

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 10-Q**

**Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the quarterly period ended June 30, 2010

or

**Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number	Exact name of registrant as specified in its charter; State or other jurisdiction of incorporation or organization	IRS Employer Identification No.
<b>001-12995</b>	<b>CE CASECNAN WATER AND ENERGY COMPANY, INC.</b>  24 <sup>th</sup> Floor, 6750 Building, Ayala Avenue Makati, Metro Manila, Philippines 011 63 2 892-0276	<b>Not Applicable</b>

N/A

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer      Accelerated filer      Non-accelerated filer       Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

All of the shares of common equity of CE Casecnan Water and Energy Company, Inc. are privately held by a limited group of investors. As of July 30, 2010, the number of outstanding shares of \$0.038 par value common stock was 767,162.

## **TABLE OF CONTENTS**

### **PART I**

Item 1.	Financial Statements	3
Item 2.	Management’s Discussion and Analysis of Financial Condition and Results of Operations	13
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	17
Item 4.	Controls and Procedures	17

### **PART II**

Item 1.	Legal Proceedings	18
Item 1A.	Risk Factors	18
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	18
Item 3.	Defaults Upon Senior Securities	18
Item 4.	(Removed and Reserved)	18
Item 5.	Other Information	18
Item 6.	Exhibits	18
Signatures		19
Exhibit Index		20

## PART I

### Item 1. Financial Statements

#### REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of  
CE Casecnan Water and Energy Company, Inc.

We have reviewed the accompanying balance sheet of CE Casecnan Water and Energy Company, Inc. (the “Company”) as of June 30, 2010, and the related statements of operations for the three-month and six-month periods ended June 30, 2010 and 2009, and of cash flows and changes in shareholders’ equity for the six-month periods ended June 30, 2010 and 2009. These interim financial statements are the responsibility of the Company’s management.

We conducted our reviews in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our reviews, we are not aware of any material modifications that should be made to such interim financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the balance sheet of CE Casecnan Water and Energy Company, Inc. as of December 31, 2009, and the related statements of operations, cash flows, and changes in shareholders’ equity for the year then ended (not presented herein); and in our report dated February 23, 2010, we expressed an unqualified opinion on those financial statements. In our opinion, the information set forth in the accompanying balance sheet as of December 31, 2009 is fairly stated, in all material respects, in relation to the balance sheet from which it has been derived.

/s/ Manabat Delgado Amper & Co.

Manabat Delgado Amper & Co.  
Member Firm of Deloitte & Touche  
Makati City, Philippines  
July 30, 2010

**CE CASECNAN WATER AND ENERGY COMPANY, INC.**  
**BALANCE SHEETS (Unaudited)**  
(Amounts in thousands, except share data)

	As of	
	June 30, 2010	December 31, 2009
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 27,582	\$ 20,068
Restricted cash and investments	34,565	37,447
Receivables, net	13,366	34,189
Other current assets	6,494	9,027
Total current assets	82,007	100,731
Property, plant and equipment, net	250,377	260,579
Other investments	18,936	19,572
Deferred income taxes	4,811	4,802
Other	31	68
<b>Total assets</b>	<b>\$ 356,162</b>	<b>\$ 385,752</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable and other accrued liabilities	\$ 660	\$ 1,670
Dividends payable	20,085	15,775
Accrued interest	128	256
Accrued property, income and other taxes	4,122	9,098
Payable to affiliates	5,489	2,802
Current portion of long-term debt	8,575	17,150
Total current liabilities	39,059	46,751
Commitments and contingencies (Note 5)		
Shareholders' equity:		
Common stock – 2,148,000 shares authorized, one Philippine peso (\$0.038) par value; 767,162 shares issued and outstanding	29	29
Additional paid-in capital	123,807	123,807
Retained earnings	194,725	216,178
Accumulated other comprehensive loss, net	(1,458)	(1,013)
Total shareholders' equity	317,103	339,001
<b>Total liabilities and shareholders' equity</b>	<b>\$ 356,162</b>	<b>\$ 385,752</b>

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

**CE CASECNAN WATER AND ENERGY COMPANY, INC.**  
**STATEMENTS OF OPERATIONS (Unaudited)**  
(Amounts in thousands)

	<b>Three-Month Periods</b>		<b>Six-Month Periods</b>	
	<b>Ended June 30,</b>		<b>Ended June 30,</b>	
	<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>
<b>Revenue - Lease rentals and service contracts</b>	<u>\$ 22,013</u>	<u>\$ 32,433</u>	<u>\$ 44,027</u>	<u>\$ 55,932</u>
<b>Operating expenses:</b>				
Depreciation	5,484	5,500	10,967	10,994
Plant operations and other operating expenses	<u>2,347</u>	<u>2,509</u>	<u>4,747</u>	<u>4,478</u>
Total operating expenses	<u>7,831</u>	<u>8,009</u>	<u>15,714</u>	<u>15,472</u>
<b>Operating income</b>	<u>14,182</u>	<u>24,424</u>	<u>28,313</u>	<u>40,460</u>
<b>Other income (expense):</b>				
Interest expense	(403)	(858)	(934)	(1,874)
Interest income	158	169	309	419
Other, net	<u>435</u>	<u>738</u>	<u>1,698</u>	<u>1,431</u>
Total other income (expense)	<u>190</u>	<u>49</u>	<u>1,073</u>	<u>(24)</u>
<b>Income before income tax expense</b>	14,372	24,473	29,386	40,436
Income tax expense	<u>2,876</u>	<u>4,906</u>	<u>6,039</u>	<u>8,263</u>
<b>Net income</b>	<u>\$ 11,496</u>	<u>\$ 19,567</u>	<u>\$ 23,347</u>	<u>\$ 32,173</u>

