18-02597-FOIA

July 25, 2018

U.S. Securities and Exchange Commission
Office of FOIA Services
100 F Street, NE Mail Stop 2745
Washington, DC 20549-5100

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Office of
FOIA Services

Dear FOIA Office:

Under the Freedom of Information Act (FOIA), we are requesting a copy of the following:

EDISON INTERNATIONAL comment letters.
DOC_DATE: 1/1/2001 to 12/31/2006
CIK_NUM: 0000827052

Process this request up to our education-use entitlements.

Thank You,

Dr. Amy Hutton
Boston College
Carroll School of Management,
Chestnut Hill, Massachusetts 02467
[redacted]

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
STATION PLACE
100 F STREET, NE
WASHINGTON, DC 20549-2465

Office of FOIA Services

August 22, 2018

Dr. Amy P. Hutton
Boston College
Carroll School of Management
Chestnut Hill, MA 02467

RE: Freedom of Information Act (FOIA), 5 U.S.C. § 552
Request No. **18-02597-FOIA**

Dear Dr. Hutton:

This letter is in response to your request, dated and received in this office on July 25, 2018, for access to comment letters from January 1, 2001 to December 31, 2006 information regarding Edison International.

The search for responsive records has resulted in the retrieval of 15 pages of records that may be responsive to your request. They are being provided to you with this letter.

If you have any questions, please contact me at osbornes@sec.gov or (202) 551-8371. You may also contact me at foiapa@sec.gov or (202) 551-7900. You also have the right to seek assistance from Ray J. McInerney as a FOIA Public Liaison or contact the Office of Government Information Services (OGIS) for dispute resolution services. OGIS can be reached at 1-877-684-6448 or Archives.gov or via e-mail at ogis@nara.gov.

Sincerely,

Sonja Osborne

Sonja Osborne
FOIA Lead Research Specialist

Enclosures

Mail Stop 0308

November 24, 2004

via U.S. mail and facsimile

John E. Bryson
Chief Executive Officer
Edison International
2244 Walnut Grove Avenue
Room 428
Rosemead, CA 91770

RE: Edison International
Southern California Edison
Edison Mission Energy
Midwest Generation
Mission Energy Holding Company
Form 10-K for the fiscal year ended December 31, 2003
Filed March 15, 2004

Forms 10-Q for the quarters ended March 31, 2004, June 30, 2004, and September 30, 2004

Dear Mr. Bryson:

We have reviewed your filings and have the following comments. We have limited our review to only your financial statements and related disclosures and will make no further review of your documents. Where indicated, we think you should revise your disclosures in future filings in response to these comments. If you disagree, we will consider your explanation as to why our comment is inapplicable or a revision is unnecessary. Please be as detailed as necessary in your explanation. In some of our comments, we may ask you to provide us with supplemental information so we may better understand your disclosure. After reviewing this information, we may or may not raise additional comments.

Please understand that the purpose of our review process is to assist you in your compliance with the applicable disclosure requirements and to enhance the overall disclosure in your filing. We look forward to working with you in these respects. We welcome any questions you may have about our comments or on any other aspect of our review. Feel free to call us at the telephone numbers listed at the end of this letter.

General

1. Where a comment below requests additional disclosures or other revisions to be made, these revisions should be included in your future filings, as applicable. Although each comment has been issued only once, the comments below may be applicable to each registrant reviewed.

EDISON INTERNATIONAL

FORM 10-K FOR THE YEAR ENDED DECEMBER 31, 2003

Item 1. Business, page 1
2. Please disclose revenues from external customers attributed to and long-lived assets located in your country of domicile, all foreign countries in total, and any individual foreign country if material, for each of the last three fiscal years. See requirements of Item 101(d) of Regulation S-K.

Schedule II - Valuation and Qualifying Accounts, page 50
3. Please explain supplementally why you changed the composition of Schedule II - Valuation and Qualifying Accounts between 2001 and 2002 and 2003. It is unclear why 2001 includes group B accounts while 2002 and 2003 do not.

