Holdings Pty Ltd Consolidated
<hr/>	
LIABILITIES AND SHAREHOLDERS' EQUITY	
<hr/>	
Short-term debt	
Long-term debt classified as due within one year	\$41
Preferred stock to be redeemed within one year	
Accounts payable	(12,248)
Accrued taxes	446
Regulatory liabilities - net	
Trading and price risk management liabilities	
Other current liabilities	1,418
<hr/>	
Total current liabilities	(10,343)
<hr/>	
Long-term debt	219
<hr/>	
Accumulated deferred income taxes - net	92
Accumulated deferred investment tax credits	
Customer advances and other deferred credits	
Power-purchase contracts	
Accumulated provision for pension and benefits	
Other long-term liabilities	59
<hr/>	
Total deferred credits and other liabilities	151
<hr/>	
Minority Interest	
<hr/>	
Preferred stock of utility:	
Not subject to mandatory redemption	
Subject to mandatory redemption	
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures	
Other preferred securities	
<hr/>	
Total preferred securities of subsidiaries	
<hr/>	



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Common stock	
Additional paid-in capital	
Accumulated other comprehensive income (loss)	(5,053)
Retained earnings	21,698
-----	
Total common shareholders' equity	16,645
-----	
Total liabilities and shareholders' equity	\$6,672
=====	

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MEC International B.V.  
Loy Yang Holdings Pty Ltd and Subsidiaries [Tier 7]  
Consolidating Statements of Income and Retained Earnings  
For the Year Ended December 31, 2001  
(In thousands)

	Edison Mission Energy Holdings Pty Ltd Consolidated	Latrobe Power Ltd Consolidated
-----		
Electric utility		
Nonutility power generation	\$92	
Financial services and other		
-----		
Total operating revenue	92	
-----		
Fuel		\$1
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	15,307	2
Depreciation, decommissioning and amortization	592	2
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
-----		
Total operating expenses	(15,899)	6
-----		
Operating income (loss)	(15,807)	(6)
Interest and dividend income	359	
Other nonoperating income	2,569	
Interest expense - net of amounts capitalized	(14)	(5)
Other nonoperating deductions		
Dividends on preferred securities		

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Dividends on utility preferred stock

Income (loss) from continuing operations before taxes	(12,893)	(11
Income taxes (benefit)		
Income (loss) from continuing operations	(12,893)	(11
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
Net income (loss)	(12,893)	(11
Retained earnings - beginning of year	26,122	23
Dividends declared on common stock		
Dividends declared on preferred stock		
Retained earnings - end of year	\$13,229	\$12

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MEC International B.V.  
Loy Yang Holdings Pty Ltd and Subsidiaries [Tier 7]  
Consolidating Statements of Income and Retained Earnings  
For the Year Ended December 31, 2001  
(In thousands)

	Traralgon Power Pty Ltd Consolidated	Loy Yang Hol Pty Ltd
Electric utility		
Nonutility power generation	\$4,293	
Financial services and other		
Total operating revenue	4,293	
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Depreciation, decommissioning and amortization		
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		

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Total operating expenses

Operating income (loss)	4,293
Interest and dividend income	46
Other nonoperating income	60
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Dividends on preferred securities	
Dividends on utility preferred stock	
<hr/>	
Income (loss) from continuing operations before taxes	4,399
Income taxes (benefit)	1,139
<hr/>	
Income (loss) from continuing operations	3,260
Loss from discontinued operations	
(including loss on disposal of \$1,309, net of tax)	
Income taxes (benefit) on discontinued operations	
<hr/>	
Net income (loss)	3,260
<hr/>	
Retained earnings - beginning of year	(9,896)
Dividends declared on common stock	
Dividends declared on preferred stock	
<hr/>	
Retained earnings - end of year	(\$6,638)
<hr/>	

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MEC International B.V.  
Loy Yang Holdings Pty Ltd and Subsidiaries [Tier 7]  
Consolidating Statements of Income and Retained Earnings  
For the Year Ended December 31, 2001  
(In thousands)

Loy Yang Holdings  
Pty Ltd  
Consolidated

Electric utility	
Nonutility power generation	\$9,424
Financial services and other	
<hr/>	
Total operating revenue	9,424
<hr/>	

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Fuel	
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	15,290
Depreciation, decommissioning and amortization	612
Write-down of nonutility assets	
Property and other taxes	
Net gain on sale of utility plant	
-----	
Total operating expenses	15,902
-----	
Operating income (loss)	(6,478)
Interest and dividend income	361
Other nonoperating income	2,653
Interest expense - net of amounts capitalized	(14)
Other nonoperating deductions	
Dividends on preferred securities	
Dividends on utility preferred stock	
-----	
Income (loss) from continuing operations before taxes	(3,478)
Income taxes (benefit)	(955)
-----	
Income (loss) from continuing operations	(2,523)
Loss from discontinued operations	
(including loss on disposal of \$1,309, net of tax)	
Income taxes (benefit) on discontinued operations	
-----	
Net income (loss)	(2,523)
-----	
Retained earnings - beginning of year	24,221
Dividends declared on common stock	
Dividends declared on preferred stock	
-----	
Retained earnings - end of year	\$21,698
=====	

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MEC International B.V., Loy Yang Holdings Pty Ltd  
 Edison Mission Energy Holdings Pty Ltd and Subsidiaries [Tier 8]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Edison Mission Energy Australia Ltd.	Latrobe Power Partnership [9
--	---------------------------------

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ASSETS

Cash and equivalents	\$19	\$5,
Receivables - net	10	5,
Fuel inventory		
Materials and supplies, at average cost		3,
Accumulated deferred income taxes - net		
Trading and price risk management assets		(84,
Prepayments and other current assets		
<b>Total current assets</b>	<b>29</b>	<b>(69,</b>
Nonutility property - net		555,
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	(1,582)	
Investments in leveraged leases		
Other investments		
<b>Total investment and other assets</b>	<b>(1,582)</b>	<b>555,</b>
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
<b>Total utility plant</b>		
Regulatory assets - net		
Other deferred charges		2,
<b>Total deferred charges</b>		<b>2,</b>
<b>Total assets</b>	<b>(\$1,553)</b>	<b>\$488,</b>

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MEC International B.V., Loy Yang Holdings Pty Ltd  
 Edison Mission Energy Holdings Pty Ltd and Subsidiaries [Tier 8]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

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	Edison Mission Energy Australia Pilbara Power Pty Ltd.	Edison Mission Operation and Maintenance Kwinana Pty Lt
<hr/>		
ASSETS		
<hr/>		
Cash and equivalents		
Receivables - net		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
<hr/>		
Total current assets		
<hr/>		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
<hr/>		
Total investment and other assets		
<hr/>		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
<hr/>		
Total utility plant		
<hr/>		
Regulatory assets - net		
Other deferred charges		
<hr/>		
Total deferred charges		
<hr/>		
Total assets		
<hr/>		

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MEC International B.V., Loy Yang Holdings Pty Ltd  
 Edison Mission Energy Holdings Pty Ltd and Subsidiaries [Tier 8]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Mission Energy Holdings Superannuation Fund Pty Ltd	Mission Energy (Kwinana) Pty
<hr/>		
ASSETS		
<hr/>		
Cash and equivalents		
Receivables - net		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
<hr/>		
Total current assets		
<hr/>		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		\$
Investments in leveraged leases		
Other investments		
<hr/>		
Total investment and other assets		
<hr/>		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
<hr/>		
Total utility plant		
<hr/>		
Regulatory assets - net		
Other deferred charges		
<hr/>		
Total deferred charges		
<hr/>		

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Total assets

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MEC International B.V., Loy Yang Holdings Pty Ltd  
 Edison Mission Energy Holdings Pty Ltd and Subsidiaries [Tier 8]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Perth Power Partnership [10]	Edison Mission Energy Holding Pty Ltd
<b>ASSETS</b>		
Cash and equivalents	\$5,168	\$
Receivables - net	1,458	
Fuel inventory		
Materials and supplies, at average cost	1,530	
Accumulated deferred income taxes - net		
Trading and price risk management assets	(4,091)	
Prepayments and other current assets	178	
<b>Total current assets</b>	<b>4,243</b>	<b>1,</b>
Nonutility property - net	71,164	1,
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
<b>Total investment and other assets</b>	<b>71,164</b>	<b>1,</b>
Utility plant, at original cost: Transmission and distribution Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
<b>Total utility plant</b>		



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Regulatory assets - net		
Other deferred charges	1,716	
-----		
Total deferred charges	1,716	
-----		
Total assets	\$77,123	\$2,
=====		

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MEC International B.V., Loy Yang Holdings Pty Ltd  
 Edison Mission Energy Holdings Pty Ltd and Subsidiaries [Tier 8]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

		Edison Mission Energy Holdings Pty Ltd Consolidated
-----		
ASSETS		
-----		
Cash and equivalents	\$746	
Receivables - net	673	
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets	53	
-----		
Total current assets	1,472	
-----		
Nonutility property - net	6,859	
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	(1,300)	
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets	5,559	
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		

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and decommissioning  
 Construction work in progress  
 Nuclear fuel, at amortized cost

-----  
 Total utility plant  
 -----

Regulatory assets - net  
 Other deferred charges 46  
 -----

Total deferred charges 46  
 -----

Total assets \$7,077  
 =====

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MEC International B.V., Loy Yang Holdings Pty Ltd  
 Edison Mission Energy Holdings Pty Ltd and Subsidiaries [Tier 8]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Edison Mission Energy Australia Ltd. Latrobe Power Partnership [9

-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY  
 -----

Short-term debt  
 Long-term debt classified as due within one year \$3,  
 Preferred stock to be redeemed within one year  
 Accounts payable (\$15,027) (16,  
 Accrued taxes  
 Regulatory liabilities - net  
 Trading and price risk management liabilities  
 Other current liabilities 3,  
 -----

Total current liabilities (15,027) (9,  
 -----

Long-term debt 318,  
 -----

Accumulated deferred income taxes - net 229 (25,  
 Accumulated deferred investment tax credits  
 Customer advances and other deferred credits 251,  
 Power-purchase contracts

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Accumulated provision for pension and benefits  
Other long-term liabilities

-----  
Total deferred credits and other liabilities 229 226,  
-----

Minority Interest

Preferred stock of utility:  
Not subject to mandatory redemption  
Subject to mandatory redemption  
Company-obligated mandatorily redeemable  
securities of subsidiaries holding  
solely parent company debentures  
Other preferred securities

-----  
Total preferred securities of subsidiaries  
-----

Common stock  
Additional paid-in capital (5,  
Accumulated other comprehensive income (loss) (3,204) (51,  
Retained earnings 16,449 9,  
-----

-----  
Total common shareholders' equity 13,245 (47,  
-----

-----  
Total liabilities and shareholders' equity (\$1,553) \$488,  
=====

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MEC International B.V., Loy Yang Holdings Pty Ltd  
Edison Mission Energy Holdings Pty Ltd and Subsidiaries [Tier 8]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

Edison Mission  
Energy Australia  
Pilbara Power Pty  
Ltd. Edison Mission  
Operation and  
Maintenance  
Kwinana Pty Lt

-----  
LIABILITIES AND SHAREHOLDERS' EQUITY  
-----

Short-term debt

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Long-term debt classified as due within one year	
Preferred stock to be redeemed within one year	
Accounts payable	(\$1,
Accrued taxes	
Regulatory liabilities - net	
Trading and price risk management liabilities	
Other current liabilities	
-----	
Total current liabilities	(1,
-----	
Long-term debt	
-----	
Accumulated deferred income taxes - net	
Accumulated deferred investment tax credits	
Customer advances and other deferred credits	
Power-purchase contracts	
Accumulated provision for pension and benefits	
Other long-term liabilities	
-----	
Total deferred credits and other liabilities	
-----	
Minority Interest	
-----	
Preferred stock of utility:	
Not subject to mandatory redemption	
Subject to mandatory redemption	
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures	
Other preferred securities	
-----	
Total preferred securities of subsidiaries	
-----	
Common stock	
Additional paid-in capital	
Accumulated other comprehensive income (loss)	(
Retained earnings	1,
-----	
Total common shareholders' equity	\$1,
-----	
Total liabilities and shareholders' equity	=====

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MEC International B.V., Loy Yang Holdings Pty Ltd  
 Edison Mission Energy Holdings Pty Ltd and Subsidiaries [Tier 8]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Mission Energy  
 Holdings  
 Superannuation  
 Fund Pty Ltd

Mission Energy  
 (Kwinana) Pty

-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY  
 -----

Short-term debt  
 Long-term debt classified as due within one year  
 Preferred stock to be redeemed within one year  
 Accounts payable  
 Accrued taxes  
 Regulatory liabilities - net  
 Trading and price risk management liabilities  
 Other current liabilities  
 -----

Total current liabilities  
 -----

Long-term debt  
 -----

Accumulated deferred income taxes - net  
 Accumulated deferred investment tax credits  
 Customer advances and other deferred credits  
 Power-purchase contracts  
 Accumulated provision for pension and benefits  
 Other long-term liabilities  
 -----

Total deferred credits and other liabilities  
 -----

Minority Interest  
 -----

Preferred stock of utility:  
     Not subject to mandatory redemption  
     Subject to mandatory redemption  
 Company-obligated mandatorily redeemable  
     securities of subsidiaries holding  
     solely parent company debentures  
 Other preferred securities  
 -----

Total preferred securities of subsidiaries  
 -----

Common stock  
 Additional paid-in capital

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Accumulated other comprehensive income (loss)  
Retained earnings

-----  
Total common shareholders' equity  
-----

Total liabilities and shareholders' equity  
=====

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MEC International B.V., Loy Yang Holdings Pty Ltd  
Edison Mission Energy Holdings Pty Ltd and Subsidiaries [Tier 8]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

	Perth Power Partnership [10]	Edison Mission Energy Holding Pty Ltd
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt		
Long-term debt classified as due within one year	\$1,328	
Preferred stock to be redeemed within one year		
Accounts payable	234	7,
Accrued taxes	(537)	
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities	2,938	1,
-----		
Total current liabilities	3,963	9,
-----		
Long-term debt	42,777	
-----		
Accumulated deferred income taxes - net	(1,227)	(1,
Accumulated deferred investment tax credits		
Customer advances and other deferred credits	3,323	
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities	115	
-----		
Total deferred credits and other liabilities	2,211	(1,
-----		

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Minority Interest

Preferred stock of utility:

Not subject to mandatory redemption  
 Subject to mandatory redemption  
 Company-obligated mandatorily redeemable  
 securities of subsidiaries holding  
 solely parent company debentures  
 Other preferred securities

Total preferred securities of subsidiaries

Common stock

Additional paid-in capital	34,873	
Accumulated other comprehensive income (loss)	(9,132)	3,
Retained earnings	2,431	(8,

Total common shareholders' equity	28,172	(4,
-----------------------------------	--------	-----

Total liabilities and shareholders' equity	\$77,123	\$2,
--	----------	------

744

MEC International B.V., Loy Yang Holdings Pty Ltd  
 Edison Mission Energy Holdings Pty Ltd and Subsidiaries [Tier 8]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Edison Mission  
 Energy Holdings  
 Pty Ltd  
 Consolidated

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt	
Long-term debt classified as due within one year	\$41
Preferred stock to be redeemed within one year	
Accounts payable	(12,328)
Accrued taxes	505
Regulatory liabilities - net	
Trading and price risk management liabilities	

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Other current liabilities	1,418
-----	
Total current liabilities	(10,364)
-----	
Long-term debt	160
-----	
Accumulated deferred income taxes - net	106
Accumulated deferred investment tax credits	
Customer advances and other deferred credits	
Power-purchase contracts	
Accumulated provision for pension and benefits	
Other long-term liabilities	59
-----	
Total deferred credits and other liabilities	165
-----	
Minority Interest	
-----	
Preferred stock of utility:	
Not subject to mandatory redemption	
Subject to mandatory redemption	
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures	
Other preferred securities	
-----	
Total preferred securities of subsidiaries	
-----	
Common stock	
Additional paid-in capital	
Accumulated other comprehensive income (loss)	(5,639)
Retained earnings	22,755
-----	
Total common shareholders' equity	17,116
-----	
Total liabilities and shareholders' equity	\$7,077
=====	

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MEC International B.V., Loy Yang Holdings Pty Ltd  
 Edison Mission Energy Holdings Pty Ltd and Subsidiaries [Tier 8]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)



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	Edison Mission Energy Australia Ltd.	Latrobe Power Partnership
Electric utility		
Nonutility power generation	\$93	\$6
Financial services and other		
Total operating revenue	93	6
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	733	1
Depreciation, decommissioning and amortization		1
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
Total operating expenses	733	3
Operating income (loss)	(640)	3
Interest and dividend income	74	
Other nonoperating income	733	
Interest expense - net of amounts capitalized		(2)
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
Income (loss) from continuing operations before taxes	167	
Income taxes (benefit)	44	
Income (loss) from continuing operations	123	
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
Net income (loss)	123	
Retained earnings - beginning of year	16,326	
Dividends declared on common stock		
Dividends declared on preferred stock		
Retained earnings - end of year	\$16,449	\$

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MEC International B.V., Loy Yang Holdings Pty Ltd  
 Edison Mission Energy Holdings Pty Ltd and Subsidiaries [Tier 8]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Edison Mission Energy Australia Pilbara Power Pty Ltd.	Edison Mission Operation and Maintenance Kwinana Pty
Electric utility		
Nonutility power generation		\$
Financial services and other		
<b>Total operating revenue</b>		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Depreciation, decommissioning and amortization		
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
<b>Total operating expenses</b>		
Operating income (loss)		
Interest and dividend income		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
<b>Income (loss) from continuing operations before taxes</b>		
Income taxes (benefit)		
<b>Income (loss) from continuing operations</b>		
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
<b>Net income (loss)</b>		
Retained earnings - beginning of year		
Dividends declared on common stock		
Dividends declared on preferred stock		

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Retained earnings - end of year

\$

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MEC International B.V., Loy Yang Holdings Pty Ltd  
 Edison Mission Energy Holdings Pty Ltd and Subsidiaries [Tier 8]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

Mission Energy  
 Holdings  
 Superannuation  
 Fund Pty Ltd

Mission Ener  
 (Kwinana) Pt

Electric utility  
 Nonutility power generation  
 Financial services and other

Total operating revenue

Fuel  
 Purchased power  
 Provisions for regulatory adjustment clauses - net  
 Other operation and maintenance  
 Depreciation, decommissioning and amortization  
 Write-down of nonutility assets  
 Property and other taxes  
 Net gain on sale of utility plant

Total operating expenses

Operating income (loss)  
 Interest and dividend income  
 Other nonoperating income  
 Interest expense - net of amounts capitalized  
 Other nonoperating deductions  
 Dividends on preferred securities  
 Dividends on utility preferred stock

Income (loss) from continuing operations before taxes  
 Income taxes (benefit)

Income (loss) from continuing operations

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Loss from discontinued operations  
 (including loss on disposal of \$1,309, net of tax)  
 Income taxes (benefit) on discontinued operations

-----  
 Net income (loss)  
 -----

Retained earnings - beginning of year  
 Dividends declared on common stock  
 Dividends declared on preferred stock  
 -----

Retained earnings - end of year  
 =====

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MEC International B.V., Loy Yang Holdings Pty Ltd  
 Edison Mission Energy Holdings Pty Ltd and Subsidiaries [Tier 8]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Preth Power Partnership [10]	Edison Missi Energy Holdi Pty Ltd
Electric utility		
Nonutility power generation	\$32,438	
Financial services and other		
-----	-----	-----
Total operating revenue	32,438	
-----	-----	-----
Fuel	16,274	
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	3,635	\$
Depreciation, decommissioning and amortization	3,121	
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
-----	-----	-----
Total operating expenses	23,030	
-----	-----	-----
Operating income (loss)	9,408	(
Interest and dividend income	202	
Other nonoperating income	(62)	
Interest expense - net of amounts capitalized	(4,841)	
Other nonoperating deductions		

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Dividends on preferred securities  
 Dividends on utility preferred stock

Income (loss) from continuing operations before taxes	4,707	(
Income taxes (benefit)		(
Income (loss) from continuing operations	4,707	(
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
Net income (loss)	4,707	(
Retained earnings - beginning of year	2,180	(
Dividends declared on common stock	(4,456)	
Dividends declared on preferred stock		
Retained earnings - end of year	\$2,431	(\$

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MEC International B.V., Loy Yang Holdings Pty Ltd  
 Edison Mission Energy Holdings Pty Ltd and Subsidiaries [Tier 8]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

Edison Mission  
 Energy Holdings  
 Pty Ltd  
 Consolidated

Electric utility	
Nonutility power generation	\$92
Financial services and other	
Total operating revenue	92
Fuel	
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	
Depreciation, decommissioning and amortization	15,307
Write-down of nonutility assets	592
Property and other taxes	

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Net gain on sale of utility plant		
Total operating expenses	15,899	
Operating income (loss)	(15,807)	
Interest and dividend income	2,663	
Other nonoperating income	(14)	
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
Income (loss) from continuing operations before taxes	(13,158)	
Income taxes (benefit)		
Income (loss) from continuing operations	(13,158)	
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
Net income (loss)	(13,158)	
Retained earnings - beginning of year	35,913	
Dividends declared on common stock		
Dividends declared on preferred stock		
Retained earnings - end of year	\$22,755	

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MEC International B.V., Loy Yang Holdings Pty Ltd  
 Latrobe Power Pty Ltd and Subsidiaries [Tier 8, et seq.]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Mission Victoria Partnership	Latrobe Power Partnership [9
ASSETS		
Cash and equivalents	\$48	\$5,
Receivables - net		5,
Fuel inventory		
Materials and supplies, at average cost		3,

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Accumulated deferred income taxes - net		(84,
Trading and price risk management assets		
Prepayments and other current assets		
-----		
Total current assets	48	(69,
-----		
Nonutility property - net		555,
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	13,161	
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets	13,161	555,
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Regulatory assets - net		
Other deferred charges		2,
-----		
Total deferred charges		2,
-----		
Total assets	\$13,209	\$488,
=====		

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MEC International B.V., Loy Yang Holdings Pty Ltd  
 Latrobe Power Pty Ltd and Subsidiaries [Tier 8, et seq.]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Latrobe Power Pty Ltd.	Consolidating Adjustments
-----	-----	-----
ASSETS		
-----	-----	-----

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Cash and equivalents		\$16,
Receivables - net		4,
Fuel inventory		
Materials and supplies, at average cost		(3,
Accumulated deferred income taxes - net		
Trading and price risk management assets		(81,
Prepayments and other current assets		
-----		
Total current assets		(63,
-----		
Nonutility property - net		(545,
Nuclear decommissioning trusts		
Investments in partnerships		
and unconsolidated subsidiaries	\$6,136	(19,
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets	6,136	(564,
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Regulatory assets - net		
Other deferred charges		7,
-----		
Total deferred charges		7,
-----		
Total assets	\$6,136	(\$620,
=====		

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MEC International B.V., Loy Yang Holdings Pty Ltd  
 Latrobe Power Pty Ltd and Subsidiaries [Tier 8, et seq.]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)



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	Mission Victoria Partnership	Latrobe Power Partnership [9
<hr/> <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b> <hr/>		
Short-term debt		
Long-term debt classified as due within one year		\$3,
Preferred stock to be redeemed within one year		
Accounts payable	\$1,466	(16,
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		3,
<hr/>		
Total current liabilities	1,466	(9,
<hr/>		
Long-term debt		318,
<hr/>		
Accumulated deferred income taxes - net	(7)	(25,
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		251,
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
<hr/>		
Total deferred credits and other liabilities	(7)	226,
<hr/>		
Minority Interest		
<hr/>		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
<hr/>		
Total preferred securities of subsidiaries		
<hr/>		
Common stock		
Additional paid-in capital	(77,105)	(5,
Accumulated other comprehensive income (loss)	74,771	(51,
Retained earnings	14,084	9,
<hr/>		
Total common shareholders' equity	11,750	(47,
<hr/>		
Total liabilities and shareholders' equity	\$13,209	\$488,
<hr/>		

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MEC International B.V., Loy Yang Holdings Pty Ltd  
 Latrobe Power Pty Ltd and Subsidiaries [Tier 8, et seq.]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Latrobe Power Pty Ltd.	Consolidating Adjustments
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt		
Long-term debt classified as due within one year		\$3,
Preferred stock to be redeemed within one year		
Accounts payable	\$4,171	(75,
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		10,
-----		
Total current liabilities	4,171	(62,
-----		
Long-term debt		283,
-----		
Accumulated deferred income taxes - net	(203)	16,
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		117,
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
-----		
Total deferred credits and other liabilities	(203)	133,
-----		
Minority Interest		4,
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable		
securities of subsidiaries holding		
solely parent company debentures		
Other preferred securities		

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-----  
 Total preferred securities of subsidiaries  
 -----

Common stock		
Additional paid-in capital	(27,610)	(547,
Accumulated other comprehensive income (loss)	39,445	(273,
Retained earnings	(9,667)	(159,
-----		
Total common shareholders' equity	2,168	(979,
-----		
Total liabilities and shareholders' equity	\$6,136	(\$620,
=====		

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MEC International B.V., Loy Yang Holdings Pty Ltd  
 Latrobe Power Pty Ltd and Subsidiaries [Tier 8, et seq.]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Mission Victoria Partnership	Latrobe Power Partnership
-----		
Electric utility		
Nonutility power generation	\$9,194	\$6
Financial services and other		
-----		
Total operating revenue	9,194	6
-----		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		1
Depreciation, decommissioning and amortization		1
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
-----		
Total operating expenses		3
-----		
Operating income (loss)	9,194	3
Interest and dividend income	2	
Other nonoperating income		

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Interest expense - net of amounts capitalized		(2)
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
-----		
Income (loss) from continuing operations before taxes	9,196	
Income taxes (benefit)		
-----		
Income (loss) from continuing operations	9,196	
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----		
Net income (loss)	9,196	
-----		
Retained earnings - beginning of year	4,888	
Dividends declared on common stock		
Dividends declared on preferred stock		
-----		
Retained earnings - end of year	\$14,084	\$
=====		

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MEC International B.V., Loy Yang Holdings Pty Ltd  
 Latrobe Power Pty Ltd and Subsidiaries [Tier 8, et seq.]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Latrobe Power Pty Ltd.	Consolidatin Adjustments
-----		
Electric utility		
Nonutility power generation	\$4,810	(\$8
Financial services and other		
-----		
Total operating revenue	4,810	(8
-----		
Fuel		(
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		(
Depreciation, decommissioning and amortization		1
Write-down of nonutility assets		
Property and other taxes		

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Net gain on sale of utility plant		
Total operating expenses		(
Operating income (loss)	4,810	(7
Interest and dividend income		
Other nonoperating income		
Interest expense - net of amounts capitalized	89	(2
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
Income (loss) from continuing operations before taxes	4,899	(9
Income taxes (benefit)	1,274	
Income (loss) from continuing operations	3,625	(9
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
Net income (loss)	3,625	(9
Retained earnings - beginning of year	(13,292)	(6
Dividends declared on common stock		
Dividends declared on preferred stock		
Retained earnings - end of year	(\$9,667)	(\$15

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MEC International B.V., Loy Yang Holdings Pty Ltd  
Mission Energy Ventures Australia Pty Ltd and Subsidiaries [Tier 8, et seq.]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

	Mission Victoria Partnership	Latrobe Power Partnership [9
ASSETS		
Cash and equivalents	\$48	\$5,
Receivables - net		5,
Fuel inventory		
Materials and supplies, at average cost		3,

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Accumulated deferred income taxes - net		(84,
Trading and price risk management assets		
Prepayments and other current assets		
-----		
Total current assets	48	(69,
-----		
Nonutility property - net		555,
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	13,161	
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets	13,161	555,
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Regulatory assets - net		
Other deferred charges		2,
-----		
Total deferred charges		2,
-----		
Total assets	\$13,209	\$488,
=====		

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MEC International B.V., Loy Yang Holdings Pty Ltd  
Mission Energy Ventures Australia Pty Ltd and Subsidiaries [Tier 8, et seq.]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

Mission Energy  
Ventures Australia  
Pty Ltd

Consolidating  
Adjustments

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ASSETS

Cash and equivalents		(\$4,
Receivables - net		(5,
Fuel inventory		
Materials and supplies, at average cost		(11,
Accumulated deferred income taxes - net		
Trading and price risk management assets		84,
Prepayments and other current assets		(
-----		
Total current assets		61,
-----		
Nonutility property - net		(1,513,
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	\$117	(13,
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets	117	(1,526,
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Regulatory assets - net		
Other deferred charges		(2,
-----		
Total deferred charges		(2,
-----		
Total assets	\$117	(\$1,468,
=====		

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MEC International B.V., Loy Yang Holdings Pty Ltd  
Mission Energy Ventures Australia Pty Ltd and Subsidiaries [Tier 8, et seq.]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

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	Mission Victoria Partnership	Latrobe Power Partnership [9
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt		
Long-term debt classified as due within one year		\$3,
Preferred stock to be redeemed within one year		
Accounts payable	\$1,466	(16,
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		3,
-----		
Total current liabilities	1,466	(9,
-----		
Long-term debt		318,
-----		
Accumulated deferred income taxes - net	(7)	(25,
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		251,
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
-----		
Total deferred credits and other liabilities	(7)	226,
-----		
Minority Interest		
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries		
-----		
Common stock		
Additional paid-in capital	(77,105)	(5,
Accumulated other comprehensive income (loss)	74,771	(51,
Retained earnings	14,084	9,
-----		
Total common shareholders' equity	11,750	(47,
-----		
Total liabilities and shareholders' equity	\$13,209	\$488,



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MEC International B.V., Loy Yang Holdings Pty Ltd  
 Mission Energy Ventures Australia Pty Ltd and Subsidiaries [Tier 8, et seq.]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Mission Energy Ventures Australia Pty Ltd	Consolidating Adjustments
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		
Long-term debt classified as due within one year		(\$3,
Preferred stock to be redeemed within one year		
Accounts payable	\$80	13,
Accrued taxes	(59)	(
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		(9,
<hr/>		
Total current liabilities	21	(
<hr/>		
Long-term debt	39	(318,
<hr/>		
Accumulated deferred income taxes - net	(13)	25,
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		(251,
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		(
<hr/>		
Total deferred credits and other liabilities	(13)	(226,
<hr/>		
Minority Interest		
<hr/>		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		