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

**CE CASECNAN WATER AND ENERGY COMPANY, INC.**  
**STATEMENTS OF CASH FLOWS (Unaudited)**  
(Amounts in thousands)

	<b>Six-Month Periods Ended June 30,</b>	
	<b>2010</b>	<b>2009</b>
<b>Cash flows from operating activities:</b>		
Net income	\$ 23,347	\$ 32,173
Adjustments to reconcile net income to net cash flows from operating activities:		
Depreciation	10,967	10,994
Amortization of bond issue costs	37	77
Provision for deferred income taxes	(128)	159
Changes in other operating assets and liabilities:		
Receivables, net	20,823	(3,547)
Other current assets	2,715	828
Accounts payable and other accrued liabilities	(882)	(818)
Accrued interest	(128)	(2,708)
Accrued property, income and other taxes	(4,976)	372
Net cash flows from operating activities	51,775	37,530
<b>Cash flows from investing activities:</b>		
Capital expenditures	(765)	(661)
Decrease (increase) in restricted cash and investments	2,882	(1,304)
Net cash flows from investing activities	2,117	(1,965)
<b>Cash flows from financing activities:</b>		
Increase (decrease) in payable to affiliates	2,687	(96)
Repayment of long-term debt	(8,575)	(6,860)
Repayment of notes payable	-	(7,115)
Dividends paid	(40,490)	(24,700)
Net cash flows from financing activities	(46,378)	(38,771)
<b>Net change in cash and cash equivalents</b>	7,514	(3,206)
<b>Cash and cash equivalents at beginning of period</b>	20,068	49,350
<b>Cash and cash equivalents at end of period</b>	\$ 27,582	\$ 46,144

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

**CE CASECNAN WATER AND ENERGY COMPANY, INC.**  
**STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (Unaudited)**  
(Amounts in thousands)

	<u>Common</u>		<u>Additional Paid-in Capital</u>	<u>Retained Earnings</u>	<u>Accumulated Other Comprehensive Loss, net</u>	<u>Total</u>
	<u>Shares</u>	<u>Stock</u>				
<b>Balance, January 1, 2009</b>	767	\$ 29	\$ 123,807	\$ 221,839	\$ (5,119)	\$ 340,556
Net income	-	-	-	32,173	-	32,173
Other comprehensive income	-	-	-	-	2,343	2,343
Dividends declared	-	-	-	(26,000)	-	(26,000)
<b>Balance, June 30, 2009</b>	<u>767</u>	<u>\$ 29</u>	<u>\$ 123,807</u>	<u>\$ 228,012</u>	<u>\$ (2,776)</u>	<u>\$ 349,072</u>
<b>Balance, January 1, 2010</b>	767	\$ 29	\$ 123,807	\$ 216,178	\$ (1,013)	\$ 339,001
Net income	-	-	-	23,347	-	23,347
Other comprehensive loss	-	-	-	-	(445)	(445)
Dividends declared	-	-	-	(44,800)	-	(44,800)
<b>Balance, June 30, 2010</b>	<u>767</u>	<u>\$ 29</u>	<u>\$ 123,807</u>	<u>\$ 194,725</u>	<u>\$ (1,458)</u>	<u>\$ 317,103</u>

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

**CE CASECNAN WATER AND ENERGY COMPANY, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**(Unaudited)**

(in U.S. dollars, unless indicated otherwise)

**(1) General**

CE Casecnan Water and Energy Company, Inc. (the “Company” or “CE Casecnan”) is a privately held Philippine corporation formed indirectly by MidAmerican Energy Holdings Company (“MEHC”) and was registered with the Philippine Securities and Exchange Commission on September 21, 1994. The Company is 70% owned by CE Casecnan II, Inc., an indirect wholly owned subsidiary of MEHC, and 30% owned by third parties, subject to the outcome of pending litigation, including motions to vacate, modify or grant a new trial and to appeal. MEHC is a consolidated subsidiary of Berkshire Hathaway Inc.

The Company has a contract with the Republic of the Philippines (“ROP”), through the Philippine National Irrigation Administration (“NIA”) (a ROP-owned and controlled corporation), for the development and construction of a hydroelectric power plant and related facilities under a build-own-operate-transfer agreement, as amended by the Supplemental Agreement dated September 29, 2003 (“Project Agreement”), covering a 20-year cooperation period (“Cooperation Period”) ending December 11, 2021, with obligations for the delivery of water and electricity. At the end of the Cooperation Period, the combined irrigation and 150 megawatt hydroelectric power generation project (the “Casecnan Project”) will be transferred to the ROP at no cost on an “as is” basis. NIA’s obligations under the Project Agreement are guaranteed by the full faith and credit of the ROP (the “Performance Undertaking”).

The Casecnan Project is dependent upon sufficient rainfall to generate electricity and deliver water. The seasonality of rainfall patterns and the variability of rainfall from year to year, all of which are outside the control of the Company, have a material impact on the amounts of electricity generated and water delivered by the Casecnan Project. Rainfall has historically been highest from June through December and lowest from January through May. The contractual terms for variable water and energy delivery fees can produce significant variability in revenue between reporting periods.

The unaudited Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) for interim financial information and the United States Securities and Exchange Commission’s rules and regulations for Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the disclosures required by GAAP for annual financial statements. Management believes the unaudited Financial Statements contain all adjustments (consisting only of normal recurring adjustments) considered necessary for the fair presentation of the 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 preparation of the unaudited 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 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 Financial Statements. Note 2 of Notes to Financial Statements included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2009 describes the most significant accounting policies used in the preparation of the 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) Restricted Cash and Investments and Other Investments**

Restricted cash and investments consist of the following (in thousands):

	As of	
	June 30, 2010	December 31, 2009
Dividend set aside account	\$ 25,476	\$ 18,235
Debt service reserve fund	9,089	19,212
	<u>\$ 34,565</u>	<u>\$ 37,447</u>

Restricted cash and investments are invested in money-market accounts holding U.S. government securities and a Federal Home Loan Bank discount note.