2003 ANNUAL REPORT

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

Intercompany Tax-Allocation Payments, page 33
4. We note the existence of tax allocation agreements between Edison International and its affiliates. Please note that the separate return method is the preferred method as discussed in paragraph 40 of SFAS 109. Please also note that the staff interprets the separate return method literally. In other words, if a member of a controlled group generates a tax loss which will be reimbursed based on tax savings, such tax savings should be equal to the amount the tax loss member would obtain if such loss could be carried back or, if it was more likely than not that future tax income would be generated, the tax benefit it would record without a valuation allowance. Tax losses whose benefit would not be recognized absent reimbursement from another entity on a stand alone basis, should not result in the recognition of income for the reimbursement but should be treated as a contribution of capital. In this regard, your discussion suggests EME and MEHC have historically received tax-allocation payments which would suggest that such payments should be shown as equity contributions as opposed to tax benefits in their statements of income. Please advise or revise.

Financial Ratios, page 37
5. We are unclear your basis for presenting EME`s interest coverage ratio since you state you are presenting it "...as an aid to understanding the components of the computations that are set forth in EME`s organizational documents". While MD&A requires disclosure of material items affecting liquidity, we do not understand the significance of EME`s organizational documents to the entities liquidity. Accordingly, please consider the following:

* Identify these items as non-GAAP measures of performance or liquidity.
* Present cash flows from operating, investing and financing activities alongside them, if they represent non-GAAP liquidity measures.
* Reconcile in table format from net income, for performance measures, or cash flows from operating activities, for liquidity measures, to the non-GAAP amounts for each period they are presented. Each reconciling item should be shown separately for each period presented.
* Provide cautionary disclosure that the non-GAAP measures presented may not be comparable to similarly titled measures used by other

entities and provide a reference to a complete explanation of the calculation and components of each measure.
* Describe how management uses the non-GAAP measures and why they believe they are meaningful to readers.

We may have further comment upon review of your response.

Results of Operations and Historical Cash Flow Analysis, page 61
6. Where you describe two or more business reasons that contributed to a material change in a financial statement line item between periods in total and by segment, please quantify the extent to which each individual change contributed to the overall change in that line item. For example, with respect to the increase in non-utility power generation revenue in 2003, you should quantify the extent to which the increase in electric revenue from EME`s

Homer City facilities and Contact Energy projects and the decrease in capacity revenue from EME`s Illinois plants contributed to the overall change. See SEC Release No. 33-8350.

Commitments and Guarantees, page 84
7. Please consider revising your table of contractual cash obligations to include the following:
(a) Estimated interest payments on your debt; and
(b) Estimated payments under interest rate swap agreements
Because the table is aimed at increasing transparency of cash flow, we believe these payments should be included in the table. If you choose not to include these payments, a footnote to the table should clearly identify the excluded items and provide any additional information that is material to an understanding of your cash requirements.

Consolidated Statements of Cash Flows, page 104
8. On page 72 you state that withdrawals from the decommissioning trusts are netted with contributions to the trusts in the statements of cash flows. Please tell us your basis under GAAP for net presentation. Similarly, you appear to present additions to property and plant on a net basis. Please explain the nature of the items netted against additions and your basis for net presentation. See paragraphs 11-13 of SFAS 95.

Note 1. Summary of Significant Accounting Policies

Fuel Inventory, page 107
9. For inventory valued under the last-in, first-out method, please disclose the excess of replacement or current cost over stated LIFO value either parenthetically or in a note to the financial statements. See Rule 5-02.6(c) of Regulation S-X.

Goodwill, page 107
10. For each period for which a balance sheet is presented, please disclose by segment the changes in the carrying amount of goodwill during the period including the aggregate amount of goodwill acquired and the amount of goodwill included in a gain or loss on disposal of all or a portion of a reporting unit. See paragraph 45.c of SFAS 142.

