



# SALTON SEA FUNDING CORPORATION AND GUARANTORS

## **Combined Financial Statements**

**For the Quarterly Period Ended June 30, 2010**

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**SALTON SEA FUNDING CORPORATION AND GUARANTORS**  
**COMBINED BALANCE SHEETS (Unaudited)**  
(In thousands)

	As of	
	June 30, 2010	December 31, 2009
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 6	\$ 14,398
Trade receivables	40,021	30,403
Inventories	23,612	23,824
Deferred income taxes	2,687	2,687
Other current assets	<u>508</u>	<u>1,421</u>
Total current assets	66,834	72,733
Property, plant and equipment, net	561,791	562,443
Goodwill	86,992	86,992
Intangible assets, net	53,536	56,303
Other assets	<u>774</u>	<u>995</u>
<b>Total assets</b>	<u>\$ 769,927</u>	<u>\$ 779,466</u>
<b>LIABILITIES AND OWNERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 8,726	\$ 1,256
Accrued interest	923	1,045
Deferred income taxes	870	98
Current portion of senior secured notes and bonds	24,212	26,741
Other current liabilities	<u>8,568</u>	<u>10,501</u>
Total current liabilities	43,299	39,641
Senior secured notes and bonds	122,077	137,734
Due to affiliates	11,717	1,462
Deferred income taxes	159,212	82,410
Other long-term liabilities	<u>649</u>	<u>3,234</u>
Total liabilities	<u>336,954</u>	<u>264,481</u>
Commitments and contingencies (Note 5)		
Owners' equity	<u>432,973</u>	<u>514,985</u>
<b>Total liabilities and owners' equity</b>	<u>\$ 769,927</u>	<u>\$ 779,466</u>

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

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

	<u>Three-Month Periods</u>		<u>Six-Month Periods</u>	
	<u>Ended June 30,</u>		<u>Ended June 30,</u>	
	<u>2010</u>	<u>2009</u>	<u>2010</u>	<u>2009</u>
<b>Operating revenue</b>	<u>\$ 56,032</u>	<u>\$ 57,739</u>	<u>\$ 97,815</u>	<u>\$ 104,128</u>
<b>Operating costs and expenses:</b>				
Royalty, operating, general and administrative expense	29,067	29,975	61,987	55,353
Depreciation and amortization	<u>15,625</u>	<u>14,231</u>	<u>31,625</u>	<u>29,196</u>
Total operating costs and expenses	<u>44,692</u>	<u>44,206</u>	<u>93,612</u>	<u>84,549</u>
<b>Operating income</b>	<u>11,340</u>	<u>13,533</u>	<u>4,203</u>	<u>19,579</u>
<b>Other income (expense):</b>				
Interest expense	(3,084)	(3,672)	(6,296)	(7,428)
Interest and other income	<u>53</u>	<u>143</u>	<u>55</u>	<u>170</u>
Total other income (expense)	<u>(3,031)</u>	<u>(3,529)</u>	<u>(6,241)</u>	<u>(7,258)</u>
<b>Income (loss) before income tax expense (benefit)</b>	8,309	10,004	(2,038)	12,321
Income tax expense (benefit)	<u>1,454</u>	<u>(142)</u>	<u>79,959</u>	<u>(2,241)</u>
<b>Net income (loss)</b>	<u>6,855</u>	<u>10,146</u>	<u>(81,997)</u>	<u>14,562</u>
<b>Other comprehensive loss, net of tax -</b>				
Unrecognized amounts on retirement benefits, net of tax of \$(4), \$(8), \$(10) and \$(1)	<u>(7)</u>	<u>(11)</u>	<u>(15)</u>	<u>(2)</u>
<b>Comprehensive income (loss)</b>	<u>\$ 6,848</u>	<u>\$ 10,135</u>	<u>\$(82,012)</u>	<u>\$ 14,560</u>

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

**SALTON SEA FUNDING CORPORATION AND GUARANTORS**  
**COMBINED STATEMENTS OF CASH FLOWS (Unaudited)**  
(In thousands)

	<b>Six-Month Periods</b>	
	<b>Ended June 30,</b>	
	<b>2010</b>	<b>2009</b>
<b>Cash flows from operating activities:</b>		
Net (loss) income	\$ (81,997)	\$ 14,562
Adjustments to reconcile net (loss) income to net cash flows from operating activities:		
Depreciation and amortization	31,625	29,196
Provision for deferred income taxes	77,580	(524)
Amortization of deferred financing costs	150	206
Changes in other operating assets and liabilities:		
Trade receivables	(9,618)	(8,871)
Inventories	212	520
Due to affiliates, net	10,230	(8,700)
Other current assets	913	(313)
Accounts payable and other current liabilities	<u>3,098</u>	<u>7,102</u>
Net cash flows from operating activities	<u>32,193</u>	<u>33,178</u>
<b>Cash flows from investing activities:</b>		
Capital expenditures	(28,474)	(40,554)
Decrease in restricted cash	<u>75</u>	<u>81</u>
Net cash flows from investing activities	<u>(28,399)</u>	<u>(40,473)</u>
<b>Cash flows from financing activities:</b>		
Repayment of senior secured notes and bonds	<u>(18,186)</u>	<u>(13,106)</u>
Net cash flows from financing activities	<u>(18,186)</u>	<u>(13,106)</u>
<b>Net change in cash and cash equivalents</b>	(14,392)	(20,401)
<b>Cash and cash equivalents at beginning of period</b>	<u>14,398</u>	<u>22,430</u>
<b>Cash and cash equivalents at end of period</b>	<u>\$ 6</u>	<u>\$ 2,029</u>

