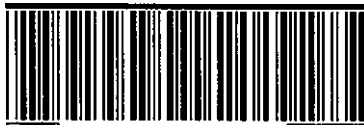




COMPANIES HOUSE



A31 *AB04LEYM* 544
COMPANIES HOUSE 26/03/99

NW
630+2
003844
363s

Annual Return

THE REGISTRAR OF COMPANIES
COMPANIES HOUSE
CROWN WAY
CARDIFF
CF4 3UZ

of company number 02704476

V

company name
EDISON MISSION ENERGY LIMITED

company type
PRIVATE COMPANY LIMITED BY SHARES

This form should be completed in black.

The information printed below is taken from Companies House records as at 18/03/99
If this information requires amendment use the spaces opposite.

Date of this return (See note 1)

The information in this return should be made up to a date not later than

Day	Month	Year
01	04	99

If you are making the return up to an earlier date, show the date here. Please note that the form must be delivered to Companies House within 28 days of this earlier date.

Day	Month	Year

Date of next return (See note 2)

If you wish to make your next return to a date earlier than the anniversary of this return please show the date here. Companies House will then send a form at the appropriate time.

Day	Month	Year

Registered Office (See note 3)

This is the address registered by Companies House.

LANSDOWNE HOUSE
BERKELEY SQUARE
LONDON
W1X 5DH

.....
.....
.....
.....

Principal business activities (See note 4)

Trade classification is
4010 PRODUCTION, DISTRIBUTION ELECTRIC

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If the code cannot be determined from the notes, give a brief description of principal activity.

If the information shown needs amendment, give details below and, for secretary and director particulars, the date of any change.

Register of members *(See note 5)*

The register is kept at

REGISTERED OFFICE

.....

Register of debenture holders *(See note 6)*

Any register of debenture holders (or duplicate) is kept at

.....

Company Secretary *(See note 7)*

Particulars of a new secretary **must** be notified on form 288.

ERIN LYNN MURCHIE
 GENTILUCCI
 34 SCOTTS SUFFERANCE WHARF
 MILL STREET
 LONDON
 SE1 2DE

Day Month Year

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Date of any change.

.....

If this person has ceased to be secretary, please state when.

Day Month Year

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Date of resignation.

Directors *(See note 7)*

Particulars of a new director **must** be notified on form 288.

STEPHEN GARETH
 BRETT
 OAKVIEW HOUSE LODDEN COURT FARM
 BEECH HILL ROAD SPENCERS WOOD
 READING
 RG7 1HT

Day Month Year

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Date of any change.

.....

Date of Birth:- 14/09/58

Nat:BRITISH

Occ:DIRECTOR

If this person has ceased to be director, please state when.

Day Month Year

--	--	--

Date of resignation.

.....

Show any relevant current and previous directorships.

If the information shown needs amendment, give details below and the date of any change.

Directors - continued

Particulars.

CYNTHIA SMITH
DUBIN
68 IVERNA COURT
WRIGHTS LANE KENSINGTON
LONDON
W8 6TT

Day Month Year

--	--	--

Date of any change.

Date of Birth:- 21/12/61
Nat:AMERICAN
Occ:FINANCE DIR

If this person has ceased to be director, please state when.

Day Month Year

--	--	--

Date of resignation.

Show any relevant current and previous directorships.

Particulars.

PAUL CLEMENT
GRACEY JR
BEDALE COTTAGE
15 GRAYS LANE
ASHTEAD
SURREY KT21 1BZ

Day Month Year

--	--	--

Date of any change.

Date of Birth:- 24/04/59
Nat:AMERICAN
Occ:ATTORNEY

If this person has ceased to be director, please state when.

Day Month Year

--	--	--

Date of resignation.

Show any relevant current and previous directorships.

Particulars.

SALVATORE DANIEL
MELITA
21 SCARSDALE VILLAS
LONDON
W8 6PT

Day Month Year

--	--	--

Date of any change.

Date of Birth:- 26/08/51
Nat:AMERICAN
Occ:DIRECTOR

If this person has ceased to be director, please state when.

Day Month Year

--	--	--

Date of resignation.

Show any relevant current and previous directorships.

If the information shown needs amendment, give details below and the date of any change.

Directors - continued

Particulars.

NIGEL FREDERICK THOMAS HUGH
PETRIE
PLAS ELISEG
LLANTYSILIO
LLANGOLLEN
DENBIGHSHIRE LL20 8DE

Day Month Year

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Date of any change.

