



CE GENERATION_{LLC}

**Consolidated Financial Statements
For the Quarterly Period Ended September 30, 2006**

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CE GENERATION, LLC AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS (Unaudited)

(In thousands)

	As of	
	September 30, 2006	December 31, 2005
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 69,344	\$ 38,836
Short-term investments	11,000	6,000
Restricted cash	7,222	7,203
Trade accounts receivable	72,228	59,338
Trade accounts receivable from affiliate	2,434	4,244
Inventories	28,997	28,515
Due from affiliates	42	-
Prepaid expenses and other current assets	6,743	7,227
Total current assets	<u>198,010</u>	<u>151,363</u>
Restricted cash	2,457	2,212
Properties, plants and equipment, net	845,525	877,012
Goodwill	265,897	265,897
Intangible assets, net	103,846	115,690
Deferred financing charges and other assets	5,153	5,925
Total assets	<u>\$ 1,420,888</u>	<u>\$ 1,418,099</u>
LIABILITIES AND MEMBERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 5,409	\$ 7,162
Accrued interest	13,167	2,736
Interest rate swap liability	287	2,252
Accrued natural gas liability	9,292	10,720
Other accrued liabilities	18,979	18,373
Income tax payable	17,631	2,699
Due to affiliates	-	726
Current portion of long-term debt	77,662	76,220
Total current liabilities	<u>142,427</u>	<u>120,888</u>
Parent senior secured bonds	280,800	289,800
Subsidiary and project debt	248,691	287,017
Deferred income taxes	244,416	249,885
Other long-term liabilities	10,704	10,002
Total liabilities	<u>927,038</u>	<u>957,592</u>
Minority interest	44,583	44,969
Commitments and contingencies (Note 5)		
Members' equity:		
Members' equity	449,399	416,566
Accumulated other comprehensive loss	(132)	(1,028)
Total members' equity	<u>449,267</u>	<u>415,538</u>
Total liabilities and members' equity	<u>\$ 1,420,888</u>	<u>\$ 1,418,099</u>

The accompanying notes are an integral part of these financial statements.

CE GENERATION, LLC AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
AND OTHER COMPREHENSIVE INCOME (Unaudited)

(In thousands)

	<u>Three-Month Periods</u> <u>Ended September 30,</u>		<u>Nine-Month Periods</u> <u>Ended September 30,</u>	
	<u>2006</u>	<u>2005</u>	<u>2006</u>	<u>2005</u>
Operating revenue	\$ 145,746	\$ 139,640	\$ 363,654	\$ 361,244
Costs and expenses:				
Fuel	28,238	28,748	77,724	76,236
Plant operations	23,753	28,028	105,018	92,468
General and administrative	856	855	2,690	2,450
Depreciation and amortization	<u>21,831</u>	<u>20,391</u>	<u>67,678</u>	<u>65,529</u>
Total costs and expenses	<u>74,678</u>	<u>78,022</u>	<u>253,110</u>	<u>236,683</u>
Operating income	<u>71,068</u>	<u>61,618</u>	<u>110,544</u>	<u>124,561</u>
Other income (expense):				
Interest expense	(12,373)	(13,633)	(38,382)	(42,300)
Interest and other income	<u>1,685</u>	<u>1,221</u>	<u>4,622</u>	<u>3,381</u>
Total other income (expense)	<u>(10,688)</u>	<u>(12,412)</u>	<u>(33,760)</u>	<u>(38,919)</u>
Income before provision for income taxes and minority interest	60,380	49,206	76,784	85,642
Provision for income taxes	11,407	11,174	12,164	17,939
Minority interest	<u>8,424</u>	<u>7,451</u>	<u>21,787</u>	<u>19,444</u>
Net income	<u>\$ 40,549</u>	<u>\$ 30,581</u>	<u>\$ 42,833</u>	<u>\$ 48,259</u>
Other comprehensive income:				
Unrealized gain on cash flow hedges, net of tax of \$119, \$363, \$498 and \$929	<u>214</u>	<u>653</u>	<u>896</u>	<u>1,670</u>
Comprehensive income	<u>\$ 40,763</u>	<u>\$ 31,234</u>	<u>\$ 43,729</u>	<u>\$ 49,929</u>

The accompanying notes are an integral part of these financial statements.

CE GENERATION, LLC AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)
(In thousands)

