



SALTON SEA FUNDING CORPORATION AND GUARANTORS

Combined Financial Statements and Independent Auditors' Report

As of December 31, 2008 and 2007 and for each of the

Three Years in the Period Ended December 31, 2008

TABLE OF CONTENTS

Independent Auditors' Report	3
Combined Balance Sheets	4
Combined Statements of Operations and Comprehensive Income	5
Combined Statements of Owners' Equity	6
Combined Statements of Cash Flows	7
Notes to Combined Financial Statements	8
Management's Discussion and Analysis of Financial Condition and Results of Operations	18
Additional Information:	
Exhibit A – Combining Financial Statements	
Exhibit B – Salton Sea Funding Corporation and Guarantors – Organization Chart	

INDEPENDENT AUDITORS' REPORT

To the Board of Directors and Stockholder
Salton Sea Funding Corporation and Guarantors
Omaha, Nebraska

We have audited the accompanying combined balance sheets of Salton Sea Funding Corporation and Guarantors (the "Company") as of December 31, 2008 and 2007, and the related combined statements of operations and comprehensive income, of owners' equity, and of cash flows for each of the three years in the period ended December 31, 2008. The combined financial statements include the accounts of the companies disclosed in Note 1. These companies are under common ownership and common management. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements present fairly, in all material respects, the combined financial position of Salton Sea Funding Corporation and Guarantors as of December 31, 2008 and 2007, and the results of their combined operations and their combined cash flows for each of the three years in the period ended December 31, 2008, in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The additional combining financial statements information listed in the table of contents on page 2 is presented for the purpose of additional analysis and is not a required part of the basic financial statements. This additional information is the responsibility of the Company's management. Such information has been subjected to the auditing procedures applied in our audits of the basic financial statements and, in our opinion, is fairly stated in all material respects when considered in relation to the basic financial statements taken as whole.

/s/ Delloite & Touche LLP

Omaha, Nebraska
March 30, 2009

SALTON SEA FUNDING CORPORATION AND GUARANTORS
COMBINED BALANCE SHEETS

(In thousands)

	As of December 31,	
	2008	2007
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 22,430	\$ 20,066
Trade receivables	30,806	30,401
Trade receivables from affiliate	1,163	1,272
Inventories	18,954	19,702
Deferred income taxes	-	2,552
Other current assets	<u>1,516</u>	<u>1,579</u>
Total current assets	74,869	75,572
Property, plant and equipment, net	578,245	565,522
Goodwill	86,992	86,992
Intangible assets, net	61,833	67,363
Other assets	<u>1,489</u>	<u>2,204</u>
Total assets	<u><u>\$ 803,428</u></u>	<u><u>\$ 797,653</u></u>
LIABILITIES AND OWNERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 16,591	\$ 12,354
Accrued interest	1,217	1,401
Other current liabilities	8,639	6,731
Current portion of senior secured notes and bonds	<u>26,210</u>	<u>28,066</u>
Total current liabilities	52,657	48,552
Senior secured notes and bonds	164,475	190,684
Due to affiliates	2,626	4,560
Deferred income taxes	80,975	82,191
Other long-term liabilities	<u>2,856</u>	<u>2,229</u>
Total liabilities	<u>303,589</u>	<u>328,216</u>
Commitments and contingencies (Note 9)		
Total owners' equity	<u>499,839</u>	<u>469,437</u>
Total liabilities and owners' equity	<u><u>\$ 803,428</u></u>	<u><u>\$ 797,653</u></u>

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

SALTON SEA FUNDING CORPORATION AND GUARANTORS
COMBINED STATEMENTS OF OPERATIONS
AND COMPREHENSIVE INCOME
(In thousands)

	Years Ended December 31,		
	2008	2007	2006
Operating revenue	\$ <u>227,722</u>	\$ <u>220,776</u>	\$ <u>208,688</u>
Operating costs and expenses:			
Royalty, operating, general and administrative expense	109,948	107,686	102,275
Depreciation and amortization	<u>59,855</u>	<u>60,946</u>	<u>59,376</u>
Total operating costs and expenses	<u>169,803</u>	<u>168,632</u>	<u>161,651</u>
Operating income	<u>57,919</u>	<u>52,144</u>	<u>47,037</u>
Other income (expense):			
Interest expense	(16,693)	(18,896)	(21,041)
Interest and other income	<u>1,808</u>	<u>2,328</u>	<u>2,652</u>
Total other income (expense)	<u>(14,885)</u>	<u>(16,568)</u>	<u>(18,389)</u>
Income from continuing operations before income tax expense (benefit)	43,034	35,576	28,648
Income tax expense (benefit)	<u>3,713</u>	<u>2,716</u>	<u>(6,305)</u>
Income from continuing operations	39,321	32,860	34,953
Income from discontinued operations, net of tax (Note 3)	<u>-</u>	<u>-</u>	<u>1,000</u>
Net income	<u>39,321</u>	<u>32,860</u>	<u>35,953</u>
Other comprehensive loss:			
Unrecognized amounts on retirement benefits, net of tax of \$(579), \$(505) and \$-	<u>(1,113)</u>	<u>(410)</u>	<u>-</u>
Total other comprehensive loss	<u>(1,113)</u>	<u>(410)</u>	<u>-</u>
Comprehensive income	<u>\$ 38,208</u>	<u>\$ 32,450</u>	<u>\$ 35,953</u>

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

SALTON SEA FUNDING CORPORATION AND GUARANTORS
COMBINED STATEMENTS OF OWNERS' EQUITY
FOR THE THREE YEARS ENDED DECEMBER 31, 2008
(In thousands)

	Owners' Equity	Accumulated Other Comprehensive Loss, net	Total
Balance, January 1, 2006	\$ 459,838	\$ -	\$ 459,838
Net income	35,953	-	35,953
Adjustment for plan sponsor adoption of FASB Statement No. 158, net of tax of (\$847)	-	(1,231)	(1,231)
Distributions	(30,417)	-	(30,417)
Balance, December 31, 2006	465,374	(1,231)	464,143
Adoption of FASB Interpretation No. 48	(19)	-	(19)
Net income	32,860	-	32,860
Other comprehensive loss	-	(410)	(410)
Distributions	(27,137)	-	(27,137)
Balance, December 31, 2007	471,078	(1,641)	469,437
Net income	39,321	-	39,321
Other comprehensive loss	-	(1,113)	(1,113)
Distributions	(7,806)	-	(7,806)
Balance, December 31, 2008	\$ 502,593	\$ (2,754)	\$ 499,839

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

SALTON SEA FUNDING CORPORATION AND GUARANTORS
COMBINED STATEMENTS OF CASH FLOWS

(In thousands)

	Years Ended December 31,		
	2008	2007	2006
Cash flows from operating activities:			
Income from continuing operations	\$ 39,321	\$ 32,860	\$ 34,953
Adjustments to reconcile income from continuing operations to net cash flows from continuing operations:			
Depreciation and amortization	59,855	60,946	59,376
Provision for deferred income taxes	1,915	(3,631)	(8,440)
Amortization of deferred financing costs	580	742	901
Changes in other items:			
Trade receivables	(296)	(1,429)	1,992
Inventories	748	1,386	(345)
Due to affiliates, net	6,856	5,300	3,858
Other current assets	61	296	390
Accounts payable and other current liabilities	<u>(1,659)</u>	<u>2,934</u>	<u>(5,221)</u>
Net cash flows from continuing operations	107,381	99,404	87,464
Net cash flows from discontinued operations	-	-	<u>1,074</u>
Net cash flows from operating activities	<u>107,381</u>	<u>99,404</u>	<u>88,538</u>
Cash flows from investing activities:			
Capital expenditures	(58,799)	(35,952)	(27,093)
Purchases of available-for-sale securities	-	(99,500)	(214,000)
Proceeds from sales of available-for-sale securities	-	99,500	220,000
Decrease (increase) in restricted cash	<u>135</u>	<u>1</u>	<u>(25)</u>
Net cash flows from continuing operations	(58,664)	(35,951)	(21,118)
Net cash flows from discontinued operations	-	-	<u>(341)</u>
Net cash flows from investing activities	<u>(58,664)</u>	<u>(35,951)</u>	<u>(21,459)</u>
Cash flows from financing activities:			
Repayment of senior secured notes and bonds	(28,066)	(25,091)	(25,916)
Distributions	<u>(18,287)</u>	<u>(36,660)</u>	<u>(37,116)</u>
Net cash flows from continuing operations	(46,353)	(61,751)	(63,032)
Net cash flows from discontinued operations	-	-	<u>(615)</u>
Net cash flows from financing activities	<u>(46,353)</u>	<u>(61,751)</u>	<u>(63,647)</u>
Net change in cash and cash equivalents	2,364	1,702	3,432
Cash and cash equivalents at beginning of year	<u>20,066</u>	<u>18,364</u>	<u>14,932</u>
Cash and cash equivalents at end of year	<u>\$ 22,430</u>	<u>\$ 20,066</u>	<u>\$ 18,364</u>
Supplemental disclosure:			
Interest paid	<u>\$ 16,256</u>	<u>\$ 18,288</u>	<u>\$ 20,309</u>
Income taxes paid	<u>\$ 1,798</u>	<u>\$ 5,728</u>	<u>\$ 2,938</u>
Non-cash investing transactions-			
Property, plant, and equipment additions in accounts payable	<u>\$ 8,043</u>	<u>\$ 12,579</u>	<u>\$ 197</u>

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

SALTON SEA FUNDING CORPORATION AND GUARANTORS NOTES TO COMBINED FINANCIAL STATEMENTS

1. Organization and Operations

Salton Sea Funding Corporation (“Funding Corporation”), which was formed on June 20, 1995, is a special purpose Delaware corporation and was organized for the sole purpose of acting as issuer of senior secured notes and bonds. On July 21, 1995, June 20, 1996 and October 31, 1998, Funding Corporation issued \$475.0 million, \$135.0 million and \$285.0 million, respectively, of separate series of Senior Secured Notes and Bonds (collectively, the “Securities”). Funding Corporation is a wholly-owned subsidiary of Magma Power Company (“Magma”), which in turn is a wholly-owned subsidiary of CE Generation, LLC (“CE Generation”). CE Generation is equally owned by MidAmerican Energy Holdings Company (“MEHC”), a consolidated subsidiary of Berkshire Hathaway Inc., and TransAlta USA, Inc. (“TransAlta”), a wholly-owned subsidiary of TransAlta Corporation.