Date of Birth:- 15/10/46

Nat:BRITISH

Occ:MANAGING DIRECTOR

If this person has ceased to be director, please state when.

Day Month Year

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Date of resignation.

Show any relevant current and previous directorships.

Particulars.

SIDNEY LINN
WILLIAMS
~~25696 DILLON ROAD~~
~~LACUNA HILLS~~
~~CALIFORNIA~~
~~92653~~

Day Month Year

1	9	0	2	9	9
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Date of any change.

9 ELSWORTHY ROAD
LONDON
NW3 3DS

Date of Birth:- 01/07/46

Nat:USA

Occ:COMPANY DIRECTOR

If this person has ceased to be director, please state when.

Day Month Year

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Date of resignation.

Show any relevant current and previous directorships.

Particulars.

NO MORE DIRECTORS - ADDITIONAL SECRETARIES
OR DIRECTORS MUST BE NOTIFIED ON FORM 288a.

Day Month Year

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Date of any change.

If this person has ceased to be director, please state when.

Day Month Year

--	--	--

Date of resignation.

Show any relevant current and previous directorships.

If the information shown needs amendment, give details below and the date of any change.

Directors - continued

Particulars.

Day Month Year

--	--	--

Date of any change.

NO MORE DIRECTORS - ADDITIONAL SECRETARIES
OR DIRECTORS MUST BE NOTIFIED ON FORM 288a.

If this person has ceased to be director, please
state when.

Day Month Year

--	--	--

Date of resignation.

Show any relevant current and previous directorships.

Particulars.

Day Month Year

--	--	--

Date of any change.

NO MORE DIRECTORS - ADDITIONAL SECRETARIES
OR DIRECTORS MUST BE NOTIFIED ON FORM 288a.

If this person has ceased to be director, please
state when.

Day Month Year

--	--	--

Date of resignation.

Show any relevant current and previous directorships.

Particulars.

Day Month Year

--	--	--

Date of any change.

NO MORE DIRECTORS - ADDITIONAL SECRETARIES
OR DIRECTORS MUST BE NOTIFIED ON FORM 288a.

If this person has ceased to be director, please
state when.

Day Month Year

--	--	--

Date of resignation.

Show any relevant current and previous directorships.

Issued Share Capital (See note 8)

02704476

Enter details of all shares in issue at the date of this return.

Class (eg Ordinary/ Preference etc.)	Number of shares issued	Aggregate nominal value (ie Number of shares issued multiplied by nominal value per share)
<u>ORD</u>	<u>2</u>	<u>£2</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
Totals	<u>2</u>	<u>£2</u>

List of past and present members

(See note 9)

(Use attached schedule where appropriate)

A full list is required if one was not included with either of the last two returns.

Please mark the
appropriate box.

There were no changes in the period



The last full members list was at 01/04/98

	on paper	not on paper
A list of changes is enclosed	<input type="checkbox"/>	<input type="checkbox"/>
A full list of members is enclosed	<input type="checkbox"/>	<input type="checkbox"/>

Elective resolutions (See note 10)

(Private companies only)

If an elective resolution is in force at the date of this return to dispense with annual general meetings, mark this box.



If an elective resolution is in force at the date of this return to dispense with laying accounts in general meetings, mark this box.

**Certificate**

I certify that the information given in this return is true to the best of my knowledge and belief.

I enclose the fee of £ 15.

Cheques should be made payable
to **Companies House.**

Signed ERIN M GENTILUCCI
Secretary/Director *
(delete as appropriate)

Date 22/03/99

This return includes 2 continuation sheets.
(enter number)

Please ensure that you have completed
all sections on this page.

To whom should Companies House direct any enquiries
about the information shown in this return?