	Nine-Month Periods Ended September 30,	
	2006	2005
Cash flows from operating activities:		
Net income	\$ 42,833	\$ 48,259
Adjustments to reconcile net income to net cash flows from operating activities:		
Depreciation and amortization	67,678	65,529
Provision for deferred income taxes	(5,967)	991
Distributions to minority interest in excess of income	(959)	(2,049)
Amortization of deferred financing costs	772	898
Changes in other items:		
Trade accounts receivable	(11,080)	(19,614)
Inventories	1,249	(2,318)
Due from affiliates, net	(768)	2,079
Prepaid expenses and other current assets	484	(784)
Accounts payable and other accrued liabilities	<u>20,268</u>	<u>26,265</u>
Net cash flows from operating activities	<u>114,510</u>	<u>119,256</u>
Cash flows from investing activities:		
Capital expenditures	(22,854)	(28,091)
Purchases of available-for-sale securities	(212,000)	(78,500)
Proceeds from sales of available-for-sale securities	207,000	83,500
Increase in restricted cash	<u>(264)</u>	<u>(14,258)</u>
Net cash flows from investing activities	<u>(28,118)</u>	<u>(37,349)</u>
Cash flows from financing activities:		
Repayment of subsidiary and project debt	(36,284)	(19,644)
Repayment of parent senior secured bonds	(9,600)	(32,463)
Cash distributions	<u>(10,000)</u>	<u>(21,500)</u>
Net cash flows from financing activities	<u>(55,884)</u>	<u>(73,607)</u>
Net increase in cash and cash equivalents	30,508	8,300
Cash and cash equivalents at beginning of period	<u>38,836</u>	<u>27,540</u>
Cash and cash equivalents at end of period	<u>\$ 69,344</u>	<u>\$ 35,840</u>

The accompanying notes are an integral part of these financial statements.

CE GENERATION, LLC AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. General

In the opinion of the management of CE Generation, LLC (“CE Generation” or the “Company”), the accompanying unaudited consolidated financial statements contain all adjustments (consisting of normal recurring accruals) necessary to present fairly the financial position as of September 30, 2006 and the results of operations for the three-month and nine-month periods ended September 30, 2006 and 2005 and the cash flows for the nine-month periods ended September 30, 2006 and 2005. The results of operations for the three-month and nine-month periods ended September 30, 2006 and 2005 are not necessarily indicative of the results to be expected for the full year.

The unaudited consolidated financial statements include the accounts of CE Generation, its wholly-owned subsidiaries and a majority-owned limited partnership, Saranac Power Partners L.P. (the “Saranac Project”), in which the Company indirectly holds a 1% general partnership and 74% limited partnership ownership interest. The remaining interests in the Saranac Project are owned by three limited partners. Net income and distributions from the Saranac Project are allocated to the partners based on allocation percentages that vary through the life of the partnership, as specified in the partnership agreement. These allocation percentages will differ from the stated ownership percentages until certain limited partners achieve fixed rates of returns. As of September 30, 2006, the Company’s economic interest in the partnership was approximately 70%, while the minority interest holders had a combined economic interest in the partnership of approximately 30%. The equity interest of the other partners is recorded as a minority interest in the accompanying consolidated financial statements. All inter-enterprise transactions and accounts have been eliminated.

The unaudited consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in the Company’s audited financial statements for the year ended December 31, 2005. In particular, the Company’s significant accounting policies are presented in Note 2 to the consolidated financial statements included therein.

2. New Accounting Pronouncements

In September 2006, the Financial Accounting Standards Board (“FASB”) issued Statement of Financial Accounting Standards (“SFAS”) No. 158, “Employers’ Accounting for Defined Benefit Pension and Other Postretirement Plans - an amendment of FASB Statements No. 87, 88, 106, and 132(R)” (“SFAS 158”). SFAS 158 requires an employer to recognize in its statement of financial position the over- or under-funded status of a defined benefit postretirement plan measured as the difference between the fair value of plan assets and the benefit obligation. For a pension plan, the benefit obligation is the projected benefit obligation; for any other postretirement benefit plan, such as a retiree health care plan, the benefit obligation is the accumulated postretirement benefit obligation. SFAS 158 also requires entities to recognize as a component of other comprehensive income, net of tax, the actuarial gains and losses and the prior service costs and credits that arise during the period, but were not recognized as components of net periodic benefit cost of the period pursuant to SFAS No. 87, “Employers’ Accounting for Pensions” (“SFAS 87”) and SFAS No. 106, “Employers’ Accounting for Postretirement Benefits Other Than Pensions” (“SFAS 106”). SFAS 158 does not impact the calculation of net periodic benefit cost and the amounts recognized in accumulated other comprehensive income will be adjusted as they are subsequently recognized as components of net periodic benefit cost pursuant to the recognition and amortization provisions of SFAS 87 and SFAS 106.

The recognition and related disclosure provisions of SFAS 158 are effective for the Company’s fiscal year ending December 31, 2006, while the requirement to measure plan assets and benefit obligations as of the date of the employer’s fiscal year-end statement of financial position is not effective until fiscal years ending after December 15, 2008. The Company is currently evaluating the impact of adopting SFAS 158 on its consolidated financial position and results of operations.

In September 2006, the FASB issued SFAS No. 157, “Fair Value Measurements” (“SFAS 157”). SFAS 157 defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. SFAS 157 does not impose fair value measurements on items not already accounted for at fair value; rather it applies, with certain exceptions, to other accounting pronouncements that either require or permit fair value measurements. SFAS 157 is effective for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. The Company is currently evaluating the impact of adopting SFAS 157 on its consolidated financial position and results of operations.

In September 2006, the FASB issued FASB Staff Position (“FSP”) No. AUG AIR-1, “Accounting for Planned Major Maintenance Activities.” This FSP addresses appropriate methods of accounting for planned major maintenance activities and specifically prohibits the use of the accrue-in-advance method. The Company currently expenses costs as incurred for major maintenance activities, which is permitted under this FSP. This FSP is effective for fiscal years beginning after December 15, 2006. The Company does not believe this FSP will have any impact on the Company’s consolidated financial position and results of operations.