The Salton Sea Guarantors (not a legal entity) consist of: (1) Salton Sea Power Generation L.P., Salton Sea Power L.L.C. (“Salton Sea Power”), and Fish Lake Power LLC, together owning a 100% interest in five operating geothermal electric power generating plants located in the Imperial Valley of California commonly known as the Salton Sea I Project, the Salton Sea II Project, the Salton Sea III Project, the Salton Sea IV Project and the Salton Sea V Project (collectively, the “Salton Sea Projects”), (2) Salton Sea Brine Processing L.P., and (3) CE Salton Sea Inc. (collectively, the “Salton Sea Guarantors”).

The Partnership Guarantors (not a legal entity) consist of: (1) Vulcan/BN Geothermal Power Company (“Vulcan”), Elmore, L.P. (“Elmore”), Leathers, L.P. (“Leathers”), Del Ranch, L.P. (“Del Ranch”) and CE Turbo LLC (“CE Turbo”), each of which owns an operating geothermal power plant located in the Imperial Valley of California commonly known as the Vulcan Project, the Elmore Project, the Leathers Project, the Del Ranch Project and the CE Turbo Project, respectively (collectively, the “Partnership Projects”), (2) CalEnergy Operating Corporation (“CEOC”) and Vulcan Power Company (“VPC”), both 99% owned by Magma and 1% owned by Funding Corporation, (3) San Felipe Energy Company (“San Felipe”), Conejo Energy Company (“Conejo”), and Niguel Energy Company (“Niguel”), each 100% owned by CEOC, (4) VPC Geothermal LLC (“VPCG”), which is 100% owned by VPC, (5) Salton Sea Minerals Corp., (6) CalEnergy Minerals LLC (“CalEnergy Minerals”), and (7) CE Salton Sea Inc. (collectively, the “Partnership Guarantors”). VPC and VPCG collectively own 100% of the partnership interests in Vulcan. CEOC, Niguel, San Felipe and Conejo collectively own 90% of the partnership interests in each of Elmore, Leathers and Del Ranch, respectively. CE Salton Sea Inc. owns CE Turbo.

Magma owns all of the remaining 10% interests in each of the Elmore, Leathers and Del Ranch Projects. CEOC is entitled to receive from Magma, as payment for certain data and services provided by CEOC, all of the partnership distributions Magma receives with respect to its 10% ownership interests in each of the Elmore, Leathers and Del Ranch Projects and Magma’s special distributions equal to 4.5% of total energy revenue from the Leathers Project. Given the assignment of these rights by Magma to CEOC, the 10% ownership interest in each of the Elmore, Leathers and Del Ranch Projects is reflected in the Combined Financial Statements of the Partnership Guarantors, the Salton Sea Guarantors and Funding Corporation.

Salton Sea Royalty LLC (the “Royalty Guarantor”) is the beneficiary of an assignment of certain fees and royalties paid by the Elmore, Leathers and Del Ranch Projects (the “Royalty Projects”).

The Securities are payable from the proceeds of payments made of principal and interest on the secured project notes from the Salton Sea Guarantors, the Partnership Guarantors and the Royalty Guarantor (collectively, the “Guarantors”) to Funding Corporation. The Securities are also guaranteed on a joint and several basis by the Guarantors, each of which is an affiliate of Magma and Funding Corporation. Although the guarantees of the Partnership Guarantors and the Royalty Guarantor are limited to available cash flow (the guarantee of the Salton Sea Guarantors is not so limited), the obligations of each Guarantor under their respective secured project notes is not limited to available cash flow. Funding Corporation does not conduct any operations apart from those related to the issuance of the Securities.

The following table sets out information concerning the Salton Sea Projects and the Partnership Projects (collectively, the “Imperial Valley Projects”):

Operating Project	Facility Net Capacity (MW) ⁽¹⁾	Location	Power Purchase Agreement Expiration	Power Purchaser ⁽²⁾
Salton Sea Projects:				
Salton Sea I Project	10	California	2017	Edison
Salton Sea II Project	20	California	2020	Edison
Salton Sea III Project	50	California	2019	Edison
Salton Sea IV Project	40	California	2026	Edison
Salton Sea V Project	<u>49</u>	California	Varies ⁽³⁾	Various ⁽³⁾
Total Salton Sea Projects	<u>169</u>			
Partnership Projects:				
Vulcan Project	34	California	2016	Edison
Elmore Project	38	California	2018	Edison
Leathers Project	38	California	2019	Edison
Del Ranch Project	38	California	2019	Edison
CE Turbo Project	<u>10</u>	California	2029	APS
Total Partnership Projects	<u>158</u>			
Total operating projects	<u>327</u>			

- (1) Represents the nominal net megawatt (“MW”) facility net capacity. Actual MW may vary depending on operating and reservoir conditions and plant design.
- (2) Southern California Edison Company (“Edison”) and Arizona Public Service (“APS”).
- (3) The Salton Sea V Project provides 20 MW to Riverside Public Utilities (“Riverside”) and up to 26 MW to TransAlta. Riverside has agreed to purchase 46 MW from the Salton Sea V Project beginning June 1, 2009.

2. Summary of Significant Accounting Policies

Basis of Presentation

The Combined Financial Statements include the accounts of Funding Corporation and the Guarantors (collectively, the “Company”) as Funding Corporation and the Guarantors are entities under common control and common management. All transactions and accounts between and among Funding Corporation and the Guarantors have been eliminated.

Reclassifications

Certain amounts in the prior year Combined Financial Statements have been reclassified to conform to the current year presentation. Such reclassifications increased cash flows from operating activities and decreased cash flows from financing activities by \$5.3 million and \$3.9 million for the years ended December 31, 2007 and 2006, respectively. Such reclassifications did not impact previously reported operating income, net income or owners’ equity.

Use of Estimates in Preparation of Financial Statements

The preparation of the Combined Financial Statements in conformity with accounting principles generally accepted in the United States of America (“GAAP”) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the period. These estimates include, but are not limited to, long-lived asset recovery, goodwill and intangible assets impairment, accounting for contingencies, including environmental and income tax matters, and asset retirement obligations. Actual results may differ from estimates used in preparing the Combined Financial Statements.

Cash Equivalents and Restricted Cash

Cash equivalents consist of funds invested in commercial paper, money market accounts and in other highly liquid investments with a maturity of three months or less when purchased. Cash and cash equivalents exclude amounts where availability is restricted by legal requirements, loan agreements or other contractual provisions. The current restricted cash balance consists of debt service funds that require the maintenance of specific minimum balances equal to the next respective debt service payment. Non-current restricted cash consists of funds restricted for capital and major maintenance expenditures, and is included in other assets in the Combined Balance Sheets.

Inventories

Inventories consist of spare parts and supplies and are stated at the lower of cost or market. The cost of large replacement parts is determined using the specific identification method. The cost of the remaining spare parts and supplies is determined using average cost.

Property, Plant and Equipment, Net

General

Property, plant and equipment is recorded at historical cost. The cost of major additions and betterments are capitalized, while costs for replacements, maintenance, overhaul and well rework and repairs that do not improve or extend the lives of the respective assets are charged to plant operations. Depreciation is computed by applying the straight-line method based on estimated economic lives.

Asset Retirement Obligations

The Company recognizes legal asset retirement obligations (“ARO”) mainly related to the obligations associated with the retirement of a landfill containing non hazardous geothermal waste assets which reside on leased land. The fair value of an ARO liability is recognized in the period in which it is incurred, if a reasonable estimate of fair value can be made, and is added to the carrying amount of the associated asset, which is then depreciated over the remaining useful life of the asset. Subsequent to the initial recognition, the ARO liability is adjusted for any revisions to the expected value of the retirement obligation (with corresponding adjustments to property, plant, and equipment) and for accretion of the ARO liability due to the passage of time. Additionally, due to the renewable nature of the geothermal resource, the geothermal power plants and wells could be maintained and remain in production indefinitely. Accordingly, because the date on which such ARO expenditures will be made is indeterminate, the fair value of the geothermal ARO cannot be reasonably estimated.

Intangible Assets, Net

The Company’s intangible assets consist of acquired power purchase and royalty contracts and patented technology. These items are amortized by applying the straight-line method over the remaining contract periods.

Impairment of Long-Lived Assets

The Company evaluates long-lived assets for impairment, including property, plant and equipment and intangible assets, when events or changes in circumstances indicate that the carrying value of such assets may not be recoverable, or the assets meet the criteria of held for sale. Upon the occurrence of a triggering event, the asset is reviewed to assess whether the estimated undiscounted cash flows expected from the use of the asset plus the residual value from the ultimate disposal exceeds the carrying value of the asset. If the carrying value exceeds the estimated recoverable amounts, the asset is written down to the estimated discounted present value of the expected future cash flows from using the asset. Any resulting impairment loss is reflected in the Combined Statement of Operations. During 2008, 2007 and 2006, the Company did not record any impairment of long-lived assets.

Goodwill

Goodwill represents the difference between purchase cost and the fair value of net assets acquired in business acquisitions. Goodwill is allocated to each reporting unit and is tested at least annually, for impairment using a variety of methods, principally discounted projected future net cash flows with any impairments charged to earnings. The Company completed its

annual review as of October 31. Key assumptions used in the testing include, but are not limited to, the use of estimated future cash flows, earnings before interest, taxes, depreciation and amortization multiples and an appropriate discount rate. In estimating cash flows, the Company incorporates current market information as well as historical factors. During 2008, 2007 and 2006, the Company did not record any goodwill impairments.

Revenue Recognition and Significant Customers

Operating revenue is derived primarily from the sale of electricity and is recorded based upon energy delivered and capacity provided at rates specified under long-term power purchase contracts or at prevailing market rates for deliveries not under contract. The majority of the contracts contain both fixed, or scheduled, and variable price periods. During the scheduled period, energy revenue is recognized at the lower of (i) amounts billable under the contract or (ii) an amount equal to the kilowatt hours (“kWh”) made available during the period multiplied by the estimated average revenue per kWh over the term of the contract. Energy revenue during the variable period and capacity revenue in all periods are recognized as billed.