Property and Plant, page 112
11. For non-utility property, please disclose the balance for each

major class of depreciable assets.

Regulatory Assets and Liabilities, page 114

12. You recorded a $2.5 billion after tax charge to write-off various regulatory assets in 2000. You subsequently reestablished a portion of these regulatory assets in 2002 after a CPUC decision that returned retained generation to cost-of-service ratemaking. As such, it appears you discontinued the use of SFAS 71 in 2000. However, we are not clear whether you wholly reapplied SFAS 71 to SCE or whether you selectively applied to certain CPUC allowed items. In other words, explain whether the CPUC rate decisions met the criteria of paragraph 5.b of SFAS 71. As background, please provide us with a history of deregulation in the state of California that supported your accounting to discontinue then reapply SFAS 71 and a detailed narrative on the subsequent events that lead to the 2002 decisions. Please specifically explain how you determined the amount of the reestablished portion of regulatory assets and how they met the criteria of paragraph 9 of SFAS 71. Further, ensure you tell us the effect to net income resulting from the application of EITF 97-4 and why 2000 was appropriate. Additionally, summarize how "prospective" reapplication of SFAS 71 affected the determination of net income in 2002 including your basis for classification in the income statement. You should also contrast how other load serving entities subject to CPUC jurisdiction treated generation deregulation and the subsequent migration back to cost based rates for power. We may have further comment.

13. If any portion of your regulatory asset balance includes amounts on which you do not earn a current return, disclose the nature and amount of each asset and its remaining recovery period. For regulatory assets that are not currently being recovered, explain supplementally why you believe they are probable of recovery in the future. Refer to the requirements of paragraph 20 of SFAS 71. On a related point, please help us understand your accounting rationale for reclassification of Mohave`s book value to a regulatory asset. If you are applying or discontinuing application of SFAS 71 on a plant-by-plant basis, please explain how a plant qualifies as a separable portion of business under EITF 97-4.

14. Please explain to us in detail why right of setoff exists for your regulatory assets and liabilities either under FIN 39 or other rationale. In this regard, you may want to cite predominant practice in balance sheet presentation of regulatory assets and liabilities. If you believe California poses unique regulatory issues that justify netting, please also explain in detail.

Note 3. Derivative Instruments and Hedging Activities, page 124

15. For greater comparability, please consider adding the carrying amount of each financial instrument to your fair value table. See examples in Appendix B of SFAS 107.

Note 4. Liabilities, page 129

16. Please provide us with a summary of your FIN 46R analysis as it relates to SCE Funding LLC, a special purpose entity. In doing so, please explain the basis for your conclusion that you are the primary beneficiary and are required to consolidate the entity.

Note 7. Employee Compensation and Benefit Plans, page 137

17. We note you use the term "fair value of plan assets at end of year" in your pension related disclosure. Please note that we interpret that to mean you use fair value, as opposed to calculated value, in determining your market-related value of plan assets. If our interpretation is not correct, and since you have a choice in application of a method of applying a principle, please disclose how you determine market-related value as that term is defined in paragraph 30 to SFAS 87.
18. As of December 31, 2003, please further segregate your range of exercise prices so as the highest exercise price in a range is not greater than 150% of the lowest exercise price. Further, please expand your disclosure to include the number, weighted-average exercise price, and weighted-average remaining contractual life for options outstanding and the number and weighted-average exercise price for options exercisable for each range. See paragraph 48 of SFAS 123.

Note 8. Jointly Owned Utility Projects, page 147
19. Please expand your disclosure to include your proportionate share of utility plant. If the investment in facility represents utility plant, you may want to make clear your portion of the carrying value. Please also include, if applicable, the amount of plant under construction for each jointly owned plant and disclose where you classify your share of plant expenses on the income statement. See SAB Topic 10:C.