In July 2006, the Financial Accounting Standards Board (“FASB”) issued FASB Interpretation No. 48, “Accounting for Uncertainty in Income Taxes - an interpretation of FASB Statement No. 109” (“FIN 48”). FIN 48 clarifies the accounting for uncertainty in income taxes recognized in accordance with Statement of Financial Accounting Standards No. 109, “Accounting for Income Taxes,” and prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a return. Guidance is also provided on de-recognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. FIN 48 is effective for fiscal years beginning after December 15, 2006. The Company is currently evaluating the impact of adopting FIN 48 on its consolidated financial position and results of operations.

3. Properties, Plants and Equipment, Net

Properties, plants and equipment comprise the following (in thousands):

	Estimated Useful Lives	As of	
		September 30, 2006	December 31, 2005
Power plants	25 to 30 years	\$ 1,194,370	\$ 1,188,120
Wells and resource development	2 to 30 years	225,774	221,995
Equipment	3 to 30 years	<u>6,102</u>	<u>6,055</u>
Total operating assets		1,426,246	1,416,170
Accumulated depreciation and amortization		<u>(580,721)</u>	<u>(539,158)</u>
Properties, plants and equipment, net		<u>\$ 845,525</u>	<u>\$ 877,012</u>

During the three-month and nine-month periods ended September 30, 2006 and 2005, the Company replaced certain pipe with a remaining net book value of \$0.3 million and \$4.7 million, respectively, and \$- million and \$4.2 million, respectively, which was charged to depreciation expense in the accompanying consolidated statements of operations.

4. Intangible Assets, Net

Intangible assets comprise the following (in thousands):

	Estimated Useful Lives	As of September 30, 2006		As of December 31, 2005	
		Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Power Purchase Contracts	4 to 30 years	\$ 315,434	\$ 235,082	\$ 315,434	\$ 224,861
Patented Technology	24 years	<u>46,290</u>	<u>22,796</u>	<u>46,290</u>	<u>21,173</u>
Total		<u>\$ 361,724</u>	<u>\$ 257,878</u>	<u>\$ 361,724</u>	<u>\$ 246,034</u>

Amortization expense on acquired intangible assets was \$4.0 million for each of the three-month periods ended September 30, 2006 and 2005 and \$11.9 million for each of the nine-month periods ended September 30, 2006 and 2005, respectively. CE Generation expects amortization expense on acquired intangible assets to be \$3.9 million for the remaining three months in 2006 and \$15.8 million for each of the two succeeding fiscal years, \$11.1 million in 2009, and \$5.7 million in 2010.

5. Commitments and Contingencies

The California Power Exchange

In January 2001, the California Power Exchange declared bankruptcy. As a result, Salton Sea Power LLC (“Salton Sea Power”) and CE Turbo, LLC (“CE Turbo”) did not receive payment for power sold to El Paso Merchant Energy Company (“EPME”) under certain transaction agreements during December 2000 and January 2001 of \$3.8 million (the “PX Receivable”). Salton Sea Power and CE Turbo established an allowance for doubtful accounts for this balance as of December 31, 2003. On September 29, 2004, Salton Sea Power and CE Turbo entered into separate Transfer of Claims Agreements with TransAlta and MEHC (the “Transfer of Claims Agreements”), pursuant to which Salton Sea Power and CE Turbo received an aggregate of \$3.7 million in exchange for transferring the rights to receive payment on the PX Receivable to TransAlta USA Inc. (“TransAlta”), a wholly-owned subsidiary of TransAlta Corporation and MidAmerican Energy Holdings Company (“MEHC”). As a result of the transaction, Salton Sea Power and CE Turbo wrote-off the PX Receivable and the related allowance for doubtful accounts and recorded a \$3.8 million current liability to reflect the collection risk retained under the Transfer of Claims Agreements. Pursuant to the Transfer of Claims Agreements, to the extent that the PX Receivable becomes uncollectible, Salton Sea Power and CE Turbo can be required to pay the PX Receivable, plus interest, to MEHC and TransAlta. As of September 30, 2006, EPME had not made any payments in connection with the PX Receivable.

Environmental

The Company is subject to numerous legislative and regulatory environmental protection requirements involving air and water pollution, waste management, hazardous chemical use, noise abatement, and land use aesthetics. State and federal environmental laws and regulations currently have, and future modifications may have, the effect of (i) increasing the lead time for the construction of new facilities, (ii) significantly increasing the total cost of new facilities, (iii) requiring modification of the Company’s existing facilities, (iv) increasing the risk of delay on construction projects, (v) increasing the Company’s cost of waste disposal and (vi) reducing the reliability of service provided by the Company and the amount of energy available from the Company’s facilities. Any of such items could have a substantial impact on amounts required to be expended by the Company in the future. Expenditures for ongoing compliance with environmental regulations that relate to current operations are expensed or capitalized as appropriate. Expenditures that relate to an existing condition caused by past operations, and which do not contribute to current or future revenue generation, are expensed. Liabilities are recorded when environmental assessments indicate that remediation efforts are probable and the costs can be reasonably estimated. Estimates of the liability are based upon currently available facts, existing technology and presently enacted laws and regulations taking into consideration the likely effects of inflation and other social and economic factors, and include estimates of associated legal costs. These amounts also consider prior experience in remediation of sites, other companies’ clean-up experience and data released by the Environmental Protection Agency or other organizations. These estimated liabilities are subject to revision in future periods based on actual costs or new circumstances, and are included in the consolidated balance sheets at their undiscounted amounts. As of September 30, 2006 and December 31, 2005, the environmental liabilities recorded in the accompanying consolidated balance sheets as current liabilities were \$3.2 million and \$7.9 million, respectively.