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

**SALTON SEA FUNDING CORPORATION AND GUARANTORS**  
**COMBINED STATEMENTS OF CHANGES IN OWNERS' EQUITY (Unaudited)**  
(In thousands)

	<b>Owners' Equity</b>	<b>Accumulated Other Comprehensive Loss, Net</b>	<b>Total</b>
<b>Balance, January 1, 2009</b>	\$ 502,593	\$ (2,754)	\$ 499,839
Net income	14,562	-	14,562
Other comprehensive loss	-	(2)	(2)
<b>Balance, June 30, 2009</b>	<u>\$ 517,155</u>	<u>\$ (2,756)</u>	<u>\$ 514,399</u>
<b>Balance, January 1, 2010</b>	\$ 516,093	\$ (1,108)	\$ 514,985
Net loss	(81,997)	-	(81,997)
Other comprehensive loss	-	(15)	(15)
<b>Balance, June 30, 2010</b>	<u>\$ 434,096</u>	<u>\$ (1,123)</u>	<u>\$ 432,973</u>

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

**SALTON SEA FUNDING CORPORATION AND GUARANTORS**  
**NOTES TO COMBINED FINANCIAL STATEMENTS**  
**(Unaudited)**

**1. General**

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 Company, Salton Sea Power LLC (“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 Company, 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 Company (“Elmore”), CE Leathers Company (“Leathers”), Del Ranch Company (“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 interests in Vulcan. CEOC, Niguel, San Felipe and Conejo collectively own 90% of the 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 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 Company (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 unaudited Combined Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) for interim financial information. Accordingly, they do not include all of the disclosures required by GAAP for annual financial statements. Management believes the unaudited Combined Financial Statements contain all adjustments (consisting only of normal recurring adjustments) considered necessary for the fair presentation of the Combined Financial Statements as of June 30, 2010 and for the three- and six-month periods ended

June 30, 2010 and 2009. The results of operations for the three- and six-month periods ended June 30, 2010 are not necessarily indicative of the results to be expected for the full year. The Company has evaluated subsequent events through August 13, 2010, which is the date the unaudited Combined Financial Statements were available to be issued.

The unaudited 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 management. All transactions and accounts between and among Funding Corporation and the Guarantors have been eliminated.

The preparation of the unaudited Combined Financial Statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the Combined Financial Statements and the reported amounts of revenue and expenses during the period. Actual results may differ from the estimates used in preparing the unaudited Combined Financial Statements. Note 2 of Notes to Combined Financial Statements included in the Company's audited Combined Financial Statements for the year ended December 31, 2009 describes the most significant accounting policies used in the preparation of the Combined Financial Statements. There have been no significant changes in the Company's assumptions regarding significant accounting estimates and policies during the six-month period ended June 30, 2010.

## 2. Property, Plant and Equipment, Net

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

	Depreciable Life	As of	
		June 30, 2010	December 31, 2009
Power plants	5 to 30 years	\$ 929,048	\$ 922,374
Wells and resource development	2 to 30 years	<u>264,252</u>	<u>245,726</u>
Total operating assets		1,193,300	1,168,100
Accumulated depreciation		<u>(631,509)</u>	<u>(605,657)</u>
Property, plant and equipment, net		<u>\$ 561,791</u>	<u>\$ 562,443</u>

The Company replaced certain pipe and equipment with a remaining net book value of \$0.7 million and \$0.2 million during the three-month periods ended June 30, 2010 and 2009, respectively, and \$2.0 million and \$0.9 million during the six-month periods ended June 30, 2010 and 2009, respectively, which was charged to depreciation expense on the Combined Statements of Operations.

## 3. Intangible Assets, Net

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

	Amortization Life	As of June 30, 2010		As of December 31, 2009	
		Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Power purchase and royalty contracts	4 to 30 years	\$ 216,935	\$ 179,658	\$ 216,935	\$ 177,856
Patented technology	24 years	<u>46,290</u>	<u>30,031</u>	<u>46,290</u>	<u>29,066</u>
Intangible assets, net		<u>\$ 263,225</u>	<u>\$ 209,689</u>	<u>\$ 263,225</u>	<u>\$ 206,922</u>

Amortization expense on acquired intangible assets was \$1.4 million for each of the three-month periods ended June 30, 2010 and 2009, and \$2.8 million for each of the six-month periods ended June 30, 2010 and 2009. The Company expects amortization expense on acquired intangible assets to be \$2.7 million for the remaining six months in 2010 and \$5.5 million in 2011 through 2014.