Note 9. Commitments, page 147
20. Please disclose a reconciliation of the beginning and ending aggregated carrying amount of asset retirement obligations showing separately the changes attributable to liabilities incurred in the current period, liabilities settled in the current period, accretion expense, and revisions in the estimated cash flows. Your reconciliation for the current year should begin on January 1, 2003, when you adopted SFAS 143. See paragraph 22 of SFAS 143.

Note 9. Contingencies, page 152
21. On page 18, you disclose potential significant costs related to the bark beetle CEMA and the fire-related CEMA. Please include disclosure related to these items in the footnotes to the financial statements or advise why no discussion has been presented. If material, please disclose the amounts you have accrued for these matters as of each balance sheet date and any additional accruals during each period presented. If you have not accrued for them, please also disclose this fact and explain to us your reasons for non-recognition within the context of SFAS 5.

Note 15. Discontinued Operations, page 163
22. You state that, due to immateriality, your results of operations related to the oil storage and pipeline facilities and the Lakeland project were not restated in prior years to be reflected in discontinued operations. Please show us how you assessed materiality using the quantitative and qualitative considerations of SAB 99.

FORM 10-Q FOR THE PERIOD ENDED MARCH 31, 2004

Note 1. Summary of Significant Accounting Policies

New Accounting Principles, page 7
23. Please describe in detail the facts and circumstances surrounding your inability to obtain the necessary financial information to determine if you should consolidate the remaining 18 entities under

FIN 46R. The scope-out exception under paragraph 4(g) of FIN 46R should only be used after an exhaustive effort has been made to obtain the required information.

Supplemental Cash Flows Information, page 10
24. Please disclose the amount of interest and income taxes paid during the period. See paragraph 29 of SFAS 95.

SOUTHERN CALIFORNIA EDISON

FORM 10-K FOR THE YEAR ENDED DECEMBER 31, 2003

2003 ANNUAL REPORT

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

Commitments, page 29
25. In addition to the items noted under the above contractual commitments comment, please consider revising your table of contractual cash obligations to include the following:
(a) Planned funding of pension and other postretirement benefit obligations. If you have any minimum funding requirements under ERISA then include such amounts in the table.
If you choose not to include these payments, a footnote to the table should clearly identify any excluded items that potentially could have been included and provide any additional information that is material to an understanding of your cash requirements.

Note 1. Summary of Significant Accounting Policies

Other Non-operating Income and Deductions, page 48
26. Please explain in detail the nature of the "performance-based incentive award" and "provision for regulatory issues and refunds" line items and your basis for classification within non-operating income rather than operating income. We may have further comment.

Stock-Based Employee Compensation, page 51
27. Please include in the table the additional line required by paragraph 45.c.(2) of SFAS 123, as amended by SFAS 148.

Note 9. Commitments, page 72
28. Please disclose how you account for the variable component of your base lease rent that is present in your Collins Station operating lease. Additionally, please disclose how you account for (a) step rent provisions and escalation clauses and (b) capital improvement funding and other lease concessions, which may be present in your operating leases. If, as we assume, they are taken into account in computing your minimum lease payments and the minimum lease payments are recognized on a straight-line basis over the minimum lease term, the note should so state. If our assumption is incorrect, please tell us how your accounting complies with SFAS 13 and FTB 88-1. Paragraph 5.n. of SFAS 13, as amended by SFAS 29, discusses how lease payments that depend on an existing index or rate, such as the consumer price index or the prime interest rate, should be included in your minimum lease payments.

Note 12. Discontinued Operations, page 79
29. You state that, due to immateriality, your results of operations related to your oil storage and pipeline facilities were not restated

in prior years to be reflected in discontinued operations. Please show us how you assessed materiality using the quantitative and qualitative considerations of SAB 99. Further, please tell us if the assets of discontinued operations line item on the balance sheet represents the net assets of the business. In accordance with paragraph 46 of SFAS 144, assets and liabilities should not be offset and presented as a single amount. Additionally, please disclose the major classes of assets and liabilities included as part of your disposal group as required by paragraph 47 of SFAS 144.