On August 22, 2006, the California governor signed Senate Bill 1294 - Geothermal Waste Exemption (“SB 1294”). With the enactment of SB 1294, the Imperial Valley Projects’ brine ponds are not subject to regulation by the California Department of Toxic Substances Control (“DTSC”) as hazardous waste treatment, storage and disposal facilities. Accordingly, a \$3.6 million reduction in hazardous brine pond waste expense was recognized during the three-month period ended September 30, 2006.

In March 2005, the EPA released the final Clean Air Interstate Rule (“CAIR”), calling for reductions of sulfur dioxide and nitrogen oxides (“NO_x”) emissions in the eastern United States through, at each state’s option, a market-based cap and trade system, emission reductions, or both. The state of New York, where the Saranac Project is located, has been determined by the EPA to significantly contribute to nonattainment of the fine particulate standard in Pennsylvania, New Jersey, Connecticut and Delaware and to nonattainment of the ozone standard in Connecticut, New Jersey and Rhode Island. Similarly, the state of Texas, where Power Resources, Ltd. (the “Power Resources Project”) is located, has been determined by the EPA to significantly contribute to nonattainment of the fine particulate standard in Illinois. Under the final CAIR, the first phase reductions of NO_x emissions are effective on January 1, 2009, and the second phase reductions are effective January 1, 2015. Depending on the outcome of CAIR litigation and implementation of the CAIR by New York and Texas, the CAIR emission reduction requirements could impact the Saranac and Power Resources Projects.

The CAIR could, in whole or in part, be superseded or made more stringent by one of a number of multi-pollutant emission reduction proposals currently under consideration at the federal level, including pending legislative proposals that contemplate 70% to 90% reductions of NO_x, as well as possible new federal regulation of carbon dioxide and other gases that may affect global climate change. In addition to any federal legislation that could be enacted by Congress to supersede the CAIR, the rules could be changed or overturned as a result of litigation. The sufficiency of the standards established by the CAIR has been legally challenged in the United States District Court for the District of Columbia. Until the court makes a determination regarding the merits of the challenges to the CAIR, the full impact of the rules on the Company cannot be determined.

In February 2005, the Kyoto Protocol became effective, requiring 35 developed countries to reduce greenhouse gas emissions by approximately 5% between 2008 and 2012. While the United States did not ratify the protocol, the ratification and implementation of its requirements in other countries has resulted in increased attention to climate change in the United States. In 2005, the Senate adopted a “sense of the Senate” resolution that puts the Senate on record that Congress should enact a comprehensive and effective national program of mandatory, market-based limits and incentives on emissions of greenhouse gases that slow, stop, and reverse the growth of such emissions at a rate and in a manner that will not significantly harm the United States economy; and will encourage comparable action by other nations that are major trading partners and key contributors to global emissions. It is anticipated that the resolution may be further addressed by Congress in 2006. While debate continues at the national level over the direction of domestic climate policy, several states are developing state-specific or regional legislative initiatives to reduce greenhouse gas emissions. In December 2005, the states of Connecticut, Delaware, Maine, New Hampshire, New Jersey, New York and Vermont signed a mandatory regional pact to reduce greenhouse gas emissions that would become effective in 2009 and ultimately would require a reduction in greenhouse gas emissions of 10 percent from 1990 levels. An executive order signed by California’s governor in June 2005 would reduce greenhouse gas emissions in that state to 2000 levels by 2010, to 1990 levels by 2020 and 80 percent below 1990 levels by 2050. In August 2006, the California legislature adopted a greenhouse gas emission performance standard to all electricity generated within the state or delivered from outside the state that is no higher than the greenhouse gas emission levels of a state-of-the-art combined-cycle natural gas generation facility. California also adopted a statewide greenhouse gas emission cap to reduce greenhouse gas emissions by approximately 25% from 1990 levels by 2020. Both requirements have been signed by California’s governor and will move forward through the rulemaking and implementation process.

6. Related Party Transactions

Pursuant to an administrative services agreement between CalEnergy Generation Operating Company (“CGOC”), a subsidiary of MEHC, and CE Generation (the “Administrative Services Agreement”), CGOC provides certain administrative and management services to CE Generation. The Administrative Services Agreement between CGOC and CE Generation provides for a fixed fee of \$3.0 million annually from January 1, 2005 through December 31, 2007. The expense pursuant to the Administrative Services Agreement for each of the three-month periods ended September 30, 2006 and 2005 was \$0.8 million and the expense for each of the nine-month periods ended September 30, 2006 and 2005 was \$2.3 million and is included in plant operations and general and administrative costs and expenses in the accompanying consolidated statements of operations.