#### **4. Income Taxes**

Income tax expense (benefit) increased \$1.6 million to \$1.5 million and \$82.2 million to \$80.0 million for the second quarter and for the first six months of 2010, respectively, from \$(0.1) million and \$(2.2) million, respectively, from the comparable periods in 2009. The increase was primarily due to the recognition of certain deferred income tax liabilities resulting from the conversion of seven partnerships to corporations (the “Conversions”) effective January 1, 2010.

The Conversions were effected for the purpose of optimizing the organizational structure of the Company, CE Generation and its affiliates under existing federal and state tax laws and regulations. By doing so, the Company, CE Generation and its affiliates are able to recognize certain benefits under existing federal and state tax laws which they were unable to realize under their previous form of organization. As of January 1, 2010 and consistent with its new form of organization, the Company incurred additional income tax expense of \$77.1 million related to the recognition of certain deferred income tax liabilities resulting from the Conversions.

#### **5. 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 Laws and Regulations*

The Company is subject to federal, state and local laws and regulations regarding water quality, climate change, 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 all applicable laws and regulations.

##### *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 June 30, 2010 and December 31, 2009 was \$0.9 million, 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 legal obligations associated with the retirement of those assets are separately accounted for as asset retirement obligations.

## **6. Related Party Transactions**

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 were \$1.4 million and \$1.5 million for the three-month periods ended June 30, 2010 and 2009, respectively, and \$2.4 million and \$2.6 million for the six-month periods ended June 30, 2010 and 2009, 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 expended were \$2.6 million and \$2.7 million for the three-month periods ended June 30, 2010 and 2009, respectively, and \$5.2 million and \$5.4 million for the six-month periods ended June 30, 2010 and 2009, 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 contributions to the various plans were \$0.3 million and \$0.5 million for the three-month periods ended June 30, 2010 and 2009, respectively, and \$0.9 million for each of the six-month periods ended June 30, 2010 and 2009. 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 expended were \$0.4 million for each of the three-month periods ended June 30, 2010 and 2009 and \$0.7 million for each of the six-month periods ended June 30, 2010 and 2009.

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. Effective August 7, 2006 through May 31, 2009, up to 26 megawatts ("MW") of available power from the Salton Sea V Project was sold to TransAlta under the TransAlta Transaction Agreement at a fixed price. The TransAlta Transaction Agreement expired May 31, 2009. Pursuant to this agreement, sales to TransAlta totaled \$2.2 million and \$5.0 million for the three- and six-month periods ended June 30, 2009, respectively.

## **7. Components of Accumulated Other Comprehensive Loss, Net**

Accumulated other comprehensive loss, net consists of unrecognized amounts on retirement benefits of \$1.1 million, net of tax of \$0.7 million, as of June 30, 2010 and December 31, 2009.

## **8. New Accounting Pronouncements**

In June 2009, the Financial Accounting Standards Board (“FASB”) issued authoritative guidance (which was codified into FASB Accounting Standards Codification Topic 810, “Consolidation,” with the issuance of Accounting Standards Update No. 2009-17) that requires a primarily qualitative analysis to determine if an enterprise is the primary beneficiary of a variable interest entity. This analysis is based on whether the enterprise has (a) the power to direct the activities of the variable interest entity that most significantly impact the entity’s economic performance and (b) the obligation to absorb losses of the entity or the right to receive benefits from the entity that could potentially be significant to the variable interest entity. In addition, enterprises are required to more frequently reassess whether an entity is a variable interest entity and whether the enterprise is the primary beneficiary of the variable interest entity. Finally, the guidance for consolidation or deconsolidation of a variable interest entity is amended and disclosure requirements about an enterprise’s involvement with a variable interest entity are enhanced. The Company adopted this guidance as of January 1, 2010 and the adoption had no impact on the Company’s combined financial results and disclosures included within Notes to Combined Financial Statements.

## 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 combined 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 unaudited Combined Financial Statements and Notes to Combined Financial Statements 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 Company, Salton Sea Power Generation Company, Salton Sea Power LLC, 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 Company ("Elmore"), CE Leathers Company ("Leathers"), Del Ranch Company ("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 (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 Company.

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 included in the Company's audited Combined Financial Statements for the year ended December 31, 2009 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:

	Second Quarter		First Six Months	
	2010	2009	2010	2009
Operating revenue	\$56.0	\$57.7	\$97.8	\$104.1
Overall capacity factor	90.9%	95.7%	85.9%	92.9%
Megawatt hours produced	647,600	681,900	1,217,900	1,317,500
Facility net capacity (megawatts) (weighted average)	326.4	326.4	326.4	326.4

Operating revenue decreased \$1.7 million, or 2.9%, for the second quarter of 2010 compared to 2009 primarily due to the following:

- \$2.0 million decrease due to a 5.0% decrease in energy production. The energy production decrease primarily resulted from equipment repairs at the Salton Sea Projects.
- \$0.3 million increase due to higher energy rates at certain Imperial Valley Projects.

Operating revenue decreased \$6.3 million, or 6.1%, for the first six months of 2010 compared to 2009 primarily due to the following:

- \$6.1 million decrease due to a 7.6% decrease in energy production. The energy production decrease primarily resulted from equipment repairs at the Salton Sea Projects and the CE Turbo Project.
- \$0.2 million decrease due to lower energy rates at certain Imperial Valley Projects.