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Company-obligated mandatorily redeemable  
securities of subsidiaries holding  
solely parent company debentures  
Other preferred securities

-----  
Total preferred securities of subsidiaries  
-----

Common stock

Additional paid-in capital	(528)	(685,
----------------------------	-------	-------

Accumulated other comprehensive income (loss)	(7)	52,
---	-----	-----

Retained earnings	605	(290,
-------------------	-----	-------

Total common shareholders' equity	70	(922,
-----------------------------------	----	-------

Total liabilities and shareholders' equity	\$117	(\$1,468,
--	-------	-----------

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MEC International B.V., Loy Yang Holdings Pty Ltd  
Mission Energy Ventures Australia Pty Ltd and Subsidiaries [Tier 8, et seq.]  
Consolidating Statements of Income and Retained Earnings  
For the Year Ended December 31, 2001  
(In thousands)

	Mission Victoria Partnership	Latrobe Power Partnership
--	---------------------------------	------------------------------

Electric utility		
------------------	--	--

Nonutility power generation	\$9,194	\$6
-----------------------------	---------	-----

Financial services and other		
------------------------------	--	--

Total operating revenue	9,194	6
-------------------------	-------	---

Fuel

Purchased power

Provisions for regulatory adjustment clauses - net		
--	--	--

Other operation and maintenance		1
---------------------------------	--	---

Depreciation, decommissioning and amortization		1
--	--	---

Write-down of nonutility assets		
---------------------------------	--	--

Property and other taxes		
--------------------------	--	--

Net gain on sale of utility plant		
-----------------------------------	--	--

Total operating expenses		3
--------------------------	--	---

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Operating income (loss)	9,194	3
Interest and dividend income	2	
Other nonoperating income		
Interest expense - net of amounts capitalized		(2)
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
-----		
Income (loss) from continuing operations before taxes	9,196	
Income taxes (benefit)		
-----		
Income (loss) from continuing operations	9,196	
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----		
Net income (loss)	9,196	
-----		
Retained earnings - beginning of year	4,888	
Dividends declared on common stock		
Dividends declared on preferred stock		
-----		
Retained earnings - end of year	\$14,084	\$
=====		

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MEC International B.V., Loy Yang Holdings Pty Ltd  
Mission Energy Ventures Australia Pty Ltd and Subsidiaries [Tier 8, et seq.]  
Consolidating Statements of Income and Retained Earnings  
For the Year Ended December 31, 2001  
(In thousands)

	Mission Energy Ventures Australia Pty Ltd	Consolidatin Adjustments
-----		
Electric utility		
Nonutility power generation	\$92	(\$7
Financial services and other		
-----		
Total operating revenue	92	7
-----		
Fuel		(2

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Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		(3)
Depreciation, decommissioning and amortization		(1)
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
-----		
Total operating expenses		(7)
-----		
Operating income (loss)	92	(
Interest and dividend income	2	(
Other nonoperating income		
Interest expense - net of amounts capitalized		2
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
-----		
Income (loss) from continuing operations before taxes	94	(2
Income taxes (benefit)		
-----		
Income (loss) from continuing operations	94	2
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----		
Net income (loss)	94	2
-----		
Retained earnings - beginning of year	511	(31
Dividends declared on common stock		
Dividends declared on preferred stock		
-----		
Retained earnings - end of year	\$605	(\$29
=====		

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MEC International B.V., Loy Yang Holdings Pty Ltd  
 Traralgon Power Pty Ltd and Subsidiaries [Tier 8, et seq.]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Mission Victoria Partnership	Latrobe Power Partnership [9
--	---------------------------------	---------------------------------

ASSETS

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Cash and equivalents	\$48	\$5,
Receivables - net		5,
Fuel inventory		
Materials and supplies, at average cost		3,
Accumulated deferred income taxes - net		
Trading and price risk management assets		(84,
Prepayments and other current assets		
-----		
Total current assets	48	(69,
-----		
Nonutility property - net		555,
Nuclear decommissioning trusts		
Investments in partnerships		
and unconsolidated subsidiaries	13,161	
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets	13,161	555,
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Regulatory assets - net		
Other deferred charges		2,
-----		
Total deferred charges		2,
-----		
Total assets	\$13,209	\$488,
=====		

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MEC International B.V., Loy Yang Holdings Pty Ltd  
Traralgon Power Pty Ltd and Subsidiaries [Tier 8, et seq.]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

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	Traralgon Power Pty Ltd	Consolidating Adjustments
-----		
ASSETS		
-----		
Cash and equivalents		(\$4,
Receivables - net		(5,
Fuel inventory		
Materials and supplies, at average cost		(11,
Accumulated deferred income taxes - net		
Trading and price risk management assets		84,
Prepayments and other current assets		(
-----		
Total current assets		61,
-----		
Nonutility property - net		(1,513,
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	\$5,476	(13,
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets	5,476	(1,526,
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Regulatory assets - net		
Other deferred charges		(2,
-----		
Total deferred charges		(2,
-----		
Total assets	\$5,476	(\$1,468,
=====		

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MEC International B.V., Loy Yang Holdings Pty Ltd

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Traralgon Power Pty Ltd and Subsidiaries [Tier 8, et seq.]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Mission Victoria Partnership	Latrobe Power Partnership [9
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		
Long-term debt classified as due within one year		\$3,
Preferred stock to be redeemed within one year		
Accounts payable	\$1,466	(16,
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		3,
<hr/>		
Total current liabilities	1,466	(9,
<hr/>		
Long-term debt		318,
<hr/>		
Accumulated deferred income taxes - net	(7)	(25,
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		251,
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
<hr/>		
Total deferred credits and other liabilities	(7)	226,
<hr/>		
Minority Interest		
<hr/>		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable		
securities of subsidiaries holding		
solely parent company debentures		
Other preferred securities		
<hr/>		
Total preferred securities of subsidiaries		
<hr/>		
Common stock		
Additional paid-in capital	(77,105)	(5,
Accumulated other comprehensive income (loss)	74,771	(51,
Retained earnings	14,084	9,
<hr/>		

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Total common shareholders' equity	11,750	(47,
-----		
Total liabilities and shareholders' equity	\$13,209	\$488,
=====		

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MEC International B.V., Loy Yang Holdings Pty Ltd  
 Traralgon Power Pty Ltd and Subsidiaries [Tier 8, et seq.]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Traralgon Power Pty Ltd	Consolidating Adjustments
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt		
Long-term debt classified as due within one year		(\$3,
Preferred stock to be redeemed within one year		
Accounts payable	\$2,372	13,
Accrued taxes		(
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		(9,
-----		
Total current liabilities	2,372	(
-----		
Long-term debt	133,068	(318,
-----		
Accumulated deferred income taxes - net	(433)	25,
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		(251,
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		(
-----		
Total deferred credits and other liabilities	(433)	(226,
-----		
Minority Interest		
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		



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Subject to mandatory redemption  
 Company-obligated mandatorily redeemable  
 securities of subsidiaries holding  
 solely parent company debentures  
 Other preferred securities

-----  
 Total preferred securities of subsidiaries  
 -----

Common stock		
Additional paid-in capital	(24,644)	(685,
Accumulated other comprehensive income (loss)	(98,248)	52,
Retained earnings	(6,638)	(290,
-----		
Total common shareholders' equity	(129,530)	(922,
-----		
Total liabilities and shareholders' equity	\$5,477	(\$1,468,
=====		

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MEC International B.V., Loy Yang Holdings Pty Ltd  
 Traralgon Power Pty Ltd and Subsidiaries [Tier 8, et seq.]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Mission Victoria Partnership	Latrobe Power Partnership
-----	-----	-----
Electric utility		
Nonutility power generation	\$9,194	\$6
Financial services and other		
-----		
Total operating revenue	9,194	6
-----		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		1
Depreciation, decommissioning and amortization		1
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
-----		
Total operating expenses		3
-----		
Operating income (loss)	9,194	3

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Interest and dividend income	2	
Other nonoperating income		
Interest expense - net of amounts capitalized		(2)
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
-----		
Income (loss) from continuing operations before taxes	9,196	
Income taxes (benefit)		
-----		
Income (loss) from continuing operations	9,196	
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----		
Net income (loss)	9,196	
-----		
Retained earnings - beginning of year	4,888	
Dividends declared on common stock		
Dividends declared on preferred stock		
-----		
Retained earnings - end of year	\$14,084	\$
=====		

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MEC International B.V., Loy Yang Holdings Pty Ltd  
 Traralgon Power Pty Ltd and Subsidiaries [Tier 8, et seq.]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Traralgon Power Pty Ltd	Consolidating Adjustments
-----		
Electric utility		
Nonutility power generation	\$4,293	(\$7)
Financial services and other		
-----		
Total operating revenue	4,293	(7)
-----		
Fuel		(2)
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		(3)
Depreciation, decommissioning and amortization		(1)
Write-down of nonutility assets		
Property and other taxes		

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Net gain on sale of utility plant		
Total operating expenses		(7)
Operating income (loss)	4,293	(
Interest and dividend income	46	(
Other nonoperating income	60	
Interest expense - net of amounts capitalized		2
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
Income (loss) from continuing operations before taxes	4,399	2
Income taxes (benefit)	1,139	
Income (loss) from continuing operations	3,260	2
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
Net income (loss)	3,260	2
Retained earnings - beginning of year	(9,898)	(31
Dividends declared on common stock		
Dividends declared on preferred stock		
Retained earnings - end of year	(\$6,638)	(\$29

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MEC International B.V.  
 MEC Esenyurt B.V. and Subsidiaries [Tier 7]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Doga Enerji Uretim Doga Isi Satis  
 Sanayi ve Ticaret Hizmetleri ve  
 L.S. Ticaret L.S.

ASSETS

Cash and equivalents	\$49,272	\$
Receivables - net	54,042	
Fuel inventory	6,828	
Materials and supplies, at average cost	660	
Accumulated deferred income taxes - net		
Trading and price risk management assets		

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Prepayments and other current assets	5,293	
-----		
Total current assets	116,095	
-----		
Nonutility property - net	27,896	
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets	27,896	
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Regulatory assets - net		
Other deferred charges	145,464	
-----		
Total deferred charges	145,464	
-----		
Total assets	\$289,455	\$
=====		

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MEC International B.V.  
MEC Esenyurt B.V. and Subsidiaries [Tier 7]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

MEC Esenyurt B.V.      Consolidating  
Adjustments

-----  
ASSETS  
-----

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Cash and equivalents	\$20	
Receivables - net	1	(\$4,
Fuel inventory		(1,
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		(1,
-----		
Total current assets	21	(8,
-----		
Nonutility property - net	8,054	99,
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	36,426	
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets	44,480	99,
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Regulatory assets - net		
Other deferred charges	370	(129,
-----		
Total deferred charges	370	(129,
-----		
Total assets	\$44,871	(\$37,
=====		

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MEC International B.V.  
 MEC Esenyurt B.V. and Subsidiaries [Tier 7]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

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	Sanayi ve Ticaret L.S.	Hizmetleri ve Ticaret L.S.
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt	\$12	
Long-term debt classified as due within one year	(4,909)	
Preferred stock to be redeemed within one year		
Accounts payable	41,916	
Accrued taxes	2,737	
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities	3,608	
<hr/>		
Total current liabilities	43,364	
<hr/>		
Long-term debt	112,148	
<hr/>		
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities	19	
<hr/>		
Total deferred credits and other liabilities	19	
<hr/>		
Minority Interest		
<hr/>		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
<hr/>		
Total preferred securities of subsidiaries		
<hr/>		
Common stock	40,446	
Additional paid-in capital		
Accumulated other comprehensive income (loss)		
Retained earnings	93,478	
<hr/>		
Total common shareholders' equity	133,924	
<hr/>		
Total liabilities and shareholders' equity	\$289,455	\$
<hr/>		

771

MEC International B.V.  
 MEC Esenyurt B.V. and Subsidiaries [Tier 7]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	MEC Esenyurt B.V.	Consolidating Adjustments
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		
Long-term debt classified as due within one year		\$16,
Preferred stock to be redeemed within one year		
Accounts payable	\$9,066	(3,
Accrued taxes	256	1,
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		1,
<hr/>		
Total current liabilities	9,322	15,
<hr/>		
Long-term debt		(16,
<hr/>		
Accumulated deferred income taxes - net		(9,
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities	668	41,
<hr/>		
Total deferred credits and other liabilities	668	32,
<hr/>		
Minority Interest		
<hr/>		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
<hr/>		

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Total preferred securities of subsidiaries

Common stock	30	2,
Additional paid-in capital	37,088	
Accumulated other comprehensive income (loss)		
Retained earnings	(2,237)	(72,
Total common shareholders' equity	34,881	(69,
Total liabilities and shareholders' equity	\$44,871	(\$37,

772

MEC International B.V.  
 MEC Esenyurt B.V. and Subsidiaries [Tier 7]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Doga Enerji Uretim Sanayi ve Ticaret L.S.	Doga Isi Sat Hizmetleri v Ticaret L.S.
Electric utility		
Nonutility power generation	\$135,905	
Financial services and other		
Total operating revenue	135,905	
Fuel	76,819	
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	10,604	
Depreciation, decommissioning and amortization	3,159	
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
Total operating expenses	90,582	
Operating income (loss)	45,323	
Interest and dividend income	3,049	
Other nonoperating income	3,986	



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Interest expense - net of amounts capitalized	(12,591)
Other nonoperating deductions	
Dividends on preferred securities	
Dividends on utility preferred stock	
-----	
Income (loss) from continuing operations before taxes	39,767
Income taxes (benefit)	2,242
-----	
Income (loss) from continuing operations	37,525
Loss from discontinued operations	
(including loss on disposal of \$1,309, net of tax)	
Income taxes (benefit) on discontinued operations	
-----	
Net income (loss)	37,525
-----	
Retained earnings - beginning of year	55,953
Dividends declared on common stock	
Dividends declared on preferred stock	
-----	
Retained earnings - end of year	\$93,478
=====	

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MEC International B.V.  
MEC Esenyurt B.V. and Subsidiaries [Tier 7]  
Consolidating Statements of Income and Retained Earnings  
For the Year Ended December 31, 2001  
(In thousands)

	MEC Esenyurt B.V.	Consolidating Adjustments
-----		
Electric utility		
Nonutility power generation		(\$1
Financial services and other		
-----		
Total operating revenue		(1
-----		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	\$933	
Depreciation, decommissioning and amortization	19	
Write-down of nonutility assets		
Property and other taxes		

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Net gain on sale of utility plant		
Total operating expenses	952	
Operating income (loss)	(952)	(2)
Interest and dividend income	(404)	(
Other nonoperating income	30	(
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
Income (loss) from continuing operations before taxes	(1,326)	(2)
Income taxes (benefit)	(135)	
Income (loss) from continuing operations	(1,191)	(2)
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
Net income (loss)	(1,191)	(2)
Retained earnings - beginning of year	(1,046)	(4)
Dividends declared on common stock		
Dividends declared on preferred stock		
Retained earnings - end of year	(\$2,237)	(\$7

774

MEC International B.V.  
 MEC International Holdings B.V. and Subsidiaries [Tier 7]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Edison Mission Energy International B.V.	MEC Esenyurt B Consolidated
ASSETS		
Cash and equivalents	\$7	\$49,
Receivables - net		50,
Fuel inventory		5,

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Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		3,
-----		
Total current assets	7	110,
-----		
Nonutility property - net		135,
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		36,
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets		172,
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Regulatory assets - net		
Other deferred charges		16,
-----		
Total deferred charges		16,
-----		
Total assets	\$7	\$298,
=====		

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MEC International B.V.  
MEC International Holdings B.V. and Subsidiaries [Tier 7]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

ISAB Energy                      MEC India B.V.  
Services s.r.l. [8]

ASSETS

Cash and equivalents  
Receivables - net  
Fuel inventory  
Materials and supplies, at average cost  
Accumulated deferred income taxes - net  
Trading and price risk management assets  
Prepayments and other current assets

Total current assets

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

Total investment and other assets

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

Total utility plant

Regulatory assets - net  
Other deferred charges

Total deferred charges

Total assets

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MEC International B.V.  
MEC International Holdings B.V. and Subsidiaries [Tier 7]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

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	MEC Indo Coal B.V.	MEC Indonesia
-----		
ASSETS		
-----		
Cash and equivalents	\$340	
Receivables - net		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
-----		
Total current assets	340	
-----		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	17,932	100,
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets	17,932	100,
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Regulatory assets - net		
Other deferred charges		
-----		
Total deferred charges		
-----		
Total assets	\$18,272	\$101,
=====		

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MEC International B.V.

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MEC International Holdings B.V. and Subsidiaries [Tier 7]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Gulf Power Generation Co. Ltd. [8]	MEC Perth B.V. Consolidated
-----		
ASSETS		
-----		
Cash and equivalents		\$5,
Receivables - net		1,
Fuel inventory		
Materials and supplies, at average cost		1,
Accumulated deferred income taxes - net		
Trading and price risk management assets		(4,
Prepayments and other current assets		
-----		
Total current assets		4,
-----		
Nonutility property - net		55,
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets		55,
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Regulatory assets - net		
Other deferred charges		1,
-----		
Total deferred charges		1,
-----		
Total assets		\$61,
=====		

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778

MEC International B.V.  
 MEC International Holdings B.V. and Subsidiaries [Tier 7]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	MEC San Pascual B.V. Consolidated	MEC Sidi Krir
<hr/>		
ASSETS		
<hr/>		
Cash and equivalents		
Receivables - net		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
<hr/>		
Total current assets		
<hr/>		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
<hr/>		
Total investment and other assets		
<hr/>		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
<hr/>		
Total utility plant		
<hr/>		
Regulatory assets - net		
Other deferred charges		\$45
<hr/>		
Total deferred charges		45

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-----  
 Total assets \$45  
 =====

779

MEC International B.V.  
 MEC International Holdings B.V. and Subsidiaries [Tier 7]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

MEC Wales B.V.      Mission Energy  
 Consolidated      Italia s.r.l.

-----  
 ASSETS  
 -----

Cash and equivalents	\$155	
Receivables - net		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		

-----  
 Total current assets 155  
 -----

Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	(155,784)	
Investments in leveraged leases		
Other investments		

-----  
 Total investment and other assets (155,784)  
 -----

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



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Total utility plant

Regulatory assets - net	
Other deferred charges	1,801

Total deferred charges	1,801
------------------------	-------

Total assets	(\$153,828)
--------------	-------------

780

MEC International B.V.  
 MEC International Holdings B.V. and Subsidiaries [Tier 7]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	MEC International Holdings B.V.	Consolidating Adjustments
<b>ASSETS</b>		
Cash and equivalents	\$11	(\$58,
Receivables - net		53,
Fuel inventory		5,
Materials and supplies, at average cost		2,
Accumulated deferred income taxes - net		
Trading and price risk management assets		4,
Prepayments and other current assets		(3,
Total current assets	11	(118,
Nonutility property - net		(191,
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	5,478	(22,
Investments in leveraged leases		
Other investments		
Total investment and other assets	5,478	(214,
Utility plant, at original cost:		
Transmission and distribution		

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

-----  
 Total utility plant  
 -----

Regulatory assets - net  
 Other deferred charges

(21,  
 -----

Total deferred charges

(21,  
 -----

Total assets

\$5,489

(\$353,  
 =====

781

MEC International B.V.  
 MEC International Holdings B.V. and Subsidiaries [Tier 7]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Edison Mission  
 Energy  
 International B.V.

MEC Esenyurt B  
 Consolidated

-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY  
 -----

Short-term debt

Long-term debt classified as due within one year

11,  
 -----

Preferred stock to be redeemed within one year

Accounts payable

(\$73)

47,  
 -----

Accrued taxes

295

4,  
 -----

Regulatory liabilities - net

Trading and price risk management liabilities

Other current liabilities

7,  
 -----

Total current liabilities

222

70,  
 -----

Long-term debt

95,  
 -----

Accumulated deferred income taxes - net

(9,  
 -----

Accumulated deferred investment tax credits

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Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		42,
-----		
Total deferred credits and other liabilities		33,
-----		
Minority Interest		
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries		
-----		
Common stock		43,
Additional paid-in capital		37,
Accumulated other comprehensive income (loss)		
Retained earnings	(215)	18,
-----		
Total common shareholders' equity	(215)	99,
-----		
Total liabilities and shareholders' equity	\$7	\$298,
=====		

782

MEC International B.V.  
 MEC International Holdings B.V. and Subsidiaries [Tier 7]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

ISAB Energy                      MEC India B.V.  
 Services s.r.l. [8]

-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY  
 -----

Short-term debt

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Long-term debt classified as due within one year  
Preferred stock to be redeemed within one year  
Accounts payable  
Accrued taxes  
Regulatory liabilities - net  
Trading and price risk management liabilities  
Other current liabilities

-----  
Total current liabilities  
-----

Long-term debt  
-----

Accumulated deferred income taxes - net  
Accumulated deferred investment tax credits  
Customer advances and other deferred credits  
Power-purchase contracts  
Accumulated provision for pension and benefits  
Other long-term liabilities

-----  
Total deferred credits and other liabilities  
-----

Minority Interest  
-----

Preferred stock of utility:  
    Not subject to mandatory redemption  
    Subject to mandatory redemption  
Company-obligated mandatorily redeemable  
    securities of subsidiaries holding  
    solely parent company debentures  
Other preferred securities

-----  
Total preferred securities of subsidiaries  
-----

Common stock  
Additional paid-in capital  
Accumulated other comprehensive income (loss)  
Retained earnings

-----  
Total common shareholders' equity  
-----

Total liabilities and shareholders' equity  
=====

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MEC International B.V.  
 MEC International Holdings B.V. and Subsidiaries [Tier 7]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

MEC Indo Coal B.V.      MEC Indonesia

-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY  
 -----

Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		(\$6)
Accrued taxes		274
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		

Total current liabilities		268
---------------------------	--	-----

-----  
 Long-term debt  
 -----

Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		

Total deferred credits and other liabilities		
--	--	--

-----  
 Minority Interest  
 -----

Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		

Total preferred securities of subsidiaries		
--	--	--

Common stock		22	
Additional paid-in capital		11,476	126,
Accumulated other comprehensive income (loss)			(25,
Retained earnings		6,506	(

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Total common shareholders' equity	18,004	101,
Total liabilities and shareholders' equity	\$18,272	\$101,

784

MEC International B.V.  
 MEC International Holdings B.V. and Subsidiaries [Tier 7]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Gulf Power Generation Co. Ltd. [8]	MEC Perth B.V. Consolidated
LIABILITIES AND SHAREHOLDERS' EQUITY		
Short-term debt		
Long-term debt classified as due within one year		\$1,
Preferred stock to be redeemed within one year		
Accounts payable		(14,
Accrued taxes		(
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		2,
Total current liabilities		(11,
Long-term debt		42,
Accumulated deferred income taxes - net		(3,
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		9,
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
Total deferred credits and other liabilities		5,
Minority Interest		4,

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-----  
 Preferred stock of utility:

    Not subject to mandatory redemption  
     Subject to mandatory redemption  
 Company-obligated mandatorily redeemable  
     securities of subsidiaries holding  
     solely parent company debentures  
 Other preferred securities

-----  
 Total preferred securities of subsidiaries  
 -----

Common stock

Additional paid-in capital  
 Accumulated other comprehensive income (loss)  
 Retained earnings

(6,  
 26,

-----  
 Total common shareholders' equity

20,  
 -----

Total liabilities and shareholders' equity

\$61,  
 =====

785

MEC International B.V.  
 MEC International Holdings B.V. and Subsidiaries [Tier 7]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

-----  
 MEC San Pascual                      MEC Sidi Krir  
 B.V. Consolidated

-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY  
 -----

Short-term debt  
 Long-term debt classified as due within one year  
 Preferred stock to be redeemed within one year  
 Accounts payable  
 Accrued taxes  
 Regulatory liabilities - net  
 Trading and price risk management liabilities  
 Other current liabilities

\$93  
 (16)

-----  
 Total current liabilities

77  
 -----

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-----  
 Long-term debt  
 -----

Accumulated deferred income taxes - net  
 Accumulated deferred investment tax credits  
 Customer advances and other deferred credits  
 Power-purchase contracts  
 Accumulated provision for pension and benefits  
 Other long-term liabilities  
 -----

Total deferred credits and other liabilities  
 -----

Minority Interest  
 -----

Preferred stock of utility:  
     Not subject to mandatory redemption  
     Subject to mandatory redemption  
 Company-obligated mandatorily redeemable  
     securities of subsidiaries holding  
     solely parent company debentures  
 Other preferred securities  
 -----

Total preferred securities of subsidiaries  
 -----

Common stock	23
Additional paid-in capital	4,745
Accumulated other comprehensive income (loss)	
Retained earnings	(4,800)

-----

Total common shareholders' equity	(32)
-----------------------------------	------

-----

Total liabilities and shareholders' equity	\$45
--	------

=====

786

MEC International B.V.  
 MEC International Holdings B.V. and Subsidiaries [Tier 7]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)



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Consolidated

Italia s.r.l.

-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY  
 -----

Short-term debt

Long-term debt classified as due within one year

Preferred stock to be redeemed within one year

Accounts payable

(\$306,559)

(\$

Accrued taxes

(885)

(

Regulatory liabilities - net

(29,154)

Trading and price risk management liabilities

Other current liabilities

-----  
 Total current liabilities

(336,598)

(

-----  
 Long-term debt

-----  
 Accumulated deferred income taxes - net

Accumulated deferred investment tax credits

Customer advances and other deferred credits

Power-purchase contracts

Accumulated provision for pension and benefits

Other long-term liabilities

-----  
 Total deferred credits and other liabilities

-----  
 Minority Interest

-----  
 Preferred stock of utility:

Not subject to mandatory redemption

Subject to mandatory redemption

Company-obligated mandatorily redeemable

securities of subsidiaries holding

solely parent company debentures

Other preferred securities

-----  
 Total preferred securities of subsidiaries

-----  
 Common stock

135,247

Additional paid-in capital

Accumulated other comprehensive income (loss)

126

Retained earnings

47,397

-----  
 Total common shareholders' equity

182,770

-----  
 Total liabilities and shareholders' equity

(\$153,828)

\$

787

MEC International B.V.  
 MEC International Holdings B.V. and Subsidiaries [Tier 7]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	MEC International Holdings B.V.	Consolidating Adjustments
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt		(
Long-term debt classified as due within one year		(12,
Preferred stock to be redeemed within one year		
Accounts payable	(\$43)	273,
Accrued taxes	(23)	(3,
Regulatory liabilities - net		29,
Trading and price risk management liabilities		
Other current liabilities		(10,
-----		
Total current liabilities	(67)	275,
-----		
Long-term debt		(138,
-----		
Accumulated deferred income taxes - net		12,
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		(9,
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		(42,
-----		
Total deferred credits and other liabilities		(39,
-----		
Minority Interest		(4,
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable		
securities of subsidiaries holding		
solely parent company debentures		

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Other preferred securities

-----  
 Total preferred securities of subsidiaries  
 -----

Common stock	21	(180,
Additional paid-in capital	5,042	(217,
Accumulated other comprehensive income (loss)		31,
Retained earnings	493	(80,

-----  
 Total common shareholders' equity 5,556 (447,  
 -----

-----  
 Total liabilities and shareholders' equity \$5,489 (\$353,  
 =====

788

MEC International B.V.  
 MEC International Holdings B.V. and Subsidiaries [Tier 7]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

Edison Mission Energy International B.V.      MEC Esenyurt Consolidated

-----  
 Electric utility  
 Nonutility power generation \$11  
 Financial services and other

-----  
 Total operating revenue 11  
 -----

Fuel 7  
 Purchased power  
 Provisions for regulatory adjustment clauses - net  
 Other operation and maintenance 1  
 Depreciation, decommissioning and amortization  
 Write-down of nonutility assets  
 Property and other taxes  
 Net gain on sale of utility plant

-----  
 Total operating expenses 9  
 -----

Operating income (loss) 2

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Interest and dividend income		
Other nonoperating income	(\$5)	(1)
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
-----		
Income (loss) from continuing operations before taxes	(5)	1
Income taxes (benefit)	210	
-----		
Income (loss) from continuing operations	(215)	
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----		
Net income (loss)	(215)	
-----		
Retained earnings - beginning of year		1
Dividends declared on common stock		
Dividends declared on preferred stock		
-----		
Retained earnings - end of year	(\$215)	\$1
=====		

789

MEC International B.V.  
 MEC International Holdings B.V. and Subsidiaries [Tier 7]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

ISAB Energy  
 Services s.r.l. [8] MEC India B.

Electric utility  
 Nonutility power generation  
 Financial services and other

Total operating revenue

Fuel  
 Purchased power  
 Provisions for regulatory adjustment clauses - net  
 Other operation and maintenance  
 Depreciation, decommissioning and amortization

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Write-down of nonutility assets  
 Property and other taxes  
 Net gain on sale of utility plant

-----  
 Total operating expenses  
 -----

Operating income (loss)  
 Interest and dividend income  
 Other nonoperating income  
 Interest expense - net of amounts capitalized  
 Other nonoperating deductions  
 Dividends on preferred securities  
 Dividends on utility preferred stock

-----  
 Income (loss) from continuing operations before taxes  
 Income taxes (benefit)  
 -----

Income (loss) from continuing operations  
 Loss from discontinued operations  
 (including loss on disposal of \$1,309, net of tax)  
 Income taxes (benefit) on discontinued operations

-----  
 Net income (loss)  
 -----

Retained earnings - beginning of year  
 Dividends declared on common stock  
 Dividends declared on preferred stock

-----  
 Retained earnings - end of year  
 =====

790

MEC International B.V.  
 MEC International Holdings B.V. and Subsidiaries [Tier 7]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

-----  
 MEC Indo Coal B.V.      MEC Indonesi

-----  
 Electric utility  
 Nonutility power generation  
 Financial services and other

\$446

(\$

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Total operating revenue	446	(
-----		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Depreciation, decommissioning and amortization	586	
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
-----		
Total operating expenses	586	
-----		
Operating income (loss)	(140)	(
Interest and dividend income	6	
Other nonoperating income	(1,659)	
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
-----		
Income (loss) from continuing operations before taxes	(1,793)	(
Income taxes (benefit)	102	
-----		
Income (loss) from continuing operations	(1,895)	(
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----		
Net income (loss)	(1,895)	(
-----		
Retained earnings - beginning of year	8,401	
Dividends declared on common stock		
Dividends declared on preferred stock		
-----		
Retained earnings - end of year	\$6,506	
=====		

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MEC International B.V.  
 MEC International Holdings B.V. and Subsidiaries [Tier 7]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

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	Generation Co. Ltd. [8]	Consolidated
Electric utility		
Nonutility power generation		\$3
Financial services and other		
<b>Total operating revenue</b>		<b>3</b>
Fuel		1
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Depreciation, decommissioning and amortization		
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
<b>Total operating expenses</b>		<b>2</b>
Operating income (loss)		1
Interest and dividend income		
Other nonoperating income		
Interest expense - net of amounts capitalized		(
Other nonoperating deductions		(
Dividends on preferred securities		
Dividends on utility preferred stock		
<b>Income (loss) from continuing operations before taxes</b>		
Income taxes (benefit)		
<b>Income (loss) from continuing operations</b>		
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
<b>Net income (loss)</b>		
Retained earnings - beginning of year		2
Dividends declared on common stock		
Dividends declared on preferred stock		
<b>Retained earnings - end of year</b>		<b>\$2</b>

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MEC International B.V.