The Company participates in multi-employer pension plans sponsored by MidAmerican Energy Company, an indirect wholly-owned subsidiary of MEHC. The Company’s contribution to the various plans was \$0.7 million and \$0.6 million, respectively, for the three-month periods ended September 30, 2006 and 2005, and \$1.9 million for each of the nine-month periods ended September 30, 2006 and 2005.

Pursuant to a transaction agreement dated January 29, 2003 (the “TransAlta Transaction Agreement”), Salton Sea Power and CE Turbo began selling available power from the Salton Sea V Project and CE Turbo Project to TransAlta on February 12, 2003, based on percentages of the Dow Jones SP-15 Index. The TransAlta Transaction Agreement shall continue until the earlier of (a) 30 days following a written notice of termination, or (b) any other termination date mutually agreed to by the parties. No such notice of termination has been given by either party. Pursuant to this agreement, sales to TransAlta totaled \$3.5 million and \$7.7 million, respectively for the three-month and nine month periods ended September 30, 2006, and \$2.9 million and \$8.8 million, respectively, for the three-month and nine month periods ended September 30, 2005. As of September 30, 2006 and December 31, 2005, accounts receivable balances from TransAlta were \$2.2 million and \$4.1 million, respectively. Effective August 7, 2006 through May 31, 2009, up to 26 MW of available power from the Salton Sea V Project will be sold to TransAlta under the TransAlta Transaction Agreement at a fixed price. Each of Salton Sea

Power, CE Turbo, and TransAlta have agreed not to exercise their respective 30 day termination right described above with respect to such amount of available power through such period.

On January 21, 2004, Salton Sea Power and CE Turbo entered into a Green Energy Tag Purchase and Sale Agreement to sell the non-power attributes (the non-power attributes made available by one megawatt hour (“MWh”) of generation, a “Green Tag”) associated with up to 931,800 MWh of available generation of the Salton Sea V Project and the CE Turbo Project through December 31, 2008 to TransAlta Energy Marketing (US) Inc. (“TransAlta Marketing”) at a market price per Green Tag. Pursuant to this agreement, sales to TransAlta Marketing totaled \$0.5 million and \$1.6 million, respectively for each of the three-month and nine month periods ended September 30, 2006 and 2005. As of September 30, 2006 and December 31, 2005, accounts receivable balances from TransAlta Marketing was \$0.2 million.

Management's Discussion and Analysis of Financial Condition and Results of Operations

The following is management's discussion and analysis of certain significant factors which have affected the financial condition and results of operations of CE Generation, LLC and its subsidiaries ("CE Generation" or the "Company") during the periods included in the accompanying consolidated financial statements. This discussion should be read in conjunction with the Company's historical consolidated financial statements and the related notes thereto included elsewhere in this report. The Company's actual results in the future could differ significantly from the historical results.

Forward-Looking Statements

From time to time, CE Generation may make forward-looking statements that involve judgments, assumptions and other uncertainties beyond the control of the Company or any of its subsidiaries individually. These forward-looking statements may include, among others, statements concerning revenue and cost trends, cost recovery, cost reduction strategies and anticipated outcomes, pricing strategies, changes in the utility industry, planned capital expenditures, financing needs and availability, statements of CE Generation's expectations, beliefs, future plans and strategies, anticipated events or trends and similar comments concerning matters that are not historical facts. These types of forward-looking statements are based on current expectations and involve a number of known and unknown risks and uncertainties that could cause the actual results and performance of the Company to differ materially from any expected future results or performance, expressed or implied, by the forward-looking statements. CE Generation has identified important factors that could cause actual results to differ materially from those expectations, including weather effects on revenues and other operating uncertainties, uncertainties relating to economic and political conditions and uncertainties regarding the impact of regulations, changes in government policy and competition. The Company does not assume any responsibility to update forward-looking information contained herein.

Executive Summary

The following significant events occurred during the first nine months of 2006 and 2005, as discussed in more detail herein, which highlight some of the factors that affected, or may affect in the future, the Company's financial condition, results of operations and liquidity:

- The Company's Yuma Cogeneration Associates Project (the "Yuma Project") and Power Resources Ltd. Project (the "Power Resources Project") underwent scheduled major maintenance from March through April 2006. These extensive maintenance events are scheduled approximately every six years.
- The Company's ten geothermal facilities in the Imperial Valley of California (the "Imperial Valley Projects") had more extensive brine system and turbine overhauls in the first nine months of 2006 compared to the first nine months of 2005. The 2006 overhauls are longer in duration and have higher associated repair and maintenance costs than the 2005 overhauls. The overhaul schedules vary from year to year and are scheduled at intervals based on plant operating hours.
- On May 30, 2006, certain Imperial Valley Projects entered into amendments to their respective power purchase agreements with Southern California Edison ("Edison") which provide for a fixed energy price commencing May 1, 2007, and ending April 30, 2012. The amendments are subject to the approval of the California Public Utilities Commission ("CPUC"). Edison filed an advice letter with the CPUC on July 28, 2006 and the CPUC approved the advice letter and amendment on October 19, 2006 subject to a 30 day period for filing requests for a rehearing. The energy price under the respective amended power purchase agreements during the fixed price period will be 6.15 cents per kilowatt-hour ("kWh"), escalated 1% annually beginning May 1, 2008. The current energy price of 5.37 cents per kWh will remain in effect through April 30, 2007.
- On August 2, 2006, Salton Sea Power and CE Turbo entered into a transaction under the TransAlta Transaction Agreement which provides for a fixed energy price commencing on August 7, 2006, and ending on May 31, 2009. The energy price under this transaction will be 6.05 cents per kWh.
- On August 22, 2006, the California governor signed Senate Bill 1294 - Geothermal Waste Exemption ("SB 1294"). With enactment of SB1294, the Imperial Valley Projects' brine ponds are not subject to regulation