#### *Royalty, Operating, General and Administrative Expense*

Royalty, operating, general and administrative expense decreased \$0.9 million, or 3.0%, to \$29.1 million for the second quarter of 2010 from \$30.0 million for the comparable period in 2009. The decrease was primarily due to lower scale disposal costs.

Royalty, operating, general and administrative expense increased \$6.6 million, or 11.9%, to \$62.0 million for the first six months of 2010 from \$55.4 million for the comparable period in 2009. The increase was primarily due to the timing and scope of scheduled maintenance.

#### *Depreciation and Amortization*

Depreciation and amortization increased \$1.4 million, or 9.9%, to \$15.6 million for the second quarter of 2010 from \$14.2 million for the comparable period in 2009. The increase was primarily due to the timing of capital replacement projects and related asset abandonments.

Depreciation and amortization increased \$2.4 million, or 8.2%, to \$31.6 million for the first six months of 2010 from \$29.2 million for the comparable period in 2009. The increase was primarily due to the timing of capital replacement projects and related asset abandonments.

### *Interest Expense*

Interest expense decreased \$0.6 million to \$3.1 million and \$1.1 million to \$6.3 million for the second quarter and for the first six months of 2010, respectively, from \$3.7 million and \$7.4 million, respectively, for the comparable periods in 2009 due to lower outstanding debt balances.

### *Income Tax Expense (Benefit)*

Income tax expense (benefit) increased \$1.6 million to \$1.5 million and \$82.2 million to \$80.0 million for the second quarter and for the first six months of 2010, respectively, from \$(0.1) million and \$(2.2) million, respectively, from the comparable periods in 2009. The increase was primarily due to the recognition of certain deferred income tax liabilities resulting from the conversion of seven partnerships to corporations (the "Conversions") effective January 1, 2010.

The Conversions were effected for the purpose of optimizing the organizational structure of the Company, CE Generation and its affiliates under existing federal and state tax laws and regulations. By doing so, the Company, CE Generation and its affiliates are able to recognize certain benefits under existing federal and state tax laws which they were unable to realize under their previous form of organization. As of January 1, 2010 and consistent with its new form of organization, the Company incurred additional income tax expense of \$77.1 million related to the recognition of certain deferred income tax liabilities resulting from the Conversions. Due to the Company's inclusion in the consolidated United States federal income tax return and other state and federal jurisdictional income tax returns with CE Generation and its affiliates, the Conversions will have no cash impact on the Company.

### Liquidity and Capital Resources

The Company's cash and cash equivalents were \$- million as of June 30, 2010, compared to \$14.4 million as of December 31, 2009.

Net cash flows from operating activities for the six-month periods ended June 30, 2010 and 2009 were \$32.2 million and \$33.2 million, respectively. The decrease was primarily due to equipment repairs at the Salton Sea and CE Turbo Projects.

Net cash flows from investing activities for the six-month periods ended June 30, 2010 and 2009 were \$(28.4) million and \$(40.5) million, respectively. The decrease was due to higher capital expenditures in 2009 related to the Company's pipeline replacement program.

Forecasted capital expenditures for 2010 are approximately \$38 million. Capital expenditure needs are reviewed regularly by management and may change significantly as a result of such reviews. The Company expects to meet these capital expenditure needs with cash flows from operations.

Net cash flows from financing activities for the six-month periods ended June 30, 2010 and 2009 were \$(18.2) million and \$(13.1) million, respectively, and consisted of scheduled debt repayments.

### Environmental Laws and Regulations

The Company is subject to federal, state and local laws and regulations regarding water quality, climate change, hazardous and solid waste disposal and other environmental matters that have the potential to impact the Company's current and future operations. In addition to imposing continuing compliance obligations, these laws and regulations provide authority to levy substantial penalties for noncompliance including fines, injunctive relief and other sanctions. These laws and regulations are administered by the EPA and various other state and local agencies. All such laws and regulations are subject to a range of interpretation, which may ultimately be resolved by the courts. Environmental laws and regulations continue to evolve, and the Company is unable to predict the impact of the changing laws and regulations on its operations and combined financial results. The Company believes it is in material compliance with all applicable laws and regulations.

There have been no material changes to environmental laws and regulations subsequent to those disclosed in the "Environmental Laws and Regulations" section of Management's Discussion and Analysis of Financial Condition and Results of Operations included in the Company's annual report for the year ended December 31, 2009. Refer to Note 5 of

Notes to Combined Financial Statements included elsewhere in this report and the “Environmental Laws and Regulations” section of Management’s Discussion and Analysis of Financial Condition and Results of Operations included in the Company’s annual report for the year ended December 31, 2009 for additional information regarding certain environmental laws and regulations affecting the Company’s operations.

Quantitative and Qualitative Disclosures About Market Risk

For quantitative and qualitative disclosures about market risk affecting the Company, see the “Quantitative and Qualitative Disclosures About Market Risk” section of Management’s Discussion and Analysis of Financial Condition and Results of Operations included in the Company’s annual report for the year ended December 31, 2009. The Company’s exposure to market risk and its management of such risk has not changed materially since December 31, 2009.