Other investments consist of auction rate securities with a carrying value of \$18.9 million and \$19.6 million at June 30, 2010 and December 31, 2009, respectively. The auction rate securities earned interest of 2.35% and 2.23% at June 30, 2010 and December 31, 2009, respectively, have a remaining weighted average maturity of 20 years and are classified as available-for-sale securities.

With the liquidity issues experienced in global credit and capital markets, the \$21.4 million par value of auction rate securities held by the Company at June 30, 2010 have experienced multiple failed auctions as the amount of securities submitted for sale has exceeded the amount of purchase orders. Although there is no current liquid market for the auction rate securities, the Company believes the underlying creditworthiness of the repayment sources for these securities' principal and interest has not materially deteriorated. Further, the Company does not intend to sell, nor is it more-likely-than-not that the Company will be required to sell, the auction rate securities before an orderly market develops and they can be sold at a price that approximates par value. Therefore, the Company considers the auction rate securities to be temporarily impaired. At June 30, 2010, the Company's pre-tax temporary impairment of the auction rate securities totaled \$2.5 million. If the underlying assets and the guarantors of the auction rate securities experience credit deterioration, the Company may not ultimately realize the par value of the investments held at June 30, 2010.

### (3) Income Taxes

A reconciliation of the Philippine statutory income tax rate to the effective income tax rate applicable to income before income tax expense follows:

	<b>Three-Month Periods Ended June 30,</b>		<b>Six-Month Periods Ended June 30,</b>	
	<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>
Philippine statutory income tax rate	30%	30%	30%	30%
Optional standard deduction	(10)	(10)	(9)	(9)
Other	-	-	-	(1)
Effective income tax rate	<u>20%</u>	<u>20%</u>	<u>21%</u>	<u>20%</u>

The Company's deferred income tax asset of \$4.8 million as of June 30, 2010 and December 31, 2009, respectively, consists mainly of the difference between the financial reporting basis and the income tax reporting basis for development and construction costs.

### (4) Related Party Transactions

In the normal course of business, the Company transacts with related parties on commercial terms comparable to transactions with third parties. The payable to affiliates was \$5.5 million and \$2.8 million at June 30, 2010 and December 31, 2009, respectively, and consists primarily of accrued interest on declared and unpaid dividends. Costs incurred by the Company in transactions with related parties amounted to \$0.3 million and \$0.2 million for the three-month periods ended June 30, 2010 and 2009, respectively, and \$0.7 million and \$0.6 million for the six-month periods ended June 30, 2010 and 2009, respectively, and consist primarily of cost allocations.

As of December 31, 2008, the Company had outstanding \$7.1 million of unsecured subordinated notes payable (the "Notes") to CE Casecan Ltd., a shareholder. The Notes had a maturity of November 1, 2015, and bore an interest rate consisting of the London Interbank Offer Rate plus 5.25%. The Notes were redeemable at any time prior to maturity upon demand from CE Casecan Ltd and on February 5, 2009, CE Casecan repaid the outstanding Notes in full. Interest expense on the Notes was \$0.1 million for the six-month period ended June 30, 2009.

## **(5) Commitments and Contingencies**

### Shareholder Litigation

In February 2002, pursuant to the share ownership adjustment mechanism in the CE Casecnan shareholder agreement, MEHC's indirect wholly owned subsidiary, CE Casecnan Ltd. advised the minority shareholder of the Company, LaPrairie Group Contractors (International) Ltd. ("LPG") that MEHC's indirect ownership interest in CE Casecnan had increased to 100% effective from commencement of commercial operations. In 2002, LPG filed a complaint in the Superior Court of the State of California, City and County of San Francisco (the "Superior Court"), against CE Casecnan Ltd. and MEHC. LPG's complaint, as amended, seeks compensatory and punitive damages arising out of CE Casecnan Ltd.'s and MEHC's alleged improper calculation of the proforma financial projections and alleged improper settlement of the NIA arbitration. In January 2006, the Superior Court entered a judgment in favor of LPG against CE Casecnan Ltd. regarding the calculation of the proforma financial projections. Pursuant to the judgment, 15% of the distributions of the Company was deposited into escrow plus interest at 9% per annum. The judgment was appealed, and as a result of the appellate decision, LPG retained ownership of 10% of the shares of the Company, with the remaining 5% share to be transferred to CE Casecnan Ltd. subject to certain buy-up rights under the shareholder agreement. The issues relating to the exercise of the buy-up right were decided by the Superior Court and in June 2009, LPG exercised its buy-up rights with respect to the remaining 5% ownership interest in a transaction between shareholders that did not have any impact on the Company's results of operations. In October 2009, the Superior Court issued a judgment declaring that after the buy-up LPG was a 15% shareholder. The judgment was appealed in January 2010 and is expected to conclude in 2011. In July 2010, the Superior Court issued a decision denying the remainder of LPG's claims.