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MEC International Holdings B.V. and Subsidiaries [Tier 7]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	MEC San Pascual B.V. Consolidated	MEC Sidi Kri
-----	-----	-----
Electric utility		
Nonutility power generation		
Financial services and other		
-----	-----	-----
Total operating revenue		
-----	-----	-----
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	\$4,760	
Depreciation, decommissioning and amortization		
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
-----	-----	-----
Total operating expenses	4,760	
-----	-----	-----
Operating income (loss)	(4,760)	
Interest and dividend income		
Other nonoperating income	(4)	
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
-----	-----	-----
Income (loss) from continuing operations before taxes	(4,764)	
Income taxes (benefit)	(1)	
-----	-----	-----
Income (loss) from continuing operations	(4,763)	
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----	-----	-----
Net income (loss)	(4,763)	
-----	-----	-----
Retained earnings - beginning of year	(37)	
Dividends declared on common stock		
Dividends declared on preferred stock		
-----	-----	-----
Retained earnings - end of year	(\$4,800)	
=====	=====	=====



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MEC International B.V.  
 MEC International Holdings B.V. and Subsidiaries [Tier 7]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	MEC Wales B.V. Consolidated	Mission Ener Italia s.r.l
-----	-----	-----
Electric utility		
Nonutility power generation		
Financial services and other		\$
-----	-----	-----
Total operating revenue		
-----	-----	-----
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Depreciation, decommissioning and amortization	\$51	
Write-down of nonutility assets	51	
Property and other taxes		
Net gain on sale of utility plant		
-----	-----	-----
Total operating expenses	102	
-----	-----	-----
Operating income (loss)	(102)	
Interest and dividend income	93	
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
-----	-----	-----
Income (loss) from continuing operations before taxes	(9)	
Income taxes (benefit)	35	
-----	-----	-----
Income (loss) from continuing operations	(44)	
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----	-----	-----
Net income (loss)	(44)	
-----	-----	-----

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Retained earnings - beginning of year	111,608
Dividends declared on common stock	(58,961)
Dividends declared on preferred stock	

---

Retained earnings - end of year	(\$47,397)
---------------------------------	------------

---

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MEC International B.V.  
 MEC International Holdings B.V. and Subsidiaries [Tier 7]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	MEC International Holdings B.V.	Consolidating Adjustments
Electric utility		
Nonutility power generation		(\$15)
Financial services and other		(1)
Total operating revenue		(16)
Fuel		(9)
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		(2)
Depreciation, decommissioning and amortization		(1)
Write-down of nonutility assets		
Property and other taxes		(
Net gain on sale of utility plant		
Total operating expenses		(13)
Operating income (loss)		2
Interest and dividend income		(
Other nonoperating income	(\$8)	(
Interest expense - net of amounts capitalized		1
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
Income (loss) from continuing operations before taxes	(8)	1
Income taxes (benefit)	(2)	(

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Income (loss) from continuing operations	(6)	
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
Net income (loss)	(6)	(6)
Retained earnings - beginning of year	499	(13)
Dividends declared on common stock		15
Dividends declared on preferred stock		
Retained earnings - end of year	\$493	(\$1)

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MEC International B.V., MEC International Holdings B.V.  
 MEC Esenyurt B.V. and Subsidiaries [Tier 8]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Doga Enerji Uretim Sanayi ve Ticaret L.S.	Doga Isi Satis Hizmetleri ve Ticaret L.S.
<b>ASSETS</b>		
Cash and equivalents	\$49,272	\$
Receivables - net	54,042	
Fuel inventory	6,828	
Materials and supplies, at average cost	660	
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets	5,293	
Total current assets	116,095	
Nonutility property - net	27,896	
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		

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Total investment and other assets 27,896

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

Total utility plant  
 -----

Regulatory assets - net  
 Other deferred charges 145,464  
 -----

Total deferred charges 145,464  
 -----

Total assets \$289,455

796

MEC International B.V., MEC International Holdings B.V.  
 MEC Esenyurt B.V. and Subsidiaries [Tier 8]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	MEC Esenyurt B.V.	Consolidating Adjustments
-----		
ASSETS		
-----		
Cash and equivalents	\$20	
Receivables - net	1	(\$4,
Fuel inventory		(1,
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		(1,
-----		
Total current assets	21	(8,
-----		
Nonutility property - net	8,054	99,

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Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	36,426	
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets	44,480	99,
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Regulatory assets - net		
Other deferred charges	370	(129,
-----		
Total deferred charges	370	(129,
-----		
Total assets	\$44,871	(\$37,
=====		

797

MEC International B.V., MEC International Holdings B.V.  
MEC Esenyurt B.V. and Subsidiaries [Tier 8]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

	Doga Enerji Uretim Sanayi ve Ticaret L.S.	Doga Isi Satis Hizmetleri ve Ticaret L.S.
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt	\$12	
Long-term debt classified as due within one year	(4,909)	
Preferred stock to be redeemed within one year		
Accounts payable	41,916	
Accrued taxes	2,737	
Regulatory liabilities - net		

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Trading and price risk management liabilities	
Other current liabilities	3,608
-----	
Total current liabilities	43,364
-----	
Long-term debt	112,148
-----	
Accumulated deferred income taxes - net	
Accumulated deferred investment tax credits	
Customer advances and other deferred credits	
Power-purchase contracts	
Accumulated provision for pension and benefits	
Other long-term liabilities	19
-----	
Total deferred credits and other liabilities	19
-----	
Minority Interest	
-----	
Preferred stock of utility:	
Not subject to mandatory redemption	
Subject to mandatory redemption	
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures	
Other preferred securities	
-----	
Total preferred securities of subsidiaries	
-----	
Common stock	40,446
Additional paid-in capital	
Accumulated other comprehensive income (loss)	
Retained earnings	93,478
-----	
Total common shareholders' equity	133,924
-----	
Total liabilities and shareholders' equity	\$289,455
=====	

798

MEC International B.V., MEC International Holdings B.V.  
 MEC Esenyurt B.V. and Subsidiaries [Tier 8]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

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	MEC Esenyurt B.V.	Consolidating Adjustments
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		
Long-term debt classified as due within one year		\$16,
Preferred stock to be redeemed within one year		
Accounts payable	\$9,066	(3,
Accrued taxes	256	1,
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		1,
<hr/>		
Total current liabilities	9,322	15,
<hr/>		
Long-term debt		(16,
<hr/>		
Accumulated deferred income taxes - net		(9,
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities	668	41,
<hr/>		
Total deferred credits and other liabilities	668	32,
<hr/>		
Minority Interest		
<hr/>		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
<hr/>		
Total preferred securities of subsidiaries		
<hr/>		
Common stock	30	2,
Additional paid-in capital	37,088	
Accumulated other comprehensive income (loss)		
Retained earnings	(2,237)	(72,
<hr/>		
Total common shareholders' equity	34,881	(69,
<hr/>		

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Total liabilities and shareholders' equity \$44,871 (\$37,  
 =====

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MEC International B.V., MEC International Holdings B.V.  
 MEC Esenyurt B.V. and Subsidiaries [Tier 8]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Doga Enerji Uretim Sanayi ve Ticaret L.S.	Doga Isi Sat Hizmetleri v Ticaret L.S.
Electric utility		
Nonutility power generation	\$135,905	
Financial services and other		
Total operating revenue	135,905	
Fuel	76,819	
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	10,604	
Depreciation, decommissioning and amortization	3,159	
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
Total operating expenses	90,582	
Operating income (loss)	45,323	
Interest and dividend income	3,049	
Other nonoperating income	3,986	
Interest expense - net of amounts capitalized	(12,591)	
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
Income (loss) from continuing operations before taxes	39,767	
Income taxes (benefit)	2,242	
Income (loss) from continuing operations	37,525	
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		



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Income taxes (benefit) on discontinued operations	
Net income (loss)	37,525
Retained earnings - beginning of year	55,953
Dividends declared on common stock	
Dividends declared on preferred stock	
Retained earnings - end of year	\$93,478

800

MEC International B.V., MEC International Holdings B.V.  
 MEC Esenyurt B.V. and Subsidiaries [Tier 8]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	MEC Esenyurt B.V.	Consolidating Adjustments
Electric utility		
Nonutility power generation		(\$1)
Financial services and other		
Total operating revenue		(1)
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	\$933	
Depreciation, decommissioning and amortization	19	
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
Total operating expenses	952	
Operating income (loss)	(952)	(2)
Interest and dividend income	(404)	(
Other nonoperating income	30	(
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		

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Income (loss) from continuing operations before taxes	(1,326)	(2)
Income taxes (benefit)	(135)	
-----		
Income (loss) from continuing operations	(1,191)	(2)
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----		
Net income (loss)	(1,191)	(2)
-----		
Retained earnings - beginning of year	(1,046)	(4)
Dividends declared on common stock		
Dividends declared on preferred stock		
-----		
Retained earnings - end of year	(\$2,237)	(\$7)
=====		

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MEC International B.V., MEC International Holdings B.V.  
 MEC Perth B.V. and Subsidiaries [Tier 8]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Kwinana Power Partnership	Perth Power Partnership [9
-----		
ASSETS		
-----		
Cash and equivalents	\$5,168	\$5,
Receivables - net	1,458	1,
Fuel inventory		
Materials and supplies, at average cost	1,530	1,
Accumulated deferred income taxes - net		
Trading and price risk management assets	(4,091)	(4,
Prepayments and other current assets	179	
-----		
Total current assets	4,244	4,
-----		
Nonutility property - net	55,511	71,
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		

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Other investments

Total investment and other assets	55,511	71,
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
Total utility plant		
Regulatory assets - net		
Other deferred charges	1,716	1,
Total deferred charges	1,716	1,
Total assets	\$61,471	\$77,

802

MEC International B.V., MEC International Holdings B.V.  
 MEC Perth B.V. and Subsidiaries [Tier 8]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Consolidating Adjustments	MEC Perth B.V. Consolidated
ASSETS		
Cash and equivalents	(\$5,168)	\$5,
Receivables - net	(1,457)	1,
Fuel inventory		
Materials and supplies, at average cost	(1,530)	1,
Accumulated deferred income taxes - net		
Trading and price risk management assets	4,091	(4,
Prepayments and other current assets	(179)	
Total current assets	(4,243)	4,

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Nonutility property - net	(71,164)	55,
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	(27,936)	
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets	(99,100)	55,
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Regulatory assets - net		
Other deferred charges	(1,716)	1,
-----		
Total deferred charges	(1,716)	1,
-----		
Total assets	(\$105,059)	\$61,
=====		

803

MEC International B.V., MEC International Holdings B.V.  
 MEC Perth B.V. and Subsidiaries [Tier 8]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Kwinana Power Partnership	Perth Power Partnership [9
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt		
Long-term debt classified as due within one year	\$1,328	\$1,
Preferred stock to be redeemed within one year		
Accounts payable	(23,236)	
Accrued taxes	(537)	

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Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities	2,938	2,
-----		
Total current liabilities	(19,507)	3,
-----		
Long-term debt	42,778	42,
-----		
Accumulated deferred income taxes - net	(1,227)	(1,
Accumulated deferred investment tax credits		
Customer advances and other deferred credits	9,070	3,
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities	115	
-----		
Total deferred credits and other liabilities	7,958	2,
-----		
Minority Interest	4,028	
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries		
-----		
Common stock		
Additional paid-in capital		34,
Accumulated other comprehensive income (loss)	(7,976)	(9,
Retained earnings	34,190	2,
-----		
Total common shareholders' equity	26,214	28,
-----		
Total liabilities and shareholders' equity	\$61,471	\$77,
=====		

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MEC International B.V., MEC International Holdings B.V.  
 MEC Perth B.V. and Subsidiaries [Tier 8]  
 Consolidating Balance Sheet  
 December 31, 2001

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(In thousands)

	Consolidating Adjustments	MEC Perth B.V. Consolidated
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		
Long-term debt classified as due within one year	(\$1,328)	\$1,
Preferred stock to be redeemed within one year		
Accounts payable	(234)	(14,
Accrued taxes	537	(
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities	(2,938)	2,
<hr/>		
Total current liabilities	(3,963)	(11,
<hr/>		
Long-term debt	(42,778)	42,
<hr/>		
Accumulated deferred income taxes - net	(1,975)	(3,
Accumulated deferred investment tax credits		
Customer advances and other deferred credits	(3,323)	9,
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities	(115)	
<hr/>		
Total deferred credits and other liabilities	(5,413)	5,
<hr/>		
Minority Interest	282	4,
<hr/>		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
<hr/>		
Total preferred securities of subsidiaries		
<hr/>		
Common stock	23	
Additional paid-in capital	(34,872)	
Accumulated other comprehensive income (loss)	14,620	(6,
Retained earnings	(32,958)	26,
<hr/>		
Total common shareholders' equity	(53,187)	20,
<hr/>		

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Total liabilities and shareholders' equity ( \$105,059 ) \$61,

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MEC International B.V., MEC International Holdings B.V.  
 MEC Perth B.V. and Subsidiaries [Tier 8]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Kwinana Power Partnership	Perth Power Partnership
Electric utility		
Nonutility power generation	\$32,438	\$3
Financial services and other		
<b>Total operating revenue</b>	<b>32,438</b>	<b>3</b>
Fuel	16,274	1
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	1,993	
Depreciation, decommissioning and amortization	3,121	
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
<b>Total operating expenses</b>	<b>21,388</b>	<b>2</b>
Operating income (loss)	11,050	
Interest and dividend income	1,861	
Other nonoperating income	(62)	
Interest expense - net of amounts capitalized	(4,842)	
Other nonoperating deductions	(1,607)	
Dividends on preferred securities		
Dividends on utility preferred stock		
<b>Income (loss) from continuing operations before taxes</b>	<b>6,400</b>	
Income taxes (benefit)		
<b>Income (loss) from continuing operations</b>	<b>6,400</b>	
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		

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Income taxes (benefit) on discontinued operations

Net income (loss)	6,400	
Retained earnings - beginning of year	30,910	
Dividends declared on common stock	(3,120)	
Dividends declared on preferred stock		
Retained earnings - end of year	\$34,190	\$

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MEC International B.V., MEC International Holdings B.V.  
 MEC Perth B.V. and Subsidiaries [Tier 8]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Consolidating Adjustments	MEC Perth B. Consolidated
Electric utility		
Nonutility power generation	(\$27,461)	\$3
Financial services and other		
Total operating revenue	(27,461)	3
Fuel	(16,264)	1
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	(3,007)	
Depreciation, decommissioning and amortization	(3,762)	
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
Total operating expenses	(23,033)	2
Operating income (loss)	(4,428)	1
Interest and dividend income	(202)	
Other nonoperating income	59	
Interest expense - net of amounts capitalized	4,842	(
Other nonoperating deductions	58	(
Dividends on preferred securities		
Dividends on utility preferred stock		



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Income (loss) from continuing operations before taxes	329	
Income taxes (benefit)	193	
-----		
Income (loss) from continuing operations	136	
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----		
Net income (loss)	136	
-----		
Retained earnings - beginning of year	(40,671)	2
Dividends declared on common stock	7,577	
Dividends declared on preferred stock		
-----		
Retained earnings - end of year	(\$32,958)	\$2
=====		

807

MEC International B.V., MEC International Holdings B.V.  
 MEC San Pascual B.V. and Subsidiaries [Tier 8]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

San Pascual  
 Cogeneration  
 Company  
 International B.V.  
 Morningstar  
 Holdings B.V.

ASSETS

Cash and equivalents  
 Receivables - net  
 Fuel inventory  
 Materials and supplies, at average cost  
 Accumulated deferred income taxes - net  
 Trading and price risk management assets  
 Prepayments and other current assets

Total current assets

Nonutility property - net  
 Nuclear decommissioning trusts  
 Investments in partnerships

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and unconsolidated subsidiaries  
 Investments in leveraged leases  
 Other investments

-----  
 Total investment and other assets  
 -----

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

-----  
 Total utility plant  
 -----

Regulatory assets - net  
 Other deferred charges

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

Total assets  
 =====

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MEC International B.V., MEC International Holdings B.V.  
 MEC San Pascual B.V. and Subsidiaries [Tier 8]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Consolidating  
 Adjustments

MEC San Pascua  
 B.V. Consolida

-----  
 ASSETS  
 -----

Cash and equivalents  
 Receivables - net  
 Fuel inventory  
 Materials and supplies, at average cost  
 Accumulated deferred income taxes - net  
 Trading and price risk management assets  
 Prepayments and other current assets

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Total current assets

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

Total investment and other assets

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

Total utility plant

-----  
 Regulatory assets - net  
 Other deferred charges  
 -----

Total deferred charges

-----  
 Total assets  
 =====

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MEC International B.V., MEC International Holdings B.V.  
 MEC San Pascual B.V. and Subsidiaries [Tier 8]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

San Pascual  
 Cogeneration  
 Company  
 International B.V.  
 -----  
 Morningstar  
 Holdings B.V.

-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY  
 -----

Short-term debt

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Long-term debt classified as due within one year  
Preferred stock to be redeemed within one year  
Accounts payable  
Accrued taxes  
Regulatory liabilities - net  
Trading and price risk management liabilities  
Other current liabilities

-----  
Total current liabilities  
-----

Long-term debt

-----  
Accumulated deferred income taxes - net  
Accumulated deferred investment tax credits  
Customer advances and other deferred credits  
Power-purchase contracts  
Accumulated provision for pension and benefits  
Other long-term liabilities

-----  
Total deferred credits and other liabilities  
-----

Minority Interest

-----  
Preferred stock of utility:  
    Not subject to mandatory redemption  
    Subject to mandatory redemption  
Company-obligated mandatorily redeemable  
    securities of subsidiaries holding  
    solely parent company debentures  
Other preferred securities

-----  
Total preferred securities of subsidiaries  
-----

Common stock  
Additional paid-in capital  
Accumulated other comprehensive income (loss)  
Retained earnings

-----  
Total common shareholders' equity  
-----

Total liabilities and shareholders' equity  
=====

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MEC International B.V., MEC International Holdings B.V.  
 MEC San Pascual B.V. and Subsidiaries [Tier 8]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Consolidating Adjustments	MEC San Pascua B.V. Consolida
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		
<hr/>		
Total current liabilities		
<hr/>		
Long-term debt		
<hr/>		
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
<hr/>		
Total deferred credits and other liabilities		
<hr/>		
Minority Interest		
<hr/>		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable		
securities of subsidiaries holding		
solely parent company debentures		
Other preferred securities		
<hr/>		
Total preferred securities of subsidiaries		
<hr/>		
Common stock		
Additional paid-in capital		4,
Accumulated other comprehensive income (loss)		
Retained earnings		(4,

-----  
 Total common shareholders' equity  
 -----

Total liabilities and shareholders' equity  
 =====

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MEC International B.V., MEC International Holdings B.V.  
 MEC San Pascual B.V. and Subsidiaries [Tier 8]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

San Pascual  
 Cogeneration  
 Company  
 International B.V.  
 -----  
 Morningstar  
 Holdings B.V.  
 -----

Electric utility  
 Nonutility power generation  
 Financial services and other  
 -----

Total operating revenue  
 -----

Fuel  
 Purchased power  
 Provisions for regulatory adjustment clauses - net  
 Other operation and maintenance  
 Depreciation, decommissioning and amortization  
 Write-down of nonutility assets  
 Property and other taxes  
 Net gain on sale of utility plant  
 -----

Total operating expenses  
 -----

Operating income (loss)  
 Interest and dividend income  
 Other nonoperating income  
 Interest expense - net of amounts capitalized  
 Other nonoperating deductions  
 Dividends on preferred securities  
 Dividends on utility preferred stock  
 -----

Income (loss) from continuing operations before taxes

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Income taxes (benefit)

Income (loss) from continuing operations  
 Loss from discontinued operations  
 (including loss on disposal of \$1,309, net of tax)  
 Income taxes (benefit) on discontinued operations

Net income (loss)

Retained earnings - beginning of year  
 Dividends declared on common stock  
 Dividends declared on preferred stock

Retained earnings - end of year

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MEC International B.V., MEC International Holdings B.V.  
 MEC San Pascual B.V. and Subsidiaries [Tier 8]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Consolidating Adjustments	MEC San Pasco B.V. Consoli
Electric utility		
Nonutility power generation		
Financial services and other		
Total operating revenue		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		\$
Depreciation, decommissioning and amortization		
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
Total operating expenses		
Operating income (loss)		(
Interest and dividend income		

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Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
-----		
Income (loss) from continuing operations before taxes		(
Income taxes (benefit)		
-----		
Income (loss) from continuing operations		(
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----		
Net income (loss)		(
-----		
Retained earnings - beginning of year		
Dividends declared on common stock		
Dividends declared on preferred stock		
-----		
Retained earnings - end of year		(\$
=====		

813

MEC International B.V.  
 MEC International Holdings B.V.  
 MEC Wales B.V. and Subsidiaries [Tier 8]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Mission Hydro Limited Partnership Consolidated	MEC Wales B.V.
-----		
ASSETS		
-----		
Cash and equivalents	\$22,221	\$
Receivables - net	39,060	
Fuel inventory		
Materials and supplies, at average cost	13,090	
Accumulated deferred income taxes - net		
Trading and price risk management assets	(53,645)	
Prepayments and other current assets	5,695	
-----		



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Total current assets	26,421	
-----	-----	-----
Nonutility property - net	1,544,824	
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	(438,786)	16,
Investments in leveraged leases		
Other investments		
-----	-----	-----
Total investment and other assets	1,106,038	16,
-----	-----	-----
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----	-----	-----
Total utility plant		
-----	-----	-----
Regulatory assets - net		
Other deferred charges	281,076	1,
-----	-----	-----
Total deferred charges	281,076	1,
-----	-----	-----
Total assets	\$1,413,535	\$18,
=====	=====	=====

814

MEC International B.V.  
MEC International Holdings B.V.  
MEC Wales B.V. and Subsidiaries [Tier 8]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

MEC Wales B.V.  
Consolidated

-----  
ASSETS  
-----

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Cash and equivalents	\$22,342
Receivables - net	39,060
Fuel inventory	
Materials and supplies, at average cost	13,090
Accumulated deferred income taxes - net	
Trading and price risk management assets	(53,645)
Prepayments and other current assets	5,695
-----	
Total current assets	26,542
-----	
Nonutility property - net	1,544,824
Nuclear decommissioning trusts	
Investments in partnerships and unconsolidated subsidiaries	(389,391)
Investments in leveraged leases	
Other investments	
-----	
Total investment and other assets	1,155,433
-----	
Utility plant, at original cost:	
Transmission and distribution	
Generation	
Accumulated provision for depreciation and decommissioning	
Construction work in progress	
Nuclear fuel, at amortized cost	
-----	
Total utility plant	
-----	
Regulatory assets - net	
Other deferred charges	282,826
-----	
Total deferred charges	282,826
-----	
Total assets	\$1,464,801
=====	

815

MEC International B.V.  
MEC International Holdings B.V.  
MEC Wales B.V. and Subsidiaries [Tier 8]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

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Mission Hydro  
Limited  
Partnership  
Consolidated

MEC Wales B.V.

-----  
LIABILITIES AND SHAREHOLDERS' EQUITY  
-----

Short-term debt		
Long-term debt classified as due within one year	\$3,215	
Preferred stock to be redeemed within one year		
Accounts payable	(57,582)	(\$347,
Accrued taxes	(11,547)	5,
Regulatory liabilities - net		
Trading and price risk management liabilities	643	
Other current liabilities	57,603	
	-----	-----
Total current liabilities	(7,668)	(342,
	-----	-----
Long-term debt	1,043,546	
	-----	-----
Accumulated deferred income taxes - net	260,579	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits	117,283	
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities	666	
	-----	-----
Total deferred credits and other liabilities	378,528	
	-----	-----
Minority Interest		
	-----	-----
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
	-----	-----
Total preferred securities of subsidiaries		
	-----	-----
Common stock	213,601	
Additional paid-in capital		224,
Accumulated other comprehensive income (loss)	(192,568)	35,
Retained earnings	(21,904)	100,
	-----	-----
Total common shareholders' equity	(871)	360,
	-----	-----
Total liabilities and shareholders' equity	\$1,413,535	\$18,
	=====	=====

816

MEC International B.V.  
 MEC International Holdings B.V.  
 MEC Wales B.V. and Subsidiaries [Tier 8]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

MEC Wales B.V.  
 Consolidated

-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY  
 -----

Short-term debt	
Long-term debt classified as due within one year	\$3,215
Preferred stock to be redeemed within one year	
Accounts payable	(404,715)
Accrued taxes	(6,463)
Regulatory liabilities - net	
Trading and price risk management liabilities	643
Other current liabilities	57,603
-----	
Total current liabilities	(349,717)
-----	
Long-term debt	1,043,546
-----	
Accumulated deferred income taxes - net	260,579
Accumulated deferred investment tax credits	
Customer advances and other deferred credits	117,283
Power-purchase contracts	
Accumulated provision for pension and benefits	
Other long-term liabilities	666
-----	
Total deferred credits and other liabilities	378,528
-----	
Minority Interest	
-----	
Preferred stock of utility:	
Not subject to mandatory redemption	
Subject to mandatory redemption	
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures	

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Other preferred securities

-----  
 Total preferred securities of subsidiaries  
 -----

Common stock	213,601
Additional paid-in capital	
Accumulated other comprehensive income (loss)	(192,414)
Retained earnings	371,257

-----  
 Total common shareholders' equity 392,444  
 -----

Total liabilities and shareholders' equity \$1,464,801  
 =====

817

MEC International B.V.  
 MEC International Holdings B.V.  
 MEC Wales B.V. and Subsidiaries [Tier 8]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Mission Hydro Limited Partnership Consolidated	MEC Wales B.
--	---	--------------

-----  
 Electric utility  
 Nonutility power generation \$323,319  
 Financial services and other  
 -----

Total operating revenue 323,319  
 -----

Fuel	113,907
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	111,532
Depreciation, decommissioning and amortization	31,154
Write-down of nonutility assets	
Property and other taxes	
Net gain on sale of utility plant	

-----  
 Total operating expenses 256,593  
 -----

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Operating income (loss)	66,726	
Interest and dividend income	110,200	1
Other nonoperating income	50	
Interest expense - net of amounts capitalized	(179,533)	
Other nonoperating deductions	(28)	
Dividends on preferred securities		
Dividends on utility preferred stock		
-----		
Income (loss) from continuing operations before taxes	(2,585)	1
Income taxes (benefit)	(9,015)	
-----		
Income (loss) from continuing operations	6,430	1
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----		
Net income (loss)	6,430	1
-----		
Retained earnings - beginning of year	768,903	8
Dividends declared on common stock	(797,237)	
Dividends declared on preferred stock		
-----		
Retained earnings - end of year	(\$21,904)	\$10
=====		

818

MEC International B.V.  
MEC International Holdings B.V.  
MEC Wales B.V. and Subsidiaries [Tier 8]  
Consolidating Statements of Income and Retained Earnings  
For the Year Ended December 31, 2001  
(In thousands)

MEC Wales B.V.  
Consolidated

Electric utility	
Nonutility power generation	\$323,725
Financial services and other	
-----	
Total operating revenue	323,725
-----	
Fuel	113,907
Purchased power	

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Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	111,532
Depreciation, decommissioning and amortization	31,205
Write-down of nonutility assets	
Property and other taxes	
Net gain on sale of utility plant	
-----	
Total operating expenses	256,644
-----	
Operating income (loss)	67,081
Interest and dividend income	122,368
Other nonoperating income	(710)
Interest expense - net of amounts capitalized	(179,533)
Other nonoperating deductions	(28)
Dividends on preferred securities	
Dividends on utility preferred stock	
-----	
Income (loss) from continuing operations before taxes	9,178
Income taxes (benefit)	(9,162)
-----	
Income (loss) from continuing operations	18,340
Loss from discontinued operations	
(including loss on disposal of \$1,309, net of tax)	
Income taxes (benefit) on discontinued operations	
-----	
Net income (loss)	18,340
-----	
Retained earnings - beginning of year	806,729
Dividends declared on common stock	(453,812)
Dividends declared on preferred stock	
-----	
Retained earnings - end of year	\$371,257
=====	

819

MEC International B.V.  
 MEC International Holdings B.V., MEC Wales B.V.  
 Mission Hydro Limited Partnership and Subsidiaries [Tier 9]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

EME Generation                      Mission Hydro  
 Holdings Limited                      Limited Partne  
 Consolidated

-----  
 ASSETS

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Cash and equivalents	\$22,221	
Receivables - net	39,060	
Fuel inventory		
Materials and supplies, at average cost	13,090	
Accumulated deferred income taxes - net		
Trading and price risk management assets	(53,645)	
Prepayments and other current assets	5,695	
<hr/>		
Total current assets	26,421	
<hr/>		
Nonutility property - net	1,544,824	
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	(220,334)	(\$218,
Investments in leveraged leases		
Other investments		
<hr/>		
Total investment and other assets	1,324,490	(\$218,
<hr/>		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
<hr/>		
Total utility plant		
<hr/>		
Regulatory assets - net		
Other deferred charges	281,076	
<hr/>		
Total deferred charges	281,076	
<hr/>		
Total assets	\$1,631,987	(\$218,
<hr/>		