## CERTIFICATION

I, Stephen A. Larsen, certify that:

1. I have reviewed this Quarterly 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 combined subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Evaluated the effectiveness of the Company’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - c) Disclosed in this report any change in the Company’s internal control over financial reporting that occurred during the Company’s most recent fiscal quarter (the Company’s fourth quarter in the case of the annual report) that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting; and
5. The Company’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company’s auditors and the audit committee of the 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: August 13, 2010

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

## CERTIFICATION

I, Stephen D. Dickas, certify that:

1. I have reviewed this Quarterly 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 combined subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Evaluated the effectiveness of the Company’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - c) Disclosed in this report any change in the Company’s internal control over financial reporting that occurred during the Company’s most recent fiscal quarter (the Company’s fourth quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting; and
5. The Company’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company’s auditors and the audit committee of the 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: August 13, 2010

/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 JUNE 30, 2010**  
(in thousands)

EXHIBIT A

	<u>Salton Sea Guarantors</u>	<u>Partnership Guarantors</u>	<u>Royalty Guarantor</u>	<u>Funding Corporation &amp; Eliminations</u>	<u>Combined</u>
<b>ASSETS</b>					
Current assets:					
Cash and cash equivalents	\$ -	\$ 1	\$ -	\$ 5	\$ 6
Trade receivables	18,542	21,479	-	-	40,021
Inventories	-	23,612	-	-	23,612
Deferred income taxes	-	2,687	-	-	2,687
Other current assets	218	282	-	8	508
Total current assets	<u>18,760</u>	<u>48,061</u>	<u>-</u>	<u>13</u>	<u>66,834</u>
Property, plant and equipment, net	318,014	243,777	-	-	561,791
Goodwill	-	56,528	30,464	-	86,992
Intangible assets, net	16,395	30,272	6,869	-	53,536
Other assets	406	364	-	4	774
<b>Total assets</b>	<u><u>\$ 353,575</u></u>	<u><u>\$ 379,002</u></u>	<u><u>\$ 37,333</u></u>	<u><u>\$ 17</u></u>	<u><u>\$ 769,927</u></u>
<b>LIABILITIES AND OWNERS' EQUITY (DEFICIT)</b>					
Current liabilities:					
Accounts payable	\$ 3,224	\$ 5,502	\$ -	\$ -	\$ 8,726
Accrued interest	460	463	-	-	923
Deferred income taxes	870	-	-	-	870
Current portion of secured project notes	3,539	20,673	-	(24,212)	-
Current portion of senior secured notes and bonds	-	-	-	24,212	24,212
Other current liabilities	2,704	5,864	-	-	8,568
Total current liabilities	<u>10,797</u>	<u>32,502</u>	<u>-</u>	<u>-</u>	<u>43,299</u>
Secured project notes	70,364	51,713	-	(122,077)	-
Senior secured notes and bonds	-	-	-	122,077	122,077
Due to affiliates	1,096	(367)	-	10,988	11,717
Deferred income taxes	87,513	68,935	2,764	-	159,212
Other long-term liabilities	-	561	-	88	649
Total liabilities	<u>169,770</u>	<u>153,344</u>	<u>2,764</u>	<u>11,076</u>	<u>336,954</u>
Owners' equity (deficit):					
Owners' equity (deficit)	183,805	226,781	34,569	(11,059)	434,096
Accumulated other comprehensive loss, net	-	(1,123)	-	-	(1,123)
Total owners' equity (deficit)	<u>183,805</u>	<u>225,658</u>	<u>34,569</u>	<u>(11,059)</u>	<u>432,973</u>
<b>Total liabilities and owners' equity (deficit)</b>	<u><u>\$ 353,575</u></u>	<u><u>\$ 379,002</u></u>	<u><u>\$ 37,333</u></u>	<u><u>\$ 17</u></u>	<u><u>\$ 769,927</u></u>

**SALTON SEA FUNDING CORPORATION AND GUARANTORS**  
**COMBINING BALANCE SHEET (Unaudited)**  
**AS OF DECEMBER 31, 2009**  
(in thousands)

EXHIBIT A (Continued)