In July 2005, MEHC and CE Casecnan Ltd. commenced an action against San Lorenzo Ruiz Builders and Developers Group, Inc. ("San Lorenzo") in the District Court of Douglas County, Nebraska (the "District Court"), seeking a declaratory judgment as to San Lorenzo's right to repurchase up to 15% of the shares in the Company. In January 2006, San Lorenzo filed a counterclaim against MEHC and CE Casecnan Ltd. seeking declaratory relief that it has effectively exercised its option to purchase up to 15% of the shares of the Company, that it is the rightful owner of such shares and that it is due all dividends previously paid on such shares. In March 2010, after a two-week jury trial, the District Court declined to submit the claims and defenses in the case to the jury. Instead, the District Court issued a directed verdict in April 2010, which management believes is based in part on the January 2006 findings of the Superior Court in the California litigation involving LPG discussed above. The order finds that San Lorenzo was entitled to be a 15% shareholder of the Company effective March 30, 2002. The Superior Court subsequently issued an order in the California litigation which management believes contradicts the April 2010 order issued by the District Court. MEHC filed motions to vacate or modify the order of the District Court or to grant a new trial based on errors in the proceeding and in light of the Superior Court order in the California litigation based on the same facts. A hearing was held in July 2010, and the District Court took the matters under advisement. In the event the District Court order is not vacated or modified or if a new trial is not granted, the ruling will be appealed.

### Supplemental Real Property Tax

In July 2008, CE Casecnan received a supplemental real property tax assessment totaling \$28.6 million from the province of Nueva Ecija and the municipality of Pantabangan for the tax years 2002 through the second quarter of 2008. Subsequent amendments of the supplemental assessment to reflect additional taxable periods in 2008 and 2009 increased the assessment to \$32.5 million. CE Casecnan forwarded the assessment to NIA and the Philippine Department of Finance ("DOF"), which must authorize any payment for real property taxes and are obligated to reimburse the Company pursuant to the Project Agreement. In December 2008, pursuant to written authorization from NIA and DOF, CE Casecnan tendered \$6.8 million as partial payment of the supplemental assessment and recorded a receivable of an equal amount for the expected full reimbursement to CE Casecnan from NIA. The \$6.8 million partial payment was reimbursed by NIA in July 2009. In January 2009, CE Casecnan filed a protest on the supplemental assessment which the provincial treasurer failed to resolve timely and in May 2009, filed an appeal with the Local Board of Assessment Appeals. In October 2009, pursuant to written authorization from NIA and DOF, CE Casecnan paid under protest \$5.0 million to the province of Nueva Ecija. A receivable of an equal amount was accrued as of December 31, 2009 to reflect the expected full reimbursement to CE Casecnan from NIA. The \$5.0 million payment was reimbursed by NIA in January 2010. Discussions continue among CE Casecnan, NIA, DOF and the province of Nueva Ecija to resolve the supplemental real property tax assessment. No further liability for supplemental real property tax has been recognized as the Company believes that the claim is without merit.

In March 2009, CE Casecnan received a supplemental real property tax assessment totaling \$36.5 million from the province of Nueva Vizcaya for the tax years 2002 to 2009. CE Casecnan forwarded the assessment to NIA and the DOF, which must authorize any payment for real property taxes and are obligated to reimburse the Company pursuant to the Project Agreement. In May 2009, upon instructions from NIA, CE Casecnan filed an appeal of the supplemental assessment with the Local Board of Assessment Appeals. In November 2009, CE Casecnan paid \$16.1 million to the province of Nueva Vizcaya pursuant to an interim agreement between CE Casecnan and the province of Nueva Vizcaya which provides for a cessation of collection efforts by the province of Nueva Vizcaya until a final determination of taxable value is rendered. A receivable of an equal amount was accrued as of December 31, 2009 to reflect the expected full reimbursement to CE Casecnan from NIA. NIA reimbursed CE Casecnan in full during the second quarter of 2010. Discussions continue among CE Casecnan, NIA, DOF and the province of Nueva Vizcaya to resolve the supplemental real property tax assessment. No further liability for supplemental real property tax has been recognized as the Company believes that the claim is without merit.

#### National Wealth Tax

In July 2008, CE Casecnan received an assessment totaling \$4.1 million from the municipality of Alfonso Castaneda for a share of national wealth tax it claims is owed by the Company for the years from 2002 through 2007. CE Casecnan forwarded the assessment to NIA and the DOF, which must authorize any payment for national wealth taxes and are obligated to reimburse the Company pursuant to the Project Agreement. In September 2008, CE Casecnan received a temporary restraining order to enjoin the municipality of Alfonso Castaneda from pursuing its collection efforts until the matter can be decided by the court. A pre-trial hearing was held in December 2008. The proceedings were suspended to allow the municipality of Alfonso Castaneda to provide other local government units the opportunity to intervene in the case. At the June 2009 hearing, the judge summoned all affected local government units to participate in the hearing and file the necessary motions for leave for intervention and third party complaints. The next hearing date is set for August 18, 2010. No liability for national wealth tax has been recognized as the Company believes that the claim is without merit.

#### Franchise Tax

In January 2006, CE Casecnan received a franchise tax assessment for the years 2001 to 2006 totaling \$2.2 million from the province of Nueva Vizcaya. In July 2010, CE Casecnan received an updated assessment totaling \$4.4 million from the province of Nueva Vizcaya to include the years 2007 through 2009. CE Casecnan believes that franchise tax is imposed on companies which have a secondary or special franchise from the government. CE Casecnan is an independent power producer and does not have a government franchise. The Electric Power Industry Reform Act of 2001 provides that independent power generation is not a public utility operation and does not require a franchise. Therefore, the Company has not recognized a liability relating to these assessments. A pretrial hearing is set for October 8, 2010.

#### Concentration of Risk

NIA's obligations under the Project Agreement are substantially denominated in U.S. Dollars and are the Company's sole source of operating revenue. Because of the Company's dependence on NIA, any material failure of NIA to fulfill its obligations under the Project Agreement and any material failure of the ROP to fulfill its obligations under the Performance Undertaking would significantly impair the ability of the Company to meet its existing and future obligations, including obligations pertaining to its outstanding debt. No shareholders, partners or affiliates of the Company, including MEHC, and no directors, officers or employees of the Company have guaranteed or will be in any way liable for payment of the Company's obligations. As a result, payment of the Company's obligations depends upon the availability of sufficient revenue from the Company's business after the payment of operating expenses.