EDISON MISSION ENERGY

FORM 10-K FOR THE YEAR ENDED DECEMBER 31, 2003

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

Critical Accounting Policies and Estimates, page 47

30. Please include a discussion in MD&A surrounding your pension plan. You should describe the significant assumptions and estimates used to account for pension plans, how they are determined, and the source of return data used to determine the expected return assumption, and the assumptions, estimates and data source used to determine the discount rate. Further, you should include the effect that the plan had on your results of operations and liquidity, any expected change in trends including changes in the expected return assumption and discount rates, the amounts of current unrecognized losses on plan assets and the estimated effect of those losses on future expenses, and a sensitivity analysis that expresses the potential change in plan returns that would result from hypothetical changes to pension assumptions and estimates.

Americas, page 61

31. On page 63, you disclose that the earnings of the Illinois Plants include interest income related to loans to EME. It is unclear from your disclosure and the operating results table on page 61 whether the interest income has been eliminated. Please clarify your disclosure and tell us where the elimination is included in the table. If it is not eliminated, please explain why not.

2004 Capital Expenditures, page 74

32. Please disclose the nature of your estimated construction expenditures for 2004. See Item 303(a)(2) of Regulation S-K.

Consolidated Balance Sheets, page 123

33. Note 4 discloses that intangible assets of $104 million are included in "Other long-term assets" on the balance sheet. Please disclose all intangible assets as a separate line item on the balance sheet. See paragraph 42 of SFAS 142.

34. Your accounts receivable allowance decreased significantly while accounts receivable increased. Please supplementally explain this inconsistency.

Consolidated Statements of Cash Flows, page 127

35. Your netting of cash flows related to other assets and other liabilities in arriving at the other operating, net line item within

your operating cash flows may not be appropriate. Please present the changes in other assets separately from the changes in other liabilities to the extent significant. If you do not believe any item is significant, please provide us a detail of the items comprising other operating cash flows and, if not clear from the descriptive caption, ensure we understand your basis for operating classification.

Note 2. Summary of Significant Accounting Policies

New Accounting Standards

Statement of Financial Accounting Standards No. 143, page 133
36. Please disclose the fair value of assets that are legally restricted for purposes of settling asset retirement obligations. See paragraph 22.b of SFAS 143.

Unconsolidated Affiliates Financial Statements
37. In addition to the financial statements of unconsolidated affiliates filed by EME herein, you filed the financial statements of Midway-Sunset Cogeneration Company, March Point Cogeneration Company, EcoElectrica Holdings, Gordonsville Energy, and Brooklyn Navy Yard Cogeneration Partners with the Mission Energy Holding Company Form 10-K. Please tell us your basis for excluding the financial statements of these entities from your EME Form 10-K. In doing so, please provide us with your significance test calculations. See Rule 3-09 of Regulation S-X.

MIDWEST GENERATION, LLC

FORM 10-K FOR THE YEAR ENDED DECEMBER 31, 2003

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

Critical Accounting Policies and Estimates

Impairment, page 35
38. Please provide us supplementally with your impairment analysis related to the idle facilities at the Illinois Plants. If an impairment analysis was not performed, please explain why not based on paragraph 8 of SFAS 144.

Balance Sheets, page 69
39. Please explain supplementally why your membership interests balance is zero. As you have 100 shares of no par stock issued, we would expect the balance in membership interests to equal the proceeds received upon issuance of the stock.

Note 1. General

Property, Plant and Equipment, page 74

40. Please tell us in detail how the EPA`s Acid Rain Program works as it relates to you. In doing so, tell us the period of time to which the emissions allowances relate and if you have been allocated additional allowances from the EPA subsequent to the acquisition of the Illinois plants. If so, please disclose how the accounting treatment for the allocated allowances differs from those acquired. Further, please tell us your basis under GAAP for your current accounting treatment of acquired allowances. In this regard, please explain your basis for classifying the allowances within property rather than an alternative asset category. Additionally, please cite examples of other utilities that account for emissions allowances similarly.