by the California Department of Substances Control (“DTSC”) as hazardous waste treatment, storage and disposal facilities.

Results of Operations

Operating Revenue

The capacity factor for a particular project is determined by dividing the total quantity of electricity sold by the product of the project's capacity and the total hours in the year. Refer to Note 1 to the consolidated financial statements included in the Company's audited financial statements for the year ended December 31, 2005 for the net capacity of each facility. Each plant possesses an operating margin, which allows for production in excess of a facility's net capacity. Utilization of this operating margin is based upon a variety of factors and can be expected to vary throughout the year under normal operating conditions. The amount of revenues received by the projects is affected by the extent to which they are able to operate and generate electricity. Accordingly, the capacity and capacity factor figures provide information on operating performance that has affected the revenues received by the projects.

CE Generation's operating revenue is summarized as follows (in thousands):

	Three-Month Periods Ended September 30,		Nine-Month Periods Ended September 30,	
	2006	2005	2006	2005
Natural gas-fired facilities	\$ 73.0	\$ 66.7	\$ 202.9	\$ 189.9
Geothermal facilities	<u>72.7</u>	<u>72.9</u>	<u>160.8</u>	<u>171.3</u>
Total operating revenue	<u>\$ 145.7</u>	<u>\$ 139.6</u>	<u>\$ 363.7</u>	<u>\$ 361.2</u>

Natural Gas-Fired Facilities

The following operating data represents the aggregate capacity and electricity production at the natural gas-fired facilities:

	Three-Month Periods Ended September 30,		Nine-Month Periods Ended September 30,	
	2006	2005	2006	2005
Overall capacity factor	85.1%	83.8%	69.7%	70.2%
Megawatt hour (“MWh”) produced	943,500	928,700	2,292,600	2,309,800
Capacity (net MW) (weighted average)	502.0	502.0	502.0	502.0

Operating revenue at the natural gas-fired facilities for the third quarter of 2006 increased \$6.3 million, or 9.4%, in 2006 from the comparable period in 2005 primarily due to the following:

- \$4.6 million increase associated with the Power Resources Project's merchant plant operation.
- \$1.9 million increase due to rate escalations under the Saranac Power Partners L.P. Project's (the Saranac Project") 15-year power purchase agreement.
- \$0.5 million increase at the Saranac Project due to a 1.0% increase in production over 2005.
- The Yuma Project sells energy to the San Diego Gas and Electric Company at its avoided cost of energy, which decreased to 6.6 cents per kWh in 2006 from 7.5 cents per kWh in 2005, resulting in a \$1.0 million decrease in operating revenue. The Yuma project also incurred decreased fuel costs.

Total MWh produced in the third quarter of 2006 were 1.6% higher than total MWh produced in the third quarter of 2005. Increases in production at the Saranac and Yuma Projects were offset by a decrease in dispatch at the Power Resources Project.

Operating revenue at the natural gas-fired facilities for the first nine months of 2006 increased \$13.0 million, or 6.8%, from the comparable period in 2005 primarily due to the following:

- \$5.8 million increase due to rate escalations under the Saranac Project's 15-year power purchase agreement.
- \$5.1 million increase associated with the Power Resources Project's merchant plant operation.
- \$2.7 million increase at the Saranac Project due to a 2.0% increase in production over 2005.
- \$0.9 million decrease in operating revenue at the Yuma Project due to lower production associated with scheduled major maintenance activity in 2006.

The decrease in total MWh produced in the first nine months of 2006 as compared to the first nine months of 2005 was due primarily to the scheduled 2006 major maintenance events at the Yuma and Power Resources Projects. These decreases were partially offset by increased production at the Saranac Project.

Geothermal Facilities

The following operating data represents the aggregate capacity and electricity production at the geothermal facilities:

	Three-Month Periods Ended September 30,		Nine-Month Periods Ended September 30,	
	2006	2005	2006	2005
Overall capacity factor	98.6%	97.3%	90.0%	94.8%
Megawatt hour ("MWh") produced	710,700	701,000	1,925,700	2,027,800
Capacity (net MW) (weighted average)	326.4	326.4	326.4	326.4

The \$0.2 million, or 0.3%, decrease in operating revenue at the Imperial Valley Projects in the third quarter of 2006 from the comparable period in 2005 primarily reflects a \$1.2 million decrease due to lower energy rates, mainly at the Salton Sea IV and V Projects, partially offset by a \$1.0 million increase in operating revenue from a 1.4% increase in energy production. The energy production increase primarily results from less curtailed production at certain Imperial Valley Projects.