#### **(6) Fair Value Measurements**

The carrying amounts of the Company's cash, certain cash equivalents, receivables and accounts payable and other accrued liabilities approximate fair value because of the short-term maturity of these instruments. The Company uses a three level hierarchy for determining fair value and a financial asset or liability classification within the hierarchy is determined based on the lowest level input that is significant to the fair value measurement.

The Company has investments in money market mutual funds that are accounted for as available-for-sale securities, are stated at fair value and are presented as cash and cash equivalents and restricted cash and investments on the Balance Sheets. The fair value of these securities was \$40.1 million and \$52.0 million as of June 30, 2010 and December 31, 2009, respectively. The fair value is determined by using the quoted market price or net asset value of the identical security in its principal market. As such, the Company considers these securities to be valued using Level 1 inputs.

Additionally, the Company has auction rate securities that are measured at fair value and are presented as other investments on the Balance Sheets. The fair value of the Company's investments in auction rate securities, where there is no current liquid market, is determined using internally developed discounted cash flow pricing models based on available observable market data and the Company's judgment about the assumptions, including liquidity and nonperformance risks, which market participants would use when pricing the asset. As such, the Company considers these securities to be valued using Level 3 inputs. The following table reconciles the beginning and ending balances of the Company's auction rate securities measured at fair value on a recurring basis using significant Level 3 inputs (in thousands):

	<b>Three-Month Periods</b>		<b>Six-Month Periods</b>	
	<b>Ended June 30,</b>		<b>Ended June 30,</b>	
	<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>
<b>Beginning balance</b>	\$19,915	\$14,822	\$19,572	\$14,096
Unrealized (losses) gains included in other comprehensive (loss) income	<u>(979)</u>	<u>2,622</u>	<u>(636)</u>	<u>3,348</u>
<b>Ending balance</b>	<b><u>\$18,936</u></b>	<b><u>\$17,444</u></b>	<b><u>\$18,936</u></b>	<b><u>\$17,444</u></b>

The Company's long-term debt is carried at cost on the 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 value and estimated fair value of the Company's long-term debt (in thousands):

	<b>As of June 30, 2010</b>		<b>As of December 31, 2009</b>	
	<b>Carrying Value</b>	<b>Fair Value</b>	<b>Carrying Value</b>	<b>Fair Value</b>
Long-term debt	<u>\$ 8,575</u>	<u>\$ 8,801</u>	<u>\$ 17,150</u>	<u>\$ 17,893</u>

**(7) Comprehensive Income and Components of Accumulated Other Comprehensive Loss, Net**

Comprehensive income consists of the following components (in thousands):

	<b>Three-Month Periods</b>		<b>Six-Month Periods</b>	
	<b>Ended June 30,</b>		<b>Ended June 30,</b>	
	<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>
Net income	\$11,496	\$19,567	\$23,347	\$32,173
Other comprehensive (loss) income – unrealized (losses) gains on marketable securities, net of tax of \$(294), \$787, \$(191), \$1,005	<u>(685)</u>	<u>1,835</u>	<u>(445)</u>	<u>2,343</u>
Comprehensive income	<b><u>\$10,811</u></b>	<b><u>\$21,402</u></b>	<b><u>\$22,902</u></b>	<b><u>\$34,516</u></b>

Accumulated other comprehensive loss, net consists of the following components (in thousands):

	<b>As of</b>	
	<b>June 30, 2010</b>	<b>December 31, 2009</b>
Unrecognized amounts on retirement benefits, net of tax of \$117 and \$117	\$ 273	\$ 273
Unrealized losses on marketable securities, net of tax of \$(742) and \$(551)	<u>(1,731)</u>	<u>(1,286)</u>
Total accumulated other comprehensive loss, net	<b><u>\$ (1,458)</u></b>	<b><u>\$ (1,013)</u></b>

## **Item 2. 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 CE Casecnan Water and Energy Company, Inc. (“CE Casecnan” or 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 Financial Statements and Notes to Financial Statements in Item 1 of this Form 10-Q. The Company’s actual results in the future could differ significantly from the historical results.

### **Forward-Looking Statements**

This report contains statements that do not directly or exclusively relate to historical facts. These statements are “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements can typically be identified by the use of forward-looking words, such as “may,” “could,” “project,” “believe,” “anticipate,” “expect,” “estimate,” “continue,” “intend,” “potential,” “plan,” “forecast” and similar terms. These statements are based upon the Company’s current intentions, assumptions, expectations and beliefs and are subject to risks, uncertainties and other important factors. Many of these factors are outside the Company’s control and could cause actual results to differ materially from those expressed or implied by the Company’s forward-looking statements. These factors include, among others:

- changes in weather conditions that could affect operating revenue;
- general economic, political and business conditions in the Philippines and throughout the world;
- changes in governmental, legislative or regulatory requirements in the Philippines, including those pertaining to taxes, affecting the Company or the power generation industry;
- availability of qualified personnel;
- the impact of new accounting guidance or changes in current accounting estimates and assumptions on financial results;
- other risks or unforeseen events, including litigation, wars, the effects of terrorism and other catastrophic events; and
- other business or investment considerations that may be disclosed from time to time in the Company’s filings with the United States Securities and Exchange Commission (the “SEC”) or in other publicly disseminated written documents.

Further details of the potential risks and uncertainties affecting the Company are described in the Company’s filings with the SEC, including Part II, Item 1A and other discussions contained in this Form 10-Q. The Company undertakes no obligation to publicly update or revise any 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.