820

MEC International B.V.  
MEC International Holdings B.V., MEC Wales B.V.  
Mission Hydro Limited Partnership and Subsidiaries [Tier 9]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)



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Mission Hydro  
Limited  
Partnership  
Consolidated

-----  
ASSETS  
-----

Cash and equivalents	\$22,221
Receivables - net	39,060
Fuel inventory	
Materials and supplies, at average cost	13,090
Accumulated deferred income taxes - net	
Trading and price risk management assets	(53,645)
Prepayments and other current assets	5,695

-----  
Total current assets 26,421  
-----

Nonutility property - net	1,544,824
Nuclear decommissioning trusts	
Investments in partnerships and unconsolidated subsidiaries	(438,786)
Investments in leveraged leases	
Other investments	

-----  
Total investment and other assets 1,106,038  
-----

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

-----  
Total utility plant  
-----

Regulatory assets - net	
Other deferred charges	281,076

-----  
Total deferred charges 281,076  
-----

-----  
Total assets \$1,413,535  
=====

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MEC International B.V.  
 MEC International Holdings B.V., MEC Wales B.V.  
 Mission Hydro Limited Partnership and Subsidiaries [Tier 9]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	EME Generation Holdings Limited Consolidated	Mission Hydro Limited Partne
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		
Long-term debt classified as due within one year	\$3,215	
Preferred stock to be redeemed within one year		
Accounts payable	(57,582)	
Accrued taxes	(11,547)	
Regulatory liabilities - net		
Trading and price risk management liabilities	643	
Other current liabilities	57,603	
<hr/>		
Total current liabilities	(7,668)	
<hr/>		
Long-term debt	1,049,407	(\$5,
<hr/>		
Accumulated deferred income taxes - net	260,579	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits	117,283	
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities	666	
<hr/>		
Total deferred credits and other liabilities	378,528	
<hr/>		
Minority Interest		
<hr/>		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable		
securities of subsidiaries holding		
solely parent company debentures		
Other preferred securities		
<hr/>		
Total preferred securities of subsidiaries		
<hr/>		

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Common stock		213,
Additional paid-in capital		
Accumulated other comprehensive income (loss)	(165,022)	(27,
Retained earnings	376,742	(398,
-----		
Total common shareholders' equity	211,720	(212,
-----		
Total liabilities and shareholders' equity	\$1,631,987	(\$218,
=====		

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MEC International B.V.  
 MEC International Holdings B.V., MEC Wales B.V.  
 Mission Hydro Limited Partnership and Subsidiaries [Tier 9]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Mission Hydro  
 Limited  
 Partnership  
 Consolidated

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt		
Long-term debt classified as due within one year	\$3,215	
Preferred stock to be redeemed within one year		
Accounts payable	(57,582)	
Accrued taxes	(11,547)	
Regulatory liabilities - net		
Trading and price risk management liabilities	643	
Other current liabilities	57,603	
-----		
Total current liabilities	(7,668)	
-----		
Long-term debt	1,043,546	
-----		
Accumulated deferred income taxes - net	260,579	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits	117,283	
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities	666	

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-----  
 Total deferred credits and other liabilities 378,528  
 -----

Minority Interest  
 -----

Preferred stock of utility:  
     Not subject to mandatory redemption  
     Subject to mandatory redemption  
 Company-obligated mandatorily redeemable  
     securities of subsidiaries holding  
     solely parent company debentures  
 Other preferred securities  
 -----

Total preferred securities of subsidiaries  
 -----

Common stock 213,601  
 Additional paid-in capital  
 Accumulated other comprehensive income (loss) (192,568)  
 Retained earnings (21,904)  
 -----

Total common shareholders' equity (871)  
 -----

Total liabilities and shareholders' equity \$1,413,535  
 =====

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MEC International B.V.  
 MEC International Holdings B.V., MEC Wales B.V.  
 Mission Hydro Limited Partnership and Subsidiaries [Tier 9]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

EME Generation                      Mission Hydr  
 Holdings Limited                      Limited Part  
 Consolidated

-----  
 Electric utility  
 Nonutility power generation \$323,319  
 Financial services and other  
 -----  
 Total operating revenue 323,319  
 -----

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Fuel	113,907	
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	111,532	
Depreciation, decommissioning and amortization	31,154	
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
-----		
Total operating expenses	256,593	
-----		
Operating income (loss)	66,726	
Interest and dividend income	110,200	
Other nonoperating income	50	
Interest expense - net of amounts capitalized	(179,533)	
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
-----		
Income (loss) from continuing operations before taxes	(2,557)	
Income taxes (benefit)	(9,015)	
-----		
Income (loss) from continuing operations	6,458	
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----		
Net income (loss)	6,458	
-----		
Retained earnings - beginning of year	768,903	
Dividends declared on common stock	(398,619)	(39
Dividends declared on preferred stock		
-----		
Retained earnings - end of year	\$376,742	(\$39
=====		

824

MEC International B.V.  
MEC International Holdings B.V., MEC Wales B.V.  
Mission Hydro Limited Partnership and Subsidiaries [Tier 9]  
Consolidating Statements of Income and Retained Earnings  
For the Year Ended December 31, 2001  
(In thousands)

Mission Hydro  
Limited

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	Partnership Consolidated
Electric utility	
Nonutility power generation	\$323,319
Financial services and other	
<hr/>	
Total operating revenue	323,319
<hr/>	
Fuel	113,907
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	111,532
Depreciation, decommissioning and amortization	31,154
Write-down of nonutility assets	
Property and other taxes	
Net gain on sale of utility plant	
<hr/>	
Total operating expenses	256,593
<hr/>	
Operating income (loss)	66,726
Interest and dividend income	110,200
Other nonoperating income	50
Interest expense - net of amounts capitalized	(179,533)
Other nonoperating deductions	(28)
Dividends on preferred securities	
Dividends on utility preferred stock	
<hr/>	
Income (loss) from continuing operations before taxes	(2,585)
Income taxes (benefit)	(9,015)
<hr/>	
Income (loss) from continuing operations	6,430
Loss from discontinued operations	
(including loss on disposal of \$1,309, net of tax)	
Income taxes (benefit) on discontinued operations	
<hr/>	
Net income (loss)	6,430
<hr/>	
Retained earnings - beginning of year	768,903
Dividends declared on common stock	(797,237)
Dividends declared on preferred stock	
<hr/>	
Retained earnings - end of year	(\$21,904)
<hr/>	

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MEC International B.V., MEC International Holdings B.V.,

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MEC Wales B.V., Mission Hydro Limited Partnership,  
 EME Generation Holdings Limited and Subsidiaries [Tier 10, et seq.]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Loyvic Pty Ltd	Energy Capital Partnership [1
-----		
ASSETS		
-----		
Cash and equivalents		
Receivables - net		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
-----		
Total current assets		
-----		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		\$641,
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets		641,
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Regulatory assets - net		
Other deferred charges		
-----		
Total deferred charges		
-----		
Total assets		\$641,
=====		

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MEC International B.V., MEC International Holdings B.V.,  
 MEC Wales B.V., Mission Hydro Limited Partnership,  
 EME Generation Holdings Limited and Subsidiaries [Tier 10, et seq.]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	EME Victoria Generation Limited	Energy Capital Partnership [1
-----		
ASSETS		
-----		
Cash and equivalents	\$14,597	
Receivables - net	5,395	
Fuel inventory		
Materials and supplies, at average cost	11,503	
Accumulated deferred income taxes - net		
Trading and price risk management assets	(81,024)	
Prepayments and other current assets	754	
-----		
Total current assets	(48,775)	
-----		
Nonutility property - net	642,008	
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	(38,348)	\$641,
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets	603,660	641,
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Regulatory assets - net		
Other deferred charges	7,435	
-----		



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Total deferred charges 7,435

Total assets \$562,320 \$641,

827

MEC International B.V., MEC International Holdings B.V.,  
 MEC Wales B.V., Mission Hydro Limited Partnership,  
 EME Generation Holdings Limited and Subsidiaries [Tier 10, et seq.]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Mission Energy Development Australia Pty Ltd	Gippsland Power Pty Ltd [11]
<b>ASSETS</b>		
Cash and equivalents		\$15,
Receivables - net		5,
Fuel inventory		
Materials and supplies, at average cost		3,
Accumulated deferred income taxes - net		
Trading and price risk management assets		(81,
Prepayments and other current assets		
<b>Total current assets</b>		<b>(56,</b>
Nonutility property - net		446,
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	(\$5,113)	
Investments in leveraged leases		
Other investments		
<b>Total investment and other assets</b>	<b>(5,113)</b>	<b>446,</b>
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		

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Total utility plant		
Regulatory assets - net		
Other deferred charges		7,
Total deferred charges		7,
Total assets	(\$5,113)	\$398,

828

MEC International B.V., MEC International Holdings B.V.,  
 MEC Wales B.V., Mission Hydro Limited Partnership,  
 EME Generation Holdings Limited and Subsidiaries [Tier 10, et seq.]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Energy Capital Partnership	Enerloy Pty Lt [11]
ASSETS		
Cash and equivalents		
Receivables - net		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
Total current assets		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
Total investment and other assets		
Utility plant, at original cost:		

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Transmission and distribution  
 Generation  
 Accumulated provision for depreciation  
 and decommissioning  
 Construction work in progress  
 Nuclear fuel, at amortized cost

-----  
 Total utility plant  
 -----

Regulatory assets - net  
 Other deferred charges  
 -----

Total deferred charges  
 -----

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

829

MEC International B.V., MEC International Holdings B.V.,  
 MEC Wales B.V., Mission Hydro Limited Partnership,  
 EME Generation Holdings Limited and Subsidiaries [Tier 10, et seq.]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	First Hydro Company [11]	First Hydro Finance plc [1]
-----		
ASSETS		
-----		
Cash and equivalents	\$3,214	\$2,
Receivables - net	33,101	
Fuel inventory		
Materials and supplies, at average cost	1,587	
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets	4,942	
-----		
Total current assets	42,844	3,
-----		
Nonutility property - net	664,444	
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		9,
Investments in leveraged leases		

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Other investments

-----  
 Total investment and other assets 664,444 9,  
 -----

Utility plant, at original cost:

Transmission and distribution

Generation

Accumulated provision for depreciation  
 and decommissioning

Construction work in progress

Nuclear fuel, at amortized cost

-----  
 Total utility plant  
 -----

Regulatory assets - net

Other deferred charges 29 26,  
 -----

Total deferred charges 29 26,  
 -----

Total assets \$707,317 \$38,  
 =====

830

MEC International B.V., MEC International Holdings B.V.,  
 MEC Wales B.V., Mission Hydro Limited Partnership,  
 EME Generation Holdings Limited and Subsidiaries [Tier 10, et seq.]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

EME Generation Holdings Limited Consolidating Adjustments

-----  
 ASSETS  
 -----

Cash and equivalents (\$23,  
 Receivables - net (72,  
 Fuel inventory  
 Materials and supplies, at average cost (14,  
 Accumulated deferred income taxes - net  
 Trading and price risk management assets 81,  
 Prepayments and other current assets (10,  
 -----

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Total current assets	(40,
-----	
Nonutility property - net	(2,734,
Nuclear decommissioning trusts	
Investments in partnerships and unconsolidated subsidiaries	(1,469,
Investments in leveraged leases	
Other investments	
-----	
Total investment and other assets	(4,203,
-----	
Utility plant, at original cost:	
Transmission and distribution	
Generation	
Accumulated provision for depreciation and decommissioning	
Construction work in progress	
Nuclear fuel, at amortized cost	
-----	
Total utility plant	
-----	
Regulatory assets - net	
Other deferred charges	(33,
-----	
Total deferred charges	(33,
-----	
Total assets	(\$4,277,
=====	

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MEC International B.V., MEC International Holdings B.V.,  
MEC Wales B.V., Mission Hydro Limited Partnership,  
EME Generation Holdings Limited and Subsidiaries [Tier 10, et seq.]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

Loyvic Pty Ltd      Energy Capital  
Partnership [1

-----  
LIABILITIES AND SHAREHOLDERS' EQUITY  
-----

Short-term debt	
Long-term debt classified as due within one year	\$6,

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Preferred stock to be redeemed within one year		
Accounts payable	\$4	264,
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		12,
-----	-----	-----
Total current liabilities	4	284,
-----	-----	-----
Long-term debt		597,
-----	-----	-----
Accumulated deferred income taxes - net	(2)	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
-----	-----	-----
Total deferred credits and other liabilities	(2)	
-----	-----	-----
Minority Interest		
-----	-----	-----
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
-----	-----	-----
Total preferred securities of subsidiaries		
-----	-----	-----
Common stock		
Additional paid-in capital		
Accumulated other comprehensive income (loss)	(2)	(9,
Retained earnings		(230,
-----	-----	-----
Total common shareholders' equity	(\$2)	(239,
-----	-----	-----
Total liabilities and shareholders' equity		\$641,
=====	=====	=====

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MEC International B.V., MEC International Holdings B.V.,

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MEC Wales B.V., Mission Hydro Limited Partnership,  
 EME Generation Holdings Limited and Subsidiaries [Tier 10, et seq.]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	EME Victoria Generation Limited	Energy Capital Partnership [1
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt		
Long-term debt classified as due within one year	\$3,215	\$6,
Preferred stock to be redeemed within one year		
Accounts payable	(72,150)	264,
Accrued taxes	209	
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities	22,480	12,
-----		
Total current liabilities	(46,246)	284,
-----		
Long-term debt	283,778	597,
-----		
Accumulated deferred income taxes - net	16,349	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits	117,283	
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities	100	
-----		
Total deferred credits and other liabilities	133,732	
-----		
Minority Interest		
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable		
securities of subsidiaries holding		
solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries		
-----		
Common stock		
Additional paid-in capital		
Accumulated other comprehensive income (loss)	(138,791)	(9,
Retained earnings	329,847	(230,

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Total common shareholders' equity	191,056	(239,
Total liabilities and shareholders' equity	\$562,320	\$641,

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MEC International B.V., MEC International Holdings B.V.,  
 MEC Wales B.V., Mission Hydro Limited Partnership,  
 EME Generation Holdings Limited and Subsidiaries [Tier 10, et seq.]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Mission Energy Development Australia Pty Ltd	Gippsland Power Pty Ltd [11]
LIABILITIES AND SHAREHOLDERS' EQUITY		
Short-term debt		
Long-term debt classified as due within one year		\$3,
Preferred stock to be redeemed within one year		
Accounts payable	(\$5,182)	(56,
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		3,
Total current liabilities	(5,182)	(49,
Long-term debt		283,
Accumulated deferred income taxes - net		16,
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		117,
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
Total deferred credits and other liabilities		133,



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Minority Interest

Preferred stock of utility:

Not subject to mandatory redemption  
 Subject to mandatory redemption  
 Company-obligated mandatorily redeemable  
 securities of subsidiaries holding  
 solely parent company debentures  
 Other preferred securities

Total preferred securities of subsidiaries

Common stock		33,
Additional paid-in capital		(5,
Accumulated other comprehensive income (loss)	(1)	(61,
Retained earnings	70	63,
Total common shareholders' equity	69	30,
Total liabilities and shareholders' equity	(\$5,113)	\$398,

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MEC International B.V., MEC International Holdings B.V.,  
 MEC Wales B.V., Mission Hydro Limited Partnership,  
 EME Generation Holdings Limited and Subsidiaries [Tier 10, et seq.]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Energy Capital Partnership	Enerloy Pty Lt [11]
LIABILITIES AND SHAREHOLDERS' EQUITY		
Short-term debt		
Long-term debt classified as due within one year		(\$6,
Preferred stock to be redeemed within one year		(277,
Accounts payable	(\$12,636)	
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities	12,641	

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Total current liabilities	5	(284,
-----		
Long-term debt		(597,
-----		
Accumulated deferred income taxes - net	(2)	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
-----		
Total deferred credits and other liabilities	(2)	
-----		
Minority Interest		
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries		
-----		
Common stock		641,
Additional paid-in capital		
Accumulated other comprehensive income (loss)	(228)	9,
Retained earnings	225	230,
-----		
Total common shareholders' equity	(\$3)	\$881,
-----		
Total liabilities and shareholders' equity		
=====		

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MEC International B.V., MEC International Holdings B.V.,  
 MEC Wales B.V., Mission Hydro Limited Partnership,  
 EME Generation Holdings Limited and Subsidiaries [Tier 10, et seq.]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

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	First Hydro Company [11]	First Hydro Finance plc [1
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	\$22,456	(\$23,
Accrued taxes	(11,717)	
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities	1	22,
-----		
Total current liabilities	10,740	(1,
-----		
Long-term debt	(6,954)	33,
-----		
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities	566	
-----		
Total deferred credits and other liabilities	566	
-----		
Minority Interest		
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable		
securities of subsidiaries holding		
solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries		
-----		
Common stock	605,585	
Additional paid-in capital		
Accumulated other comprehensive income (loss)	(138,323)	7,
Retained earnings	235,703	(
-----		
Total common shareholders' equity	702,965	6,
-----		
Total liabilities and shareholders' equity	\$707,317	\$38,
=====		

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MEC International B.V., MEC International Holdings B.V.,  
 MEC Wales B.V., Mission Hydro Limited Partnership,  
 EME Generation Holdings Limited and Subsidiaries [Tier 10, et seq.]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	EME Generation Holdings Limited	Consolidating Adjustments
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		
Long-term debt classified as due within one year		\$3,
Preferred stock to be redeemed within one year		
Accounts payable	\$186	341,
Accrued taxes		23,
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		(57,
<hr/>		
Total current liabilities	186	310,
<hr/>		
Long-term debt		294,
<hr/>		
Accumulated deferred income taxes - net		(16,
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		(117,
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		(1,
<hr/>		
Total deferred credits and other liabilities		(134,
<hr/>		
Minority Interest		
<hr/>		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable		

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securities of subsidiaries holding  
solely parent company debentures  
Other preferred securities

-----  
Total preferred securities of subsidiaries  
-----

Common stock		(3,351,
Additional paid-in capital		(763,
Accumulated other comprehensive income (loss)	48	399,
Retained earnings	(234)	(1,032,

-----  
Total common shareholders' equity (\$186) (4,747,  
-----

-----  
Total liabilities and shareholders' equity (\$4,277,  
=====

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MEC International B.V., MEC International Holdings B.V.,  
MEC Wales B.V., Mission Hydro Limited Partnership,  
EME Generation Holdings Limited and Subsidiaries [Tier 10, et seq.]  
Consolidating Statements of Income and Retained Earnings  
For the Year Ended December 31, 2001  
(In thousands)

	Loyvic Pty Ltd	Energy Capit Partnership
--	----------------	-----------------------------

-----  
Electric utility  
Nonutility power generation  
Financial services and other  
-----

Total operating revenue  
-----

Fuel  
Purchased power  
Provisions for regulatory adjustment clauses - net  
Other operation and maintenance  
Depreciation, decommissioning and amortization  
Write-down of nonutility assets  
Property and other taxes  
Net gain on sale of utility plant  
-----

Total operating expenses  
-----

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Operating income (loss)		
Interest and dividend income		
Other nonoperating income		
Interest expense - net of amounts capitalized		(5)
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
-----		
Income (loss) from continuing operations before taxes		(5)
Income taxes (benefit)		
-----		
Income (loss) from continuing operations		(5)
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----		
Net income (loss)		(5)
-----		
Retained earnings - beginning of year		(18)
Dividends declared on common stock		
Dividends declared on preferred stock		
-----		
Retained earnings - end of year		(\$23)
=====		

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MEC International B.V., MEC International Holdings B.V.,  
MEC Wales B.V., Mission Hydro Limited Partnership,  
EME Generation Holdings Limited and Subsidiaries [Tier 10, et seq.]  
Consolidating Statements of Income and Retained Earnings  
For the Year Ended December 31, 2001  
(In thousands)

	EME Victoria Generation Limited	Energy Capit Partnership
-----		
Electric utility		
Nonutility power generation	\$57,941	
Financial services and other		
-----		
Total operating revenue	57,941	
-----		
Fuel	26,101	
Purchased power		

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Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	35,771	
Depreciation, decommissioning and amortization	10,038	
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
-----		
Total operating expenses	71,910	
-----		
Operating income (loss)	(13,969)	
Interest and dividend income	56,808	
Other nonoperating income	50	
Interest expense - net of amounts capitalized	(75,275)	(5)
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
-----		
Income (loss) from continuing operations before taxes	(32,386)	(5)
Income taxes (benefit)	2,024	
-----		
Income (loss) from continuing operations	(34,410)	(5)
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----		
Net income (loss)	(34,410)	(5)
-----		
Retained earnings - beginning of year	364,257	(18)
Dividends declared on common stock		
Dividends declared on preferred stock		
-----		
Retained earnings - end of year	\$329,847	(\$23)
=====		

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MEC International B.V., MEC International Holdings B.V.,  
 MEC Wales B.V., Mission Hydro Limited Partnership,  
 EME Generation Holdings Limited and Subsidiaries [Tier 10, et seq.]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

Mission Energy  
 Development  
 Australia Pty Ltd  
 Gippsland Po  
 Pty Ltd [11]

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Electric utility		
Nonutility power generation		\$5
Financial services and other		
-----		
Total operating revenue		5
-----		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		1
Depreciation, decommissioning and amortization		1
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
-----		
Total operating expenses		3
-----		
Operating income (loss)		2
Interest and dividend income		
Other nonoperating income	\$70	
Interest expense - net of amounts capitalized		(2)
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
-----		
Income (loss) from continuing operations before taxes	70	
Income taxes (benefit)		
-----		
Income (loss) from continuing operations	70	
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----		
Net income (loss)	70	
-----		
Retained earnings - beginning of year		5
Dividends declared on common stock		
Dividends declared on preferred stock		
-----		
Retained earnings - end of year	\$70	\$6
=====		

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MEC International B.V., MEC International Holdings B.V.,  
 MEC Wales B.V., Mission Hydro Limited Partnership,  
 EME Generation Holdings Limited and Subsidiaries [Tier 10, et seq.]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001



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(In thousands)

	Energy Capital Partnership	Enerloy Pty [11]
Electric utility		
Nonutility power generation		
Financial services and other		
<b>Total operating revenue</b>		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Depreciation, decommissioning and amortization		
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
<b>Total operating expenses</b>		
Operating income (loss)		
Interest and dividend income	\$50,885	\$5
Other nonoperating income		
Interest expense - net of amounts capitalized	(50,776)	
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
<b>Income (loss) from continuing operations before taxes</b>	109	5
Income taxes (benefit)		
<b>Income (loss) from continuing operations</b>	109	5
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
<b>Net income (loss)</b>	109	5
Retained earnings - beginning of year	116	18
Dividends declared on common stock		
Dividends declared on preferred stock		
<b>Retained earnings - end of year</b>	\$225	\$23

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MEC International B.V., MEC International Holdings B.V.,  
 MEC Wales B.V., Mission Hydro Limited Partnership,  
 EME Generation Holdings Limited and Subsidiaries [Tier 10, et seq.]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	First Hydro Company [11]	First Hydro Finance plc
Electric utility		
Nonutility power generation	\$238,890	
Financial services and other		
<b>Total operating revenue</b>	<b>238,890</b>	
Fuel	87,772	
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	75,371	
Depreciation, decommissioning and amortization	10,235	
Write-down of nonutility assets		
Property and other taxes	17,063	
Net gain on sale of utility plant		
<b>Total operating expenses</b>	<b>190,441</b>	
Operating income (loss)	48,449	
Interest and dividend income	1,012	
Other nonoperating income		
Interest expense - net of amounts capitalized	(3)	
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
<b>Income (loss) from continuing operations before taxes</b>	<b>49,458</b>	
Income taxes (benefit)	(15,097)	
<b>Income (loss) from continuing operations</b>	<b>64,555</b>	
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
<b>Net income (loss)</b>	<b>64,555</b>	
Retained earnings - beginning of year	171,148	
Dividends declared on common stock		
Dividends declared on preferred stock		

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Retained earnings - end of year \$235,703

=====

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MEC International B.V., MEC International Holdings B.V.,  
 MEC Wales B.V., Mission Hydro Limited Partnership,  
 EME Generation Holdings Limited and Subsidiaries [Tier 10, et seq.]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	EME Generation Holdings Limited	Consolidatin Adjustments
<hr/>		
Electric utility		
Nonutility power generation		(\$53)
Financial services and other		
<hr/>		
Total operating revenue		(53)
<hr/>		
Fuel		(20)
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	\$97	(18)
Depreciation, decommissioning and amortization		(3)
Write-down of nonutility assets		
Property and other taxes		(3)
Net gain on sale of utility plant		
<hr/>		
Total operating expenses	97	(45)
<hr/>		
Operating income (loss)	(97)	(8)
Interest and dividend income		(16)
Other nonoperating income		
Interest expense - net of amounts capitalized		12
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
<hr/>		
Income (loss) from continuing operations before taxes	(97)	(11)
Income taxes (benefit)		2
<hr/>		
Income (loss) from continuing operations	(97)	(14)

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Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----	-----	-----
Net income (loss)	(97)	(14)
-----	-----	-----
Retained earnings - beginning of year	(137)	(88)
Dividends declared on common stock		
Dividends declared on preferred stock		
-----	-----	-----
Retained earnings - end of year	(\$234)	(\$1,03)
=====	=====	=====

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MEC International B.V.  
 MEC Perth B.V. and Subsidiaries [Tier 7]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Kwinana Power Partnership	Perth Power Partnership [8
-----	-----	-----
ASSETS		
-----	-----	-----
Cash and equivalents	\$5,168	\$5,
Receivables - net	1,458	1,
Fuel inventory		
Materials and supplies, at average cost	1,530	1,
Accumulated deferred income taxes - net		
Trading and price risk management assets	(4,091)	(4,
Prepayments and other current assets	179	
-----	-----	-----
Total current assets	4,244	4,
-----	-----	-----
Nonutility property - net	55,511	71,
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
-----	-----	-----
Total investment and other assets	55,511	71,
-----	-----	-----

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

-----  
 Total utility plant  
 -----

Regulatory assets - net  
 Other deferred charges

1,716

1,

-----  
 Total deferred charges

1,716

1,

-----  
 Total assets

\$61,471

\$77,  
 =====

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MEC International B.V.  
 MEC Perth B.V. and Subsidiaries [Tier 7]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Consolidating Adjustments	MEC Perth B.V. Consolidated
-----		
ASSETS		
-----		
Cash and equivalents	(\$5,168)	\$5,
Receivables - net	(1,457)	1,
Fuel inventory		
Materials and supplies, at average cost	(1,530)	1,
Accumulated deferred income taxes - net		
Trading and price risk management assets	4,091	(4,
Prepayments and other current assets	(179)	
-----		
Total current assets	(4,243)	4,
-----		
Nonutility property - net	(71,164)	55,
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	(27,936)	
Investments in leveraged leases		

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Other investments

Total investment and other assets	(99,100)	55,
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
Total utility plant		
Regulatory assets - net		
Other deferred charges	(1,716)	1,
Total deferred charges	(1,716)	1,
Total assets	(\$105,059)	\$61,

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MEC International B.V.  
 MEC Perth B.V. and Subsidiaries [Tier 7]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Kwinana Power Partnership	Perth Power Partnership [8
LIABILITIES AND SHAREHOLDERS' EQUITY		
Short-term debt		
Long-term debt classified as due within one year	\$1,328	\$1,
Preferred stock to be redeemed within one year		
Accounts payable	(23,236)	
Accrued taxes	(537)	(
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities	2,938	2,
Total current liabilities	(19,507)	3,

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Long-term debt	42,778	42,
Accumulated deferred income taxes - net	(1,227)	(1,
Accumulated deferred investment tax credits		
Customer advances and other deferred credits	9,070	3,
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities	115	
Total deferred credits and other liabilities	7,958	2,
Minority Interest	4,028	
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
Total preferred securities of subsidiaries		
Common stock		
Additional paid-in capital		34,
Accumulated other comprehensive income (loss)	(7,976)	(9,
Retained earnings	34,190	2,
Total common shareholders' equity	26,214	28,
Total liabilities and shareholders' equity	\$61,471	\$77,

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MEC International B.V.  
 MEC Perth B.V. and Subsidiaries [Tier 7]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Consolidating

MEC Perth B.V.

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	Adjustments	Consolidated
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		
Long-term debt classified as due within one year	(\$1,328)	\$1,
Preferred stock to be redeemed within one year		
Accounts payable	(234)	(14,
Accrued taxes	537	(
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities	(2,937)	2,
<hr/>		
Total current liabilities	(3,962)	(11,
<hr/>		
Long-term debt	(42,778)	42,
<hr/>		
Accumulated deferred income taxes - net	(1,975)	(3,
Accumulated deferred investment tax credits		
Customer advances and other deferred credits	(3,323)	9,
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities	(115)	
<hr/>		
Total deferred credits and other liabilities	(5,413)	5,
<hr/>		
Minority Interest	282	4,
<hr/>		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
<hr/>		
Total preferred securities of subsidiaries		
<hr/>		
Common stock	23	
Additional paid-in capital	(34,872)	
Accumulated other comprehensive income (loss)	14,619	(6,
Retained earnings	(32,957)	26,
<hr/>		
Total common shareholders' equity	(53,187)	20,
<hr/>		
Total liabilities and shareholders' equity	(\$105,059)	\$61,
<hr/>		



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MEC International B.V.  
 MEC Perth B.V. and Subsidiaries [Tier 7]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Kwinana Power Partnership	Perth Power Partnership
Electric utility		
Nonutility power generation	\$32,438	\$3
Financial services and other		
Total operating revenue	32,438	3
Fuel	16,274	1
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	1,993	
Depreciation, decommissioning and amortization	3,121	
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
Total operating expenses	21,388	2
Operating income (loss)	11,050	
Interest and dividend income	1,861	
Other nonoperating income	(62)	
Interest expense - net of amounts capitalized	(4,842)	
Other nonoperating deductions	(1,607)	
Dividends on preferred securities		
Dividends on utility preferred stock		
Income (loss) from continuing operations before taxes	6,400	
Income taxes (benefit)		
Income (loss) from continuing operations	6,400	
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
Net income (loss)	6,400	
Retained earnings - beginning of year	30,910	
Dividends declared on common stock	(3,120)	

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Dividends declared on preferred stock

Retained earnings - end of year \$34,190 \$

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MEC International B.V.  
 MEC Perth B.V. and Subsidiaries [Tier 7]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Consolidating Adjustments	MEC Perth B. Consolidated
Electric utility		
Nonutility power generation	(\$27,461)	\$3
Financial services and other		
<b>Total operating revenue</b>	<b>(27,461)</b>	<b>3</b>
Fuel	(16,264)	1
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	(3,007)	
Depreciation, decommissioning and amortization	(3,762)	
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
<b>Total operating expenses</b>	<b>(23,033)</b>	<b>2</b>
Operating income (loss)	(4,428)	1
Interest and dividend income	(202)	
Other nonoperating income	59	
Interest expense - net of amounts capitalized	4,842	(
Other nonoperating deductions	58	(
Dividends on preferred securities		
Dividends on utility preferred stock		
<b>Income (loss) from continuing operations before taxes</b>	<b>329</b>	
Income taxes (benefit)	193	
<b>Income (loss) from continuing operations</b>	<b>136</b>	

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Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----		
Net income (loss)	136	
-----		
Retained earnings - beginning of year	(40,671)	2
Dividends declared on common stock	7,577	
Dividends declared on preferred stock		
-----		
Retained earnings - end of year	(\$32,958)	\$2
=====		

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MEC International B.V.  
 MEC San Pascual B.V. and Subsidiaries [Tier 7]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

San Pascual  
 Cogeneration  
 Company  
 International B.V.