The \$10.5 million, or 6.1%, decrease in operating revenue at the Imperial Valley Projects in the first nine months of 2006 from the comparable period in 2005 primarily reflects \$5.9 million of lower revenue from a 5.0% decrease in energy production and a \$4.6 million decrease due to lower energy rates, mainly at the Salton Sea IV and V Projects. The energy production decrease primarily results from more extensive Region 1 brine system and turbine overhaul outages and a wind storm event causing downed power poles and lines, which are not owned or maintained by the Imperial Valley Projects. This wind storm event caused forced downtime of approximately 3 days at certain Imperial Valley Projects.

Fuel Expense

Both the Saranac and Yuma Projects supply the natural gas used by their facilities to produce energy under their existing power purchase agreements. At the Power Resources Project, under both its former contract with ONEOK and, its current one-year Energy Management Services Agreement with Mpower, which was effective January 1, 2006, the marketer is required to procure the natural gas supply.

Fuel expense decreased \$0.5 million, or 1.7%, to \$28.2 million for the third quarter of 2006 from \$28.7 million for the comparable period in 2005. During 2006, the Company incurred \$1.0 million less in fuel expense due to lower unit costs paid for natural gas, and \$0.5 million more in fuel expense due to increased production at the Saranac Project.

Fuel expense increased \$1.5 million, or 2.0%, to \$77.7 million for the first nine months of 2006 from \$76.2 million for the comparable period in 2005 due to higher unit costs paid for natural gas.

Plant Operations

Plant operations decreased \$4.2 million, or 15.0%, to \$23.8 million for the third quarter of 2006 from \$28.0 million for the comparable period in 2005. The decrease was primarily due to a \$3.6 million decrease in hazardous waste expense due to the enactment of SB 1294. With the enactment of SB 1294, the Imperial Valley Projects' brine ponds are not subject to regulation by the DTSC as hazardous waste treatment, storage and disposal facilities. Plant operations also decreased due to lower maintenance costs.

Plant operations increased \$12.5 million, or 13.5%, to \$105.0 million for the first nine months of 2006 from \$92.5 million for the comparable period in 2005. The increase was primarily due to a \$15.4 million increase in maintenance expense due to scheduled outages at the Yuma and Power Resources Projects as well as more extensive brine system overhauls, turbine overhauls and maintenance repairs at the Imperial Valley Projects in 2006 and smaller increases relating to higher chemical costs, partially offset by a \$3.6 million decrease in hazardous waste expense due to the enactment of SB 1294.

Depreciation and Amortization

Depreciation and amortization for the third quarter and for the first nine months of 2006 increased \$1.4 million to \$21.8 million and \$2.2 million to \$67.7 million, respectively, from the comparable periods in 2005 due primarily to accelerated depreciation on brine production pipelines at certain Imperial Valley projects.

Interest Expense

Interest expense for the third quarter and for the first nine months of 2006 decreased \$1.2 million to \$12.4 million and \$3.9 million to \$38.4 million, respectively, from the comparable periods in 2005 due to lower outstanding debt balances.

Provision for Income Taxes

The provision for income taxes increased \$0.2 million to \$11.4 million for the third quarter of 2006 and decreased \$5.7 million to \$12.2 million for the first nine months of 2006 from the comparable periods in 2005. A \$1.4 million favorable settlement of the 1999-2001 audit with the Internal Revenue Service significantly offset the impact of the increase in pre-tax income in the third quarter. The remainder of the decrease in the first nine months was due to a decrease in pre-tax income.

Liquidity and Capital Resources

Each of CE Generation's direct or indirect subsidiaries is organized as a legal entity separate and apart from CE Generation and its other subsidiaries. Pursuant to separate project financing agreements applicable to the Imperial Valley Projects and the Saranac Project, the assets of each subsidiary with a direct or indirect ownership interest in the Imperial Valley Projects other than Magma Power Company and Salton Sea Power Company and each subsidiary with a direct ownership interest in the subsidiary that owns interests in the Saranac Project are pledged or encumbered to support or otherwise provide the security for their own project or subsidiary debt, therefore it should not be assumed that any of these assets will be available to satisfy the obligations of CE Generation or any of its other subsidiaries; provided, however, that unrestricted cash or other assets which are available for distribution may, subject to applicable law and the terms of financing arrangements for such parties, be advanced, loaned, paid as dividends or otherwise distributed or contributed to CE Generation or affiliates thereof.

The Company generated cash flows from operations of \$114.5 million for the nine-month period ended September 30, 2006 compared with \$119.3 million for the same period in 2005. The decrease was due primarily to the increase in maintenance expense due to scheduled outages at the Yuma and Power Resources Projects as well as more extensive brine system overhauls, turbine overhauls and maintenance repairs at the Imperial Valley Projects in 2006.

The Imperial Valley Projects' primary source of electricity revenue is derived from payments received pursuant to long-term power sales agreements with Edison. Because of the Imperial Valley Projects' dependence on Edison, if Edison fails to fulfill its obligations to the Imperial Valley Projects, it could significantly impair the ability of the Imperial Valley Projects to fund operating and maintenance expenses, payments of interest and principal on the debt securities, projected capital expenditures and debt service reserve fund requirements.