	<u>Salton Sea Guarantors</u>	<u>Partnership Guarantors</u>	<u>Royalty Guarantor</u>	<u>Funding Corporation &amp; Eliminations</u>	<u>Combined</u>
<b>ASSETS</b>					
Current assets:					
Cash and cash equivalents	\$ -	\$ 2	\$ -	\$ 14,396	\$ 14,398
Trade receivables	14,611	15,792	-	-	30,403
Inventories	-	23,824	-	-	23,824
Deferred income taxes	-	2,687	-	-	2,687
Other current assets	645	717	-	59	1,421
Total current assets	<u>15,256</u>	<u>43,022</u>	<u>-</u>	<u>14,455</u>	<u>72,733</u>
Property, plant and equipment, net	321,405	241,038	-	-	562,443
Goodwill	-	56,528	30,464	-	86,992
Intangible assets, net	16,970	32,052	7,281	-	56,303
Other assets	483	512	-	-	995
<b>Total assets</b>	<u><u>\$ 354,114</u></u>	<u><u>\$ 373,152</u></u>	<u><u>\$ 37,745</u></u>	<u><u>\$ 14,455</u></u>	<u><u>\$ 779,466</u></u>
<b>LIABILITIES AND OWNERS' EQUITY</b>					
Current liabilities:					
Accounts payable	\$ 363	\$ 893	\$ -	\$ -	\$ 1,256
Accrued interest	530	515	-	-	1,045
Deferred income taxes	98	-	-	-	98
Current portion of secured project notes	11,711	15,030	-	(26,741)	-
Current portion of senior secured notes and bonds	-	-	-	26,741	26,741
Other current liabilities	2,783	7,120	1	597	10,501
Total current liabilities	<u>15,485</u>	<u>23,558</u>	<u>1</u>	<u>597</u>	<u>39,641</u>
Secured project notes	72,863	64,871	-	(137,734)	-
Senior secured notes and bonds	-	-	-	137,734	137,734
Due to affiliates	1,101	361	-	-	1,462
Deferred income taxes	14,952	67,458	-	-	82,410
Other long-term liabilities	-	3,193	-	41	3,234
Total liabilities	<u>104,401</u>	<u>159,441</u>	<u>1</u>	<u>638</u>	<u>264,481</u>
Owners' equity:					
Owners' equity	249,713	214,819	37,744	13,817	516,093
Accumulated other comprehensive loss, net	-	(1,108)	-	-	(1,108)
Total owners' equity	<u>249,713</u>	<u>213,711</u>	<u>37,744</u>	<u>13,817</u>	<u>514,985</u>
<b>Total liabilities and owners' equity</b>	<u><u>\$ 354,114</u></u>	<u><u>\$ 373,152</u></u>	<u><u>\$ 37,745</u></u>	<u><u>\$ 14,455</u></u>	<u><u>\$ 779,466</u></u>

**SALTON SEA FUNDING CORPORATION AND GUARANTORS**  
**COMBINING STATEMENT OF OPERATIONS (Unaudited)**  
**FOR THE SIX-MONTH PERIOD ENDED JUNE 30, 2010**  
(in thousands)

EXHIBIT A (Continued)

	<u>Salton Sea Guarantors</u>	<u>Partnership Guarantors</u>	<u>Royalty Guarantor</u>	<u>Funding Corporation &amp; Eliminations</u>	<u>Combined</u>
<b>Operating revenue</b>	\$ 48,002	\$ 49,813	\$ 6,856	\$ (6,856)	\$ 97,815
<b>Operating costs and expenses:</b>					
Royalty, operating, general and administrative expense	29,902	37,188	1,770	(6,873)	61,987
Depreciation and amortization	15,478	15,736	411	-	31,625
Total operating costs and expenses	<u>45,380</u>	<u>52,924</u>	<u>2,181</u>	<u>(6,873)</u>	<u>93,612</u>
<b>Operating income (loss)</b>	<u>2,622</u>	<u>(3,111)</u>	<u>4,675</u>	<u>17</u>	<u>4,203</u>
<b>Other income (expense):</b>					
Interest expense	(3,186)	(3,110)	-	-	(6,296)
Interest and other income	-	52	-	3	55
Total other income (expense)	<u>(3,186)</u>	<u>(3,058)</u>	<u>-</u>	<u>3</u>	<u>(6,241)</u>
<b>(Loss) income before income tax expense (benefit)</b>	(564)	(6,169)	4,675	20	(2,038)
Income tax expense (benefit)	76,727	(1,224)	4,405	51	79,959
<b>Net (loss) income</b>	<u>\$ (77,291)</u>	<u>\$ (4,945)</u>	<u>\$ 270</u>	<u>\$ (31)</u>	<u>\$ (81,997)</u>

**SALTON SEA FUNDING CORPORATION AND GUARANTORS**  
**COMBINING STATEMENT OF OPERATIONS (Unaudited)**  
**FOR THE SIX-MONTH PERIOD ENDED JUNE 30, 2009**  
(in thousands)

EXHIBIT A (Continued)

	<u>Salton Sea Guarantors</u>	<u>Partnership Guarantors</u>	<u>Royalty Guarantor</u>	<u>Funding Corporation &amp; Eliminations</u>	<u>Combined</u>
<b>Operating revenue</b>	\$ 52,291	\$ 51,837	\$ 7,076	\$ (7,076)	\$ 104,128
<b>Operating costs and expenses:</b>					
Royalty, operating, general and administrative expense	28,696	31,873	1,805	(7,021)	55,353
Depreciation and amortization	14,423	14,362	411	-	29,196
Total operating costs and expenses	<u>43,119</u>	<u>46,235</u>	<u>2,216</u>	<u>(7,021)</u>	<u>84,549</u>
<b>Operating income (loss)</b>	<u>9,172</u>	<u>5,602</u>	<u>4,860</u>	<u>(55)</u>	<u>19,579</u>
<b>Other income (expense):</b>					
Interest expense	(4,104)	(3,324)	-	-	(7,428)
Interest and other income	-	150	-	20	170
Total other income (expense)	<u>(4,104)</u>	<u>(3,174)</u>	<u>-</u>	<u>20</u>	<u>(7,258)</u>
<b>Income (loss) before income tax (benefit) expense</b>	5,068	2,428	4,860	(35)	\$ 12,321
Income tax (benefit) expense	(2,434)	207	-	(14)	(2,241)
<b>Net income (loss)</b>	<u>\$ 7,502</u>	<u>\$ 2,221</u>	<u>\$ 4,860</u>	<u>\$ (21)</u>	<u>\$ 14,562</u>