ERIN GENTILUCCI
EDISON MISSION ENERGY LTD
LANSDOWNE HOUSE, BERKELEY RD,
LONDON Postcode W1K 8DT

Telephone 0171 312 4000 Ext 4038

SCHEDULE TO FORM 363

Continued overleaf

LIST OF PAST AND PRESENT MEMBERS (continued)

SCHEDULE TO FORM 363[illegible]

CYNTHIA SMITH DUBIN

CURRENT DIRECTORSHIPS: EDISON MISSION ENERGY LIMITED
EDISON MISSION OPERATION & MAINTENANCE LIMITED
FIRST HYDRO FINANCE PLC
FIRST HYDRO HOLDINGS COMPANY
FIRST HYDRO COMPANY (NON-EXECUTIVE)
LAKELAND POWER DEVELOPMENT COMPANY LIMITED
LAKELAND POWER LIMITED
MISSION ENERGY COMPANY (UK) LIMITED
EDISON MISSION SERVICES LIMITED
MISSION HYDRO (UK) LIMITED
PRIDE HOLD LIMITED
RAPID ENERGY LIMITED

PAUL CLEMENT GRACEY, JNR

CURRENT DIRECTORSHIPS: EDISON MISSION ENERGY LIMITED
EDISON MISSION OPERATION & MAINTENANCE LIMITED
EME GENERATION HOLDINGS LIMITED
EME VICTORIA GENERATION LIMITED
FIRST HYDRO COMPANY (NON-EXECUTIVE)
FIRST HYDRO FINANCE PLC
FIRST HYDRO HOLDINGS COMPANY
LAKELAND POWER DEVELOPMENT COMPANY LIMITED
MISSION ENERGY COMPANY (UK) LIMITED
EDISON MISSION SERVICES LIMITED
MISSION HYDRO (UK) LIMITED
PRIDEHOLD LIMITED
RAPID ENERGY LIMITED

SALVATORE DANIEL MELITA

CURRENT DIRECTORSHIPS: EDISON MISSION ENERGY LIMITED
EDISON MISSION OPERATION & MAINTENANCE LIMITED
EME GENERATION HOLDINGS LIMITED
EME VICTORIA GENERATION LIMITED
FIRST HYDRO COMPANY (NON-EXECUTIVE)
FIRST HYDRO FINANCE PLC
FIRST HYDRO HOLDINGS COMPANY
LAKELAND POWER DEVELOPMENT COMPANY LIMITED
MISSION ENERGY COMPANY (UK) LIMITED
EDISON MISSION SERVICES LIMITED
MISSION HYDRO (UK) LIMITED
PRIDEHOLD LIMITED
RAPID ENERGY LIMITED

NIGEL FREDERICK THOMAS HUGH PETRIE

CURRENT DIRECTORSHIPS: EDISON MISSION ENERGY LIMITED
EDISON MISSION OPERATION & MAINTENANCE LIMITED
EME GENERATION HOLDINGS LIMITED
EME VICTORIA GENERATION LIMITED
FIRST HYDRO COMPANY (NON-EXECUTIVE)
FIRST HYDRO FINANCE PLC
FIRST HYDRO HOLDINGS COMPANY
LAKELAND POWER DEVELOPMENT COMPANY LIMITED
LAKELAND POWER LIMITED
MISSION ENERGY COMPANY (UK) LIMITED
EDISON MISSION SERVICES LIMITED
MISSION HYDRO (UK) LIMITED
PRIDE HOLD LIMITED
RAPID ENERGY LIMITED
DEDICATED MICROCOMPUTERS LIMITED
ELECTRICITY PENSIONS TRUSTEES LIMITED
ELECTRICITY ASSOCIATION LIMITED

STEPHEN GARETH BRETT

CURRENT DIRECTORSHIPS: EDISON MISSION ENERGY LIMITED
EDISON MISSION OPERATION & MAINTENANCE LIMITED
FIRST HYDRO FINANCE PLC
FIRST HYDRO HOLDINGS COMPANY
LAKELAND POWER DEVELOPMENT COMPANY LIMITED
MISSION ENERGY COMPANY (UK) LIMITED
EDISON MISSION SERVICES LIMITED
MISSION HYDRO (UK) LIMITED
PRIDE HOLD LIMITED

SIDNY LINN WILLIAMS

CURRENT DIRECTORSHIPS: EDISON MISSION ENERGY LIMITED
EDISON MISSION OPERATION & MAINTENANCE LIMITED
EME GENERATION HOLDINGS LIMITED
EME VICTORIA GENERATION LIMITED
FIRST HYDRO COMPANY (NON-EXECUTIVE)
FIRST HYDRO FINANCE PLC
FIRST HYDRO HOLDINGS COMPANY
LAKELAND POWER DEVELOPMENT COMPANY LIMITED
MISSION ENERGY COMPANY (UK) LIMITED
EDISON MISSION SERVICES LIMITED
MISSION HYDRO (UK) LIMITED
PRIDEHOLD LIMITED