### **Business**

The Company has a contract with the Republic of the Philippines (“ROP”), through the Philippine National Irrigation Administration (“NIA”) (a ROP-owned and controlled corporation), for the development and construction of a hydroelectric power plant and related facilities under a build-own-operate-transfer agreement, as amended by the Supplemental Agreement dated September 29, 2003 (the “Project Agreement”), covering a 20-year cooperation period (“Cooperation Period”) ending December 11, 2021, with obligations for the delivery of water and electricity. At the end of the Cooperation Period, the combined irrigation and 150 megawatt hydroelectric power generation project (the “Casecnan Project”) will be transferred to the ROP at no cost on an “as is” basis. NIA’s obligations under the Project Agreement are guaranteed by the full faith and credit of the ROP (the “Performance Undertaking”).

## Results of Operations for the Second Quarter and the First Six Months of 2010 and 2009

The Casecnan Project is dependent upon sufficient rainfall to generate electricity and deliver water. The seasonality of rainfall patterns and the variability of rainfall from year to year, all of which are outside the control of the Company, have a material impact on the amounts of electricity generated and water delivered by the Casecnan Project. Rainfall has historically been highest from June through December and lowest from January through May. The contractual terms for variable water and energy delivery fees can produce significant variability in revenue between reporting periods.

For contract years from December 25, 2008 through the end of the Cooperation Period, guaranteed water delivery fees are \$51.7 million, calculated as the annual minimum water delivery threshold of 700.0 million cubic meters multiplied by \$0.07381.

Variable water delivery fees are earned for all water deliveries within the contract year, if any, exceeding the annual minimum water delivery threshold multiplied by \$0.07381, until a cumulative 1.324 billion cubic meters of water subject to variable water delivery fees have been delivered.

Guaranteed energy delivery fees are \$36.4 million per year, calculated as the assumed annual delivery of 228.0 Gigawatt-hours (“GWh”), prorated to 19.0 GWh per month and multiplied by \$0.1596 per kilowatt-hour (“kWh”).

The Company earns variable energy delivery fees in each contract year based upon actual energy delivered in excess of 228.0 GWh, multiplied by the applicable rate, until cumulative energy of 490.0 GWh per year are delivered. The variable energy delivery rate is \$0.1132 per kWh for the contract year ending December 25, 2009, escalating at 1% per annum. Energy deliveries between 490.0 GWh and 550.0 GWh within a contract year earn variable energy delivery fees at a rate of 1.0 Philippine peso per kWh, escalating at 1% per annum. Energy deliveries above 550.0 GWh per year are at no cost to NIA. Within each contract year, no variable energy delivery fees are payable until energy in excess of the cumulative 19.0 GWh per month for the contract year to date has been delivered.

The following table provides certain operating data of the Casecnan Project:

	<u>Second Quarter</u>		<u>First Six Months</u>	
	<u>2010</u>	<u>2009</u>	<u>2010</u>	<u>2009</u>
Electricity produced (GWh)	23.9	163.5	55.3	229.3
Water delivered (million cubic meters)	37.5	272.6	90.5	384.5

The Company’s water and energy fees are as follows (in millions):

	<u>Second Quarter</u>		<u>First Six Months</u>	
	<u>2010</u>	<u>2009</u>	<u>2010</u>	<u>2009</u>
Water delivery fees	\$ 12.9	\$ 12.9	\$ 25.8	\$ 25.7
Energy delivery fees	<u>9.1</u>	<u>19.5</u>	<u>18.2</u>	<u>30.2</u>
	<u>\$ 22.0</u>	<u>\$ 32.4</u>	<u>\$ 44.0</u>	<u>\$ 55.9</u>

Revenue decreased \$10.4 million for the second quarter and \$11.9 million for the first six months of 2010 compared to 2009 due to lower variable energy fees resulting from a moderate El Niño weather condition which reduced rainfall in the Casecnan watershed and resulted in lower electricity production during 2010.

Interest expense decreased \$0.5 million for the second quarter and \$1.0 million for the first six months of 2010 compared to 2009 due to lower outstanding debt balances resulting from the scheduled repayment of long-term debt.

Other, net decreased \$0.3 million for the second quarter and increased \$0.3 million for the first six months of 2010 compared to 2009 due to lower allocable output value added tax receipts and the impact of foreign currency exchange rates on peso-denominated transactions.

Income tax expense decreased \$2.0 million for the second quarter and \$2.3 million for the first six months of 2010 compared to 2009 due to lower pre-tax income.

## **Liquidity and Capital Resources**

NIA's obligations under the Project Agreement are substantially denominated in U.S. dollars and are the Company's sole source of operating revenue. Because of the Company's dependence on NIA, any material failure of NIA to fulfill its obligations under the Project Agreement and any material failure of the ROP to fulfill its obligations under the Performance Undertaking would significantly impair the ability of the Company to meet its existing and future obligations, including obligations pertaining to its outstanding debt. No shareholders, partners or affiliates of the Company, including MidAmerican Energy Holdings Company, and no directors, officers or employees of the Company have guaranteed or will be in any way liable for payment of the Company's obligations. As a result, payment of the Company's obligations depends upon the availability of sufficient revenue from the Company's business after the payment of operating expenses.

The Company's cash and cash equivalents were \$27.6 million as of June 30, 2010, compared to \$20.1 million as of December 31, 2009.

### Cash Flows from Operating Activities

Net cash flows from operating activities for the six-month periods ended June 30, 2010 and 2009 were \$51.8 million and \$37.5 million, respectively. The increase in 2010 was primarily due to the 2010 reimbursement by NIA of property taxes paid by the Company to the provinces of Nueva Ecija and Nueva Vizcaya in October 2009, partially offset by higher property, income and other taxes paid in 2010.