Morningstar  
 Holdings B.V.

-----  
 ASSETS  
 -----

Cash and equivalents  
 Receivables - net  
 Fuel inventory  
 Materials and supplies, at average cost  
 Accumulated deferred income taxes - net  
 Trading and price risk management assets  
 Prepayments and other current assets  
 -----

Total current assets  
 -----

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

Total investment and other assets  
 -----

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

-----  
 Total utility plant  
 -----

Regulatory assets - net  
 Other deferred charges  
 -----

Total deferred charges  
 -----

Total assets  
 =====

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MEC International B.V.  
 MEC San Pascual B.V. and Subsidiaries [Tier 7]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Consolidating	MEC San Pascua
	Adjustments	B.V. Consolida

-----  
 ASSETS  
 -----

Cash and equivalents  
 Receivables - net  
 Fuel inventory  
 Materials and supplies, at average cost  
 Accumulated deferred income taxes - net  
 Trading and price risk management assets  
 Prepayments and other current assets  
 -----

Total current assets  
 -----

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

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Other investments

Total investment and other assets

Utility plant, at original cost:

Transmission and distribution

Generation

Accumulated provision for depreciation  
and decommissioning

Construction work in progress

Nuclear fuel, at amortized cost

Total utility plant

Regulatory assets - net

Other deferred charges

Total deferred charges

Total assets

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MEC International B.V.

MEC San Pascual B.V. and Subsidiaries [Tier 7]

Consolidating Balance Sheet

December 31, 2001

(In thousands)

San Pascual

Cogeneration

Company

International B.V.

Morningstar

Holdings B.V.

LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt

Long-term debt classified as due within one year

Preferred stock to be redeemed within one year

Accounts payable

Accrued taxes

Regulatory liabilities - net

Trading and price risk management liabilities

Other current liabilities

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Total current liabilities

---

Long-term debt

---

Accumulated deferred income taxes - net  
Accumulated deferred investment tax credits  
Customer advances and other deferred credits  
Power-purchase contracts  
Accumulated provision for pension and benefits  
Other long-term liabilities

---

Total deferred credits and other liabilities

---

Minority Interest

---

Preferred stock of utility:  
    Not subject to mandatory redemption  
    Subject to mandatory redemption  
Company-obligated mandatorily redeemable  
    securities of subsidiaries holding  
    solely parent company debentures  
Other preferred securities

---

Total preferred securities of subsidiaries

---

Common stock  
Additional paid-in capital  
Accumulated other comprehensive income (loss)  
Retained earnings

---

Total common shareholders' equity

---

Total liabilities and shareholders' equity

---

---

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MEC International B.V.  
MEC San Pascual B.V. and Subsidiaries [Tier 7]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

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	Consolidating Adjustments	MEC San Pascua B.V. Consolida
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		
<hr/>		
Total current liabilities		
<hr/>		
Long-term debt		
<hr/>		
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
<hr/>		
Total deferred credits and other liabilities		
<hr/>		
Minority Interest		
<hr/>		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable		
securities of subsidiaries holding		
solely parent company debentures		
Other preferred securities		
<hr/>		
Total preferred securities of subsidiaries		
<hr/>		
Common stock		
Additional paid-in capital		4,
Accumulated other comprehensive income (loss)		
Retained earnings		(4,
<hr/>		
Total common shareholders' equity		
<hr/>		
Total liabilities and shareholders' equity		
<hr/>		

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MEC International B.V.  
 MEC San Pascual B.V. and Subsidiaries [Tier 7]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	San Pascual Cogeneration Company International B.V.	Morningstar Holdings B.V.
--	--	------------------------------

-----

Electric utility  
 Nonutility power generation  
 Financial services and other

-----

Total operating revenue

-----

Fuel  
 Purchased power  
 Provisions for regulatory adjustment clauses - net  
 Other operation and maintenance  
 Depreciation, decommissioning and amortization  
 Write-down of nonutility assets  
 Property and other taxes  
 Net gain on sale of utility plant

-----

Total operating expenses

-----

Operating income (loss)  
 Interest and dividend income  
 Other nonoperating income  
 Interest expense - net of amounts capitalized  
 Other nonoperating deductions  
 Dividends on preferred securities  
 Dividends on utility preferred stock

-----

Income (loss) from continuing operations before taxes  
 Income taxes (benefit)

-----

Income (loss) from continuing operations  
 Loss from discontinued operations  
 (including loss on disposal of \$1,309, net of tax)  
 Income taxes (benefit) on discontinued operations

-----



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Net income (loss)

-----  
 Retained earnings - beginning of year  
 Dividends declared on common stock  
 Dividends declared on preferred stock  
 -----

Retained earnings - end of year  
 =====

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MEC International B.V.  
 MEC San Pascual B.V. and Subsidiaries [Tier 7]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Consolidating Adjustments	MEC San Pasco B.V. Consoli
Electric utility		
Nonutility power generation		
Financial services and other		
-----		
Total operating revenue		
-----		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Depreciation, decommissioning and amortization		
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
-----		
Total operating expenses		
-----		
Operating income (loss)		
Interest and dividend income		
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
-----		
Income (loss) from continuing operations before taxes		

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Income taxes (benefit)

Income (loss) from continuing operations  
 Loss from discontinued operations  
 (including loss on disposal of \$1,309, net of tax)  
 Income taxes (benefit) on discontinued operations

Net income (loss)

Retained earnings - beginning of year  
 Dividends declared on common stock  
 Dividends declared on preferred stock

Retained earnings - end of year

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MEC International B.V.  
 MEC Wales B.V. and Subsidiaries [Tier 7]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Mission Hydro  
 Limited  
 Partnership  
 Consolidated

MEC Wales B.V.

ASSETS

Cash and equivalents	\$22,221	\$
Receivables - net	39,060	
Fuel inventory		
Materials and supplies, at average cost	13,090	
Accumulated deferred income taxes - net		
Trading and price risk management assets	(53,645)	
Prepayments and other current assets	5,695	

Total current assets 26,421

Nonutility property - net	1,544,824	
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	(438,786)	16,
Investments in leveraged leases		
Other investments		

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Total investment and other assets	1,106,038	16,
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Goodwill	247,435	
Regulatory assets - net		
Other deferred charges	33,641	1,
-----		
Total deferred charges	281,076	1,
-----		
Total assets	\$1,413,535	\$18,
=====		

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MEC International B.V.  
MEC Wales B.V. and Subsidiaries [Tier 7]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

MEC Wales B.V.  
Consolidated

ASSETS

Cash and equivalents	\$22,342
Receivables - net	39,060
Fuel inventory	
Materials and supplies, at average cost	13,090
Accumulated deferred income taxes - net	
Trading and price risk management assets	(53,645)
Prepayments and other current assets	5,695
-----	
Total current assets	26,542
-----	

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Nonutility property - net	1,544,824
Nuclear decommissioning trusts	
Investments in partnerships and unconsolidated subsidiaries	(389,391)
Investments in leveraged leases	
Other investments	
-----	
Total investment and other assets	1,155,433
-----	
Utility plant, at original cost:	
Transmission and distribution	
Generation	
Accumulated provision for depreciation and decommissioning	
Construction work in progress	
Nuclear fuel, at amortized cost	
-----	
Total utility plant	
-----	
Goodwill	247,435
Regulatory assets - net	
Other deferred charges	35,391
-----	
Total deferred charges	282,826
-----	
Total assets	\$1,464,801
=====	

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MEC International B.V.  
MEC Wales B.V. and Subsidiaries [Tier 7]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

Mission Hydro  
Limited  
Partnership  
Consolidated  
MEC Wales B.V.

-----  
LIABILITIES AND SHAREHOLDERS' EQUITY  
-----

Short-term debt	
Long-term debt classified as due within one year	\$3,215
Preferred stock to be redeemed within one year	

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Accounts payable	(57,582)	(\$347,
Accrued taxes	(11,547)	5,
Regulatory liabilities - net		
Trading and price risk management liabilities	643	
Other current liabilities	57,603	
-----		
Total current liabilities	(7,668)	(342,
-----		
Long-term debt	1,043,546	
-----		
Accumulated deferred income taxes - net	260,579	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits	117,283	
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities	666	
-----		
Total deferred credits and other liabilities	378,528	
-----		
Minority Interest		
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries		
-----		
Common stock	213,601	
Additional paid-in capital		224,
Accumulated other comprehensive income (loss)	(192,568)	35,
Retained earnings	(21,904)	100,
-----		
Total common shareholders' equity	(871)	360,
-----		
Total liabilities and shareholders' equity	\$1,413,535	\$18,
=====		

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MEC International B.V.  
MEC Wales B.V. and Subsidiaries [Tier 7]

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Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	MEC Wales B.V. Consolidated
<hr/>	
LIABILITIES AND SHAREHOLDERS' EQUITY	
<hr/>	
Short-term debt	
Long-term debt classified as due within one year	\$3,215
Preferred stock to be redeemed within one year	
Accounts payable	(404,715)
Accrued taxes	(6,463)
Regulatory liabilities - net	
Trading and price risk management liabilities	643
Other current liabilities	57,603
<hr/>	
Total current liabilities	(349,717)
<hr/>	
Long-term debt	1,043,546
<hr/>	
Accumulated deferred income taxes - net	260,579
Accumulated deferred investment tax credits	
Customer advances and other deferred credits	117,283
Power-purchase contracts	
Accumulated provision for pension and benefits	
Other long-term liabilities	666
<hr/>	
Total deferred credits and other liabilities	378,528
<hr/>	
Minority Interest	
<hr/>	
Preferred stock of utility:	
Not subject to mandatory redemption	
Subject to mandatory redemption	
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures	
Other preferred securities	
<hr/>	
Total preferred securities of subsidiaries	
<hr/>	
Common stock	213,601
Additional paid-in capital	
Accumulated other comprehensive income (loss)	(192,414)
Retained earnings	371,257
<hr/>	

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Total common shareholders' equity	392,444
-----------------------------------	---------

Total liabilities and shareholders' equity	\$1,464,801
--	-------------

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MEC International B.V.  
 MEC Wales B.V. and Subsidiaries [Tier 7]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Mission Hydro Limited Partnership Consolidated	MEC Wales B.
Electric utility		
Nonutility power generation	\$323,319	
Financial services and other		
Total operating revenue	323,319	
Fuel	113,907	
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	111,532	
Depreciation, decommissioning and amortization	31,154	
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
Total operating expenses	256,593	
Operating income (loss)	66,726	
Interest and dividend income	110,200	1
Other nonoperating income	50	
Interest expense - net of amounts capitalized	(179,533)	
Other nonoperating deductions	(28)	
Dividends on preferred securities		
Dividends on utility preferred stock		
Income (loss) from continuing operations before taxes	(2,585)	1
Income taxes (benefit)	(9,015)	

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Income (loss) from continuing operations	6,430	1
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----	-----	-----
Net income (loss)	6,430	1
-----	-----	-----
Retained earnings - beginning of year	768,903	8
Dividends declared on common stock	(797,237)	
Dividends declared on preferred stock		
-----	-----	-----
Retained earnings - end of year	(\$21,904)	\$10
=====	=====	=====

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MEC International B.V.  
 MEC Wales B.V. and Subsidiaries [Tier 7]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	MEC Wales B.V. Consolidated	
-----	-----	-----
Electric utility		
Nonutility power generation	\$323,725	
Financial services and other		
-----	-----	-----
Total operating revenue	323,725	
-----	-----	-----
Fuel	113,907	
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	111,532	
Depreciation, decommissioning and amortization	31,205	
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
-----	-----	-----
Total operating expenses	256,644	
-----	-----	-----
Operating income (loss)	67,081	
Interest and dividend income	122,368	
Other nonoperating income	(710)	
Interest expense - net of amounts capitalized	(179,533)	



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Other nonoperating deductions	(28)
Dividends on preferred securities	
Dividends on utility preferred stock	
-----	
Income (loss) from continuing operations before taxes	9,178
Income taxes (benefit)	(9,162)
-----	
Income (loss) from continuing operations	18,340
Loss from discontinued operations	
(including loss on disposal of \$1,309, net of tax)	
Income taxes (benefit) on discontinued operations	
-----	
Net income (loss)	18,340
-----	
Retained earnings - beginning of year	806,729
Dividends declared on common stock	(453,812)
Dividends declared on preferred stock	
-----	
Retained earnings - end of year	\$371,257
=====	

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MEC International B.V.  
MEC Wales B.V.  
Mission Hydro Limited Partnership and Subsidiaries [Tier 8]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

	EME Generation Holdings Limited Consolidated	Mission Hydro Limited Partne
-----		
ASSETS		
-----		
Cash and equivalents	\$22,221	
Receivables - net	39,060	
Fuel inventory		
Materials and supplies, at average cost	13,090	
Accumulated deferred income taxes - net		
Trading and price risk management assets	(53,645)	
Prepayments and other current assets	5,695	
-----		
Total current assets	26,421	
-----		

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Nonutility property - net	1,544,824	
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	(220,334)	(\$218,
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets	1,324,490	(218,
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Regulatory assets - net		
Other deferred charges	281,076	
-----		
Total deferred charges	281,076	
-----		
Total assets	\$1,631,987	(\$218,
=====		

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MEC International B.V.  
 MEC Wales B.V.  
 Mission Hydro Limited Partnership and Subsidiaries [Tier 8]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Mission Hydro  
 Limited  
 Partnership  
 Consolidated

ASSETS

Cash and equivalents	\$22,221
Receivables - net	39,060

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Fuel inventory	
Materials and supplies, at average cost	13,090
Accumulated deferred income taxes - net	
Trading and price risk management assets	(53,645)
Prepayments and other current assets	5,695
-----	
Total current assets	26,421
-----	
Nonutility property - net	1,544,824
Nuclear decommissioning trusts	
Investments in partnerships and unconsolidated subsidiaries	(438,786)
Investments in leveraged leases	
Other investments	
-----	
Total investment and other assets	1,106,038
-----	
Utility plant, at original cost:	
Transmission and distribution	
Generation	
Accumulated provision for depreciation and decommissioning	
Construction work in progress	
Nuclear fuel, at amortized cost	
-----	
Total utility plant	
-----	
Regulatory assets - net	
Other deferred charges	281,076
-----	
Total deferred charges	281,076
-----	
Total assets	\$1,413,535
=====	

863

MEC International B.V.  
 MEC Wales B.V.  
 Mission Hydro Limited Partnership and Subsidiaries [Tier 8]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

EME Generation  
 Holdings Limited

Mission Hydro  
 Limited Partne

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	Consolidated	
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt		
Long-term debt classified as due within one year	\$3,215	
Preferred stock to be redeemed within one year		
Accounts payable	(57,582)	
Accrued taxes	(11,547)	
Regulatory liabilities - net		
Trading and price risk management liabilities	643	
Other current liabilities	57,603	
-----		
Total current liabilities	(7,668)	
-----		
Long-term debt	1,049,407	(\$5,
-----		
Accumulated deferred income taxes - net	260,579	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits	117,283	
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities	666	
-----		
Total deferred credits and other liabilities	378,528	
-----		
Minority Interest		
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries		
-----		
Common stock		213,
Additional paid-in capital		
Accumulated other comprehensive income (loss)	(165,022)	(27,
Retained earnings	376,742	(398,
-----		
Total common shareholders' equity	211,720	(212,
-----		
Total liabilities and shareholders' equity	\$1,631,987	(\$218,
=====		

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MEC International B.V.  
 MEC Wales B.V.  
 Mission Hydro Limited Partnership and Subsidiaries [Tier 8]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Mission Hydro Limited Partnership Consolidated
-----	
LIABILITIES AND SHAREHOLDERS' EQUITY	
-----	
Short-term debt	
Long-term debt classified as due within one year	\$3,215
Preferred stock to be redeemed within one year	
Accounts payable	(57,582)
Accrued taxes	(11,547)
Regulatory liabilities - net	
Trading and price risk management liabilities	643
Other current liabilities	57,603
-----	
Total current liabilities	(7,668)
-----	
Long-term debt	1,043,546
-----	
Accumulated deferred income taxes - net	260,579
Accumulated deferred investment tax credits	
Customer advances and other deferred credits	117,283
Power-purchase contracts	
Accumulated provision for pension and benefits	
Other long-term liabilities	666
-----	
Total deferred credits and other liabilities	378,528
-----	
Minority Interest	
-----	
Preferred stock of utility:	
Not subject to mandatory redemption	
Subject to mandatory redemption	
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures	

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Other preferred securities

-----  
 Total preferred securities of subsidiaries  
 -----

Common stock	213,601
Additional paid-in capital	
Accumulated other comprehensive income (loss)	(192,568)
Retained earnings	(21,904)

-----  
 Total common shareholders' equity (871)  
 -----

Total liabilities and shareholders' equity \$1,413,535  
 =====

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MEC International B.V.  
 MEC Wales B.V.  
 Mission Hydro Limited Partnership and Subsidiaries [Tier 8]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	EME Generation Holdings Limited Consolidated	Mission Hydro Limited Part
Electric utility		
Nonutility power generation	\$323,319	
Financial services and other		
-----	-----	-----
Total operating revenue	323,319	
-----	-----	-----
Fuel	113,907	
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	111,532	
Depreciation, decommissioning and amortization	31,154	
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
-----	-----	-----
Total operating expenses	256,593	
-----	-----	-----

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Operating income (loss)	66,726	
Interest and dividend income	110,200	
Other nonoperating income	50	
Interest expense - net of amounts capitalized	(179,533)	
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
-----		
Income (loss) from continuing operations before taxes	(2,557)	
Income taxes (benefit)	(9,015)	
-----		
Income (loss) from continuing operations	6,458	
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----		
Net income (loss)	6,458	
-----		
Retained earnings - beginning of year	768,903	
Dividends declared on common stock	(398,619)	(39)
Dividends declared on preferred stock		
-----		
Retained earnings - end of year	\$376,742	(\$39)
=====		

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MEC International B.V.  
 MEC Wales B.V.  
 Mission Hydro Limited Partnership and Subsidiaries [Tier 8]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

Mission Hydro  
 Limited  
 Partnership  
 Consolidated

Electric utility		
Nonutility power generation	\$323,319	
Financial services and other		
-----		
Total operating revenue	323,319	
-----		
Fuel	113,907	

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Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	111,532
Depreciation, decommissioning and amortization	31,154
Write-down of nonutility assets	
Property and other taxes	
Net gain on sale of utility plant	
-----	
Total operating expenses	256,593
-----	
Operating income (loss)	66,726
Interest and dividend income	110,200
Other nonoperating income	50
Interest expense - net of amounts capitalized	(179,533)
Other nonoperating deductions	(28)
Dividends on preferred securities	
Dividends on utility preferred stock	
-----	
Income (loss) from continuing operations before taxes	(2,585)
Income taxes (benefit)	(9,015)
-----	
Income (loss) from continuing operations	6,430
Loss from discontinued operations	
(including loss on disposal of \$1,309, net of tax)	
Income taxes (benefit) on discontinued operations	
-----	
Net income (loss)	6,430
-----	
Retained earnings - beginning of year	768,903
Dividends declared on common stock	(797,237)
Dividends declared on preferred stock	
-----	
Retained earnings - end of year	(\$21,904)
=====	

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MEC International B.V.  
 MEC Wales B.V., Mission Hydro Limited Partnership,  
 EME Generation Holdings Limited and Subsidiaries [Tier 9, et seq.]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Loyvic Pty Ltd

Energy Capital  
 Partnership [1

-----  
 ASSETS



Cash and equivalents	
Receivables - net	
Fuel inventory	
Materials and supplies, at average cost	
Accumulated deferred income taxes - net	
Trading and price risk management assets	
Prepayments and other current assets	
-----	
Total current assets	
-----	
Nonutility property - net	
Nuclear decommissioning trusts	
Investments in partnerships	
and unconsolidated subsidiaries	\$641,
Investments in leveraged leases	
Other investments	
-----	
Total investment and other assets	641,
-----	
Utility plant, at original cost:	
Transmission and distribution	
Generation	
Accumulated provision for depreciation	
and decommissioning	
Construction work in progress	
Nuclear fuel, at amortized cost	
-----	
Total utility plant	
-----	
Regulatory assets - net	
Other deferred charges	
-----	
Total deferred charges	
-----	
Total assets	\$641,
=====	

868

MEC International B.V.  
MEC Wales B.V., Mission Hydro Limited Partnership,  
EME Generation Holdings Limited and Subsidiaries [Tier 9, et seq.]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

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	EME Victoria Generation Limited	Energy Capital Partnership [1]
-----		
ASSETS		
-----		
Cash and equivalents	\$14,597	
Receivables - net	5,395	
Fuel inventory		
Materials and supplies, at average cost	11,503	
Accumulated deferred income taxes - net		
Trading and price risk management assets	(81,024)	
Prepayments and other current assets	754	
-----		
Total current assets	(48,775)	
-----		
Nonutility property - net	642,008	
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	(38,348)	\$641,
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets	603,660	641,
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Regulatory assets - net		
Other deferred charges	7,435	
-----		
Total deferred charges	7,435	
-----		
Total assets	\$562,320	\$641,
=====	=====	=====

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MEC International B.V.  
 MEC Wales B.V., Mission Hydro Limited Partnership,  
 EME Generation Holdings Limited and Subsidiaries [Tier 9, et seq.]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Mission Energy Development Australia Pty Ltd	Gippsland Power Pty Ltd [11]
<hr/>		
ASSETS		
<hr/>		
Cash and equivalents		\$15,
Receivables - net		5,
Fuel inventory		
Materials and supplies, at average cost		3,
Accumulated deferred income taxes - net		
Trading and price risk management assets		(81,
Prepayments and other current assets		
<hr/>		
Total current assets		(56,
<hr/>		
Nonutility property - net		446,
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	(\$5,113)	
Investments in leveraged leases		
Other investments		
<hr/>		
Total investment and other assets	(5,113)	446,
<hr/>		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
<hr/>		
Total utility plant		
<hr/>		
Regulatory assets - net		7,
Other deferred charges		
<hr/>		
Total deferred charges		7,
<hr/>		
Total assets	(\$5,113)	\$398,
<hr/>		

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MEC International B.V.  
 MEC Wales B.V., Mission Hydro Limited Partnership,  
 EME Generation Holdings Limited and Subsidiaries [Tier 9, et seq.]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Energy Capital Partnership	Enerloy Pty Lt [10]
<hr/>		
ASSETS		
<hr/>		
Cash and equivalents		
Receivables - net		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
<hr/>		
Total current assets		
<hr/>		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
<hr/>		
Total investment and other assets		
<hr/>		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
<hr/>		
Total utility plant		
<hr/>		
Regulatory assets - net		
Other deferred charges		

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

Total assets  
 =====

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MEC International B.V.  
 MEC Wales B.V., Mission Hydro Limited Partnership,  
 EME Generation Holdings Limited and Subsidiaries [Tier 9, et seq.]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	First Hydro Company [10]	First Hydro Finance plc [11]
-----		
ASSETS		
-----		
Cash and equivalents	\$3,214	\$2,
Receivables - net	33,101	
Fuel inventory		
Materials and supplies, at average cost	1,587	
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets	4,942	
-----		
Total current assets	42,844	3,
-----		
Nonutility property - net	664,444	
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		9,
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets	664,444	9,
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		

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-----  
 Total utility plant  
 -----

Regulatory assets - net  
 Other deferred charges

29

26,

-----  
 Total deferred charges

29

26,

-----  
 Total assets

\$707,317

\$38,  
 =====

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MEC International B.V.  
 MEC Wales B.V., Mission Hydro Limited Partnership,  
 EME Generation Holdings Limited and Subsidiaries [Tier 9, et seq.]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

EME Generation  
 Holdings Limited

Consolidating  
 Adjustments

-----  
 ASSETS  
 -----

Cash and equivalents  
 Receivables - net  
 Fuel inventory  
 Materials and supplies, at average cost  
 Accumulated deferred income taxes - net  
 Trading and price risk management assets  
 Prepayments and other current assets

(\$23,

(72,

(14,

81,

(10,

-----  
 Total current assets

(40,

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

(2,734,

(1,469,

-----  
 Total investment and other assets

(4,203,  
 -----

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

-----  
 Total utility plant  
 -----

Regulatory assets - net  
 Other deferred charges

(33,  
 -----

Total deferred charges

(33,  
 -----

Total assets

(\$4,277,  
 =====

873

MEC International B.V.  
 MEC Wales B.V., Mission Hydro Limited Partnership,  
 EME Generation Holdings Limited and Subsidiaries [Tier 9, et seq.]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Loyvic Pty Ltd

Energy Capital  
 Partnership [1

-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY  
 -----

Short-term debt

Long-term debt classified as due within one year

\$6,

Preferred stock to be redeemed within one year

Accounts payable

\$4

264,

Accrued taxes

Regulatory liabilities - net

Trading and price risk management liabilities

Other current liabilities

12,  
 -----

Total current liabilities

4

284,  
 -----

Long-term debt

597,  
 -----

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Accumulated deferred income taxes - net	(2)	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
-----		
Total deferred credits and other liabilities	(2)	
-----		
Minority Interest		
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries		
-----		
Common stock		
Additional paid-in capital		
Accumulated other comprehensive income (loss)	(2)	(9,
Retained earnings		(230,
-----		
Total common shareholders' equity	(\$2)	(239,
-----		
Total liabilities and shareholders' equity		\$641,
=====		

874

MEC International B.V.  
MEC Wales B.V., Mission Hydro Limited Partnership,  
EME Generation Holdings Limited and Subsidiaries [Tier 9, et seq.]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

EME Victoria	Energy Capital
Generation Limited	Partnership [1

-----  
LIABILITIES AND SHAREHOLDERS' EQUITY



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Short-term debt		
Long-term debt classified as due within one year	\$3,215	\$6,
Preferred stock to be redeemed within one year		
Accounts payable	(72,150)	264,
Accrued taxes	209	
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities	22,480	12,
<b>Total current liabilities</b>	<b>(46,246)</b>	<b>284,</b>
<b>Long-term debt</b>	<b>283,778</b>	<b>597,</b>
Accumulated deferred income taxes - net	16,349	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits	117,283	
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities	100	
<b>Total deferred credits and other liabilities</b>	<b>133,732</b>	
<b>Minority Interest</b>		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
<b>Total preferred securities of subsidiaries</b>		
Common stock		
Additional paid-in capital		
Accumulated other comprehensive income (loss)	(138,791)	(9,
Retained earnings	329,847	(230,
<b>Total common shareholders' equity</b>	<b>191,056</b>	<b>(239,</b>
<b>Total liabilities and shareholders' equity</b>	<b>\$562,320</b>	<b>\$641,</b>

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MEC International B.V.  
 MEC Wales B.V., Mission Hydro Limited Partnership,  
 EME Generation Holdings Limited and Subsidiaries [Tier 9, et seq.]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Mission Energy Development Australia Pty Ltd	Gippsland Powe Pty Ltd [11]
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		
Long-term debt classified as due within one year		\$3,
Preferred stock to be redeemed within one year		
Accounts payable	(\$5,182)	(56,
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		3,
Other current liabilities		
<hr/>		
Total current liabilities	(5,182)	(49,
<hr/>		
Long-term debt		283,
<hr/>		
Accumulated deferred income taxes - net		16,
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		117,
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
<hr/>		
Total deferred credits and other liabilities		133,
<hr/>		
Minority Interest		
<hr/>		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
<hr/>		
Total preferred securities of subsidiaries		

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Common stock		33,
Additional paid-in capital		(5,
Accumulated other comprehensive income (loss)	(1)	(61,
Retained earnings	70	63,
-----		
Total common shareholders' equity	69	30,
-----		
Total liabilities and shareholders' equity	(\$5,113)	\$398,
=====		

876

MEC International B.V.  
 MEC Wales B.V., Mission Hydro Limited Partnership,  
 EME Generation Holdings Limited and Subsidiaries [Tier 9, et seq.]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Energy Capital Partnership	Enerloy Pty Lt [10]
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt		
Long-term debt classified as due within one year		(\$6,
Preferred stock to be redeemed within one year		
Accounts payable	(\$12,636)	(277,
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities	12,641	
-----		
Total current liabilities	5	(284,
-----		
Long-term debt		(597,
-----		
Accumulated deferred income taxes - net	(2)	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		

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-----  
 Total deferred credits and other liabilities (2)  
 -----

Minority Interest  
 -----

Preferred stock of utility:  
     Not subject to mandatory redemption  
     Subject to mandatory redemption  
 Company-obligated mandatorily redeemable  
     securities of subsidiaries holding  
     solely parent company debentures  
 Other preferred securities  
 -----

Total preferred securities of subsidiaries  
 -----

Common stock		641,
Additional paid-in capital		
Accumulated other comprehensive income (loss)	(228)	9,
Retained earnings	225	230,

-----  
 Total common shareholders' equity (\$3) \$881,  
 -----

Total liabilities and shareholders' equity  
 =====

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MEC International B.V.  
 MEC Wales B.V., Mission Hydro Limited Partnership,  
 EME Generation Holdings Limited and Subsidiaries [Tier 9, et seq.]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	First Hydro	First Hydro
	Company [10]	Finance plc [1

-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY  
 -----

Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	\$22,456	(\$23,

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Accrued taxes	(11,717)	
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities	1	22,
-----		
Total current liabilities	10,740	(1,
-----		
Long-term debt	(6,954)	33,
-----		
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities	566	
-----		
Total deferred credits and other liabilities	566	
-----		
Minority Interest		
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries		
-----		
Common stock	605,585	
Additional paid-in capital		
Accumulated other comprehensive income (loss)	(138,323)	7,
Retained earnings	235,703	(
-----		
Total common shareholders' equity	702,965	6,
-----		
Total liabilities and shareholders' equity	\$707,317	\$38,
=====		

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MEC International B.V.  
MEC Wales B.V., Mission Hydro Limited Partnership,  
EME Generation Holdings Limited and Subsidiaries [Tier 9, et seq.]