88%, 86% and 87% of the Company’s sales of electricity were to Edison in 2008, 2007 and 2006, respectively. Trade receivables are primarily uncollateralized receivables from long-term power purchase contracts. At December 31, 2008 and 2007, trade receivables from Edison were \$29.7 million and \$28.3 million, respectively. The allowance for doubtful accounts is based on the Company’s assessment of the collectibility of specific customer accounts and the aging of its accounts receivable. Additionally, an allowance is established when disputes under power purchase agreements arise. The outcomes of these disputes are subject to significant uncertainty. The Company recognizes an estimated loss if it is probable that the disputed amounts billed will not be collected and the loss can be reasonably estimated. The Company uses judgment and evaluates, with the assistance of legal counsel, whether a loss should be disclosed or recognized as an adjustment to operating revenue. Historically, excluding contract disputes, the Company’s trade receivables have been collectible and no significant bad debt expense has been recognized. However, if there is a deterioration of a significant customer’s credit worthiness, estimates of recoverability of the trade receivable balances could be adversely affected. At December 31, 2008 and 2007, there was no allowance for doubtful accounts recorded.

Unamortized Financing Costs

Financing costs incurred during the issuance of long-term debt are amortized over the term of the related financing using the effective interest method.

Income Taxes

Funding Corporation is included in the consolidated income tax returns with CE Generation and affiliates. The Guarantors are comprised of a combination of corporations, partnerships and limited liability companies. Those entities that are corporations are included in the consolidated income tax returns with their parent and affiliates. Income taxes for all taxable entities are provided on a separate return basis; however, these tax obligations will be remitted to the parent only to the extent cash flows are available after operating expenses and debt service. The income or loss of each partnership or limited liability company for income tax purposes, along with any associated tax credits, is the responsibility of the individual partners or members. For these entities in which the tax attributes flow through to its owners, no income tax provision is reflected in the Combined Financial Statements.

Deferred tax assets and liabilities are based on differences between the financial statements and tax bases of assets and liabilities using the estimated tax rates in effect for the year in which the differences are expected to reverse. Changes in deferred income tax assets and liabilities that are associated with components of other comprehensive income are charged or credited directly to other comprehensive income. Other changes in deferred income tax assets and liabilities are included as a component of income tax expense. Valuation allowances are established for certain deferred tax assets when management has judged that realization is not likely.

In determining the Company’s income taxes, management is required to interpret complex tax laws and regulations. In preparing tax returns, the Company is subject to continuous examinations by federal, state and local tax authorities that may give rise to different interpretations of these complex laws and regulations. Due to the nature of the examination process, it generally takes years before these examinations are completed and these matters are resolved. The U.S. Internal Revenue Service has closed examination of the Company’s income tax returns through 2003. In addition, state jurisdictions have closed examination of the Company’s income tax returns through at least 2002. Although the ultimate resolution of the Company’s federal and state tax examinations is uncertain, the Company believes it has made adequate provisions for these tax positions and the aggregate amount of any additional tax liabilities that may result from these examinations, if any, will

not have a material adverse affect on the Company's financial results. Assets and liabilities are established for uncertain tax positions taken or positions expected to be taken in income tax returns when such positions are judged to not meet the "more-likely-than-not" threshold based on the technical merits of the position. The Company's unrecognized tax benefits are primarily included in other long-term liabilities in the Combined Balance Sheets. The Company recognizes interest and penalties, if any, related to income taxes in income tax expense in the Combined Statements of Operations.

New Accounting Pronouncements

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements" ("SFAS No. 157"). SFAS No. 157 defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. SFAS No. 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. Under SFAS No. 157, fair value refers to the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants in the principal or most advantageous market. The standard clarifies that fair value should be based on the assumptions market participants would use when pricing the asset or liability. In February 2008, the FASB issued Staff Position No. 157-2, "Effective Date of FASB Statement No. 157" ("FSP FAS 157-2"), which delays the effective date of SFAS No. 157 for all non-financial assets and liabilities, except those that are recognized or disclosed at fair value in the consolidated financial statements on a recurring basis, until fiscal years beginning after November 15, 2008. These non-financial items include assets and liabilities such as non-financial assets and liabilities assumed in a business combination, reporting units measured at fair value in a goodwill impairment test and AROs initially measured at fair value. In October 2008, the FASB issued FSP No. 157-3, "Determining the Fair Value of a Financial Asset When the Market for That Asset Is Not Active" ("FSP FAS 157-3"), which clarifies the application of SFAS No. 157 in a market that is not active and provides an example to illustrate key considerations in determining the fair value of a financial asset when the market for that financial asset is not active. FSP FAS 157-3 was effective upon issuance, including prior periods for which financial statements had not been issued. The Company adopted the provisions of SFAS No. 157 for assets and liabilities recognized at fair value on a recurring basis effective January 1, 2008. The partial adoption of SFAS No. 157 did not have a material impact on the Company's Combined Financial Statements.

3. Discontinued Operations

CalEnergy Minerals installed facilities near the Partnership Projects that were intended to recover zinc from the geothermal brine through an ion exchange, solvent extraction, electro winning and casting process (the "Zinc Recovery Project"). The Zinc Recovery Project began limited production during December 2002 and continued limited production until September 10, 2004. On September 10, 2004, management made the decision to cease operations of the Zinc Recovery Project. The related activity of the Zinc Recovery Project is classified separately as discontinued operations in the Combined Statements of Operations and consisted of \$1 million of proceeds from disposal activities for the year ended December 31, 2006.

Proceeds from disposal activities, which consisted mainly of salvage proceeds from the sale of assets, a settlement payment from a dispute with a contractor and property tax refunds from a revaluation of the Zinc Recovery Project were recognized in the period earned.

Costs of disposal activities, which consisted of disposal costs, termination benefit costs and property taxes, were recognized in the period in which the related liability was incurred.

4. Property, Plant and Equipment, Net

Property, plant and equipment, net consists of the following as of December 31 (in thousands):

	Depreciation Life	2008	2007
Power plants	5 to 30 years	\$ 908,095	\$ 863,295
Wells and resource development	2 to 30 years	<u>240,347</u>	<u>232,851</u>
Total operating assets		1,148,442	1,096,146
Accumulated depreciation and amortization		<u>(570,197)</u>	<u>(530,624)</u>
Property, plant and equipment, net		<u>\$ 578,245</u>	<u>\$ 565,522</u>

The Company replaced certain pipe and equipment with a remaining net book value of \$4.7 million, \$3.8 million and \$4.7 million for the years ended December 31, 2008, 2007, and 2006, respectively, which was charged to depreciation expense in the Combined Statements of Operations.

5. Intangible Assets, Net

Intangible assets, net consists of the following as of December 31 (in thousands):

	Amortization Life	2008		2007	
		Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Power purchase and royalty contracts	4 to 30 years	\$ 216,935	\$ 174,257	\$ 216,935	\$ 170,656
Patented technology	24 years	<u>46,290</u>	<u>27,135</u>	<u>46,290</u>	<u>25,206</u>
Intangible assets, net		<u>\$ 263,225</u>	<u>\$ 201,392</u>	<u>\$ 263,225</u>	<u>\$ 195,862</u>

Amortization expense on acquired intangible assets was \$5.5 million, \$5.6 million and \$5.7 million for the years ended December 31, 2008, 2007 and 2006, respectively. The Company expects amortization expense on acquired intangible assets to be \$5.5 million for each of the five succeeding fiscal years.

6. Senior Secured Bonds

The components of Funding Corporation's long-term debt consist of the following as of December 31 (in thousands):

	2008	2007
7.84% Series C Bonds, due 2010	\$ 31,506	\$ 53,542
8.30% Series E Bonds, due 2011	28,072	31,572
7.48% Series F Bonds, due 2018	<u>131,107</u>	<u>133,636</u>
	<u>\$ 190,685</u>	<u>\$ 218,750</u>

The net revenues, equity distributions and royalties from the Imperial Valley Projects are used to pay principal and interest payments on outstanding senior secured bonds issued by Funding Corporation, the final series of which is scheduled to mature in November 2018. Funding Corporation debt is guaranteed by certain subsidiaries of Magma and secured by the capital stock of certain subsidiaries of CE Generation. The proceeds of Funding Corporation debt were loaned by Funding Corporation pursuant to loan agreements and notes (the "Imperial Valley Project Loans") to certain subsidiaries of Magma and used for the construction of certain Imperial Valley Projects, refinancing of certain indebtedness and other purposes. Debt service on the Imperial Valley Project Loans is used to repay debt service on Funding Corporation debt. The Imperial Valley Project Loans and the guarantees of Funding Corporation debt are secured by substantially all of the assets of the Guarantors, including the Imperial Valley Projects, and by the equity interests in the Guarantors. The Imperial Valley Project Loans also require Funding Corporation to maintain certain covenants. Funding Corporation was in compliance with these requirements at December 31, 2008.

In support of Funding Corporation's debt service requirements, a financial institution has issued a letter of credit for the account of TransAlta and a separate financial institution has issued a letter of credit for the account of MEHC. Each letter of credit was issued in the amount of \$20.1 million at December 31, 2008.

