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The aggregate market value of the total voting stock held by non-affiliates of American States Water Company was approximately \$345,539,000 on March 1, 2002. The closing price per Common Share on that date, as quoted in the Western Edition of The Wall Street Journal, was \$34.35. Voting Preferred Shares of American States Water Company, for which there is no established market, were valued on March 1, 2002 at \$1,972,000 based on a yield of 4.16%. As of March 1, 2002, the number of Common Shares of American States Water Company, \$2.50 Stated Value, outstanding was 10,079,629. As of that same date, American States Water Company owned all 110 outstanding Common Shares of Southern California Water Company.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Proxy Statement will be subsequently filed with the Securities and Exchange Commission as to Part III, Item Nos. 10, 11, 12 and 13, in each case as specifically referenced herein.

AMERICAN STATES WATER COMPANY AND SOUTHERN CALIFORNIA WATER COMPANY

FORM 10-K/A
AMENDMENT NO. 1

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ITEM 1. BUSINESS

This annual report on Form 10-K is a combined report being filed by two separate Registrants: American States Water Company (hereinafter "AWR") and Southern California Water Company (hereinafter "SCW"). References in this report to "Registrant" are to AWR and SCW, collectively, unless otherwise specified. SCW makes no representations as to the information contained in this report relating to AWR and its subsidiaries, other than SCW.

GENERAL

AWR, incorporated in 1998, is engaged in the business of holding, for investment, the stock primarily of utility companies. AWR's principal investment is the stock of SCW. SCW is a California public utility company engaged principally in the purchase, production, distribution and sale of water (SIC No. 4941). SCW also distributes electricity in one customer service area (SIC No. 4911). SCW is regulated by the Public Utilities Commission of the State of California (CPUC) and was incorporated on December 31, 1929. SCW is organized into three water service regions and one electric customer service area operating within 75 communities in 10 counties in the State of California and provides water service in 21 customer service areas. Region I incorporates 7 customer service areas in northern and central California; Region II has 4 customer service areas located in Los Angeles County; Region III incorporates 10 water customer service areas in eastern Los Angeles County, and in Orange, San Bernardino and Imperial counties. SCW also provides electric service to the City of Big Bear Lake and surrounding areas in San Bernardino County through its Bear Valley electric service division.

AWR also owns two other subsidiaries. American States Utility Services, Inc. (ASUS) contracts to lease, operate and maintain water and wastewater systems owned by others and to provide related services, such as billing and meter reading. Chaparral City Water Company (CCWC) is an Arizona public utility company serving approximately 11,400 customers in the town of Fountain Hills, Arizona and a portion of the City of Scottsdale, Arizona (SIC No. 4941). The Arizona Corporation Commission (ACC) regulates CCWC. Neither AWR nor ASUS is regulated by either the CPUC or the ACC.

SCW served 246,799 water customers and 21,747 electric customers at December 31, 2001, or a total of 268,546 customers, compared with 266,658 total customers at December 31, 2000. CCWC served 11,353 water customers as of December 31, 2001, compared with 11,063 customers at December 31, 2000. ASUS has approximately 90,000 accounts under contract.

COMPETITION

The businesses of SCW and CCWC are substantially free from direct and indirect competition with other public utilities, municipalities and other public agencies. AWR's other subsidiary, ASUS, actively competes with other investor-owned utilities, other third party providers of water and wastewater services, and governmental entities on the basis of price and quality of service.

EMPLOYEE RELATIONS

SCW had 481 employees as of December 31, 2001 as compared to 489 at December 31, 2000. Seventeen positions in SCW's Bear Valley Electric customer

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service area are covered by a collective bargaining agreement, which expires in 2002, with the International Brotherhood of Electrical Workers. Fifty-six positions in SCW's Region II ratemaking district are covered by a collective bargaining agreement, which expires in 2004, with the Utility Workers of America. SCW has no other unionized employees.

CCWC had 11 employees as of December 31, 2001, all of who are non-unionized.

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SIGNATURES

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

AMERICAN STATES WATER COMPANY
and its subsidiary
SOUTHERN CALIFORNIA WATER COMPANY

By: s/ McCLELLAN HARRIS III.

McClellan Harris III
Vice President - Finance,
Treasurer, Chief Financial
Officer and Secretary

Date: March 28, 2002

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