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Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	EME Generation Holdings Limited	Consolidating Adjustments
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		
Long-term debt classified as due within one year		\$3,
Preferred stock to be redeemed within one year		
Accounts payable	\$186	341,
Accrued taxes		23,
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		(57,
<hr/>		
Total current liabilities	186	310,
<hr/>		
Long-term debt		294,
<hr/>		
Accumulated deferred income taxes - net		(16,
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		(117,
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		(1,
<hr/>		
Total deferred credits and other liabilities		(134,
<hr/>		
Minority Interest		
<hr/>		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
<hr/>		
Total preferred securities of subsidiaries		
<hr/>		
Common stock		(3,351,
Additional paid-in capital		(763,
Accumulated other comprehensive income (loss)	48	399,
Retained earnings	(234)	(1,032,
<hr/>		

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Total common shareholders' equity	(\$186)	(4,747,
-----		
Total liabilities and shareholders' equity		(\$4,277,
=====		

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MEC International B.V.  
 MEC Wales B.V., Mission Hydro Limited Partnership,  
 EME Generation Holdings Limited and Subsidiaries [Tier 9, et seq.]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Loyvic Pty Ltd	Energy Capit Partnership
-----		
Electric utility		
Nonutility power generation		
Financial services and other		
-----		
Total operating revenue		
-----		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Depreciation, decommissioning and amortization		
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
-----		
Total operating expenses		
-----		
Operating income (loss)		
Interest and dividend income		
Other nonoperating income		
Interest expense - net of amounts capitalized		(5
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
-----		
Income (loss) from continuing operations before taxes		(5
Income taxes (benefit)		
-----		

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Income (loss) from continuing operations	(5)
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)	
Income taxes (benefit) on discontinued operations	
-----	-----
Net income (loss)	(5)
-----	-----
Retained earnings - beginning of year	(18)
Dividends declared on common stock	
Dividends declared on preferred stock	
-----	-----
Retained earnings - end of year	(\$23)
=====	=====

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MEC International B.V.  
 MEC Wales B.V., Mission Hydro Limited Partnership,  
 EME Generation Holdings Limited and Subsidiaries [Tier 9, et seq.]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	EME Victoria Generation Limited	Energy Capit Partnership
-----	-----	-----
Electric utility		
Nonutility power generation	\$57,941	
Financial services and other		
-----	-----	-----
Total operating revenue	57,941	
-----	-----	-----
Fuel	26,101	
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	35,771	
Depreciation, decommissioning and amortization	10,038	
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
-----	-----	-----
Total operating expenses	71,910	
-----	-----	-----
Operating income (loss)	(13,967)	
Interest and dividend income	56,808	
Other nonoperating income	50	



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Interest expense - net of amounts capitalized	(75,275)	(5)
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
-----		
Income (loss) from continuing operations before taxes	(32,386)	(5)
Income taxes (benefit)	2,024	
-----		
Income (loss) from continuing operations	(34,410)	(5)
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----		
Net income (loss)	(34,410)	(5)
-----		
Retained earnings - beginning of year	364,257	(18)
Dividends declared on common stock		
Dividends declared on preferred stock		
-----		
Retained earnings - end of year	\$329,847	(\$23)
=====		

881

MEC International B.V.  
MEC Wales B.V., Mission Hydro Limited Partnership,  
EME Generation Holdings Limited and Subsidiaries [Tier 9, et seq.]  
Consolidating Statements of Income and Retained Earnings  
For the Year Ended December 31, 2001  
(In thousands)

	Mission Energy Development Australia Pty Ltd	Gippsland Po Pty Ltd [11]
-----		
Electric utility		
Nonutility power generation		\$5
Financial services and other		
-----		
Total operating revenue		5
-----		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		1
Other operation and maintenance		1
Depreciation, decommissioning and amortization		

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Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
-----		
Total operating expenses		3
-----		
Operating income (loss)		2
Interest and dividend income		
Other nonoperating income	\$70	
Interest expense - net of amounts capitalized		(2)
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
-----		
Income (loss) from continuing operations before taxes	70	
Income taxes (benefit)		
-----		
Income (loss) from continuing operations	70	
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----		
Net income (loss)	70	
-----		
Retained earnings - beginning of year		5
Dividends declared on common stock		
Dividends declared on preferred stock		
-----		
Retained earnings - end of year	\$70	\$6
=====		

882

MEC International B.V.  
 MEC Wales B.V., Mission Hydro Limited Partnership,  
 EME Generation Holdings Limited and Subsidiaries [Tier 9, et seq.]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

Energy Capital Partnership	Enerloy Pty [10]
-----	

Electric utility  
 Nonutility power generation  
 Financial services and other

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-----		
Total operating revenue		
-----		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Depreciation, decommissioning and amortization		
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
-----		
Total operating expenses		
-----		
Operating income (loss)		
Interest and dividend income	\$50,885	\$5
Other nonoperating income		
Interest expense - net of amounts capitalized	(50,776)	
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
-----		
Income (loss) from continuing operations before taxes	109	5
Income taxes (benefit)		
-----		
Income (loss) from continuing operations	109	5
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----		
Net income (loss)	109	5
-----		
Retained earnings - beginning of year	116	18
Dividends declared on common stock		
Dividends declared on preferred stock		
-----		
Retained earnings - end of year	\$225	\$23
=====		

883

MEC International B.V.  
MEC Wales B.V., Mission Hydro Limited Partnership,  
EME Generation Holdings Limited and Subsidiaries [Tier 9, et seq.]  
Consolidating Statements of Income and Retained Earnings  
For the Year Ended December 31, 2001  
(In thousands)

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	First Hydro Company [10]	First Hydro Finance plc
Electric utility		
Nonutility power generation	\$238,890	
Financial services and other		
<b>Total operating revenue</b>	<b>238,890</b>	
Fuel	87,772	
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	75,371	
Depreciation, decommissioning and amortization	10,235	
Write-down of nonutility assets		
Property and other taxes	17,063	
Net gain on sale of utility plant		
<b>Total operating expenses</b>	<b>190,441</b>	
Operating income (loss)	48,449	
Interest and dividend income	1,012	
Other nonoperating income		
Interest expense - net of amounts capitalized	(3)	
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
<b>Income (loss) from continuing operations before taxes</b>	<b>49,458</b>	
Income taxes (benefit)	(15,097)	
<b>Income (loss) from continuing operations</b>	<b>64,555</b>	
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
<b>Net income (loss)</b>	<b>64,555</b>	
Retained earnings - beginning of year	171,148	
Dividends declared on common stock		
Dividends declared on preferred stock		
<b>Retained earnings - end of year</b>	<b>\$235,703</b>	

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MEC International B.V.  
 MEC Wales B.V., Mission Hydro Limited Partnership,  
 EME Generation Holdings Limited and Subsidiaries [Tier 9, et seq.]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	EME Generation Holdings Limited	Consolidatin Adjustments
-----	-----	-----
Electric utility		
Nonutility power generation		(\$53)
Financial services and other		
-----	-----	-----
Total operating revenue		(53)
-----	-----	-----
Fuel		(20)
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	\$97	(18)
Depreciation, decommissioning and amortization		(3)
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		(3)
-----	-----	-----
Total operating expenses	97	(45)
-----	-----	-----
Operating income (loss)	(97)	(8)
Interest and dividend income		(16)
Other nonoperating income		
Interest expense - net of amounts capitalized		12
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
-----	-----	-----
Income (loss) from continuing operations before taxes	(97)	(11)
Income taxes (benefit)		2
-----	-----	-----
Income (loss) from continuing operations	(97)	(14)
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----	-----	-----
Net income (loss)	(97)	(14)
-----	-----	-----
Retained earnings - beginning of year	(137)	(88)
Dividends declared on common stock		
Dividends declared on preferred stock		
-----	-----	-----
Retained earnings - end of year	(\$234)	(\$1,03)
=====	=====	=====

885

MEC International B.V.  
 Mission Energy Company (UK) Limited and Subsidiaries [Tier 7]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Celtic Offshore Wind Limited	Edison Mission Energy Limited
<hr/>		
ASSETS		
<hr/>		
Cash and equivalents		\$4,
Receivables - net		1,
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		1,
<hr/>		
Total current assets		6,
<hr/>		
Nonutility property - net		2,
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
<hr/>		
Total investment and other assets		2,
<hr/>		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
<hr/>		
Total utility plant		
<hr/>		

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Regulatory assets - net  
Other deferred charges

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

Total assets

-----  
\$9,  
-----

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MEC International B.V.  
Mission Energy Company (UK) Limited and Subsidiaries [Tier 7]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

	Edison Mission Services Limited	Mission Hydro Limited Consolidated
-----		
ASSETS		
-----		
Cash and equivalents	\$1,326	\$
Receivables - net	273	
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets	1	
-----		
Total current assets	1,600	
-----		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		7,
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets		7,
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		

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Construction work in progress  
Nuclear fuel, at amortized cost

-----  
Total utility plant  
-----

Regulatory assets - net  
Other deferred charges

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

-----  
Total assets \$1,600 \$7,  
=====

887

MEC International B.V.  
Mission Energy Company (UK) Limited and Subsidiaries [Tier 7]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

	Rapid Energy Limited	Mission Energy Company (UK) Limited
--	-------------------------	---

-----  
ASSETS  
-----

Cash and equivalents  
Receivables - net  
Fuel inventory  
Materials and supplies, at average cost  
Accumulated deferred income taxes - net  
Trading and price risk management assets  
Prepayments and other current assets

-----  
Total current assets  
-----

Nonutility property - net  
Nuclear decommissioning trusts  
Investments in partnerships  
    and unconsolidated subsidiaries 8,  
Investments in leveraged leases  
Other investments

-----  
Total investment and other assets 8,  
-----



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Utility plant, at original cost:	
Transmission and distribution	
Generation	
Accumulated provision for depreciation	
and decommissioning	
Construction work in progress	
Nuclear fuel, at amortized cost	
-----	
Total utility plant	
-----	
Regulatory assets - net	
Other deferred charges	20,
-----	
Total deferred charges	20,
-----	
Total assets	\$28,
=====	

888

MEC International B.V.  
Mission Energy Company (UK) Limited and Subsidiaries [Tier 7]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

Mission Energy  
Company (UK)  
Limited  
Consolidated

ASSETS

Cash and equivalents	\$23,560
Receivables - net	7,142
Fuel inventory	
Materials and supplies, at average cost	
Accumulated deferred income taxes - net	
Trading and price risk management assets	
Prepayments and other current assets	1,810
-----	
Total current assets	32,512
-----	
Nonutility property - net	135,584

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Nuclear decommissioning trusts	
Investments in partnerships and unconsolidated subsidiaries	12,397
Investments in leveraged leases	
Other investments	

---

Total investment and other assets	147,981
-----------------------------------	---------

---

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

---

Total utility plant	
---------------------	--

---

Regulatory assets - net	
Other deferred charges	6,457

---

Total deferred charges	6,457
------------------------	-------

---

Total assets	\$186,950
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889

MEC International B.V.  
Mission Energy Company (UK) Limited and Subsidiaries [Tier 7]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

Celtic Offshore  
Wind Limited

Edison Mission  
Energy Limited

---

LIABILITIES AND SHAREHOLDERS' EQUITY

---

Short-term debt	
Long-term debt classified as due within one year	
Preferred stock to be redeemed within one year	
Accounts payable	
Accrued taxes	
Regulatory liabilities - net	

\$1,

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Trading and price risk management liabilities	
Other current liabilities	1,
-----	
Total current liabilities	3,
-----	
Long-term debt	
-----	
Accumulated deferred income taxes - net	
Accumulated deferred investment tax credits	
Customer advances and other deferred credits	
Power-purchase contracts	
Accumulated provision for pension and benefits	
Other long-term liabilities	
-----	
Total deferred credits and other liabilities	
-----	
Minority Interest	
-----	
Preferred stock of utility:	
Not subject to mandatory redemption	
Subject to mandatory redemption	
Company-obligated mandatorily redeemable	
securities of subsidiaries holding	
solely parent company debentures	
Other preferred securities	
-----	
Total preferred securities of subsidiaries	
-----	
Common stock	
Additional paid-in capital	
Accumulated other comprehensive income (loss)	(
Retained earnings	7,
-----	
Total common shareholders' equity	6,
-----	
Total liabilities and shareholders' equity	\$9,
=====	

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MEC International B.V.  
Mission Energy Company (UK) Limited and Subsidiaries [Tier 7]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

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	Edison Mission Services Limited	Mission Hydro Limited Consolidated
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	\$166	(\$8,
Accrued taxes	185	
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities	37	
<hr/>		
Total current liabilities	388	(7,
<hr/>		
Long-term debt		
<hr/>		
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
<hr/>		
Total deferred credits and other liabilities		
<hr/>		
Minority Interest		
<hr/>		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
<hr/>		
Total preferred securities of subsidiaries		
<hr/>		
Common stock		
Additional paid-in capital		8,
Accumulated other comprehensive income (loss)	(1,228)	(1,
Retained earnings	2,440	6,
<hr/>		
Total common shareholders' equity	1,212	15,
<hr/>		

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Total liabilities and shareholders' equity \$1,600 \$7,

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MEC International B.V.  
 Mission Energy Company (UK) Limited and Subsidiaries [Tier 7]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Rapid Energy Limited	Mission Energy Company (UK) Limited
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		(\$2,
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		
<b>Total current liabilities</b>		<b>(2,</b>
Long-term debt		
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
<b>Total deferred credits and other liabilities</b>		
Minority Interest		
Preferred stock of utility: Not subject to mandatory redemption		

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Subject to mandatory redemption  
 Company-obligated mandatorily redeemable  
 securities of subsidiaries holding  
 solely parent company debentures  
 Other preferred securities

-----  
 Total preferred securities of subsidiaries  
 -----

Common stock	21,
Additional paid-in capital	14,
Accumulated other comprehensive income (loss)	3,
Retained earnings	(9,

-----  
 Total common shareholders' equity 30,  
 -----

Total liabilities and shareholders' equity \$28,  
 =====

892

MEC International B.V.  
 Mission Energy Company (UK) Limited and Subsidiaries [Tier 7]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

Mission Energy  
 Company (UK)  
 Limited  
 Consolidated

-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY  
 -----

Short-term debt	
Long-term debt classified as due within one year	\$17,926
Preferred stock to be redeemed within one year	
Accounts payable	(8,481)
Accrued taxes	885
Regulatory liabilities - net	
Trading and price risk management liabilities	
Other current liabilities	9,473

-----

Total current liabilities	19,803
---------------------------	--------

-----

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Long-term debt	62,437
-----	
Accumulated deferred income taxes - net	31,178
Accumulated deferred investment tax credits	
Customer advances and other deferred credits	
Power-purchase contracts	
Accumulated provision for pension and benefits	
Other long-term liabilities	
-----	
Total deferred credits and other liabilities	31,178
-----	
Minority Interest	870
-----	
Preferred stock of utility:	
Not subject to mandatory redemption	
Subject to mandatory redemption	
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures	
Other preferred securities	
-----	
Total preferred securities of subsidiaries	
-----	
Common stock	22,751
Additional paid-in capital	15,661
Accumulated other comprehensive income (loss)	(8,318)
Retained earnings	42,568
-----	
Total common shareholders' equity	72,662
-----	
Total liabilities and shareholders' equity	\$186,950
=====	

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MEC International B.V.  
Mission Energy Company (UK) Limited and Subsidiaries [Tier 7]  
Consolidating Statements of Income and Retained Earnings  
For the Year Ended December 31, 2001  
(In thousands)

Celtic Offshore  
Wind Limited

Edison Missi  
Energy Limit

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Electric utility	
Nonutility power generation	
Financial services and other	
-----	
Total operating revenue	
-----	
Fuel	
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	2
Depreciation, decommissioning and amortization	
Write-down of nonutility assets	
Property and other taxes	
Net gain on sale of utility plant	
-----	
Total operating expenses	2
-----	
Operating income (loss)	(2)
Interest and dividend income	2
Other nonoperating income	
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Dividends on preferred securities	
Dividends on utility preferred stock	
-----	
Income (loss) from continuing operations before taxes	
Income taxes (benefit)	
-----	
Income (loss) from continuing operations	
Loss from discontinued operations	
(including loss on disposal of \$1,309, net of tax)	
Income taxes (benefit) on discontinued operations	
-----	
Net income (loss)	
-----	
Retained earnings - beginning of year	
Dividends declared on common stock	
Dividends declared on preferred stock	
-----	
Retained earnings - end of year	\$
=====	

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MEC International B.V.  
Mission Energy Company (UK) Limited and Subsidiaries [Tier 7]  
Consolidating Statements of Income and Retained Earnings



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For the Year Ended December 31, 2001  
(In thousands)

	Edison Mission Services Limited	Mission Hydr Limited Consolidated
Electric utility		
Nonutility power generation	\$2,951	
Financial services and other		
<b>Total operating revenue</b>	<b>2,951</b>	
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	2,577	
Depreciation, decommissioning and amortization		
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
<b>Total operating expenses</b>	<b>2,577</b>	
Operating income (loss)	374	
Interest and dividend income	18	
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
<b>Income (loss) from continuing operations before taxes</b>	<b>392</b>	
Income taxes (benefit)	285	
<b>Income (loss) from continuing operations</b>	<b>107</b>	
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
<b>Net income (loss)</b>	<b>107</b>	
Retained earnings - beginning of year	2,333	
Dividends declared on common stock		
Dividends declared on preferred stock		
<b>Retained earnings - end of year</b>	<b>\$2,440</b>	

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MEC International B.V.  
 Mission Energy Company (UK) Limited and Subsidiaries [Tier 7]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Rapid Energy Limited	Mission Energy Company (UK) Limited
Electric utility		
Nonutility power generation		
Financial services and other		
<b>Total operating revenue</b>		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Depreciation, decommissioning and amortization		
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
<b>Total operating expenses</b>		
Operating income (loss)		(4)
Interest and dividend income		(4)
Other nonoperating income		
Interest expense - net of amounts capitalized		
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
<b>Income (loss) from continuing operations before taxes</b>		(4)
Income taxes (benefit)		
<b>Income (loss) from continuing operations</b>		(4)
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
<b>Net income (loss)</b>		(4)
Retained earnings - beginning of year		3
Dividends declared on common stock		

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Dividends declared on preferred stock

Retained earnings - end of year

(\$)

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MEC International B.V.  
Mission Energy Company (UK) Limited and Subsidiaries [Tier 7]  
Consolidating Statements of Income and Retained Earnings  
For the Year Ended December 31, 2001  
(In thousands)

Mission Energy  
Company (UK)  
Limited  
Consolidated

Electric utility	
Nonutility power generation	\$87,862
Financial services and other	
Total operating revenue	87,862
Fuel	33,272
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	39,672
Depreciation, decommissioning and amortization	11,076
Write-down of nonutility assets	
Property and other taxes	187
Net gain on sale of utility plant	
Total operating expenses	84,207
Operating income (loss)	3,655
Interest and dividend income	1,005
Other nonoperating income	25,953
Interest expense - net of amounts capitalized	(5,243)
Other nonoperating deductions	(253)
Dividends on preferred securities	
Dividends on utility preferred stock	
Income (loss) from continuing operations before taxes	25,117
Income taxes (benefit)	(1,514)

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Income (loss) from continuing operations	26,631
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)	
Income taxes (benefit) on discontinued operations	
-----	-----
Net income (loss)	26,631
-----	-----
Retained earnings - beginning of year	87,955
Dividends declared on common stock	(72,018)
Dividends declared on preferred stock	
-----	-----
Retained earnings - end of year	\$42,568
=====	=====

897

MEC International B.V., Mission Energy Company (UK) Limited  
Mission Hydro (UK) Limited and Subsidiaries [Tier 8, et seq.]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

	First Hydro Holdings Company Consolidated	Mission Hydro Limited Partnership Consolidated
-----	-----	-----
ASSETS		
-----	-----	-----
Cash and equivalents	\$7,623	\$22,
Receivables - net	33,665	39,
Fuel inventory		
Materials and supplies, at average cost	1,587	13,
Accumulated deferred income taxes - net		
Trading and price risk management assets	27,379	(53,
Prepayments and other current assets	4,943	5,
-----	-----	-----
Total current assets	75,197	26,
-----	-----	-----
Nonutility property - net	902,816	1,544,
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		(438,
Investments in leveraged leases		
Other investments		
-----	-----	-----

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Total investment and other assets	902,816	1,106,
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Goodwill		247,
Regulatory assets - net		
Other deferred charges	273,641	33,
-----		
Total deferred charges	273,641	281,
-----		
Total assets	\$1,251,654	\$1,413,
=====		

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MEC International B.V., Mission Energy Company (UK) Limited  
Mission Hydro (UK) Limited and Subsidiaries [Tier 8, et seq.]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

	Consolidating Adjustments	Mission Hydro Limited Consolidated
-----		
ASSETS		
-----		
Cash and equivalents	(\$29,844)	\$
Receivables - net	(72,725)	
Fuel inventory		
Materials and supplies, at average cost	(14,677)	
Accumulated deferred income taxes - net		
Trading and price risk management assets	26,266	
Prepayments and other current assets	(10,638)	
-----		
Total current assets	(101,618)	
-----		

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Nonutility property - net	(2,447,640)	
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	438,786	7,
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets	(2,008,854)	7,
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Regulatory assets - net		
Other deferred charges	(554,717)	
-----		
Total deferred charges	(554,717)	
-----		
Total assets	(\$2,665,189)	\$7,
=====		

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MEC International B.V., Mission Energy Company (UK) Limited  
Mission Hydro (UK) Limited and Subsidiaries [Tier 8, et seq.]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

	First Hydro Holdings Company Consolidated	Mission Hydro Limited Partnership Consolidated
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt		
Long-term debt classified as due within one year		\$3,
Preferred stock to be redeemed within one year		

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Accounts payable	\$27,014	(57,
Accrued taxes	(11,756)	(11,
Regulatory liabilities - net		
Trading and price risk management liabilities	643	
Other current liabilities	22,482	57,
-----		
Total current liabilities	38,383	(7,
-----		
Long-term debt	765,628	1,043,
-----		
Accumulated deferred income taxes - net	244,233	260,
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		117,
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities	566	
-----		
Total deferred credits and other liabilities	244,799	378,
-----		
Minority Interest		
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries		
-----		
Common stock	181,987	213,
Additional paid-in capital		
Accumulated other comprehensive income (loss)	(26,047)	(192,
Retained earnings	46,904	(21,
-----		
Total common shareholders' equity	202,844	(
-----		
Total liabilities and shareholders' equity	\$1,251,654	\$1,413,
=====		

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MEC International B.V., Mission Energy Company (UK) Limited  
Mission Hydro (UK) Limited and Subsidiaries [Tier 8, et seq.]

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Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

	Consolidating Adjustments	Mission Hydro Limited Consolidated
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		
Long-term debt classified as due within one year	(\$3,215)	
Preferred stock to be redeemed within one year		
Accounts payable	30,568	(\$8,
Accrued taxes	23,303	
Regulatory liabilities - net		
Trading and price risk management liabilities	(1,286)	
Other current liabilities	(80,085)	
<hr/>		
Total current liabilities	(30,715)	(7,
<hr/>		
Long-term debt	(1,809,174)	
<hr/>		
Accumulated deferred income taxes - net	(504,812)	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits	(117,283)	
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities	(1,232)	
<hr/>		
Total deferred credits and other liabilities	(623,327)	
<hr/>		
Minority Interest		
<hr/>		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable		
securities of subsidiaries holding		
solely parent company debentures		
Other preferred securities		
<hr/>		
Total preferred securities of subsidiaries		
<hr/>		
Common stock	(395,588)	
Additional paid-in capital		8,
Accumulated other comprehensive income (loss)	218,615	1,
Retained earnings	(25,000)	6,
<hr/>		



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Total common shareholders' equity	(201,973)	15,
-----		
Total liabilities and shareholders' equity	(\$2,665,189)	\$7,
=====		

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MEC International B.V., Mission Energy Company (UK) Limited  
Mission Hydro (UK) Limited and Subsidiaries [Tier 8, et seq.]  
Consolidating Statements of Income and Retained Earnings  
For the Year Ended December 31, 2001  
(In thousands)

	First Hydro Holdings Company Consolidated	Mission Hydro Limited Partnership Consolidated
-----		
Electric utility		
Nonutility power generation	\$265,378	\$32
Financial services and other		
-----		
Total operating revenue	265,378	32
-----		
Fuel	87,807	11
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	75,664	11
Depreciation, decommissioning and amortization	21,115	3
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
-----		
Total operating expenses	184,586	25
-----		
Operating income (loss)	80,792	6
Interest and dividend income	2,508	11
Other nonoperating income		
Interest expense - net of amounts capitalized	(53,484)	(17
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
-----		
Income (loss) from continuing operations before taxes	29,816	(
Income taxes (benefit)	(11,039)	(

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Income (loss) from continuing operations	40,855	
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
Net income (loss)	40,855	
Retained earnings - beginning of year	404,668	76
Dividends declared on common stock	(398,619)	(79)
Dividends declared on preferred stock		
Retained earnings - end of year	\$46,904	(\$2)

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MEC International B.V., Mission Energy Company (UK) Limited  
Mission Hydro (UK) Limited and Subsidiaries [Tier 8, et seq.]  
Consolidating Statements of Income and Retained Earnings  
For the Year Ended December 31, 2001  
(In thousands)

	Consolidating Adjustments	Mission Hydro Limited Consolidated
Electric utility		
Nonutility power generation	(\$588,697)	
Financial services and other		
Total operating revenue	(588,697)	
Fuel	(201,714)	
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	(187,196)	
Depreciation, decommissioning and amortization	(52,269)	
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
Total operating expenses	(441,179)	
Operating income (loss)	(147,518)	
Interest and dividend income	(112,708)	

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Other nonoperating income	(50)	
Interest expense - net of amounts capitalized	233,017	
Other nonoperating deductions	28	
Dividends on preferred securities		
Dividends on utility preferred stock		
-----		
Income (loss) from continuing operations before taxes	(27,231)	
Income taxes (benefit)	20,054	
-----		
Income (loss) from continuing operations	(47,285)	
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----		
Net income (loss)	(47,285)	
-----		
Retained earnings - beginning of year	(1,173,571)	
Dividends declared on common stock	1,195,856	
Dividends declared on preferred stock		
-----		
Retained earnings - end of year	(\$25,000)	\$
=====		

903

MEC International B.V., Mission Energy Company (UK) Limited  
Mission Hydro (UK) Limited  
First Hydro Holdings Company and Subsidiaries [Tier 9, et seq.]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

	First Hydro Company	First Hydro Finance plc
-----		
ASSETS		
-----		
Cash and equivalents	\$3,214	\$2,
Receivables - net	33,101	
Fuel inventory		
Materials and supplies, at average cost	1,587	
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets	4,942	
-----		
Total current assets	42,844	3,

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Nonutility property - net	664,444	
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		9,
Investments in leveraged leases		
Other investments		
<b>Total investment and other assets</b>	<b>664,444</b>	<b>9,</b>
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
<b>Total utility plant</b>		
Regulatory assets - net		
Other deferred charges	29	26,
<b>Total deferred charges</b>	<b>29</b>	<b>26,</b>
<b>Total assets</b>	<b>\$707,317</b>	<b>\$38,</b>

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MEC International B.V., Mission Energy Company (UK) Limited  
 Mission Hydro (UK) Limited  
 First Hydro Holdings Company and Subsidiaries [Tier 9, et seq.]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	First Hydro Holdings Company	Consolidating Adjustments
<b>ASSETS</b>		
Cash and equivalents	\$1,735	(\$3,
Receivables - net	5	(33,

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Fuel inventory		
Materials and supplies, at average cost		(1,
Accumulated deferred income taxes - net		27,
Trading and price risk management assets		(4,
Prepayments and other current assets		
-----		
Total current assets	1,740	(15,
-----		
Nonutility property - net	19,669	(445,
Nuclear decommissioning trusts		
Investments in partnerships		
and unconsolidated subsidiaries	912,589	(921,
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets	932,258	(1,367,
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Regulatory assets - net		
Other deferred charges		247,
-----		
Total deferred charges		247,
-----		
Total assets	\$933,998	(\$1,135,
=====		

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MEC International B.V., Mission Energy Company (UK) Limited  
Mission Hydro (UK) Limited  
First Hydro Holdings Company and Subsidiaries [Tier 9, et seq.]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

First Hydro Company First Hydro  
Finance plc

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LIABILITIES AND SHAREHOLDERS' EQUITY

Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	\$22,456	(\$23,
Accrued taxes	(11,717)	
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities	1	22,
<b>Total current liabilities</b>	<b>10,740</b>	<b>(1,</b>
Long-term debt	(6,954)	33,
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities	566	
<b>Total deferred credits and other liabilities</b>	<b>566</b>	
Minority Interest		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
<b>Total preferred securities of subsidiaries</b>		
Common stock	605,585	
Additional paid-in capital		
Accumulated other comprehensive income (loss)	(138,323)	7,
Retained earnings	235,703	(
<b>Total common shareholders' equity</b>	<b>702,965</b>	<b>6,</b>
<b>Total liabilities and shareholders' equity</b>	<b>\$707,317</b>	<b>\$38,</b>