The annual repayments of Funding Corporation debt for the years beginning January 1, 2009 and thereafter are as follows (in thousands):

2009	\$ 26,210
2010	26,741
2011	19,990
2012	16,614
2013	14,664
Thereafter	<u>86,466</u>
Total	<u>\$ 190,685</u>

7. Income Taxes

Income tax expense (benefit) on continuing operations consists of the following for the years ended December 31 (in thousands):

	<u>2008</u>	<u>2007</u>	<u>2006</u>
Current:			
Federal	\$ 2,633	\$ 5,032	\$ 2,114
State	<u>(835)</u>	<u>1,315</u>	<u>21</u>
	<u>1,798</u>	<u>6,347</u>	<u>2,135</u>
Deferred:			
Federal	1,309	(2,422)	(8,065)
State	<u>606</u>	<u>(1,209)</u>	<u>(375)</u>
	<u>1,915</u>	<u>(3,631)</u>	<u>(8,440)</u>
Total	<u>\$ 3,713</u>	<u>\$ 2,716</u>	<u>\$ (6,305)</u>

A reconciliation of the federal statutory income tax rate to the effective income tax rate applicable to income on continuing operations before income tax expense (benefit) for the years ended December 31 follows:

	<u>2008</u>	<u>2007</u>	<u>2006</u>
Federal statutory income tax rate	35.0%	35.0%	35.0%
Percentage depletion	(10.5)	(15.1)	(22.5)
Energy tax credits	(5.6)	(1.7)	(5.1)
Change in valuation allowance	10.2	9.7	(10.8)
Production activities deduction	0.2	(1.0)	(0.5)
State taxes, net of federal effect	(2.4)	1.8	2.0
Partnership earnings	(34.2)	(21.7)	(19.7)
Interest expense adjustment	16.3	-	-
Other items, net	<u>(0.4)</u>	<u>0.6</u>	<u>(0.4)</u>
Effective income tax rate	<u>8.6%</u>	<u>7.6%</u>	<u>(22.0)%</u>

The net deferred income tax liability consists of the following as of December 31 (in thousands):

	<u>2008</u>	<u>2007</u>
Deferred tax assets:		
Accruals not currently deductible for tax purposes	\$ 318	\$ 372
Employee benefits	1,930	1,351
Net operating loss carryforwards	37,650	16,691
Federal and State credit carryforwards	<u>25,263</u>	<u>21,101</u>
Total deferred tax assets	65,161	39,515
Valuation allowance	<u>(33,174)</u>	<u>(6,062)</u>
Total deferred tax assets, net	<u>31,987</u>	<u>33,453</u>
Deferred tax liabilities:		
Property, plant and equipment and intangible assets, net	<u>(112,962)</u>	<u>(113,092)</u>
Net deferred tax liability	<u>\$ (80,975)</u>	<u>\$ (79,639)</u>
Reflected as:		
Current asset	\$ -	\$ 2,552
Non-current liability	<u>(80,975)</u>	<u>(82,191)</u>
	<u>\$ (80,975)</u>	<u>\$ (79,639)</u>

As of December 31, 2008, the Company has available \$33.8 million of federal net operating loss carryforwards that begin to expire in 2021 and \$3.8 million of state net operating loss carryforwards that begin to expire in 2012, unless previously utilized. As of December 31, 2008, the Company has available \$21.2 million of federal energy tax credit carryforwards that begin to expire in 2020 unless previously utilized and \$3.8 million of federal alternative minimum tax credit carryforwards and \$0.3 million of state tax credit carryforwards that do not expire and will carryforward indefinitely until utilized. The 2008 increase in net operating loss carryforwards and valuation allowances was due, in part, to adjustments related to prior year interest expense relating to taxable entities within the Salton Sea Guarantors.

The Company adopted Financial Accounting Standards Board (“FASB”) Interpretation No. 48, “Accounting for Uncertainty in Income Taxes - an interpretation of FASB Statement No. 109” (“FIN 48”) effective January 1, 2007 and had \$1.6 million of net unrecognized tax benefits. Of this amount, the Company recognized a net increase in the liability for unrecognized tax benefits of \$1.0 million as a cumulative effect of adopting FIN 48, which was offset by reductions in deferred income tax liabilities of \$1.0 million in the Combined Balance Sheet. The remaining \$0.6 million had been previously accrued under SFAS No. 5, “Accounting for Contingencies,” or SFAS No. 109, “Accounting for Income Taxes.”

As of December 31, 2008 and 2007, net unrecognized tax benefits totaled \$2.5 million and \$2.2 million, respectively, which included \$1.1 million and \$0.9 million, respectively, of tax positions that, if recognized, would have an impact on the effective tax rate. The remaining unrecognized tax benefits relate to positions for which ultimate deductibility is highly certain but for which there is uncertainty as to the timing of such deductibility. Recognition of these tax benefits, other than applicable interest and penalties, would not affect the Company’s effective tax rate.

8. Fair Value of Financial Instruments

The carrying amounts of cash and cash equivalents, receivables, payables and accrued liabilities approximates fair value because of the short-term maturity of these instruments. The Company’s long-term debt and current portion of long-term debt are carried at cost in the Combined Financial Statements. The fair value of the Company’s long-term debt has been estimated based upon quoted market prices. The following table presents the carrying amount and estimated fair value of the Company’s long-term debt, including the current portion, as of December 31 (in thousands):

	<u>2008</u>		<u>2007</u>	
	<u>Carrying Amount</u>	<u>Fair Value</u>	<u>Carrying Amount</u>	<u>Fair Value</u>
Senior secured notes and bonds	<u>\$ 190,685</u>	<u>\$ 186,739</u>	<u>\$ 218,750</u>	<u>\$ 232,384</u>

9. Commitments and Contingencies

The California Power Exchange

In January 2001, the California Power Exchange declared bankruptcy. As a result, Salton Sea Power and 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 (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 and 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. EPME informed Salton Sea Power and CE Turbo that, on July 6, 2007, it received a distribution in connection with a settlement involving its claims in the California Power Exchange bankruptcy proceeding. In August 2007, EPME paid \$2.4 million, or \$1.2 million each to MEHC and TransAlta, in connection with the bankruptcy proceeding distribution that EPME received on their behalf. Accordingly, Salton Sea Power and CE Turbo reduced their collective liability by \$2.4 million to \$1.4 million.

Environmental Matters

The Company is subject to federal, state and local laws and regulations regarding water quality, hazardous and solid waste disposal and other environmental matters that have the potential to impact the Company’s current and future operations. The Company believes it is in material compliance with current environmental requirements.

Accrued Environmental Costs

The Company is fully or partly responsible for environmental remediation at various contaminated sites, including sites that are or were part of the Company’s operations and sites owned by third parties. The Company accrues environmental remediation expenses when the expenses are believed to be probable and can be reasonably estimated. The quantification of environmental exposures is based on many factors, including changing laws and regulations, advancements in environmental technologies, the quality of available site-specific information, site investigation results, expected remediation or settlement timelines, the Company’s proportionate responsibility, contractual indemnities and coverage provided by insurance policies. The liability recorded as of December 31, 2008 and 2007, was \$1.0 million and \$1.1 million, respectively, and is included in other current liabilities on the Combined Balance Sheets. Environmental remediation liabilities that separately result from the normal operation of long-lived assets and that are associated with the retirement of those assets are separately accounted for as asset retirement obligations.

10. Related Party Transactions

Funding Corporation made equity distributions of \$7.8 million, \$27.1 million and \$30.4 million for the years ended December 31, 2008, 2007 and 2006, respectively. The equity distributions represent the operating losses and capital expenditures of certain Guarantors previously funded by amounts held in the revenue account of Funding Corporation and amounts previously transferred to Magma pursuant to the terms and conditions of the debt of Funding Corporation.

Pursuant to the Amended and Restated Easement Grant Deed and Agreement Regarding Rights for Geothermal Development dated February 23, 1994, as amended, the Salton Sea Guarantors acquired from Magma Land I, a wholly-owned subsidiary of Magma, rights to extract geothermal brine from the geothermal lease rights property which is necessary to operate the Salton Sea Guarantors’ power generation facilities in return for 5% of all electricity revenue received by the Salton Sea Guarantors. The amounts expended for the years ended December 31, 2008, 2007 and 2006 were \$5.8 million, \$5.6 million and \$5.3 million, respectively.

Pursuant to the Easement Grant Deeds and Agreements Regarding Rights for Geothermal Development dated March 14, 1988 and August 15, 1988, the Partnership Guarantors acquired from Magma rights to extract geothermal brine from the geothermal lease rights property which is necessary to operate the Leathers, Del Ranch and Elmore Projects in return for 17.333%, on a pro rata basis, of all energy revenue received by each project. The amounts expensed for the years ended December 31, 2008, 2007 and 2006 were \$10.6 million, \$10.0 million and \$9.1 million, respectively.

The Company participates in multi-employer pension plans sponsored by MidAmerican Energy Company (“MEC”), an indirect wholly-owned subsidiary of MEHC. The Company’s contribution to the various plans was \$1.8 million, \$1.9 million and \$2.0 million for the years ended December 31, 2008, 2007 and 2006, respectively. The portion of accumulated other comprehensive loss attributable to the Company has been allocated from MEC in accordance with intercompany service agreements.

Pursuant to the Administrative Services Agreement dated April 1, 1993 with Magma (the “Magma Services Agreement”), Magma will provide administrative and management services to the Salton Sea Guarantors, excluding the Salton Sea IV Project and the Salton Sea V Project. Fees payable to Magma amount to 3% of all electricity revenue. The amounts expensed for the years ended December 31, 2008, 2007 and 2006 were \$1.7 million, \$1.6 million and \$1.5 million, respectively.

Pursuant to the Magma Services Agreement, Magma has agreed to pay CEOC all equity cash flows and certain royalties payable by the Partnership Guarantors in exchange for providing data and services to Magma. As security for the obligations of Magma under the Magma Services Agreement, Magma has collaterally assigned to CEOC its rights to such equity cash flows and certain royalties. The assignment of such rights has been reflected in the Combined Financial Statements of the Company.

Pursuant to a transaction agreement dated January 29, 2003 (the “TransAlta Transaction Agreement”), Salton Sea Power and CE Turbo began selling available power from their geothermal facilities in the Imperial Valley of California (the “Salton Sea V Project” and the “CE Turbo Project”, respectively) 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 \$11.7 million, \$11.6 million and \$11.1 million for the years ended December 31, 2008, 2007 and 2006, respectively. As of December 31, 2008 and 2007, trade receivable balances from TransAlta were \$1.0 million and \$1.1 million, respectively. Effective August 7, 2006, through May 31, 2009, up to 26 MW of available power from Salton Sea V Project will be sold to TransAlta under the TransAlta Transaction Agreement at a fixed price. Salton Sea Power, CE Turbo and TransAlta each 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 \$2.1 million, \$2.2 million and \$2.2 million for the years ended December 31, 2008, 2007 and 2006, respectively. As of December 31, 2008 and 2007, trade receivable balances from TransAlta Marketing were \$0.2 million.

11. Components of Accumulated Other Comprehensive Loss, Net

Accumulated other comprehensive loss, net is included in total owners’ equity in the Combined Balance Sheets and consists of unrecognized amounts on retirement benefits of \$2.7 million and \$1.6 million, net of tax of \$1.9 million and \$1.3 million, as of December 31, 2008 and 2007, respectively.