Item 11. Executive Compensation, page 102

41. Please clarify your statement that managers and officers of Midwest Generation receive no compensation for their services. Based on your disclosure in Note 12 on page 98, it appears that corporate support services, including payroll, are allocated from EME and Edison International. Therefore, we assume that EME or Edison International compensates the managers and officers of Midwest Generation and that these costs are allocated to you. As such, please include the Item 11 required disclosures or, alternatively, incorporate by reference EME or Edison International`s Form 10-K, as applicable.

MISSION ENERGY HOLDING COMPANY

FORM 10-K FOR THE YEAR ENDED DECEMBER 31, 2003

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

Off-Balance Sheet Transactions

Sale-Leaseback Transactions, page 96

42. You state that guarantees provided by EME or another one of its subsidiaries constitute continuing involvement under SFAS 98 that precludes Midwest Generation from utilizing sale-leaseback accounting treatment. Therefore, Midwest Generation records the obligations under the leases as lease financings. However, you also state that these guarantees do not preclude EME from recording the transactions as operating leases. Citing relevant guidance, please explain in detail why EME is permitted to record these transactions as operating leases while Midwest Generation is not.

Unconsolidated Affiliates Financial Statements

43. Please tell us your basis under Rule 3-09 of Regulation S-X for presenting unaudited results of operations and cash flows for the year ended 2001 for Midway-Sunset Cogeneration Company, March Point Cogeneration Company, EcoElectrica Holdings, Gordonsville Energy, and Brooklyn Navy Yard Cogeneration Partners.

Midway-Sunset Cogeneration Company

Note 3. Accounts Receivable, page 257

44. On page 259 you disclose the "Accounts receivable from others" balance is primarily comprised of an amount due from PX. You further state that PX filed for bankruptcy in 2001. This suggests that the amount due from PX, or a portion of the amount, may be uncollectible. However, based on your current disclosure, we assume you have not recorded an allowance for uncollectible accounts. If this assumption

is incorrect, please disclose the allowance on the face of the balance sheet or in the footnotes. Otherwise, please tell us your basis for concluding that an allowance is unnecessary.

Brooklyn Navy Yard Cogeneration Partners, L.P.

Note 14. Litigation, page 319

45. Please tell us your basis under GAAP for capitalizing your $32 million legal settlement rather than recording the amount to expense. In doing so, please explain to us in greater detail the nature of the litigation and the terms of the settlement. Further, please provide us with the accounting entries you recorded upon receipt of the indemnity payments from EME.

FORM 10-Q FOR THE PERIOD ENDED JUNE 30, 2004

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

Liquidity and Capital Resources

MEHC`s Historical Consolidated Cash Flow-Consolidated Cash Flows from Operating Activities, page 48

46. Due to differing lease accounting treatment, you classify the $960 million lease termination payment as an operating activity on the statement of cash flows for Mission Energy Holding Company and EME, while you classify the payment as a financing activity for Midwest Generation. Please explain in detail why it is appropriate to classify the payment as an operating activity for Mission Energy Holding Company and EME in light of the fact that the payment was used to repay debt and that you acquired the plant in the transaction.

*   *   *   *

As appropriate, please respond to these comments within 10 business days or tell us when you will provide us with a response. Please furnish a letter that keys your responses to our comments and provides any requested supplemental information. Detailed response letters greatly facilitate our review. Please file your response letter on EDGAR. Please understand that we may have additional comments after reviewing your responses to our comments.

You may contact Sarah Goldberg, Staff Accountant, at (202) 942-1889 or me at (202) 942-1885 if you have questions regarding comments on the financial statements and related matters.