**SALTON SEA FUNDING CORPORATION AND GUARANTORS**  
**COMBINING STATEMENT OF CASH FLOWS (Unaudited)**  
**FOR THE SIX-MONTH PERIOD ENDED JUNE 30, 2010**

EXHIBIT A (Continued)

(in thousands)

	<u>Salton Sea Guarantors</u>	<u>Partnership Guarantors</u>	<u>Royalty Guarantor</u>	<u>Funding Corporation &amp; Eliminations</u>	<u>Combined</u>
<b>Cash flows from operating activities:</b>					
Net (loss) income	\$ (77,291)	\$ (4,945)	\$ 270	\$ (31)	\$ (81,997)
Adjustments to reconcile net (loss) income to net cash flows from operating activities:					
Depreciation and amortization	15,478	15,736	411	-	31,625
Provision for deferred income taxes	73,333	1,487	2,764	(4)	77,580
Amortization of deferred financing costs	77	73	-	-	150
Changes in other operating assets and liabilities:					
Trade receivables	(3,931)	(5,687)	-	-	(9,618)
Inventories	-	212	-	-	212
Due to affiliates, net	11,378	16,154	(3,445)	(13,857)	10,230
Other current assets	427	435	-	51	913
Accounts payable and other current liabilities	2,892	756	-	(550)	3,098
Net cash flows from operating activities	<u>22,363</u>	<u>24,221</u>	<u>-</u>	<u>(14,391)</u>	<u>32,193</u>
<b>Cash flows from investing activities:</b>					
Capital expenditures	(11,692)	(16,782)	-	-	(28,474)
Decrease in restricted cash	-	75	-	-	75
Net cash flows from investing activities	<u>(11,692)</u>	<u>(16,707)</u>	<u>-</u>	<u>-</u>	<u>(28,399)</u>
<b>Cash flows from financing activities:</b>					
Repayment of senior secured notes and bonds	(10,671)	(7,515)	-	-	(18,186)
Distributions	-	-	-	-	-
Net cash flows from financing activities	<u>(10,671)</u>	<u>(7,515)</u>	<u>-</u>	<u>-</u>	<u>(18,186)</u>
<b>Net change in cash and cash equivalents</b>	-	(1)	-	(14,391)	(14,392)
<b>Cash and cash equivalents at beginning of period</b>	-	2	-	14,396	14,398
<b>Cash and cash equivalents at end of period</b>	<u>\$ -</u>	<u>\$ 1</u>	<u>\$ -</u>	<u>\$ 5</u>	<u>\$ 6</u>

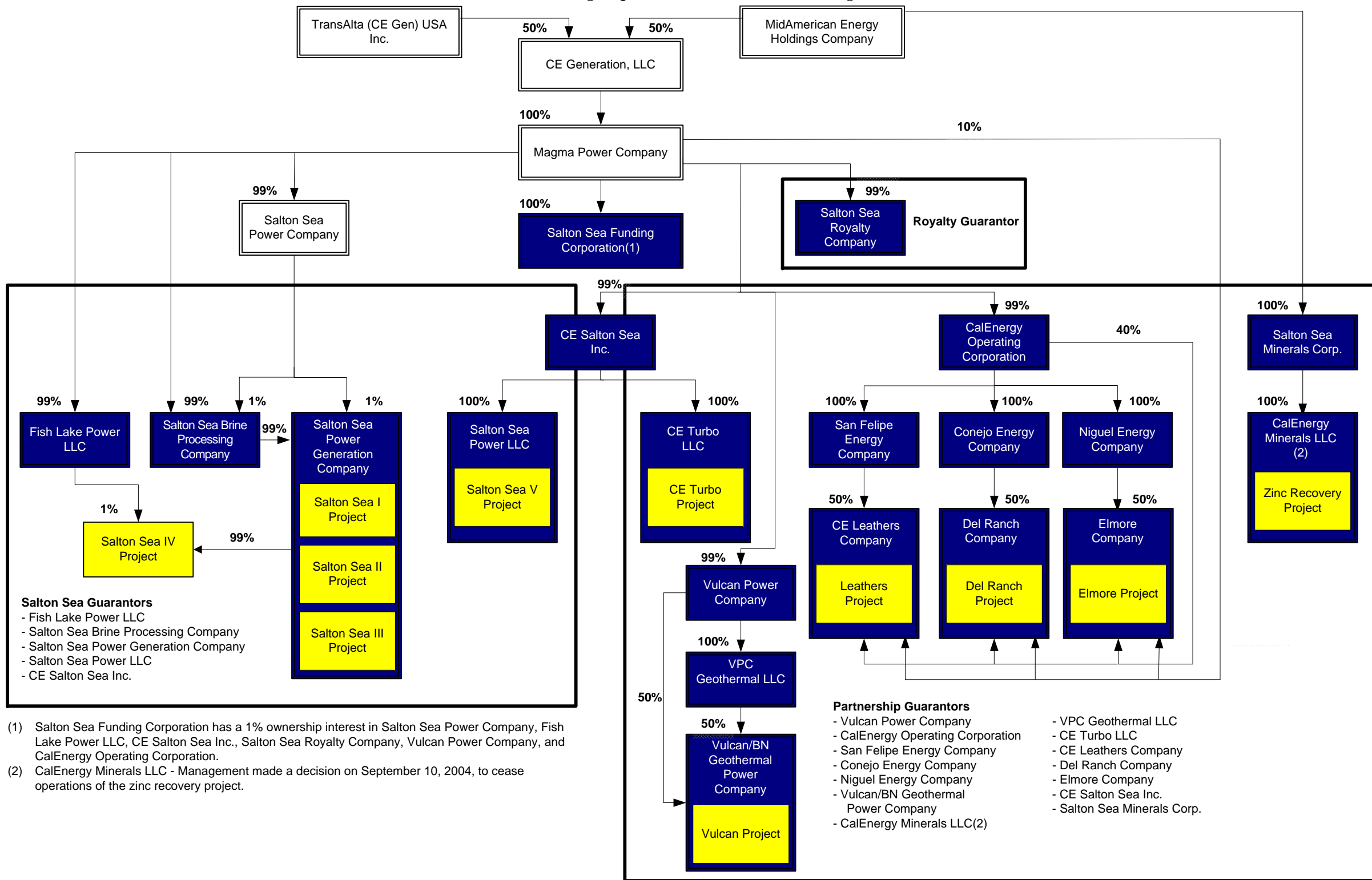
**SALTON SEA FUNDING CORPORATION AND GUARANTORS**  
**COMBINING STATEMENT OF CASH FLOWS (Unaudited)**  
**FOR THE SIX-MONTH PERIOD ENDED JUNE 30, 2009**