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

The following is management's discussion and analysis of certain significant factors that have affected the financial condition and results of operations of Salton Sea Funding Corporation ("Funding Corporation") and the Guarantors (collectively, the "Company") during the periods included herein. Explanations include management's best estimate of the impact of weather and other factors. This discussion should be read in conjunction with the Company's historical Combined Financial Statements and the notes thereto included elsewhere in this report. The Company's actual results in the future could differ significantly from the historical results.

The Guarantors' consist of the following legal entities:

- *Salton Sea Guarantors* - Salton Sea Brine Processing, L.P., Salton Sea Power Generation L.P., Salton Sea Power L.L.C., and Fish Lake Power LLC, each of which have an ownership interest in one or more of five operating geothermal power plants in the Imperial Valley of California commonly known as the Salton Sea I Project, Salton Sea II Project, Salton Sea III Project, Salton Sea IV Project and Salton Sea V Project (collectively, the "Salton Sea Projects"), and CE Salton Sea Inc.
- *Partnership Guarantors* - Vulcan/BN Geothermal Power Company ("Vulcan"), Elmore, L.P. ("Elmore"), Leathers, L.P. ("Leathers"), Del Ranch, L.P. ("Del Ranch"), CE Turbo LLC ("CE Turbo"), each of which owns an operating geothermal power plant located in the Imperial Valley of California commonly known as the Vulcan Project, the Elmore Project, the Leathers Project, the Del Ranch Project and the CE Turbo Project, respectively, (collectively, the "Partnership Projects"), CalEnergy Minerals LLC, Salton Sea Minerals Corp., CE Salton Sea Inc., CalEnergy Operating Corporation, Vulcan Power Company, San Felipe Energy Company, Conejo Energy Company, Niguel Energy Company, and VPC Geothermal LLC.
- *Royalty Guarantor* - Salton Sea Royalty LLC.

The Salton Sea Projects and the Partnership Projects are collectively known as the Imperial Valley Projects. Refer to Exhibit B, included herein, for additional information regarding the legal organization and ownership structure of the Company.

Forward-Looking Statements

From time to time, the Company 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 reduction strategies and anticipated outcomes, pricing strategies, changes in the utility industry, planned capital expenditures, financing needs and availability, statements of the Company'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. The Company 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 undertakes no obligation to update forward-looking statements, whether as a result of new information, future events or otherwise. The foregoing review of factors should not be construed as exclusive.

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 of Notes to Combined Financial Statements 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.

The following represents operating revenue (in millions), aggregate capacity and electricity production of the Imperial Valley Projects:

	Years Ended December 31,		
	2008	2007	2006
Operating revenue	\$227.7	\$220.8	\$208.7
Overall capacity factor	91.9%	91.2%	92.7%
MWh produced	2,635,400	2,607,000	2,651,200
Facility net capacity (net MW) (weighted average)	326.4	326.4	326.4

Operating revenue at the Imperial Valley Projects increased \$6.9 million, or 3.1%, for 2008 compared to 2007 primarily due to the following:

- \$6.5 million increase in operating revenue due to higher energy rates at certain Imperial Valley Projects. The Imperial Valley Projects that receive the avoided cost of energy from Southern California Edison (“Edison”) increased their fixed energy price from 5.37 cents per kWh to 6.15 cents per kWh beginning May 1, 2007.
- \$2.8 million increase from a 1.1% increase in energy production. The energy production increase primarily results from the timing of scheduled maintenance.
- \$2.4 million decrease due to timing of the recovery from the PX Receivable as discussed in Note 9 of Notes to Combined Financial Statements included elsewhere in this report.

Operating revenue at the Imperial Valley Projects increased \$12.1 million, or 5.8%, for 2007 compared to 2006 primarily due to the following:

- \$11.8 million increase in operating revenue due to higher energy rates at certain Imperial Valley Projects. The Imperial Valley Projects that receive the avoided cost of energy from Edison increased their fixed energy price from 5.37 cents per kWh to 6.15 cents per kWh beginning May 1, 2007.
- \$2.4 million recovery from the PX Receivable as discussed in Note 9 of Notes to Combined Financial Statements included elsewhere in this report.
- \$2.1 million decrease from a 1.7% decrease in energy production. The energy production decrease primarily results from equipment and brine production limitations at the Vulcan, Elmore, Salton Sea III, Salton Sea IV and CE Turbo Projects.

Royalty, Operating, General and Administrative Expense

Royalty, operating, general and administrative expense increased \$2.2 million, or 2.0%, to \$109.9 million for 2008 from \$107.7 million for 2007 due to higher royalties expense on increased production and higher employee and repair parts costs at the Imperial Valley projects.

Royalty, operating, general and administrative expense increased \$5.4 million, or 5.3%, to \$107.7 million for 2007 from \$102.3 million for 2006. The increase was primarily due to an increase in maintenance expense due to more extensive brine system and associated maintenance repairs at the Imperial Valley Projects in 2007. Additional increases included a \$3.6 million increase in hazardous waste expense relative to 2006, which included a one-time decrease in hazardous waste expense due to the enactment of 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 as hazardous waste treatment, storage and disposal facilities. Such increases were partially offset by lower employee costs in 2007.

Depreciation and Amortization

Depreciation and amortization decreased \$1.0 million, or 1.6%, to \$59.9 million for 2008 from \$60.9 million for 2007 due primarily to comparably longer lives of production pipeline replacement given the higher quality of material used at certain Imperial Valley Projects.

Depreciation and amortization increased \$1.5 million, or 2.5%, to \$60.9 million for 2007 from \$59.4 million for 2006 due primarily to higher capital expenditures.

Interest Expense

Interest expense decreased \$2.2 million to \$16.7 million for 2008 compared to 2007 and \$2.1 million to \$18.9 million for 2007 compared to 2006. The decreases were due to lower outstanding debt balances.

Interest and Other Income

Interest and other income decreased \$0.5 million to \$1.8 million for 2008 compared to 2007 and \$0.4 million to \$2.3 million for 2007 compared to 2006. The decreases were primarily due to lower average interest rates.

Income Tax Expense (Benefit)

Income tax expense increased \$1.0 million to \$3.7 million for 2008 from \$2.7 million for 2007. The effective tax rates were 8.6% and 7.6% in 2008 and 2007, respectively. The higher effective tax rate in 2008 was primarily due to the interest expense adjustment net of additional energy tax credits generated in 2008 and a decrease in book income of taxable entities.

Income tax expense increased \$9.0 million to \$2.7 million for 2007 from a benefit of \$(6.3) million for 2006. The effective tax rates were 7.6% and (22.0)% in 2007 and 2006, respectively. The higher effective tax rate in 2007 was due primarily to energy credit valuation changes and the effects of permanent depletion representing a smaller percentage of the income before income taxes for 2007 compared to 2006.

Discontinued Operations

On September 10, 2004, management made the decision to cease operations of the Zinc Recovery Project. In connection with ceasing operations, the Zinc Recovery Project's assets have been dismantled and sold and certain employees of the operator of the Zinc Recovery Project were paid one-time termination benefits. Implementation of the decommissioning plan began in September 2004 and, as of December 31, 2005, the dismantling, decommissioning, and sale of remaining assets of the Zinc Recovery Project was completed.

The income from discontinued operations, net of income tax, of \$1.0 million for 2006, reflects the proceeds received from property tax refunds related to the Zinc Recovery Project.

Liquidity and Capital Resources

Cash flows from operations were \$107.4 million for 2008 compared to \$99.4 million for 2007. The increase was due primarily to higher energy pricing at certain Imperial Valley Projects.

Cash flows used in investing activities were \$58.7 million for 2008 compared to \$36.0 million for 2007. The increase is due to higher capital expenditures of \$22.8 million due primarily to increased spending related to pipeline replacement materials.

Forecasted capital expenditures for 2009 are approximately \$64 million. Capital expenditure needs are reviewed regularly by management and may change significantly as a result of such reviews. The Company is purchasing pipeline replacement materials which are expected to have a longer useful life than the material currently used. The new material will result in higher capital expenditures in 2009 than historical expenditures. The Company expects to meet these capital expenditures with cash flows from operations.

Cash flows used in financing activities were \$46.4 million for 2008 compared to \$61.8 million for 2007. The decrease was primarily due to lower cash distributions.

Environmental Matters

The Company is subject to federal, state and local laws and regulations regarding water quality, hazardous and solid waste disposal and other environmental matters that have the potential to impact the Company's current and future operations. The Company believes it is in material compliance with current environmental requirements.

The Imperial Valley Projects are subject to mandatory greenhouse gas reporting requirements as promulgated by the California Air Resources Board beginning in 2009.

Refer to Note 9 of Notes to Combined Financial Statements included elsewhere in this report for additional information regarding commitments related to environmental remediation for contaminated sites.

Contractual Obligations

The Company has contractual obligations that may affect its financial condition. Contractual obligations to make future payments arise from long-term debt. Other obligations and commitments arise from standby letters of credit. Material obligations as of December 31, 2008 are as follows (in thousands):

	Payments Due by Period				
	Total	2009	2010- 2011	2012- 2013	2014 and After
Contractual Cash Obligations:					
Long-term debt	\$ 190,685	\$ 26,210	\$ 46,731	\$ 31,278	\$ 86,466
Interest payments on long-term debt ⁽¹⁾	<u>68,169</u>	<u>14,084</u>	<u>21,566</u>	<u>15,776</u>	<u>16,743</u>
Total contractual cash obligations	<u>\$ 258,854</u>	<u>\$ 40,294</u>	<u>\$ 68,297</u>	<u>\$ 47,054</u>	<u>\$ 103,209</u>

⁽¹⁾ Not reflected in the Combined Balance Sheets.

The Company has other types of commitments that relate primarily to uncertain tax positions (Note 7) which have not been included in the above table because the amount and timing of the cash payments are not certain. Refer to the respective referenced note in Notes to Combined Financial Statements included elsewhere in this report for additional information.

In support of Funding Corporation's debt service requirements, a financial institution has issued a letter of credit for the account of TransAlta and a separate financial institution has issued a letter of credit for the account of MEHC. As of December 31, 2008, each letter of credit was issued in the amount of \$20.1 million.

In 2007, the North American Electric Reliability Corporation finalized certain rules that require the owners and operators of electric generating facilities to register and undertake certain obligations to ensure the reliability of the North American bulk electric system. Subsidiaries of the Company that own generating facilities have registered as generator-owners under these rules and certain of such subsidiaries have been designated as generator-operators under such rules. The Company does not anticipate a material financial impact resulting from these obligations.