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MEC International B.V., Mission Energy Company (UK) Limited  
 Mission Hydro (UK) Limited  
 First Hydro Holdings Company and Subsidiaries [Tier 9, et seq.]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	First Hydro Holdings Company	Consolidating Adjustments
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	\$34,920	(\$29,
Accrued taxes		11,
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities	59	
-----		
Total current liabilities	34,979	(17,
-----		
Long-term debt	727,010	19,
-----		
Accumulated deferred income taxes - net		244,
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		(
-----		
Total deferred credits and other liabilities		243,
-----		
Minority Interest		
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable		
securities of subsidiaries holding		
solely parent company debentures		
Other preferred securities		
-----		

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Total preferred securities of subsidiaries

Common stock	181,986	(1,211,
Additional paid-in capital		
Accumulated other comprehensive income (loss)	96,978	146,
Retained earnings	(106,955)	(317,
Total common shareholders' equity	172,009	(1,381,
Total liabilities and shareholders' equity	\$933,998	(\$1,135,

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MEC International B.V., Mission Energy Company (UK) Limited  
 Mission Hydro (UK) Limited  
 First Hydro Holdings Company and Subsidiaries [Tier 9, et seq.]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	First Hydro Company	First Hydro Finance plc
Electric utility		
Nonutility power generation	\$238,890	
Financial services and other		
Total operating revenue	238,890	
Fuel	87,772	
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	75,371	
Depreciation, decommissioning and amortization	10,235	
Write-down of nonutility assets		
Property and other taxes	17,063	
Net gain on sale of utility plant		
Total operating expenses	190,441	
Operating income (loss)	48,449	
Interest and dividend income	1,012	
Other nonoperating income		



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Interest expense - net of amounts capitalized	(3)	(
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
-----		
Income (loss) from continuing operations before taxes	49,458	
Income taxes (benefit)	(15,097)	
-----		
Income (loss) from continuing operations	64,555	
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----		
Net income (loss)	64,555	
-----		
Retained earnings - beginning of year	171,148	
Dividends declared on common stock		
Dividends declared on preferred stock		
-----		
Retained earnings - end of year	\$235,703	
=====		

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MEC International B.V., Mission Energy Company (UK) Limited  
Mission Hydro (UK) Limited  
First Hydro Holdings Company and Subsidiaries [Tier 9, et seq.]  
Consolidating Statements of Income and Retained Earnings  
For the Year Ended December 31, 2001  
(In thousands)

	First Hydro Holdings Company	Consolidatin Adjustments
-----		
Electric utility		(\$21
Nonutility power generation		
Financial services and other		
-----		
Total operating revenue		(21
-----		
Fuel		(8
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	\$324	(7
Depreciation, decommissioning and amortization		

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Write-down of nonutility assets		
Property and other taxes		(3)
Net gain on sale of utility plant		
<hr/>		
Total operating expenses	324	(19)
<hr/>		
Operating income (loss)	(324)	(1)
Interest and dividend income	49	(
Other nonoperating income		
Interest expense - net of amounts capitalized	(51,889)	
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
<hr/>		
Income (loss) from continuing operations before taxes	(52,164)	(1
Income taxes (benefit)		1
<hr/>		
Income (loss) from continuing operations	(52,164)	(3
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
<hr/>		
Net income (loss)	(52,164)	(3
<hr/>		
Retained earnings - beginning of year	(54,791)	11
Dividends declared on common stock		(39
Dividends declared on preferred stock		
<hr/>		
Retained earnings - end of year	(\$106,955)	(\$31
<hr/>		

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MEC International B.V., Mission Energy Company (UK) Limited  
 Mission Hydro (UK) Limited  
 Mission Hydro Limited Partnership and Subsidiaries [Tier 9]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

EME Generation                      Mission Hydro  
 Holdings Limited                      Limited Partne  
 Consolidated

ASSETS

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Cash and equivalents	\$22,221	
Receivables - net	39,060	
Fuel inventory		
Materials and supplies, at average cost	13,090	
Accumulated deferred income taxes - net		
Trading and price risk management assets	(53,645)	
Prepayments and other current assets	5,695	
-----		
Total current assets	26,421	
-----		
Nonutility property - net	1,544,824	
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	(220,334)	(\$218,
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets	1,324,490	(218,
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Goodwill	247,435	
Regulatory assets - net		
Other deferred charges	33,641	
-----		
Total deferred charges	281,076	
-----		
Total assets	\$1,631,987	(\$218,
=====		

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MEC International B.V., Mission Energy Company (UK) Limited  
Mission Hydro (UK) Limited  
Mission Hydro Limited Partnership and Subsidiaries [Tier 9]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

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Mission Hydro  
Limited  
Partnership  
Consolidated

-----  
ASSETS  
-----

Cash and equivalents	\$22,221
Receivables - net	39,060
Fuel inventory	
Materials and supplies, at average cost	13,090
Accumulated deferred income taxes - net	
Trading and price risk management assets	(53,645)
Prepayments and other current assets	5,695

-----  
Total current assets 26,421  
-----

Nonutility property - net	1,544,824
Nuclear decommissioning trusts	
Investments in partnerships and unconsolidated subsidiaries	(438,786)
Investments in leveraged leases	
Other investments	

-----  
Total investment and other assets 1,106,038  
-----

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

-----  
Total utility plant  
-----

Goodwill	247,435
Regulatory assets - net	
Other deferred charges	33,641

-----  
Total deferred charges 281,076  
-----

-----  
Total assets \$1,413,535  
=====

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MEC International B.V., Mission Energy Company (UK) Limited  
 Mission Hydro (UK) Limited  
 Mission Hydro Limited Partnership and Subsidiaries [Tier 9]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	EME Generation Holdings Limited Consolidated	Mission Hydro Limited Partne
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt		
Long-term debt classified as due within one year	\$3,215	
Preferred stock to be redeemed within one year		
Accounts payable	(57,582)	
Accrued taxes	(11,547)	
Regulatory liabilities - net		
Trading and price risk management liabilities	643	
Other current liabilities	57,603	
-----		
Total current liabilities	(7,668)	
-----		
Long-term debt	1,049,407	(\$5,
-----		
Accumulated deferred income taxes - net	260,579	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits	117,283	
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities	666	
-----		
Total deferred credits and other liabilities	378,528	
-----		
Minority Interest		
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable		
securities of subsidiaries holding		
solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries		
-----		
Common stock		213,

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Additional paid-in capital		
Accumulated other comprehensive income (loss)	(165,022)	(27,
Retained earnings	376,742	(398,
-----		
Total common shareholders' equity	211,720	(212,
-----		
Total liabilities and shareholders' equity	\$1,631,987	(\$218,
=====		

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MEC International B.V., Mission Energy Company (UK) Limited  
Mission Hydro (UK) Limited  
Mission Hydro Limited Partnership and Subsidiaries [Tier 9]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

	Mission Hydro Limited Partnership Consolidated
-----	
LIABILITIES AND SHAREHOLDERS' EQUITY	
-----	
Short-term debt	
Long-term debt classified as due within one year	\$3,215
Preferred stock to be redeemed within one year	
Accounts payable	(57,582)
Accrued taxes	(11,547)
Regulatory liabilities - net	
Trading and price risk management liabilities	643
Other current liabilities	57,603
-----	
Total current liabilities	(7,668)
-----	
Long-term debt	1,043,547
-----	
Accumulated deferred income taxes - net	260,579
Accumulated deferred investment tax credits	
Customer advances and other deferred credits	117,283
Power-purchase contracts	
Accumulated provision for pension and benefits	
Other long-term liabilities	666
-----	

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Total deferred credits and other liabilities	378,528
--	---------

-----  
 Minority Interest  
 -----

Preferred stock of utility:

Not subject to mandatory redemption	
Subject to mandatory redemption	
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures	
Other preferred securities	

-----  
 Total preferred securities of subsidiaries  
 -----

Common stock	213,600
Additional paid-in capital	
Accumulated other comprehensive income (loss)	(192,568)
Retained earnings	(21,904)

-----  
 Total common shareholders' equity (872)  
 -----

Total liabilities and shareholders' equity	\$1,413,535
--	-------------

=====

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MEC International B.V., Mission Energy Company (UK) Limited  
 Mission Hydro (UK) Limited  
 Mission Hydro Limited Partnership and Subsidiaries [Tier 9]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

EME Generation Holdings Limited Consolidated	Mission Hydro Limited Part
--	-------------------------------

-----  
 Electric utility  
 Nonutility power generation \$323,319  
 Financial services and other  
 -----  
 Total operating revenue 323,319  
 -----

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Fuel	113,907	
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	111,532	
Depreciation, decommissioning and amortization	31,154	
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
-----		
Total operating expenses	256,593	
-----		
Operating income (loss)	66,726	
Interest and dividend income	110,200	
Other nonoperating income	50	
Interest expense - net of amounts capitalized	(179,533)	
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
-----		
Income (loss) from continuing operations before taxes	(2,557)	
Income taxes (benefit)	(9,015)	
-----		
Income (loss) from continuing operations	6,458	
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----		
Net income (loss)	6,458	
-----		
Retained earnings - beginning of year	768,903	
Dividends declared on common stock	(398,619)	(39
Dividends declared on preferred stock		
-----		
Retained earnings - end of year	\$376,742	(\$39
=====		

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MEC International B.V., Mission Energy Company (UK) Limited  
Mission Hydro (UK) Limited  
Mission Hydro Limited Partnership and Subsidiaries [Tier 9]  
Consolidating Statements of Income and Retained Earnings  
For the Year Ended December 31, 2001  
(In thousands)

Mission Hydro  
Limited



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	Partnership Consolidated
Electric utility	
Nonutility power generation	\$323,319
Financial services and other	
<hr/>	
Total operating revenue	323,319
<hr/>	
Fuel	113,907
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	111,532
Depreciation, decommissioning and amortization	31,154
Write-down of nonutility assets	
Property and other taxes	
Net gain on sale of utility plant	
<hr/>	
Total operating expenses	256,593
<hr/>	
Operating income (loss)	66,726
Interest and dividend income	110,200
Other nonoperating income	50
Interest expense - net of amounts capitalized	(179,533)
Other nonoperating deductions	(28)
Dividends on preferred securities	
Dividends on utility preferred stock	
<hr/>	
Income (loss) from continuing operations before taxes	(2,585)
Income taxes (benefit)	(9,015)
<hr/>	
Income (loss) from continuing operations	6,430
Loss from discontinued operations	
(including loss on disposal of \$1,309, net of tax)	
Income taxes (benefit) on discontinued operations	
<hr/>	
Net income (loss)	6,430
<hr/>	
Retained earnings - beginning of year	768,903
Dividends declared on common stock	(797,237)
Dividends declared on preferred stock	
<hr/>	
Retained earnings - end of year	(\$21,904)
<hr/>	

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Mission Hydro (UK) Limited, Mission Hydro Limited Partnership,  
 EME Generation Holdings Limited and Subsidiaries [Tier 10, et seq.]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Loyvic Pty Ltd	Energy Capital Partnership [1
-----		
ASSETS		
-----		
Cash and equivalents		
Receivables - net		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
-----		
Total current assets		
-----		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		\$641,
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets		641,
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Regulatory assets - net		
Other deferred charges		
-----		
Total deferred charges		
-----		
Total assets		\$641,
=====		

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MEC International B.V., Mission Energy Company (UK) Limited,  
Mission Hydro (UK) Limited, Mission Hydro Limited Partnership,  
EME Generation Holdings Limited and Subsidiaries [Tier 10, et seq.]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

	EME Victoria Generation Limited	Energy Capital Partnership [1
-----		
ASSETS		
-----		
Cash and equivalents	\$14,597	
Receivables - net	5,395	
Fuel inventory		
Materials and supplies, at average cost	11,503	
Accumulated deferred income taxes - net		
Trading and price risk management assets	(81,024)	
Prepayments and other current assets	754	
-----		
Total current assets	(48,775)	
-----		
Nonutility property - net	642,008	
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	(38,348)	\$641,
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets	603,660	641,
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Regulatory assets - net		
Other deferred charges	7,435	
-----		

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Total deferred charges 7,435

Total assets \$562,320 \$641,

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MEC International B.V., Mission Energy Company (UK) Limited,  
Mission Hydro (UK) Limited, Mission Hydro Limited Partnership,  
EME Generation Holdings Limited and Subsidiaries [Tier 10, et seq.]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

	Mission Energy Development Australia Pty Ltd	Gippsland Power Pty Ltd [11]
<b>ASSETS</b>		
Cash and equivalents		\$15,
Receivables - net		5,
Fuel inventory		
Materials and supplies, at average cost		3,
Accumulated deferred income taxes - net		
Trading and price risk management assets		(81,
Prepayments and other current assets		
<b>Total current assets</b>		<b>(56,</b>
Nonutility property - net		446,
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	(\$5,113)	
Investments in leveraged leases		
Other investments		
<b>Total investment and other assets</b>	<b>(5,113)</b>	<b>446,</b>
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		

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Total utility plant		
Regulatory assets - net		
Other deferred charges		7,
Total deferred charges		7,
Total assets	(\$5,113)	\$398,

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MEC International B.V., Mission Energy Company (UK) Limited,  
 Mission Hydro (UK) Limited, Mission Hydro Limited Partnership,  
 EME Generation Holdings Limited and Subsidiaries [Tier 10, et seq.]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Energy Capital Partnership	Enerloy Pty Lt [11]
ASSETS		
Cash and equivalents		
Receivables - net		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
Total current assets		
Nonutility property - net		
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
Total investment and other assets		
Utility plant, at original cost:		

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Transmission and distribution  
 Generation  
 Accumulated provision for depreciation  
 and decommissioning  
 Construction work in progress  
 Nuclear fuel, at amortized cost

-----  
 Total utility plant  
 -----

Goodwill  
 Regulatory assets - net  
 Other deferred charges  
 -----

Total deferred charges  
 -----

Total assets  
 =====

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MEC International B.V., Mission Energy Company (UK) Limited,  
 Mission Hydro (UK) Limited, Mission Hydro Limited Partnership,  
 EME Generation Holdings Limited and Subsidiaries [Tier 10, et seq.]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	First Hydro Company [11]	First Hydro Finance plc [1]
-----		
ASSETS		
-----		
Cash and equivalents	\$3,214	\$2,
Receivables - net	33,101	
Fuel inventory		
Materials and supplies, at average cost	1,587	
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets	4,942	
-----		
Total current assets	42,844	3,
-----		
Nonutility property - net	664,444	
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		9,

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Investments in leveraged leases  
Other investments

-----  
Total investment and other assets 664,444 9,  
-----

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

-----  
Total utility plant  
-----

Goodwill  
Regulatory assets - net  
Other deferred charges 29 26,  
-----

Total deferred charges 29 26,  
-----

Total assets \$707,317 \$38,  
=====

920

MEC International B.V., Mission Energy Company (UK) Limited,  
Mission Hydro (UK) Limited, Mission Hydro Limited Partnership,  
EME Generation Holdings Limited and Subsidiaries [Tier 10, et seq.]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

EME Generation Consolidating  
Holdings Limited Adjustments

-----  
ASSETS  
-----

Cash and equivalents (\$23,  
Receivables - net (72,  
Fuel inventory  
Materials and supplies, at average cost (14,  
Accumulated deferred income taxes - net  
Trading and price risk management assets 81,  
Prepayments and other current assets (10,

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Total current assets	(40,
Nonutility property - net	(2,734,
Nuclear decommissioning trusts	
Investments in partnerships and unconsolidated subsidiaries	(1,469,
Investments in leveraged leases	
Other investments	
Total investment and other assets	(4,203,
Utility plant, at original cost:	
Transmission and distribution	
Generation	
Accumulated provision for depreciation and decommissioning	
Construction work in progress	
Nuclear fuel, at amortized cost	
Total utility plant	
Goodwill	
Regulatory assets - net	
Other deferred charges	(33,
Total deferred charges	(33,
Total assets	(\$4,277,

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MEC International B.V., Mission Energy Company (UK) Limited,  
Mission Hydro (UK) Limited, Mission Hydro Limited Partnership,  
EME Generation Holdings Limited and Subsidiaries [Tier 10, et seq.]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

Loyvic Pty Ltd

Energy Capital  
Partnership [1

LIABILITIES AND SHAREHOLDERS' EQUITY



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Short-term debt		
Long-term debt classified as due within one year		\$6,
Preferred stock to be redeemed within one year		
Accounts payable	\$4	264,
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		12,
-----	-----	-----
Total current liabilities	4	284,
-----	-----	-----
Long-term debt		597,
-----	-----	-----
Accumulated deferred income taxes - net	(2)	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
-----	-----	-----
Total deferred credits and other liabilities	(2)	
-----	-----	-----
Minority Interest		
-----	-----	-----
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable		
securities of subsidiaries holding		
solely parent company debentures		
Other preferred securities		
-----	-----	-----
Total preferred securities of subsidiaries		
-----	-----	-----
Common stock		
Additional paid-in capital		
Accumulated other comprehensive income (loss)	(2)	(9,
Retained earnings		(230,
-----	-----	-----
Total common shareholders' equity	(\$2)	(239,
-----	-----	-----
Total liabilities and shareholders' equity		\$641,
=====	=====	=====

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MEC International B.V., Mission Energy Company (UK) Limited,  
 Mission Hydro (UK) Limited, Mission Hydro Limited Partnership,  
 EME Generation Holdings Limited and Subsidiaries [Tier 10, et seq.]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	EME Victoria Generation Limited	Energy Capital Partnership [1
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt		
Long-term debt classified as due within one year	\$3,215	\$6,
Preferred stock to be redeemed within one year		
Accounts payable	(72,150)	264,
Accrued taxes	209	
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities	22,480	12,
-----		
Total current liabilities	(46,246)	284,
-----		
Long-term debt	283,778	597,
-----		
Accumulated deferred income taxes - net	16,349	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits	117,283	
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities	100	
-----		
Total deferred credits and other liabilities	133,732	
-----		
Minority Interest		
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable		
securities of subsidiaries holding		
solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries		
-----		
Common stock		

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Additional paid-in capital		
Accumulated other comprehensive income (loss)	(138,791)	(9,
Retained earnings	329,847	(230,
-----		
Total common shareholders' equity	191,056	(239,
-----		
Total liabilities and shareholders' equity	\$562,320	\$641,
=====		

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MEC International B.V., Mission Energy Company (UK) Limited,  
Mission Hydro (UK) Limited, Mission Hydro Limited Partnership,  
EME Generation Holdings Limited and Subsidiaries [Tier 10, et seq.]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

	Mission Energy Development Australia Pty Ltd	Gippsland Power Pty Ltd [11]
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt		
Long-term debt classified as due within one year		\$3,
Preferred stock to be redeemed within one year		
Accounts payable	(\$5,182)	(56,
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		3,
-----		
Total current liabilities	(5,182)	(49,
-----		
Long-term debt		283,
-----		
Accumulated deferred income taxes - net		16,
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		117,
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
-----		

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Total deferred credits and other liabilities		133,
-----		
Minority Interest		
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries		
-----		
Common stock		33,
Additional paid-in capital		(5,
Accumulated other comprehensive income (loss)	(1)	(61,
Retained earnings	70	63,
-----		
Total common shareholders' equity	69	30,
-----		
Total liabilities and shareholders' equity	(\$5,113)	\$398,
=====		

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MEC International B.V., Mission Energy Company (UK) Limited,  
Mission Hydro (UK) Limited, Mission Hydro Limited Partnership,  
EME Generation Holdings Limited and Subsidiaries [Tier 10, et seq.]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

	Energy Capital Partnership	Enerloy Pty Lt [11]
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt		
Long-term debt classified as due within one year		(\$6,
Preferred stock to be redeemed within one year		
Accounts payable	(\$12,636)	(277,
Accrued taxes		
Regulatory liabilities - net		

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Trading and price risk management liabilities		
Other current liabilities	12,641	
-----		
Total current liabilities	5	(284,
-----		
Long-term debt		(597,
-----		
Accumulated deferred income taxes - net	(2)	
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
-----		
Total deferred credits and other liabilities	(2)	
-----		
Minority Interest		
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries		
-----		
Common stock		641,
Additional paid-in capital		
Accumulated other comprehensive income (loss)	(228)	9,
Retained earnings	225	230,
-----		
Total common shareholders' equity	(\$3)	\$881,
-----		
Total liabilities and shareholders' equity		
=====		

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MEC International B.V., Mission Energy Company (UK) Limited,  
Mission Hydro (UK) Limited, Mission Hydro Limited Partnership,  
EME Generation Holdings Limited and Subsidiaries [Tier 10, et seq.]  
Consolidating Balance Sheet  
December 31, 2001

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(In thousands)

	First Hydro Company [11]	First Hydro Finance plc [1]
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	\$22,456	(\$23,
Accrued taxes	(11,717)	
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities	1	22,
<b>Total current liabilities</b>	<b>10,740</b>	<b>(1,</b>
Long-term debt	(6,954)	33,
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities	566	
<b>Total deferred credits and other liabilities</b>	<b>566</b>	
Minority Interest		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
<b>Total preferred securities of subsidiaries</b>		
Common stock	605,585	
Additional paid-in capital		
Accumulated other comprehensive income (loss)	(138,323)	7,
Retained earnings	235,703	(
<b>Total common shareholders' equity</b>	<b>702,965</b>	<b>6,</b>

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Total liabilities and shareholders' equity \$707,317 \$38,

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MEC International B.V., Mission Energy Company (UK) Limited,  
Mission Hydro (UK) Limited, Mission Hydro Limited Partnership,  
EME Generation Holdings Limited and Subsidiaries [Tier 10, et seq.]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

	EME Generation Holdings Limited	Consolidating Adjustments
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt		
Long-term debt classified as due within one year		\$3,
Preferred stock to be redeemed within one year		
Accounts payable	\$186	341,
Accrued taxes		23,
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		(57,
-----		
Total current liabilities	186	310,
-----		
Long-term debt		294,
-----		
Accumulated deferred income taxes - net		(16,
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		(117,
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		(1,
-----		
Total deferred credits and other liabilities		(134,
-----		
Minority Interest		
-----		
Preferred stock of utility:		

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Not subject to mandatory redemption  
 Subject to mandatory redemption  
 Company-obligated mandatorily redeemable  
 securities of subsidiaries holding  
 solely parent company debentures  
 Other preferred securities

-----  
 Total preferred securities of subsidiaries  
 -----

Common stock		(3,351,
Additional paid-in capital		(763,
Accumulated other comprehensive income (loss)	48	399,
Retained earnings	(234)	(1,032,

-----  
 Total common shareholders' equity (\$186) (4,747,  
 -----

Total liabilities and shareholders' equity (\$4,277,  
 =====

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MEC International B.V., Mission Energy Company (UK) Limited,  
 Mission Hydro (UK) Limited, Mission Hydro Limited Partnership,  
 EME Generation Holdings Limited and Subsidiaries [Tier 10, et seq.]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Loyvic Pty Ltd	Energy Capit Partnership
--	----------------	-----------------------------

-----  
 Electric utility  
 Nonutility power generation  
 Financial services and other  
 -----

Total operating revenue  
 -----

Fuel  
 Purchased power  
 Provisions for regulatory adjustment clauses - net  
 Other operation and maintenance  
 Depreciation, decommissioning and amortization  
 Write-down of nonutility assets  
 Property and other taxes  
 Net gain on sale of utility plant



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Total operating expenses		
Operating income (loss)		
Interest and dividend income		
Other nonoperating income		
Interest expense - net of amounts capitalized		(5)
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
Income (loss) from continuing operations before taxes		(5)
Income taxes (benefit)		
Income (loss) from continuing operations		(5)
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
Net income (loss)		(5)
Retained earnings - beginning of year		(18)
Dividends declared on common stock		
Dividends declared on preferred stock		
Retained earnings - end of year		(\$23)

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MEC International B.V., Mission Energy Company (UK) Limited,  
Mission Hydro (UK) Limited, Mission Hydro Limited Partnership,  
EME Generation Holdings Limited and Subsidiaries [Tier 10, et seq.]  
Consolidating Statements of Income and Retained Earnings  
For the Year Ended December 31, 2001  
(In thousands)

	EME Victoria Generation Limited	Energy Capit Partnership
Electric utility		
Nonutility power generation	\$57,941	
Financial services and other		
Total operating revenue	57,941	

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Fuel	26,101	
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	35,771	
Depreciation, decommissioning and amortization	10,038	
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
-----		
Total operating expenses	71,910	
-----		
Operating income (loss)	(13,969)	
Interest and dividend income	56,808	
Other nonoperating income	50	
Interest expense - net of amounts capitalized	(75,275)	(5)
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
-----		
Income (loss) from continuing operations before taxes	(32,386)	(5)
Income taxes (benefit)	2,024	
-----		
Income (loss) from continuing operations	(34,410)	(5)
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----		
Net income (loss)	(34,410)	(5)
-----		
Retained earnings - beginning of year	364,257	(18)
Dividends declared on common stock		
Dividends declared on preferred stock		
-----		
Retained earnings - end of year	\$329,847	(\$23)
=====		

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MEC International B.V., Mission Energy Company (UK) Limited,  
Mission Hydro (UK) Limited, Mission Hydro Limited Partnership,  
EME Generation Holdings Limited and Subsidiaries [Tier 10, et seq.]  
Consolidating Statements of Income and Retained Earnings  
For the Year Ended December 31, 2001  
(In thousands)

Mission Energy  
Development

Gippsland Po  
Pty Ltd [11]

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Australia Pty Ltd

Electric utility		
Nonutility power generation		\$5
Financial services and other		
<hr/>		
Total operating revenue		5
<hr/>		
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		1
Depreciation, decommissioning and amortization		1
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
<hr/>		
Total operating expenses		3
<hr/>		
Operating income (loss)		2
Interest and dividend income		
Other nonoperating income	\$70	
Interest expense - net of amounts capitalized		(2)
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
<hr/>		
Income (loss) from continuing operations before taxes	70	
Income taxes (benefit)		
<hr/>		
Income (loss) from continuing operations	70	
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
<hr/>		
Net income (loss)	70	
<hr/>		
Retained earnings - beginning of year		5
Dividends declared on common stock		
Dividends declared on preferred stock		
<hr/>		
Retained earnings - end of year	\$70	\$6

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MEC International B.V., Mission Energy Company (UK) Limited,  
Mission Hydro (UK) Limited, Mission Hydro Limited Partnership,

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EME Generation Holdings Limited and Subsidiaries [Tier 10, et seq.]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Energy Capital Partnership	Enerloy Pty [11]
Electric utility		
Nonutility power generation		
Financial services and other		
-----	-----	-----
Total operating revenue		
-----	-----	-----
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		
Depreciation, decommissioning and amortization		
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
-----	-----	-----
Total operating expenses		
-----	-----	-----
Operating income (loss)		
Interest and dividend income	\$50,885	\$5
Other nonoperating income		
Interest expense - net of amounts capitalized	(50,776)	
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
-----	-----	-----
Income (loss) from continuing operations before taxes	109	5
Income taxes (benefit)		
-----	-----	-----
Income (loss) from continuing operations	109	5
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----	-----	-----
Net income (loss)	109	5
-----	-----	-----
Retained earnings - beginning of year	116	18
Dividends declared on common stock		
Dividends declared on preferred stock		
-----	-----	-----
Retained earnings - end of year	\$225	\$23
=====	=====	=====

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MEC International B.V., Mission Energy Company (UK) Limited,  
Mission Hydro (UK) Limited, Mission Hydro Limited Partnership,  
EME Generation Holdings Limited and Subsidiaries [Tier 10, et seq.]  
Consolidating Statements of Income and Retained Earnings  
For the Year Ended December 31, 2001  
(In thousands)

	First Hydro Company [11]	First Hydro Finance plc
Electric utility		
Nonutility power generation	\$238,890	
Financial services and other		
<b>Total operating revenue</b>	<b>238,890</b>	
Fuel	87,772	
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	75,371	
Depreciation, decommissioning and amortization	10,235	
Write-down of nonutility assets		
Property and other taxes	17,063	
Net gain on sale of utility plant		
<b>Total operating expenses</b>	<b>190,441</b>	
Operating income (loss)	48,449	
Interest and dividend income	1,012	
Other nonoperating income		
Interest expense - net of amounts capitalized	(3)	
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
<b>Income (loss) from continuing operations before taxes</b>	<b>49,458</b>	
Income taxes (benefit)	(15,097)	
<b>Income (loss) from continuing operations</b>	<b>64,555</b>	
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
<b>Net income (loss)</b>	<b>64,555</b>	
Retained earnings - beginning of year	171,148	

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Dividends declared on common stock  
 Dividends declared on preferred stock

-----  
 Retained earnings - end of year \$235,703  
 =====

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MEC International B.V., Mission Energy Company (UK) Limited,  
 Mission Hydro (UK) Limited, Mission Hydro Limited Partnership,  
 EME Generation Holdings Limited and Subsidiaries [Tier 10, et seq.]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	EME Generation Holdings Limited	Consolidating Adjustments
Electric utility		
Nonutility power generation		(\$53)
Financial services and other		
-----		
Total operating revenue		(53)
-----		
Fuel		(20)
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	\$97	(18)
Depreciation, decommissioning and amortization		(3)
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		(3)
-----		
Total operating expenses	97	(45)
-----		
Operating income (loss)	(97)	(8)
Interest and dividend income		(16)
Other nonoperating income		
Interest expense - net of amounts capitalized		12
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
-----		
Income (loss) from continuing operations before taxes	(97)	(11)
Income taxes (benefit)		2

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Income (loss) from continuing operations	(97)	(14)
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
Net income (loss)	(97)	(14)
Retained earnings - beginning of year	(137)	(88)
Dividends declared on common stock		
Dividends declared on preferred stock		
Retained earnings - end of year	(\$234)	(\$1,03)

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MEC International B.V.  
Mission Energy Company (UK) Limited  
Pride Hold Limited and Subsidiaries [Tier 8]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

	Lakeland Power Development Company	Lakeland Power
ASSETS		
Cash and equivalents	\$2	\$17,
Receivables - net		18,
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
Total current assets	2	36,
Nonutility property - net		106,
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		

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Total investment and other assets		106,
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Regulatory assets - net		
Other deferred charges		6,
-----		
Total deferred charges		6,
-----		
Total assets	\$2	\$149,
=====		

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MEC International B.V.  
Mission Energy Company (UK) Limited  
Pride Hold Limited and Subsidiaries [Tier 8]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