Sincerely,

Jim Allegretto
Senior Assistant Chief Accounta

Mr.Bryson
Edison International
November 24, 2004
Page 1 of 3

Mail Stop 0308

January 21, 2005

via U.S. mail and facsimile

John E. Bryson
Chief Executive Officer
Edison International
2244 Walnut Grove Avenue
Room 428
Rosemead, CA 91770

RE: Edison International
Southern California Edison
Edison Mission Energy
Midwest Generation
Mission Energy Holding Company
Form 10-K for the fiscal year ended December 31, 2003
Filed March 15, 2004

Forms 10-Q for the quarters ended March 31, 2004, June 30, 2004,
and
September 30, 2004

Dear Mr. Bryson:

We have reviewed the responses in your letter dated December 10, 2004 and have the following additional comments.

Please understand that the purpose of our review process is to assist you in your compliance with the applicable disclosure requirements and to enhance the overall disclosure in your filing. We look forward to working with you in these respects. We welcome any questions you may have about our comments or on any other aspect of our review. Feel free to call us at the telephone numbers listed at the end of this letter.

* * * *

EDISON INTERNATIONAL

FORM 10-K FOR THE YEAR ENDED DECEMBER 31, 2003

2003 ANNUAL REPORT

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

Intercompany Tax-Allocation Payments, page 33

1. We have reviewed your response to previous comment 4. Please
explain in detail how the "with or without" method differs from
the
separate return method. Please be detailed focusing on the
specific
differences. We may have further comment upon review of your
response.

Note 1. Summary of Significant Accounting Policies

Regulatory Assets and Liabilities, page 114

2. We have reviewed your response to previous comment 13. Please
additionally tell us how your accounting treatment for the planned
closure of the Mohave Station complies with paragraphs 3-6 of SFAS
90. If you don`t believe this standard applies, please explain in
detail.

Note 9. Contingencies, page 152

3. We have reviewed your response to previous comment 21.
However,
it remains unclear why the bark beetle CEMA and fire-related CEMA
do
not represent contingent liabilities as defined in SFAS 5. Please
explain in detail why both the bark beetle infestation, including
the
proclamation issued by the Governor that requires utilities to
ensure
all dead, dying, and diseased trees are completely cleared from
their
utility rights-of-way, and the wildfires in Southern California do
not represent "existing conditions, situations, or sets of
circumstances involving uncertainty as to possible loss." See
paragraph 1 of SFAS 5.

MIDWEST GENERATION LLC

FORM 10-K FOR THE YEAR ENDED DECEMBER 31, 2003

Note 1. General

Property, Plant and Equipment, page 74

4. We have reviewed your response to comment 40. Please provide
any
examples of other utilities that account for emissions allowances
similarly. Please also tell us how such allowances are required
to
be classified in FERC Form 1 filings. We may have further
comment.

MISSION ENERGY HOLDING COMPANY

FORM 10-Q FOR THE PERIOD ENDED JUNE 30, 2004

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

Liquidity and Capital Resources

MEHC`s Historical Cash Flow-Consolidated Cash Flows from Operating Activities, page 48

5. We have reviewed your response to comment 46. We note you acquired the Collins Station as part of the lease termination transaction. Please specifically explain why the lease termination payment was not classified as an investing activity on the statement of cash flows for Mission Energy Holding Company and EME given the acquisition of the plant. In this regard, please explain to us the terms of the lease termination payment and whether the acquisition of the Station was part of the original lease terms or whether it was subsequently negotiated. We may have further comment.

As appropriate, please respond to these comments within 10 business days or tell us when you will provide us with a response. Please furnish a letter that keys your responses to our comments and provides any requested supplemental information. Detailed response letters greatly facilitate our review. Please file your response letter on EDGAR. Please understand that we may have additional comments after reviewing your responses to our comments.

You may contact Sarah Goldberg, Staff Accountant, at (202) 942-1889 or me at (202) 942-1885 if you have questions regarding comments on the financial statements and related matters.

Sincerely,

Jim Allegretto
Senior Assistant Chief Accountant

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Mr.Bryson
Edison International
January 21, 2005
Page 1 of 3