Inflation

Inflation has not had a significant impact on the Company's costs.

Off-Balance Sheet Arrangements

The Company does not have any obligations which meet the definition of an off-balance sheet arrangement and which have or are reasonably likely to have a material effect on the Combined Financial Statements.

New Accounting Pronouncements

For a discussion of new accounting pronouncements affecting the Company, refer to Note 2 of Notes to Combined Financial Statements included elsewhere in this report.

Critical Accounting Policies

Certain accounting policies require management to make estimates and judgments concerning transactions that will be settled several years in the future. Amounts recognized in the Combined Financial Statements from such estimates are necessarily based on numerous assumptions involving varying and potentially significant degrees of judgment and uncertainty. Accordingly, the amounts currently reflected in the Combined Financial Statements will likely increase or decrease in the future as additional information becomes available. The following critical accounting policies are impacted significantly by judgments, assumptions and estimates used in the preparation of the Combined Financial Statements.

Impairment of Long-Lived Assets and Goodwill

The Company evaluates long-lived assets for impairment, including property, plant and equipment and intangible assets, when events or changes in circumstances indicate that the carrying value of these assets may not be recoverable or the assets meet the criteria of held for sale. Upon the occurrence of a triggering event, the asset is reviewed to assess whether the estimated undiscounted cash flows expected from the use of the asset plus the residual value from the ultimate disposal exceeds the carrying value of the asset. If the carrying value exceeds the estimated recoverable amounts, the asset is written down to the estimated discounted present value of the expected future cash flows from using the asset. Any resulting impairment loss is reflected in the Combined Statement of Operations.

The estimate of cash flows arising from the future use of the asset that are used in the impairment analysis requires judgment regarding what the Company would expect to recover from the future use of the asset. Changes in judgment that could significantly alter the calculation of the fair value or the recoverable amount of the asset may result from, but are not limited to, significant changes in the business climate, management's plans, legal factors, market price of the asset, the use of the asset or the physical condition of the asset. An impairment analysis of generating facilities requires estimates of possible future market prices, load growth, competition and many other factors over the lives of the facilities. Any resulting impairment loss is highly dependent on those underlying assumptions and could significantly affect the Company's results of operations.

The Company's Combined Balance Sheet as of December 31, 2008 includes goodwill of acquired businesses of \$87.0 million. Goodwill is allocated to each reporting unit and is tested at least annually for impairment using a variety of methods, principally discounted projected future net cash flows, with any impairment charged to earnings. The Company completed its annual review as of October 31 and no indicators of impairment were identified as of December 31, 2008. A significant amount of judgment is required in performing goodwill impairment tests. Key assumptions used in the testing include, but are not limited to, the use of estimated future cash flows, earnings before interest, taxes, depreciation and amortization multiples and an appropriate discount rate. Estimated future cash flows are impacted by, among other factors, growth rates, changes in regulations and rates, ability to renew contracts and estimates of future commodity prices. In estimating cash flows, the Company incorporates current market information as well as historical factors.

Income Taxes

In determining the Company's income taxes, management is required to interpret complex tax laws and regulations. In preparing tax returns, the Company is subject to continuous examinations by federal, state and local tax authorities that may give rise to different interpretations of these complex laws and regulations. Due to the nature of the examination process, it generally takes years before these examinations are completed and these matters are resolved. The U.S. Internal Revenue Service has closed examination of the Company's income tax returns through 2003. In addition, state jurisdictions have closed examination of the Company's income tax returns through at least 2002. Although the ultimate resolution of the Company's federal and state tax examinations is uncertain, the Company believes it has made adequate provisions for these tax positions and the aggregate amount of any additional tax liabilities that may result from these examinations, if any, will not have a material adverse affect on the Company financial results. Assets and liabilities are established for uncertain tax positions taken or positions expected to be taken in income tax returns when such positions are judged to not meet the "more-likely-than-not" threshold based on the technical merits of the position.

Quantitative and Qualitative Disclosures About Market Risk

Interest Rate Risk

The following table summarizes the Company's fixed-rate long-term debt totaling \$190.7 million and \$218.8 million as of December 31, 2008 and 2007, respectively, and the estimated effects of hypothetical increases and decreases in interest rates based on rates in effect as of December 31, 2008. Because of their fixed interest rates, these instruments do not expose the Company to the risk of earnings loss due to changes in market interest rates. In general, such increases and decreases in fair value would impact earnings and cash flows only if the Company were to reacquire all or a portion of these instruments prior to their maturity. It is assumed that the changes occur immediately and uniformly to each debt instrument. The hypothetical changes in market interest rates do not reflect what could be deemed best or worst case scenarios. Variations in market interest rates could produce significant changes in the timing of repayments due to prepayment options available. For these reasons, actual results might differ from those reflected in the table (dollars in thousands).

	<u>Fair Value</u>	<u>Estimated Fair Value after Hypothetical Change in Interest Rates</u>	
		<u>100 bp decrease</u>	<u>100 bp increase</u>
(bp = basis points)			
December 31, 2008	<u>\$ 186,739</u>	<u>\$ 196,811</u>	<u>\$ 177,453</u>
December 31, 2007	<u>\$ 232,384</u>	<u>\$ 252,606</u>	<u>\$ 225,656</u>

Commodity and Credit Risks

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. Approximately 88% of the Company's sales of electricity were to Edison in 2008.

In June and November 2001, the Salton Sea II, Salton Sea III, Vulcan, Elmore, Leathers and Del Ranch 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 that receive Edison's avoided cost of energy entered into amendments to their respective power purchase agreements with Edison which provide for a fixed energy price commencing May 1, 2007 and ending April 30, 2012. The amendments were approved by the California Public Utilities Commission and such approval became final on October 19, 2006. 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. Beginning May 1, 2012, the projects subject to these amendments will revert back to Edison's avoided cost of energy. There can be no assurances that Edison's avoided cost of energy after May 1, 2012 will result in revenues equivalent to the current fixed energy payments being received. For the years ended December 31, 2008, 2007 and 2006, Edison's average avoided cost of energy was 8.6 cents per kWh, 6.9 cents per kWh and 6.9 cents per kWh, respectively. Estimates of Edison's future avoided cost of energy vary substantially from year to year primarily based on the future cost of natural gas and may be impacted by regulatory proceedings which may change the definition of the avoided cost of energy and other commodity factors.

CERTIFICATION

I, Stephen A. Larsen, certify that:

1. I have reviewed this Annual Report of Salton Sea Funding Corporation and the Guarantors (collectively, the “Company”);
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 Salton Sea Funding Corporation and the Guarantors 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 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: March 30, 2009

/s/ Stephen A. Larsen
Stephen A. Larsen
President
(principal executive officer)

CERTIFICATION

I, Stephen D. Dickas, certify that:

1. I have reviewed this Annual Report of Salton Sea Funding Corporation and the Guarantors (collectively, the “Company”);
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 Salton Sea Funding Corporation and the Guarantors 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 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: March 30, 2009

/s/ Stephen D. Dickas
Stephen D. Dickas
Vice President & Controller
(principal financial officer)



SALTON SEA FUNDING CORPORATION AND GUARANTORS
COMBINING BALANCE SHEET (Unaudited)
AS OF DECEMBER 31, 2008
(in thousands)

EXHIBIT A

	<u>Salton Sea Guarantors</u>	<u>Partnership Guarantors</u>	<u>Royalty Guarantor</u>	<u>Funding Corporation & Eliminations</u>	<u>Combined</u>
ASSETS					
Current assets:					
Cash and cash equivalents	\$ -	\$ 4	\$ -	\$ 22,426	\$ 22,430
Trade receivables	15,171	15,635	-	-	30,806
Trade receivables from affiliate	1,163	-	-	-	1,163
Inventories	-	18,954	-	-	18,954
Other current assets	640	824	-	52	1,516
Total current assets	<u>16,974</u>	<u>35,417</u>	<u>-</u>	<u>22,478</u>	<u>74,869</u>
Property, plant and equipment, net	337,171	241,074	-	-	578,245
Goodwill	-	56,528	30,464	-	86,992
Intangible assets, net	18,120	35,610	8,103	-	61,833
Other assets	711	778	-	-	1,489
Total assets	<u>\$ 372,976</u>	<u>\$ 369,407</u>	<u>\$ 38,567</u>	<u>\$ 22,478</u>	<u>\$ 803,428</u>
LIABILITIES AND OWNERS' EQUITY					
Current liabilities:					
Accounts payable	\$ 6,071	\$ 10,520	\$ -	\$ -	\$ 16,591
Accrued interest	677	540	-	-	1,217
Other current liabilities	2,655	5,971	1	12	8,639
Current portion of secured project notes	22,501	3,709	-	(26,210)	-
Current portion of senior secured notes and bonds	-	-	-	26,210	26,210
Total current liabilities	<u>31,904</u>	<u>20,740</u>	<u>1</u>	<u>12</u>	<u>52,657</u>
Secured project notes	84,574	79,901	-	(164,475)	-
Senior secured notes and bonds	-	-	-	164,475	164,475
Due to affiliates	1,102	1,524	-	-	2,626
Deferred income taxes	15,779	65,196	-	-	80,975
Other long-term liabilities	315	2,524	-	17	2,856
Total liabilities	<u>133,674</u>	<u>169,885</u>	<u>1</u>	<u>29</u>	<u>303,589</u>
Owners' equity:					
Owners' equity	239,302	202,276	38,566	22,449	502,593
Accumulated other comprehensive loss, net	-	(2,754)	-	-	(2,754)
Total owners' equity	<u>239,302</u>	<u>199,522</u>	<u>38,566</u>	<u>22,449</u>	<u>499,839</u>
Total liabilities and owners' equity	<u>\$ 372,976</u>	<u>\$ 369,407</u>	<u>\$ 38,567</u>	<u>\$ 22,478</u>	<u>\$ 803,428</u>

SALTON SEA FUNDING CORPORATION AND GUARANTORS
COMBINING BALANCE SHEET (Unaudited)
AS OF DECEMBER 31, 2007
(in thousands)

EXHIBIT A (Continued)