EXHIBIT A (Continued)

(in thousands)

	<u>Salton Sea Guarantors</u>	<u>Partnership Guarantors</u>	<u>Royalty Guarantor</u>	<u>Funding Corporation &amp; Eliminations</u>	<u>Combined</u>
<b>Cash flows from operating activities:</b>					
Net income (loss)	\$ 7,502	\$ 2,221	\$ 4,860	\$ (21)	\$ 14,562
Adjustments to reconcile net income (loss) to net cash flows from operating activities:					
Depreciation and amortization	14,423	14,362	411	-	29,196
Provision for deferred income taxes	(2,752)	2,228	-	-	(524)
Amortization of deferred financing costs	114	92	-	-	206
Changes in other operating assets and liabilities:					
Trade receivables	(4,179)	(4,692)	-	-	(8,871)
Inventories	-	520	-	-	520
Due to affiliates, net	9,195	7,785	(5,270)	(20,410)	(8,700)
Other current assets	(214)	(143)	-	44	(313)
Accounts payable and other current liabilities	(1,649)	8,764	(1)	(12)	7,102
Net cash flows from operating activities	<u>22,440</u>	<u>31,137</u>	<u>-</u>	<u>(20,399)</u>	<u>33,178</u>
<b>Cash flows from investing activities:</b>					
Capital expenditures	(11,189)	(29,365)	-	-	(40,554)
Decrease in restricted cash	-	81	-	-	81
Net cash flows from investing activities	<u>(11,189)</u>	<u>(29,284)</u>	<u>-</u>	<u>-</u>	<u>(40,473)</u>
<b>Cash flows from financing activities:</b>					
Repayment of senior secured notes and bonds	(11,251)	(1,855)	-	-	(13,106)
Net cash flows from financing activities	<u>(11,251)</u>	<u>(1,855)</u>	<u>-</u>	<u>-</u>	<u>(13,106)</u>
<b>Net change in cash and cash equivalents</b>	-	(2)	-	(20,399)	(20,401)
<b>Cash and cash equivalents at beginning of period</b>	-	4	-	22,426	22,430
<b>Cash and cash equivalents at end of period</b>	<u>\$ -</u>	<u>\$ 2</u>	<u>\$ -</u>	<u>\$ 2,027</u>	<u>\$ 2,029</u>

**Exhibit B - Salton Sea Funding Coporation 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 Company, 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.

- Salton Sea Guarantors**
- Fish Lake Power LLC
  - Salton Sea Brine Processing Company
  - Salton Sea Power Generation Company
  - Salton Sea Power LLC
  - CE Salton Sea Inc.

- Partnership Guarantors**
- Vulcan Power Company
  - CalEnergy Operating Corporation
  - San Felipe Energy Company
  - Conejo Energy Company
  - Niguel Energy Company
  - Vulcan/BN Geothermal Power Company
  - CalEnergy Minerals LLC(2)
  - VPC Geothermal LLC
  - CE Turbo LLC
  - CE Leathers Company
  - Del Ranch Company
  - Elmore Company
  - CE Salton Sea Inc.
  - Salton Sea Minerals Corp.