	Consolidating Adjustments	Pride Hold Lim Consolidated
-----		
ASSETS		
-----		
Cash and equivalents	(\$1)	\$17,
Receivables - net	(13,089)	5,
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
-----		
Total current assets	(13,090)	23,
-----		



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Nonutility property - net	12,801	119,
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	(14,063)	
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets	(1,262)	119,
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Regulatory assets - net		
Other deferred charges		6,
-----		
Total deferred charges		6,
-----		
Total assets	(\$14,352)	\$148,
=====		

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MEC International B.V.  
Mission Energy Company (UK) Limited  
Pride Hold Limited and Subsidiaries [Tier 8]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

	Lakeland Power	Lakeland Power
	Development Company	

-----  
LIABILITIES AND SHAREHOLDERS' EQUITY  
-----

Short-term debt		\$17,
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable	(\$163)	
Accrued taxes		

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Regulatory liabilities - net		
Trading and price risk management liabilities		7,
Other current liabilities		
-----		
Total current liabilities	(163)	25,
-----		
Long-term debt		62,
-----		
Accumulated deferred income taxes - net		30,
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
-----		
Total deferred credits and other liabilities		30,
-----		
Minority Interest		
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable		
securities of subsidiaries holding		
solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries		
-----		
Common stock		
Additional paid-in capital		
Accumulated other comprehensive income (loss)	(24)	(45,
Retained earnings	189	76,
-----		
Total common shareholders' equity	165	30,
-----		
Total liabilities and shareholders' equity	\$2	\$149,
=====		

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MEC International B.V.  
Mission Energy Company (UK) Limited  
Pride Hold Limited and Subsidiaries [Tier 8]  
Consolidating Balance Sheet

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December 31, 2001

(In thousands)

	Consolidating Adjustments	Pride Hold Lim Consolidated
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		
Long-term debt classified as due within one year		\$17,
Preferred stock to be redeemed within one year		
Accounts payable	(\$13,089)	
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities	(1)	7,
<hr/>		
Total current liabilities	(13,090)	25,
<hr/>		
Long-term debt		62,
<hr/>		
Accumulated deferred income taxes - net	1,029	31,
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
<hr/>		
Total deferred credits and other liabilities	1,029	31,
<hr/>		
Minority Interest	553	
<hr/>		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
<hr/>		
Total preferred securities of subsidiaries		
<hr/>		
Common stock	(1)	
Additional paid-in capital		
Accumulated other comprehensive income (loss)	6,441	6,
Retained earnings	(9,284)	22,
<hr/>		
Total common shareholders' equity	(2,844)	28,

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-----  
 Total liabilities and shareholders' equity ( \$14,352) \$148,  
 =====

937

MEC International B.V.  
 Mission Energy Company (UK) Limited  
 Pride Hold Limited and Subsidiaries [Tier 8]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Lakeland Power Development Company	Lakeland Pow
-----	-----	-----
Electric utility		
Nonutility power generation		\$8
Financial services and other		
-----	-----	-----
Total operating revenue		8
-----	-----	-----
Fuel		3
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		1
Depreciation, decommissioning and amortization		
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
-----	-----	-----
Total operating expenses		5
-----	-----	-----
Operating income (loss)		2
Interest and dividend income		
Other nonoperating income		
Interest expense - net of amounts capitalized		(
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
-----	-----	-----
Income (loss) from continuing operations before taxes		2
Income taxes (benefit)		(
-----	-----	-----
Income (loss) from continuing operations		2

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Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----		
Net income (loss)		2
-----		
Retained earnings - beginning of year	\$189	5
Dividends declared on common stock		
Dividends declared on preferred stock		
-----		
Retained earnings - end of year	\$189	\$7
=====	=====	=====

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MEC International B.V.  
Mission Energy Company (UK) Limited  
Pride Hold Limited and Subsidiaries [Tier 8]  
Consolidating Statements of Income and Retained Earnings  
For the Year Ended December 31, 2001  
(In thousands)

	Consolidating Adjustments	Pride Hold L Consolidated
-----	-----	-----
Electric utility		
Nonutility power generation		\$8
Financial services and other		
-----		
Total operating revenue		8
-----		
Fuel		3
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	(\$13,651)	1
Depreciation, decommissioning and amortization	634	
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
-----		
Total operating expenses	(13,017)	5
-----		
Operating income (loss)	(13,017))	2
Interest and dividend income	(13,653)	(1
Other nonoperating income		
Interest expense - net of amounts capitalized		(
Other nonoperating deductions		

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Dividends on preferred securities		
Dividends on utility preferred stock		
-----		
Income (loss) from continuing operations before taxes	(636)	1
Income taxes (benefit)	(1)	(
-----		
Income (loss) from continuing operations	(635)	1
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----		
Net income (loss)	(635)	1
-----		
Retained earnings - beginning of year	(8,649)	
Dividends declared on common stock		
Dividends declared on preferred stock		
-----		
Retained earnings - end of year	(\$9,284)	\$2
=====		

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MEC International B.V.  
Pride Hold Limited and Subsidiaries [Tier 7]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

	Lakeland Power Development Company	Lakeland Power
-----		
ASSETS		
-----		
Cash and equivalents	\$2	\$17,
Receivables - net		18,
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
-----		
Total current assets	2	36,
-----		
Nonutility property - net		106,
Nuclear decommissioning trusts		

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Investments in partnerships and unconsolidated subsidiaries		
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets		106,
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Regulatory assets - net		
Other deferred charges		6,
-----		
Total deferred charges		6,
-----		
Total assets	\$2	\$149,
=====		

940

MEC International B.V.  
Pride Hold Limited and Subsidiaries [Tier 7]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

	Consolidating Adjustments	Pride Hold Lim Consolidated
-----		
ASSETS		
-----		
Cash and equivalents	(\$1)	\$17,
Receivables - net	(13,089)	5,
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
-----		

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Total current assets	(13,090)	23,
-----	-----	-----
Nonutility property - net	12,801	119,
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	(14,063)	
Investments in leveraged leases		
Other investments		
-----	-----	-----
Total investment and other assets	(1,262)	119,
-----	-----	-----
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----	-----	-----
Total utility plant		
-----	-----	-----
Regulatory assets - net		
Other deferred charges		6,
-----	-----	-----
Total deferred charges		6,
-----	-----	-----
Total assets	(\$14,352)	\$148,
=====	=====	=====

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MEC International B.V.  
Pride Hold Limited and Subsidiaries [Tier 7]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

Lakeland Power      Lakeland Power  
Development Company

-----  
LIABILITIES AND SHAREHOLDERS' EQUITY  
-----

Short-term debt      \$17,  
Long-term debt classified as due within one year



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Preferred stock to be redeemed within one year	(\$163)	
Accounts payable		
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		
-----		
Total current liabilities	(163)	25,
-----		
Long-term debt		
-----		
Accumulated deferred income taxes - net		30,
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
-----		
Total deferred credits and other liabilities		30,
-----		
Minority Interest		
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable		
securities of subsidiaries holding		
solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries		
-----		
Common stock		
Additional paid-in capital		
Accumulated other comprehensive income (loss)	(24)	(45,
Retained earnings	189	76,
-----		
Total common shareholders' equity	165	30,
-----		
Total liabilities and shareholders' equity	\$2	\$149,
=====		=====

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MEC International B.V.

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Pride Hold Limited and Subsidiaries [Tier 7]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Consolidating Adjustments	Pride Hold Lim Consolidated
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt		
Long-term debt classified as due within one year		\$17,
Preferred stock to be redeemed within one year		
Accounts payable	(\$13,089)	
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities	(1)	7,
-----		
Total current liabilities	(13,090)	25,
-----		
Long-term debt		62,
-----		
Accumulated deferred income taxes - net	1,029	31,
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
-----		
Total deferred credits and other liabilities	1,029	31,
-----		
Minority Interest	553	
-----		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable		
securities of subsidiaries holding		
solely parent company debentures		
Other preferred securities		
-----		
Total preferred securities of subsidiaries		
-----		
Common stock	(1)	
Additional paid-in capital		
Accumulated other comprehensive income (loss)	6,441	6,
Retained earnings	(9,284)	22,
-----		

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Total common shareholders' equity	(2,844)	28,
-----		
Total liabilities and shareholders' equity	(\$14,352)	\$148,
=====		

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MEC International B.V.  
Pride Hold Limited and Subsidiaries [Tier 7]  
Consolidating Statements of Income and Retained Earnings  
For the Year Ended December 31, 2001  
(In thousands)

	Lakeland Power Development Company	Lakeland Pow
-----		
Electric utility		\$8
Nonutility power generation		
Financial services and other		
-----		
Total operating revenue		8
-----		
Fuel		3
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		1
Depreciation, decommissioning and amortization		
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
-----		
Total operating expenses		5
-----		
Operating income (loss)		2
Interest and dividend income		
Other nonoperating income		
Interest expense - net of amounts capitalized		(
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
-----		
Income (loss) from continuing operations before taxes		2
Income taxes (benefit)		(
-----		

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Income (loss) from continuing operations		2
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----		
Net income (loss)		2
-----		
Retained earnings - beginning of year	\$189	5
Dividends declared on common stock		
Dividends declared on preferred stock		
-----		
Retained earnings - end of year	\$189	\$7
=====		

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MEC International B.V.  
Pride Hold Limited and Subsidiaries [Tier 7]  
Consolidating Statements of Income and Retained Earnings  
For the Year Ended December 31, 2001  
(In thousands)

	Consolidating Adjustments	Pride Hold L Consolidated
-----	-----	-----
Electric utility		\$8
Nonutility power generation		
Financial services and other		
-----		
Total operating revenue		8
-----		
Fuel		3
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance	(\$13,651)	1
Depreciation, decommissioning and amortization	634	
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
-----		
Total operating expenses	(13,017)	5
-----		
Operating income (loss)	13,017	2
Interest and dividend income	(13,653)	(1
Other nonoperating income		
Interest expense - net of amounts capitalized		(
Other nonoperating deductions		

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Dividends on preferred securities		
Dividends on utility preferred stock		
-----		
Income (loss) from continuing operations before taxes	(636)	1
Income taxes (benefit)	(1)	(
-----		
Income (loss) from continuing operations	(635)	1
Loss from discontinued operations		
(including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
-----		
Net income (loss)	(635)	1
-----		
Retained earnings - beginning of year	(8,649)	
Dividends declared on common stock		
Dividends declared on preferred stock		
-----		
Retained earnings - end of year	(\$9,824)	\$2
=====		

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MEC International B.V.  
EcoElectrica S.a.r.l. and Subsidiaries [Tier 7, et seq.]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

	EME del Caribe Holding GmbH	EME del Caribe
-----		
ASSETS		
-----		
Cash and equivalents	\$369	
Receivables - net		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
-----		
Total current assets	369	
-----		
Nonutility property - net		
Nuclear decommissioning trusts		

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Investments in partnerships and unconsolidated subsidiaries	256,457	\$241,
Investments in leveraged leases		
Other investments	610	
-----		
Total investment and other assets	257,067	242,
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		
Regulatory assets - net		
Other deferred charges	335	
-----		
Total deferred charges	335	
-----		
Total assets	\$257,771	\$242,
=====		

946

MEC International B.V.  
EcoElectrica S.a.r.l. and Subsidiaries [Tier 7, et seq.]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

	EcoElectrica Ltd. [10]	EcoElectrica S.a.r.l.
-----		
ASSETS		
-----		
Cash and equivalents		
Receivables - net		
Fuel inventory		
Materials and supplies, at average cost		
Accumulated deferred income taxes - net		
Trading and price risk management assets		
Prepayments and other current assets		
-----		

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Total current assets

-----  
 Nonutility property - net

Nuclear decommissioning trusts

Investments in partnerships  
 and unconsolidated subsidiaries

224,

Investments in leveraged leases

Other investments

-----  
 Total investment and other assets

224,

-----  
 Utility plant, at original cost:

Transmission and distribution

Generation

Accumulated provision for depreciation

and decommissioning

Construction work in progress

Nuclear fuel, at amortized cost

-----  
 Total utility plant

-----  
 Regulatory assets - net

Other deferred charges

-----  
 Total deferred charges

-----  
 Total assets

\$225,

=====

947

MEC International B.V.

EcoElectrica S.a.r.l. and Subsidiaries [Tier 7, et seq.]

Consolidating Balance Sheet

December 31, 2001

(In thousands)

EcoElectrica

S.a.r.l.

Consolidated

-----  
 ASSETS

-----  
 Cash and equivalents

\$380

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Receivables - net	
Fuel inventory	
Materials and supplies, at average cost	
Accumulated deferred income taxes - net	
Trading and price risk management assets	
Prepayments and other current assets	
-----	
Total current assets	380
-----	
Nonutility property - net	
Nuclear decommissioning trusts	
Investments in partnerships and unconsolidated subsidiaries	241,946
Investments in leveraged leases	
Other investments	1,057
-----	
Total investment and other assets	243,003
-----	
Utility plant, at original cost:	
Transmission and distribution	
Generation	
Accumulated provision for depreciation and decommissioning	
Construction work in progress	
Nuclear fuel, at amortized cost	
-----	
Total utility plant	
-----	
Regulatory assets - net	
Other deferred charges	335
-----	
Total deferred charges	335
-----	
Total assets	\$243,718
=====	

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MEC International B.V.  
EcoElectrica S.a.r.l. and Subsidiaries [Tier 7, et seq.]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

EME del Caribe  
Holding GmbH

EME del Caribe



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-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY  
 -----

Short-term debt  
 Long-term debt classified as due within one year  
 Preferred stock to be redeemed within one year  
 Accounts payable (\$1,299)  
 Accrued taxes 20  
 Regulatory liabilities - net  
 Trading and price risk management liabilities  
 Other current liabilities 335

-----  
 Total current liabilities (944)  
 -----

Long-term debt

-----  
 Accumulated deferred income taxes - net  
 Accumulated deferred investment tax credits  
 Customer advances and other deferred credits  
 Power-purchase contracts  
 Accumulated provision for pension and benefits  
 Other long-term liabilities

-----  
 Total deferred credits and other liabilities  
 -----

Minority Interest

-----  
 Preferred stock of utility:  
   Not subject to mandatory redemption  
   Subject to mandatory redemption  
 Company-obligated mandatorily redeemable  
   securities of subsidiaries holding  
   solely parent company debentures  
 Other preferred securities

-----  
 Total preferred securities of subsidiaries  
 -----

Common stock 42  
 Additional paid-in capital 258,450  
 Accumulated other comprehensive income (loss)  
 Retained earnings 223

-----  
 Total common shareholders' equity 258,715  
 -----

-----  
 Total liabilities and shareholders' equity \$257,771  
 =====

256,  
 (13,  
 (

242,

\$242,  
 =====

949

MEC International B.V.  
 EcoElectrica S.a.r.l. and Subsidiaries [Tier 7, et seq.]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	EcoElectrica Ltd. [10]	EcoElectrica S.a.r.l.
<hr/>		
LIABILITIES AND SHAREHOLDERS' EQUITY		
<hr/>		
Short-term debt		
Long-term debt classified as due within one year		
Preferred stock to be redeemed within one year		
Accounts payable		
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		
<hr/>		
Total current liabilities		
<hr/>		
Long-term debt		
<hr/>		
Accumulated deferred income taxes - net		
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
<hr/>		
Total deferred credits and other liabilities		
<hr/>		
Minority Interest		
<hr/>		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
<hr/>		
Total preferred securities of subsidiaries		

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Common stock	
Additional paid-in capital	224,
Accumulated other comprehensive income (loss)	
Retained earnings	
-----	
Total common shareholders' equity	224,
-----	
Total liabilities and shareholders' equity	\$225,
=====	

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MEC International B.V.  
 EcoElectrica S.a.r.l. and Subsidiaries [Tier 7, et seq.]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

EcoElectrica  
 S.a.r.l.  
 Consolidated

-----  
 LIABILITIES AND SHAREHOLDERS' EQUITY  
 -----

Short-term debt	
Long-term debt classified as due within one year	
Preferred stock to be redeemed within one year	
Accounts payable	(\$1,218)
Accrued taxes	132
Regulatory liabilities - net	
Trading and price risk management liabilities	
Other current liabilities	335
-----	
Total current liabilities	(751)
-----	
Long-term debt	
-----	
Accumulated deferred income taxes - net	
Accumulated deferred investment tax credits	
Customer advances and other deferred credits	
Power-purchase contracts	
Accumulated provision for pension and benefits	
Other long-term liabilities	

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-----  
 Total deferred credits and other liabilities  
 -----

Minority Interest  
 -----

Preferred stock of utility:  
     Not subject to mandatory redemption  
     Subject to mandatory redemption  
 Company-obligated mandatorily redeemable  
     securities of subsidiaries holding  
     solely parent company debentures  
 Other preferred securities  
 -----

Total preferred securities of subsidiaries  
 -----

Common stock	14
Additional paid-in capital	258,492
Accumulated other comprehensive income (loss)	(13,978)
Retained earnings	(59)

-----  
 Total common shareholders' equity 224,469  
 -----

Total liabilities and shareholders' equity \$243,718  
 =====

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MEC International B.V.  
 EcoElectrica S.a.r.l. and Subsidiaries [Tier 7, et seq.]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

EME del Caribe  
 Holding GmbH

EME del Cari

-----  
 Electric utility  
 Nonutility power generation  
 Financial services and other  
 -----

Total operating revenue

\$1

1

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Fuel	
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	\$35
Depreciation, decommissioning and amortization	30
Write-down of nonutility assets	
Property and other taxes	
Net gain on sale of utility plant	
-----	
Total operating expenses	65
-----	
Operating income (loss)	(65)
Interest and dividend income	77
Other nonoperating income	(4)
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Dividends on preferred securities	
Dividends on utility preferred stock	
-----	
Income (loss) from continuing operations before taxes	8
Income taxes (benefit)	3
-----	
Income (loss) from continuing operations	5
Loss from discontinued operations	
(including loss on disposal of \$1,309, net of tax)	
Income taxes (benefit) on discontinued operations	
-----	
Net income (loss)	5
-----	
Retained earnings - beginning of year	218
Dividends declared on common stock	
Dividends declared on preferred stock	
-----	
Retained earnings - end of year	\$223
=====	

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MEC International B.V.  
EcoElectrica S.a.r.l. and Subsidiaries [Tier 7, et seq.]  
Consolidating Statements of Income and Retained Earnings  
For the Year Ended December 31, 2001  
(In thousands)

EcoElectrica Ltd.  
[10]

EcoElectrica  
S.a.r.l.

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Electric utility  
 Nonutility power generation  
 Financial services and other

-----  
 Total operating revenue  
 -----

Fuel  
 Purchased power  
 Provisions for regulatory adjustment clauses - net  
 Other operation and maintenance  
 Depreciation, decommissioning and amortization  
 Write-down of nonutility assets  
 Property and other taxes  
 Net gain on sale of utility plant

-----  
 Total operating expenses  
 -----

Operating income (loss)  
 Interest and dividend income  
 Other nonoperating income  
 Interest expense - net of amounts capitalized  
 Other nonoperating deductions  
 Dividends on preferred securities  
 Dividends on utility preferred stock

-----  
 Income (loss) from continuing operations before taxes  
 Income taxes (benefit)  
 -----

Income (loss) from continuing operations  
 Loss from discontinued operations  
     (including loss on disposal of \$1,309, net of tax)  
 Income taxes (benefit) on discontinued operations

-----  
 Net income (loss)  
 -----

Retained earnings - beginning of year  
 Dividends declared on common stock  
 Dividends declared on preferred stock

-----  
 Retained earnings - end of year  
 =====

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MEC International B.V.  
 EcoElectrica S.a.r.l. and Subsidiaries [Tier 7, et seq.]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

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EcoElectrica  
S.a.r.l.  
Consolidated

Electric utility	
Nonutility power generation	\$13,285
Financial services and other	
<b>Total operating revenue</b>	<b>13,285</b>
<b>Fuel</b>	
Purchased power	
Provisions for regulatory adjustment clauses - net	
Other operation and maintenance	76
Depreciation, decommissioning and amortization	6,398
Write-down of nonutility assets	
Property and other taxes	
Net gain on sale of utility plant	
<b>Total operating expenses</b>	<b>6,474</b>
Operating income (loss)	6,811
Interest and dividend income	77
Other nonoperating income	(5)
Interest expense - net of amounts capitalized	
Other nonoperating deductions	
Dividends on preferred securities	
Dividends on utility preferred stock	
<b>Income (loss) from continuing operations before taxes</b>	<b>6,883</b>
Income taxes (benefit)	3
<b>Income (loss) from continuing operations</b>	<b>6,880</b>
Loss from discontinued operations	
(including loss on disposal of \$1,309, net of tax)	
Income taxes (benefit) on discontinued operations	
<b>Net income (loss)</b>	<b>6,880</b>
Retained earnings - beginning of year	(6,939)
Dividends declared on common stock	
Dividends declared on preferred stock	
<b>Retained earnings - end of year</b>	<b>(\$59)</b>

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MEC International B.V.  
 Traralgon Power Pty Ltd and Subsidiaries [Tier 7]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Mission Victoria Partnership	Latrobe Power Partnership [8
<hr/>		
ASSETS		
<hr/>		
Cash and equivalents	\$48	\$5,
Receivables - net		5,
Fuel inventory		
Materials and supplies, at average cost		3,
Accumulated deferred income taxes - net		
Trading and price risk management assets		(84,
Prepayments and other current assets		
<hr/>		
Total current assets	48	(69,
<hr/>		
Nonutility property - net		555,
Nuclear decommissioning trusts		
Investments in partnerships		
and unconsolidated subsidiaries	13,161	
Investments in leveraged leases		
Other investments		
<hr/>		
Total investment and other assets	13,161	555,
<hr/>		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation		
and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
<hr/>		
Total utility plant		
<hr/>		
Regulatory assets - net		
Other deferred charges		2,
<hr/>		
Total deferred charges		2,
<hr/>		



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Total assets	\$13,209	\$488,
--------------	----------	--------

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MEC International B.V.  
 Traralgon Power Pty Ltd and Subsidiaries [Tier 7]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Traralgon Power Pty Ltd	Consolidating Adjustments
-----		
ASSETS		
-----		
Cash and equivalents		(\$4,
Receivables - net		5,
Fuel inventory		
Materials and supplies, at average cost		(11,
Accumulated deferred income taxes - net		
Trading and price risk management assets		84,
Prepayments and other current assets		(
-----		
Total current assets		61,
-----		
Nonutility property - net		(1,513,
Nuclear decommissioning trusts		
Investments in partnerships and unconsolidated subsidiaries	\$5,477	(13,
Investments in leveraged leases		
Other investments		
-----		
Total investment and other assets	5,477	(1,526,
-----		
Utility plant, at original cost:		
Transmission and distribution		
Generation		
Accumulated provision for depreciation and decommissioning		
Construction work in progress		
Nuclear fuel, at amortized cost		
-----		
Total utility plant		
-----		

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Regulatory assets - net		
Other deferred charges		(2,
-----		
Total deferred charges		(2,
-----		
Total assets	\$5,477	(\$1,468,
=====		

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MEC International B.V.  
Traralgon Power Pty Ltd and Subsidiaries [Tier 7]  
Consolidating Balance Sheet  
December 31, 2001  
(In thousands)

	Mission Victoria Partnership	Latrobe Power Partnership [8
-----		
LIABILITIES AND SHAREHOLDERS' EQUITY		
-----		
Short-term debt		
Long-term debt classified as due within one year		\$3,
Preferred stock to be redeemed within one year		
Accounts payable	\$1,466	(16,
Accrued taxes		
Regulatory liabilities - net		
Trading and price risk management liabilities		3,
Other current liabilities		
-----		
Total current liabilities	1,466	(9,
-----		
Long-term debt		318,
-----		
Accumulated deferred income taxes - net	(7)	(25,
Accumulated deferred investment tax credits		
Customer advances and other deferred credits		251,
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
-----		
Total deferred credits and other liabilities	(7)	226,
-----		
Minority Interest		
-----		

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Preferred stock of utility:

Not subject to mandatory redemption  
 Subject to mandatory redemption  
 Company-obligated mandatorily redeemable  
 securities of subsidiaries holding  
 solely parent company debentures  
 Other preferred securities

-----  
 Total preferred securities of subsidiaries  
 -----

Common stock		
Additional paid-in capital	(77,105)	(5,
Accumulated other comprehensive income (loss)	74,771	(51,
Retained earnings	14,084	9,

-----  
 Total common shareholders' equity 11,750 (47,  
 -----

Total liabilities and shareholders' equity \$13,209 \$488,  
 =====

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MEC International B.V.  
 Traralgon Power Pty Ltd and Subsidiaries [Tier 7]  
 Consolidating Balance Sheet  
 December 31, 2001  
 (In thousands)

	Traralgon Power Pty Ltd	Consolidating Adjustments
----- LIABILITIES AND SHAREHOLDERS' EQUITY -----		
Short-term debt		
Long-term debt classified as due within one year		(\$3,
Preferred stock to be redeemed within one year		
Accounts payable	\$2,372	13,
Accrued taxes		(
Regulatory liabilities - net		
Trading and price risk management liabilities		
Other current liabilities		(9,
-----	-----	-----
Total current liabilities	2,372	(

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Long-term debt	133,068	(318,
Accumulated deferred income taxes - net	(433)	25,
Accumulated deferred investment tax credits		(251,
Customer advances and other deferred credits		(
Power-purchase contracts		
Accumulated provision for pension and benefits		
Other long-term liabilities		
Total deferred credits and other liabilities	(433)	(226,
Minority Interest		
Preferred stock of utility:		
Not subject to mandatory redemption		
Subject to mandatory redemption		
Company-obligated mandatorily redeemable securities of subsidiaries holding solely parent company debentures		
Other preferred securities		
Total preferred securities of subsidiaries		
Common stock		
Additional paid-in capital	(24,644)	(685,
Accumulated other comprehensive income (loss)	(98,248)	52,
Retained earnings	(6,638)	(290,
Total common shareholders' equity	(129,530)	(922,
Total liabilities and shareholders' equity	\$5,477	(\$1,468,

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MEC International B.V.  
Traralgon Power Pty Ltd and Subsidiaries [Tier 7]  
Consolidating Statements of Income and Retained Earnings  
For the Year Ended December 31, 2001  
(In thousands)

Mission Victoria

Latrobe Power

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	Partnership	Partnership
Electric utility		
Nonutility power generation	\$9,194	\$6
Financial services and other		
<b>Total operating revenue</b>	<b>9,194</b>	<b>6</b>
Fuel		
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		1
Depreciation, decommissioning and amortization		1
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
<b>Total operating expenses</b>		<b>3</b>
Operating income (loss)	9,194	3
Interest and dividend income	2	
Other nonoperating income		
Interest expense - net of amounts capitalized		(2)
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
<b>Income (loss) from continuing operations before taxes</b>	<b>9,196</b>	
Income taxes (benefit)		
<b>Income (loss) from continuing operations</b>	<b>9,196</b>	
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
<b>Net income (loss)</b>	<b>9,196</b>	
Retained earnings - beginning of year	4,888	
Dividends declared on common stock		
Dividends declared on preferred stock		
<b>Retained earnings - end of year</b>	<b>\$14,084</b>	<b>\$</b>

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Traralgon Power Pty Ltd and Subsidiaries [Tier 7]  
 Consolidating Statements of Income and Retained Earnings  
 For the Year Ended December 31, 2001  
 (In thousands)

	Traralgon Power Pty Ltd	Consolidatin Adjustments
Electric utility		
Nonutility power generation	\$4,293	(\$7
Financial services and other		
Total operating revenue	4,293	(7
Fuel		(2
Purchased power		
Provisions for regulatory adjustment clauses - net		
Other operation and maintenance		(3
Depreciation, decommissioning and amortization		(1
Write-down of nonutility assets		
Property and other taxes		
Net gain on sale of utility plant		
Total operating expenses		(7
Operating income (loss)	4,293	(
Interest and dividend income	46	(
Other nonoperating income	60	
Interest expense - net of amounts capitalized		2
Other nonoperating deductions		
Dividends on preferred securities		
Dividends on utility preferred stock		
Income (loss) from continuing operations before taxes	4,399	(2
Income taxes (benefit)	1,139	
Income (loss) from continuing operations	3,260	2
Loss from discontinued operations (including loss on disposal of \$1,309, net of tax)		
Income taxes (benefit) on discontinued operations		
Net income (loss)	3,260	2
Retained earnings - beginning of year	(9,898)	(31
Dividends declared on common stock		
Dividends declared on preferred stock		
Retained earnings - end of year	(\$6,638)	(\$29

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MEC International B.V.  
Equity Investments  
December 31, 2001  
(In thousands)

Name of Entity:	Contact Energy Limited	Derwent Cogeneration Limited
-----------------	------------------------	------------------------------

-----

Equity Interest:

Assets		\$59,520
Revenues		\$29,199
Net Income (Loss)		\$1,972

Nature/Purpose of Business:

To own and operate a 214 MW gas-fired, combined cycle cogeneration facility in the United Kingdom.

Ownership Interest(s)

33% by Mission Energy Company (UK) Limited

Name of Entity:	ISAB Energy s.r.l.	P.T. Adaro Indonesia
-----------------	--------------------	----------------------

-----

Equity Interest:

Assets	\$413,261	\$20,000
Revenues	\$170,823	\$38,579
Net Income (Loss)	\$20,929	\$939

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Nature/Purpose of Business:	To own and operate a 512 MW cogeneration facility located in Sicily, Italy	Fuel supplier for P.T. Paiton Energy Company located in Indonesia
-----------------------------	--	---

Ownership Interest (s)	49% by MEC Priolo B.V.	8.17% MEC Indo Coal B.V.
------------------------	------------------------	--------------------------

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MEC International B.V.  
Equity Investments  
December 31, 2001  
(In thousands)

Name of Entity:	San Pascual Cogeneration Company (Philippines) Ltd.	Tri Energy Company Limited
-----		

Equity Interest:

Assets	\$93,029
Revenues	\$45,305
Net Income (Loss)	\$3,958

Nature/Purpose of Business:	To own and operate a 700 MW combined cycle cogeneration facility located in Thailand.
-----------------------------	---

Ownership Interest (s)	25% by EME Tri Gen B.V.
------------------------	-------------------------

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