	<u>Salton Sea Guarantors</u>	<u>Partnership Guarantors</u>	<u>Royalty Guarantor</u>	<u>Funding Corporation & Eliminations</u>	<u>Combined</u>
ASSETS					
Current assets:					
Cash and cash equivalents	\$ -	\$ 24	\$ -	\$ 20,042	\$ 20,066
Trade receivables	15,011	15,390	-	-	30,401
Trade receivables from affiliate	1,272	-	-	-	1,272
Inventories	-	19,702	-	-	19,702
Deferred income taxes	2,341	211	-	-	2,552
Other current assets	728	787	-	64	1,579
Total current assets	<u>19,352</u>	<u>36,114</u>	<u>-</u>	<u>20,106</u>	<u>75,572</u>
Property, plant and equipment, net	341,432	224,090	-	-	565,522
Goodwill	-	56,528	30,464	-	86,992
Intangible assets, net	19,270	39,167	8,926	-	67,363
Other assets	1,090	1,114	-	-	2,204
Total assets	<u>\$ 381,144</u>	<u>\$ 357,013</u>	<u>\$ 39,390</u>	<u>\$ 20,106</u>	<u>\$ 797,653</u>
LIABILITIES AND OWNERS' EQUITY					
Current liabilities:					
Accounts payable	\$ 4,095	\$ 8,259	\$ -	\$ -	\$ 12,354
Accrued interest	830	571	-	-	1,401
Other current liabilities	1,787	4,944	-	-	6,731
Current portion of secured project notes	23,494	4,572	-	(28,066)	-
Current portion of senior secured notes and bonds	-	-	-	28,066	28,066
Total current liabilities	<u>30,206</u>	<u>18,346</u>	<u>-</u>	<u>-</u>	<u>48,552</u>
Secured project notes	107,074	83,610	-	(190,684)	-
Senior secured notes and bonds	-	-	-	190,684	190,684
Due to affiliates	1,117	3,443	-	-	4,560
Deferred income taxes	8,616	73,575	-	-	82,191
Other long-term liabilities	-	2,229	-	-	2,229
Total liabilities	<u>147,013</u>	<u>181,203</u>	<u>-</u>	<u>-</u>	<u>328,216</u>
Owners' equity:					
Owners' equity	234,131	177,451	39,390	20,106	471,078
Accumulated other comprehensive loss, net	-	(1,641)	-	-	(1,641)
Total owners' equity	<u>234,131</u>	<u>175,810</u>	<u>39,390</u>	<u>20,106</u>	<u>469,437</u>
Total liabilities and owners' equity	<u>\$ 381,144</u>	<u>\$ 357,013</u>	<u>\$ 39,390</u>	<u>\$ 20,106</u>	<u>\$ 797,653</u>

SALTON SEA FUNDING CORPORATION AND GUARANTORS
COMBINING STATEMENT OF OPERATIONS (Unaudited)
FOR THE YEAR ENDED DECEMBER 31, 2008

EXHIBIT A (Continued)

(in thousands)

	<u>Salton Sea Guarantors</u>	<u>Partnership Guarantors</u>	<u>Royalty Guarantor</u>	<u>Funding Corporation & Eliminations</u>	<u>Combined</u>
Operating revenue	\$ 116,619	\$ 111,103	\$ 14,053	\$ (14,053)	\$ 227,722
Operating costs and expenses:					
Royalty, operating, general and administrative expense	51,737	68,521	3,656	(13,966)	109,948
Depreciation and amortization	25,464	33,567	824	-	59,855
Total operating costs and expenses	<u>77,201</u>	<u>102,088</u>	<u>4,480</u>	<u>(13,966)</u>	<u>169,803</u>
Operating income (loss)	<u>39,418</u>	<u>9,015</u>	<u>9,573</u>	<u>(87)</u>	<u>57,919</u>
Other income (expense):					
Interest expense	(9,743)	(6,950)	-	-	(16,693)
Interest and other income	188	1,203	-	417	1,808
Total other income (expense)	<u>(9,555)</u>	<u>(5,747)</u>	<u>-</u>	<u>417</u>	<u>(14,885)</u>
Income from continuing operations before income tax expense (benefit)	29,863	3,268	9,573	330	43,034
Income tax expense (benefit)	8,762	(5,202)	-	153	3,713
Net income	<u>\$ 21,101</u>	<u>\$ 8,470</u>	<u>\$ 9,573</u>	<u>\$ 177</u>	<u>\$ 39,321</u>

SALTON SEA FUNDING CORPORATION AND GUARANTORS
COMBINING STATEMENT OF OPERATIONS (Unaudited)
FOR THE YEAR ENDED DECEMBER 31, 2007

EXHIBIT A (Continued)

(in thousands)

	<u>Salton Sea Guarantors</u>	<u>Partnership Guarantors</u>	<u>Royalty Guarantor</u>	<u>Funding Corporation & Eliminations</u>	<u>Combined</u>
Operating revenue	\$ 112,600	\$ 108,176	\$ 13,315	\$ (13,315)	\$ 220,776
Operating costs and expenses:					
Royalty, operating, general and administrative expense	54,807	62,614	3,483	(13,218)	107,686
Depreciation and amortization	27,780	32,217	949	-	60,946
Total operating costs and expenses	<u>82,587</u>	<u>94,831</u>	<u>4,432</u>	<u>(13,218)</u>	<u>168,632</u>
Operating income (loss)	<u>30,013</u>	<u>13,345</u>	<u>8,883</u>	<u>(97)</u>	<u>52,144</u>
Other income (expense):					
Interest expense	(11,646)	(7,250)	-	-	(18,896)
Interest and other income	-	936	-	1,392	2,328
Total other income (expense)	<u>(11,646)</u>	<u>(6,314)</u>	<u>-</u>	<u>1,392</u>	<u>(16,568)</u>
Income from continuing operations before income tax expense (benefit)	18,367	7,031	8,883	1,295	\$ 35,576
Income tax expense (benefit)	4,092	(1,906)	-	530	2,716
Net income	<u>\$ 14,275</u>	<u>\$ 8,937</u>	<u>\$ 8,883</u>	<u>\$ 765</u>	<u>\$ 32,860</u>

SALTON SEA FUNDING CORPORATION AND GUARANTORS
COMBINING STATEMENT OF OPERATIONS (Unaudited)
FOR THE YEAR ENDED DECEMBER 31, 2006

EXHIBIT A (Continued)

(in thousands)

	<u>Salton Sea Guarantors</u>	<u>Partnership Guarantors</u>	<u>Royalty Guarantor</u>	<u>Funding Corporation & Eliminations</u>	<u>Combined</u>
Operating revenue	\$ 106,421	\$ 102,267	\$ 12,115	\$ (12,115)	\$ 208,688
Operating costs and expenses:					
Royalty, operating, general and administrative expense	51,528	59,346	3,409	(12,008)	102,275
Depreciation and amortization	30,142	28,285	949	-	59,376
Total operating costs and expenses	<u>81,670</u>	<u>87,631</u>	<u>4,358</u>	<u>(12,008)</u>	<u>161,651</u>
Operating income	<u>24,751</u>	<u>14,636</u>	<u>7,757</u>	<u>(107)</u>	<u>47,037</u>
Other income (expense):					
Interest expense	(13,542)	(7,499)	-	-	(21,041)
Interest and other income	-	1,247	-	1,405	2,652
Total other income (expense)	<u>(13,542)</u>	<u>(6,252)</u>	<u>-</u>	<u>1,405</u>	<u>(18,389)</u>
Income from continuing operations before income tax expense (benefit)	11,209	8,384	7,757	1,298	28,648
Income tax expense (benefit)	(2,441)	(4,396)	-	532	(6,305)
Income from continuing operations	<u>13,650</u>	<u>12,780</u>	<u>7,757</u>	<u>766</u>	<u>34,953</u>
Income from discontinued operations	-	1,000	-	-	1,000
Net income	<u>\$ 13,650</u>	<u>\$ 13,780</u>	<u>\$ 7,757</u>	<u>\$ 766</u>	<u>\$ 35,953</u>

SALTON SEA FUNDING CORPORATION AND GUARANTORS
COMBINING STATEMENT OF CASH FLOWS (Unaudited)
FOR THE YEAR ENDED DECEMBER 31, 2008

EXHIBIT A (Continued)

(in thousands)

	<u>Salton Sea Guarantors</u>	<u>Partnership Guarantors</u>	<u>Royalty Guarantor</u>	<u>Funding Corporation & Eliminations</u>	<u>Combined</u>
Cash flows from operating activities:					
Net income	\$ 21,101	\$ 8,470	\$ 9,573	\$ 177	\$ 39,321
Adjustments to reconcile net income to net cash flows from operating activities:					
Depreciation and amortization	25,464	33,567	824	-	59,855
Provision for deferred income taxes	9,504	(7,589)	-	-	1,915
Amortization of deferred financing costs	379	201	-	-	580
Changes in other items:					
Trade receivables	(51)	(245)	-	-	(296)
Inventories	-	748	-	-	748
Due to affiliates, net	(15,945)	12,745	(10,397)	20,453	6,856
Other current assets	86	(37)	-	12	61
Accounts payable and other current liabilities	(2,106)	418	-	29	(1,659)
Net cash flows from operating activities	<u>38,432</u>	<u>48,278</u>	<u>-</u>	<u>20,671</u>	<u>107,381</u>
Cash flows from investing activities:					
Capital expenditures	(14,939)	(43,860)	-	-	(58,799)
Decrease in restricted cash	-	135	-	-	135
Net cash flows from investing activities	<u>(14,939)</u>	<u>(43,725)</u>	<u>-</u>	<u>-</u>	<u>(58,664)</u>
Cash flows from financing activities:					
Repayment of senior secured notes and bonds	(23,493)	(4,573)	-	-	(28,066)
Distributions	-	-	-	(18,287)	(18,287)
Net cash flows from financing activities	<u>15,779</u>	<u>65,196</u>	<u>-</u>	<u>(18,287)</u>	<u>(46,353)</u>
Net change in cash and cash equivalents	39,272	69,749	-	2,384	2,364
Cash and cash equivalents at beginning of year	-	24	-	20,042	20,066
Cash and cash equivalents at end of year	<u>\$ 39,272</u>	<u>\$ 69,773</u>	<u>\$ -</u>	<u>\$ 22,426</u>	<u>\$ 22,430</u>