### Cash Flows from Investing Activities

Net cash flows from investing activities for the six-month periods ended June 30, 2010 and 2009 were \$2.1 million and \$(2.0) million, respectively. In 2010, the Company decreased its restricted cash and investments related to obligations for debt service by \$10.1 million and deposited \$7.2 million of declared but unpaid dividends and interest in the escrow account. In 2009, the Company deposited \$1.3 million of declared but unpaid dividends in the escrow account.

### Cash Flows from Financing Activities

Net cash flows from financing activities for the six-month periods ended June 30, 2010 and 2009 were \$(46.4) million and \$(38.8) million, respectively. In 2010, the Company made \$8.6 million of project financing debt scheduled payments and paid \$40.5 million of dividends on common stock. In 2009, the Company made \$6.9 million of project financing debt scheduled payments, repaid the remaining \$7.1 million of notes payable to CE Casecan Ltd. and paid \$24.7 million of dividends on common stock.

## **Auction Rate Securities**

With the liquidity issues experienced in global credit and capital markets, the \$21.4 million par value of auction rate securities held by the Company at June 30, 2010 have experienced multiple failed auctions as the amount of securities submitted for sale has exceeded the amount of purchase orders. Although there is no current liquid market for the auction rate securities, the Company believes the underlying creditworthiness of the repayment sources for these securities' principal and interest has not materially deteriorated. Further, the Company does not intend to sell, nor is it more-likely-than-not that the Company will be required to sell, the auction rate securities before an orderly market develops and they can be sold at a price that approximates par value. Therefore, the Company considers the auction rate securities to be temporarily impaired. At June 30, 2010, the Company's pre-tax temporary impairment of the auction rate securities totaled \$2.5 million. If the underlying assets and the guarantors of the auction rate securities experience credit deterioration, the Company may not ultimately realize the par value of the investments held at June 30, 2010.

## **Supplemental Real Property Tax**

In July 2008, CE Casecnan received a supplemental real property tax assessment totaling \$28.6 million from the province of Nueva Ecija and the municipality of Pantabangan for the tax years 2002 through the second quarter of 2008. Subsequent amendments of the supplemental assessment to reflect additional taxable periods in 2008 and 2009 increased the assessment to \$32.5 million. CE Casecnan forwarded the assessment to NIA and the Philippine Department of Finance (“DOF”), which must authorize any payment for real property taxes and are obligated to reimburse the Company pursuant to the Project Agreement. In December 2008, pursuant to written authorization from NIA and DOF, CE Casecnan tendered \$6.8 million as partial payment of the supplemental assessment and recorded a receivable of an equal amount for the expected full reimbursement to CE Casecnan from NIA. The \$6.8 million partial payment was reimbursed by NIA in July 2009. In January 2009, CE Casecnan filed a protest on the supplemental assessment which the provincial treasurer failed to resolve timely and in May 2009, filed an appeal with the Local Board of Assessment Appeals. In October 2009, pursuant to written authorization from NIA and DOF, CE Casecnan paid under protest \$5.0 million to the province of Nueva Ecija. A receivable of an equal amount was accrued as of December 31, 2009 to reflect the expected full reimbursement to CE Casecnan from NIA. The \$5.0 million payment was reimbursed by NIA in January 2010. Discussions continue among CE Casecnan, NIA, DOF and the province of Nueva Ecija to resolve the supplemental real property tax assessment. No further liability for supplemental real property tax has been recognized as the Company believes that the claim is without merit.

In March 2009, CE Casecnan received a supplemental real property tax assessment totaling \$36.5 million from the province of Nueva Vizcaya for the tax years 2002 to 2009. CE Casecnan forwarded the assessment to NIA and the DOF, which must authorize any payment for real property taxes and are obligated to reimburse the Company pursuant to the Project Agreement. In May 2009, upon instructions from NIA, CE Casecnan filed an appeal of the supplemental assessment with the Local Board of Assessment Appeals. In November 2009, CE Casecnan paid \$16.1 million to the province of Nueva Vizcaya pursuant to an interim agreement between CE Casecnan and the province of Nueva Vizcaya which provides for a cessation of collection efforts by the province of Nueva Vizcaya until a final determination of taxable value is rendered. A receivable of an equal amount was accrued as of December 31, 2009 to reflect the expected full reimbursement to CE Casecnan from NIA. NIA reimbursed CE Casecnan in full during the second quarter of 2010. Discussions continue among CE Casecnan, NIA, DOF and the province of Nueva Vizcaya to resolve the supplemental real property tax assessment. No further liability for supplemental real property tax has been recognized as the Company believes that the claim is without merit.

## **National Wealth Tax**

In July 2008, CE Casecnan received an assessment totaling \$4.1 million from the municipality of Alfonso Castaneda for a share of national wealth tax it claims is owed by the Company for the years from 2002 through 2007. CE Casecnan forwarded the assessment to NIA and the DOF, which must authorize any payment for national wealth taxes and are obligated to reimburse the Company pursuant to the Project Agreement. In September 2008, CE Casecnan received a temporary restraining order to enjoin the municipality of Alfonso Castaneda from pursuing its collection efforts until the matter can be decided by the court. A pre-trial hearing was held in December 2008. The proceedings were suspended to allow the municipality of Alfonso Castaneda to provide other local government units the opportunity to intervene in the case. At the June 2009 hearing, the judge summoned all affected local government units to participate in the hearing and file the necessary motions for leave for intervention and third party complaints. The next hearing is set for August 18, 2010. No liability for national wealth tax has been recognized as the Company believes that the claim is without merit.