In June and November 2001, the Imperial Valley Projects which were then receiving Edison's avoided cost of energy entered into agreements that provided for amended energy payments. The amendments provided for fixed energy payments per kWh in lieu of Edison's avoided cost of energy. The fixed energy price was 3.25 cents per kWh from December 1, 2001 to April 30, 2002 and increased to 5.37 cents per kWh commencing May 1, 2002 through April 30, 2007. On May 30, 2006, the Imperial Valley Projects receiving Edison's avoided cost of energy entered into amendments to their respective power purchase agreements which provide for a fixed energy price commencing May 1, 2007, and ending April 30, 2012. The amendments are subject to the approval of the CPUC. Edison filed an advice letter with the CPUC on July 28, 2006 and the CPUC approved the advice letter and amendment on October 19, 2006 subject to a 30 day period for the filing of requests for a rehearing. The energy price under the respective amended power purchase agreements during the fixed price period will be 6.15 cents per kWh, escalated 1 % annually beginning May 1, 2008.

Cash flows used in investing activities were \$28.1 million for the nine-month period ended September 30, 2006 compared with \$37.3 million for the same period in 2005. Capital expenditures decreased to \$22.9 million for the nine-month period ended September 30, 2006 from \$28.1 million for the same period in 2005. In 2005, the Company completed an expansion of the Desert Valley Landfill. Forecasted capital expenditures for 2006 are \$31.2 million. Capital expenditure needs are reviewed regularly by management and may change significantly as a result of such reviews. The Company is evaluating pipeline replacement materials which are expected to have a longer useful life than the material currently used. The new material would result in higher capital expenditures than historical expenditures in 2007 through 2009. The Company expects to meet these capital expenditures with cash flows from operations.

Cash flows used in financing activities were \$55.9 million for the nine-month period ended September 30, 2006 compared with \$73.6 million for the same period in 2005. The decrease is due to timing of scheduled debt payments and lower cash distributions paid to MEHC and TransAlta.

Environmental Liabilities

The Company is subject to numerous legislative and regulatory environmental protection requirements involving air and water pollution, waste management, hazardous chemical use, noise abatement, and land use aesthetics. State and federal environmental laws and regulations currently have, and future modifications may have, the effect of (i) increasing the lead time for the construction of new facilities, (ii) significantly increasing the total cost of new facilities, (iii) requiring modification of the Company's existing facilities, (iv) increasing the risk of delay on construction projects, (v) increasing the Company's cost of waste disposal and (vi) reducing the reliability of service provided by the Company and the amount of energy available from the Company's facilities. Any of such items could have a substantial impact on amounts required to be expended by the Company in the future. Expenditures for ongoing compliance with environmental regulations that relate to current operations are expensed or capitalized as appropriate. Expenditures that relate to an existing condition caused by past operations, and which do not contribute to current or future revenue generation, are expensed. Liabilities are recorded when environmental assessments indicate that remediation efforts are probable and the costs can be reasonably estimated. Estimates of the liability are based upon currently available facts, existing technology and presently enacted laws and regulations taking into consideration the likely effects of inflation and other social and economic factors, and include estimates of associated legal costs. These amounts also consider prior experience in remediation of sites, other companies' clean-up experience and data released by the Environmental Protection Agency or other organizations. These estimated liabilities are subject to revision in future periods based on actual costs or new circumstances, and are included in the consolidated balance sheets at their undiscounted amounts. As of September 30, 2006 and December 31, 2005, the environmental liabilities recorded in the accompanying consolidated balance sheets as current liabilities were \$3.2 million and \$7.9 million, respectively.

On August 22, 2006, the California governor signed Senate Bill 1294 - Geothermal Waste Exemption ("SB 1294"). With enactment of SB 1294, the Imperial Valley Projects' brine ponds are not subject to regulation by the California Department of Toxic Substances Control ("DTSC") as hazardous waste treatment, storage and disposal facilities. Accordingly, a \$3.6 million reduction in hazardous brine pond waste expense was recognized during the three-month period ended September 30, 2006.

CERTIFICATION

I, Stefan A. Bird, certify that:

1. I have reviewed this quarterly report of CE Generation, LLC;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;
4. The Company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures for CE Generation, LLC and we have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - c) Disclosed in this report any change in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal quarter (the Company's fourth quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting; and
5. The Company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of Company's board of directors (or persons performing the equivalent function):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

Date: November 13, 2006

/s/ Stefan A. Bird
Stefan A. Bird
President
(chief executive officer)

CERTIFICATION

I, Stephen D. Dickas, certify that:

1. I have reviewed this quarterly report of CE Generation, LLC;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;
4. The Company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures for CE Generation, LLC and we have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - c) Disclosed in this report any change in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal quarter (the Company's fourth quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting; and
5. The Company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of Company's board of directors (or persons performing the equivalent function):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

Date: November 13, 2006

/s/ Stephen D. Dickas
Stephen D. Dickas
Controller
(chief financial officer)