SALTON SEA FUNDING CORPORATION AND GUARANTORS
COMBINING STATEMENT OF CASH FLOWS (Unaudited)
FOR THE YEAR ENDED DECEMBER 31, 2007

EXHIBIT A (Continued)

(in thousands)

	<u>Salton Sea Guarantors</u>	<u>Partnership Guarantors</u>	<u>Royalty Guarantor</u>	<u>Funding Corporation & Eliminations</u>	<u>Combined</u>
Cash flows from operating activities:					
Net income	\$ 14,275	\$ 8,937	\$ 8,883	\$ 765	\$ 32,860
Adjustments to reconcile net income to net cash flows from operating activities:					
Depreciation and amortization	27,780	32,217	949	-	60,946
Provision for deferred income taxes	3,925	(7,556)	-	-	(3,631)
Amortization of deferred financing costs	527	215	-	-	742
Changes in other items:					
Trade receivables	(305)	(1,124)	-	-	(1,429)
Inventories	-	1,386	-	-	1,386
Due to affiliates, net	(7,377)	(15,075)	(9,832)	37,584	5,300
Other current assets	131	121	-	44	296
Accounts payable and other current liabilities	187	2,747	-	-	2,934
Net cash flows from operating activities	<u>39,143</u>	<u>21,868</u>	<u>-</u>	<u>38,393</u>	<u>99,404</u>
Cash flows from investing activities:					
Capital expenditures	(17,012)	(18,940)	-	-	(35,952)
Purchases of available-for-sale securities	-	-	-	(99,500)	(99,500)
Proceeds from sales of available-for-sale securities	-	-	-	99,500	99,500
Decrease in restricted cash	-	1	-	-	1
Net cash flows from investing activities	<u>(17,012)</u>	<u>(18,939)</u>	<u>-</u>	<u>-</u>	<u>(35,951)</u>
Cash flows from financing activities:					
Repayment of senior secured notes and bonds	(22,131)	(2,960)	-	-	(25,091)
Distributions	-	-	-	(36,660)	(36,660)
Net cash flows from financing activities	<u>(22,131)</u>	<u>(2,960)</u>	<u>-</u>	<u>(36,660)</u>	<u>(61,751)</u>
Net change in cash and cash equivalents	-	(31)	-	1,733	1,702
Cash and cash equivalents at beginning of year	-	55	-	18,309	18,364
Cash and cash equivalents at end of year	<u>\$ -</u>	<u>\$ 24</u>	<u>\$ -</u>	<u>\$ 20,042</u>	<u>\$ 20,066</u>

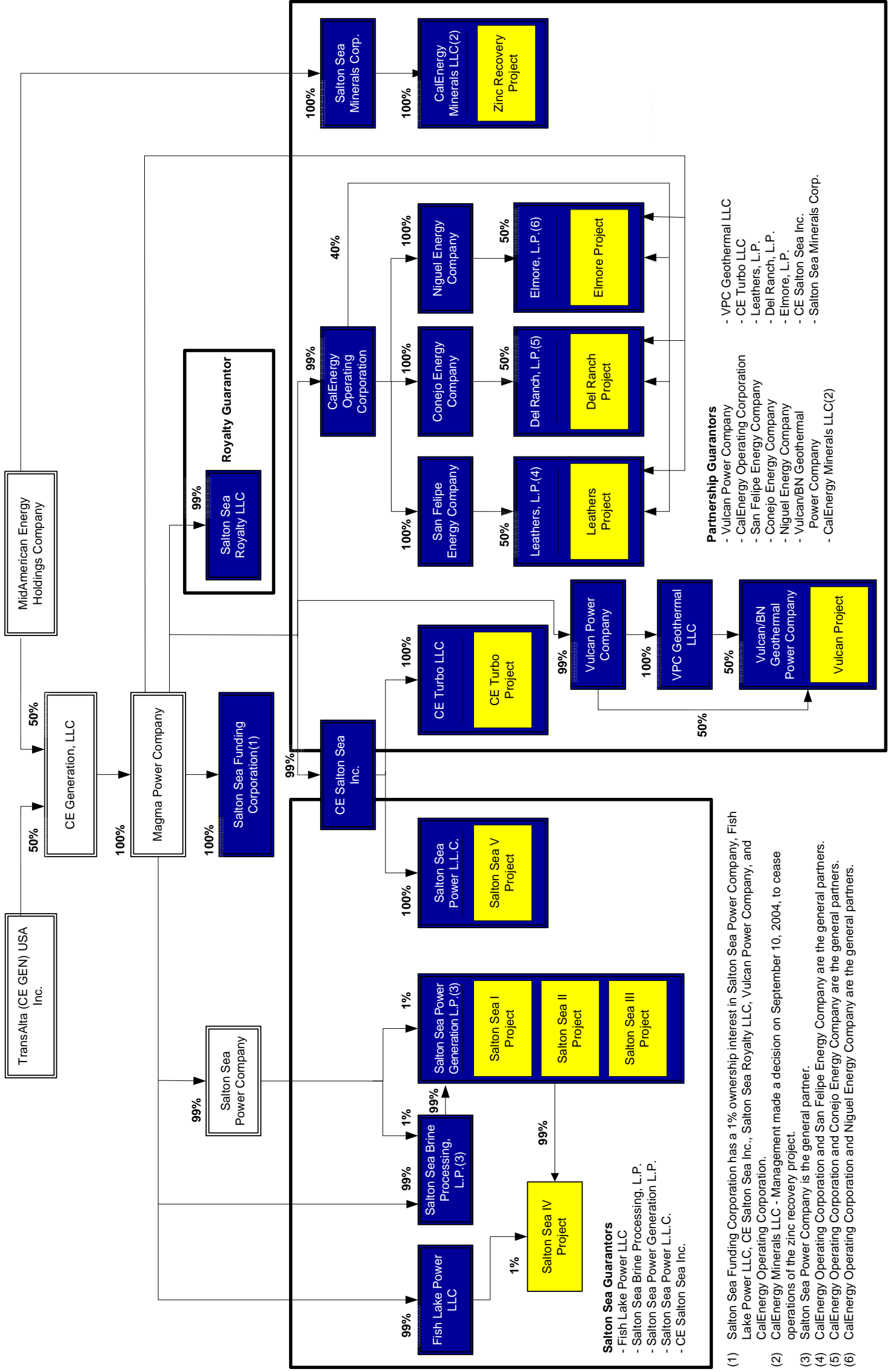
SALTON SEA FUNDING CORPORATION AND GUARANTORS
COMBINING STATEMENT OF CASH FLOWS (Unaudited)
FOR THE YEAR ENDED DECEMBER 31, 2006

EXHIBIT A (Continued)

(in thousands)

	<u>Salton Sea Guarantors</u>	<u>Partnership Guarantors</u>	<u>Royalty Guarantor</u>	<u>Funding Corporation & Eliminations</u>	<u>Combined</u>
Cash flows from operating activities:					
Income from continuing operations	\$ 13,650	\$ 12,780	\$ 7,757	\$ 766	\$ 34,953
Adjustments to reconcile income from continuing operations to net cash flows from continuing operations:					
Depreciation and amortization	30,142	28,285	949	-	59,376
Provision for deferred income taxes	(2,736)	(5,704)	-	-	(8,440)
Amortization of deferred financing costs	674	227	-	-	901
Changes in other items:					
Trade receivables	959	1,033	-	-	1,992
Inventories	-	(345)	-	-	(345)
Due to affiliates, net	(3,339)	(18,136)	(8,706)	34,039	3,858
Other current assets	205	197	-	(12)	390
Accounts payable and other current liabilities	492	(5,713)	-	-	(5,221)
Net cash flows from continuing operations	<u>40,047</u>	<u>12,624</u>	<u>-</u>	<u>34,793</u>	<u>87,464</u>
Net cash flows from discontinued operations	-	1,074	-	-	1,074
Net cash flows from operating activities	<u>40,047</u>	<u>13,698</u>	<u>-</u>	<u>34,793</u>	<u>88,538</u>
Cash flows from investing activities:					
Capital expenditures	(17,425)	(9,668)	-	-	(27,093)
Purchases of available-for-sale securities	-	-	-	(214,000)	(214,000)
Proceeds from sales of available-for-sale securities	-	-	-	220,000	220,000
Increase in restricted cash	-	(25)	-	-	(25)
Net cash flows from continuing operations	<u>(17,425)</u>	<u>(9,693)</u>	<u>-</u>	<u>6,000</u>	<u>(21,118)</u>
Net cash flows from discontinued operations	-	(341)	-	-	(341)
Net cash flows from investing activities	<u>(17,425)</u>	<u>(10,034)</u>	<u>-</u>	<u>6,000</u>	<u>(21,459)</u>
Cash flows from financing activities:					
Repayment of senior secured notes and bonds	(22,622)	(3,294)	-	-	(25,916)
Distributions	-	-	-	(37,116)	(37,116)
Net cash flows from continuing operations	<u>(22,622)</u>	<u>(3,294)</u>	<u>-</u>	<u>(37,116)</u>	<u>(63,032)</u>
Net cash flows from discontinued operations	-	(615)	-	-	(615)
Net cash flows from financing activities	<u>(22,622)</u>	<u>(3,909)</u>	<u>-</u>	<u>(37,116)</u>	<u>(63,647)</u>
Net change in cash and cash equivalents	-	(245)	-	3,677	3,432
Cash and cash equivalents at beginning of year	-	300	-	14,632	14,932
Cash and cash equivalents at end of year	<u>\$ -</u>	<u>\$ 55</u>	<u>\$ -</u>	<u>\$ 18,309</u>	<u>\$ 18,364</u>

Exhibit B - Salton Sea Funding Corporation and Guarantors - Organization Chart



(1) Salton Sea Funding Corporation has a 1% ownership interest in Salton Sea Power Company, Fish Lake Power LLC, CE Salton Sea Inc., Salton Sea Royalty LLC, Vulcan Power Company, and CalEnergy Operating Corporation.
 (2) CalEnergy Minerals LLC - Management made a decision on September 10, 2004, to cease operations of the zinc recovery project.
 (3) Salton Sea Power Company is the general partner.
 (4) CalEnergy Operating Corporation and San Felipe Energy Company are the general partners.
 (5) CalEnergy Operating Corporation and Conejo Energy Company are the general partners.
 (6) CalEnergy Operating Corporation and Niguel Energy Company are the general partners.