## **Franchise Tax**

In January 2006, CE Casecnan received a franchise tax assessment for the years 2001 to 2006 totaling \$2.2 million from the province of Nueva Vizcaya. In July 2010, CE Casecnan received an updated assessment totaling \$4.4 million from the province of Nueva Vizcaya to include the years 2007 through 2009. CE Casecnan believes that franchise tax is imposed on companies which have a secondary or special franchise from the government. CE Casecnan is an independent power producer and does not have a government franchise. The Electric Power Industry Reform Act of 2001 provides that independent power generation is not a public utility operation and does not require a franchise. Therefore, the Company has not recognized a liability relating to these assessments. A pretrial hearing is set for October 8, 2010.

## **Contractual Obligations**

There have been no material changes outside the normal course of business in contractual obligations from the information provided in Item 7 of the Company’s Annual Report on Form 10-K for the year ended December 31, 2009.

## **Critical Accounting Estimates**

Certain accounting measurements require management to make estimates and judgments concerning transactions that will be settled several years in the future. Amounts recognized on the Financial Statements based on such estimates involve numerous assumptions subject to varying and potentially significant degrees of judgment and uncertainty. Accordingly, the amounts currently reflected on the Financial Statements will likely change in the future as additional information becomes available. Estimates are used for, but not limited to, the allowance for doubtful accounts and auction rate securities – measurement principles. For additional discussion of the Company’s critical accounting estimates, see Item 7 of the Company’s Annual Report on Form 10-K for the year ended December 31, 2009. There have been no significant changes in the Company’s assumptions regarding critical accounting estimates since December 31, 2009.

## **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

For quantitative and qualitative disclosures about market risk affecting the Company, see Item 7A of the Company’s Annual Report on Form 10-K 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.

## **Item 4. Controls and Procedures**

At the end of the period covered by this Quarterly Report on Form 10-Q, the Company carried out an evaluation, under the supervision and with the participation of the Company’s management, including the President (principal executive officer) and the Chief Financial Officer (principal financial officer), of the effectiveness of the design and operation of the Company’s disclosure controls and procedures (as defined in Rule 13a-15(e) promulgated under the Securities and Exchange Act of 1934, as amended). Based upon that evaluation, the Company’s management, including the President (principal executive officer) and the Chief Financial Officer (principal financial officer), concluded that the Company’s disclosure controls and procedures were effective to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms, and is accumulated and communicated to management, including the Company’s President (principal executive officer) and Chief Financial Officer (principal financial officer), or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. There has been no change in the Company’s internal control over financial reporting during the quarter ended June 30, 2010 that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting.

## PART II

### **Item 1. Legal Proceedings**

None.

### **Item 1A. Risk Factors**

There has been no material change to the Company's risk factors from those disclosed in Item 1A of the Company's Annual Report on Form 10-K for the year ended December 31, 2009.

### **Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

Not applicable.

### **Item 3. Defaults Upon Senior Securities**

Not applicable.

### **Item 4. (Removed and Reserved)**

### **Item 5. Other Information**

Not applicable.

### **Item 6. Exhibits**

The exhibits listed on the accompanying Exhibit Index are filed as part of this Quarterly Report.

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CE CASECNAN WATER AND ENERGY COMPANY, INC.  
(Registrant)

Date: July 30, 2010

/s/ Patrick J. Goodman  
Patrick J. Goodman  
Senior Vice President and Chief Financial Officer  
(principal financial and accounting officer)

## **EXHIBIT INDEX**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
31.1	Principal Executive Officer Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Principal Financial Officer Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Principal Executive Officer Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Principal Financial Officer Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

**CERTIFICATION PURSUANT TO  
SECTION 302 OF THE  
SARBANES-OXLEY ACT OF 2002**

I, Joseph L. Sullivan, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of CE Casecan Water and Energy Company, Inc;
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 registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and 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 registrant, 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) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant'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
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - 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 registrant'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 registrant's internal control over financial reporting.

Date: July 30, 2010

/s/ Joseph L. Sullivan  
Joseph L. Sullivan  
President and General Manager  
(principal executive officer)

**CERTIFICATION PURSUANT TO  
SECTION 302 OF THE  
SARBANES-OXLEY ACT OF 2002**

I, Patrick J. Goodman, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of CE Casecan Water and Energy Company, Inc;
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 registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and 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 registrant, 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) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant'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
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - 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 registrant'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 registrant's internal control over financial reporting.

Date: July 30, 2010

/s/ Patrick J. Goodman

Patrick J. Goodman

Senior Vice President and Chief Financial Officer  
(principal financial officer)

**CERTIFICATION PURSUANT TO  
SECTION 906 OF THE  
SARBANES-OXLEY ACT OF 2002**

I, Joseph L. Sullivan, President and General Manager of CE Casecan Water and Energy Company, Inc. (the “Company”), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that to the best of my knowledge:

- (1) the Quarterly Report on Form 10-Q of the Company for the quarterly period ended June 30, 2010 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: July 30, 2010

/s/ Joseph L. Sullivan  
Joseph L. Sullivan  
President and General Manager  
(principal executive officer)

**CERTIFICATION PURSUANT TO  
SECTION 906 OF THE  
SARBANES-OXLEY ACT OF 2002**

I, Patrick J. Goodman, Senior Vice President and Chief Financial Officer of CE Casecan Water and Energy Company, Inc. (the "Company"), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that to the best of my knowledge:

- (1) the Quarterly Report on Form 10-Q of the Company for the quarterly period ended June 30, 2010 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: July 30, 2010

/s/ Patrick J. Goodman  
Patrick J. Goodman  
Senior Vice President and Chief Financial Officer  
(principal financial officer)