

Company Number: 2579323

SOUTH WALES TPL INVESTMENTS LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

31 DECEMBER 2010



SOUTH WALES TPL INVESTMENTS LIMITED

REPORT OF THE DIRECTORS

The directors present their report and the audited financial statements for the 52 week period ended 31 December 2010

1. Principal activities

South Wales TPL Investments Limited ('the company') holds an investment in Teeside Power Investments Limited

The company's principal business is transacted in sterling and accordingly, the company's functional currency is sterling and these financial statements have been prepared in that currency

2. Review of business and future developments

The financial statements have been drawn up for the 52 week period ended 31 December 2010. Comparative information has been presented for the 57 week period ended 31 December 2009.

The results for the period are shown in the profit and loss account on page 4. Profit on ordinary activities before taxation for the period was £18,614 (57 week period ended 31 December 2009: £1,747,679). The company has total assets of £2,847,984 (31 December 2009: £2,832,641).

Future outlook

The directors consider that the period end financial position of the company was satisfactory. No significant change in the company's principal business activity is expected.

Financial risk management

The company's risk management objectives and policies, as well as its risk exposures, are described in note 15 of the financial statements.

3. Dividends

The directors do not recommend the payment of a dividend in respect of the 52 week period ended 31 December 2010 (57 week period ended 31 December 2009: £14,400,000).

4. Directors

The directors of the company who served throughout the period and to the date of this report, except where noted, were

Name	Appointed	Resigned
S Mansfield		18 March 2010
C Marte	23 March 2011	
G Minson		

No director had, at the period end, any interest requiring note herein.

5. Disclosure of information to auditors

In the case of each of the persons who are directors of the company at the date when this report was approved

- so far as each of the directors is aware, there is no relevant audit information of which the company's auditors are unaware, and
- each of the directors has taken all the steps that he / she ought to have taken as a director to make himself / herself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

SOUTH WALES TPL INVESTMENTS LIMITED

REPORT OF THE DIRECTORS (continued)

6. Directors' responsibilities

Company law requires the directors to prepare accounts for each financial period which give a true and fair view of the state of affairs of the company as at the end of the financial period and of the profit or loss of the company for that period. In preparing those accounts, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and estimates that are reasonable and prudent,
- state whether applicable accounting standards have been followed subject to any material departures disclosed and explained in the financial statements, and
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the company will continue in business

The directors are responsible for keeping adequate accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the accounts comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and, hence, for taking reasonable steps for the prevention and detection of fraud and other irregularities.


7. Auditors

Prior to 1 October 2007, the company passed an elective resolution under section 386 of the Companies Act 1985 to dispense with the annual reappointment of auditors. PricewaterhouseCoopers LLP will, accordingly, continue in office as auditors of the company pursuant to section 487(2) of the Companies Act 2006 and paragraph 44 of Schedule 3 to the Companies Act 2006 (Commencement No 3 Consequential Amendment, Transitional Provisions and Savings) Order 2007.

8. Date of authorisation of issue

The financial statements were authorised for issue by the Board of Directors on 16 June 2011.

BY ORDER OF THE BOARD


N. RUSSELL
Secretary

Independent auditors' report to the members of South Wales TPL Investments Limited

We have audited the financial statements of South Wales TPL Investments Limited for the period ended 31 December 2010 which comprise the profit and loss account, the balance sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Respective responsibilities of directors and auditors

As explained more fully in the directors' report the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2010 and of its profit for the period then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the directors' report for the financial period for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit.

13 June 2011

Vassilios Vrachimis (Senior Statutory Auditor)

For and on behalf of PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

London

SOUTH WALES TPL INVESTMENTS LIMITED

PROFIT AND LOSS ACCOUNT

for the 52 week period ended 31 December 2010

		52 week period ended 31 December 2010	57 week period ended 31 December 2009
	Note	£	£
Revenue	3	12,997	1,769,716
Administrative expenses		(16,059)	(25,078)
OPERATING (LOSS) / PROFIT	4	(3,062)	1,744,638
Interest receivable and similar income	6	21,676	3,041
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		18,614	1,747,679
Tax on profit on ordinary activities	8	(1,573)	(3,358)
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION AND FOR THE PERIOD		<u>17,041</u>	<u>1,744,321</u>

The operating (loss) / profit of the company is derived from continuing operations in the current and prior period

There is no difference between the profit on ordinary activities before taxation and the profit for the period as stated above and their historical cost equivalents

The company has no recognised gains and losses other than those included in the profit for the period shown above, and therefore no separate statement of total recognised gains and losses has been presented

The notes on pages 6 to 10 form an integral part of these financial statements
Independent auditors' report – page 3

SOUTH WALES TPL INVESTMENTS LIMITED

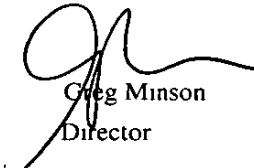
BALANCE SHEET

as at 31 December 2010

	Note	31 December 2010 £	31 December 2009 £
CURRENT ASSETS			
Investments	9	1	1
Debtors	10	2,813,673	-
Cash at bank and in hand		34,310	2,832,640
		2,847,984	2,832,641
CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	11	(6,072)	(7,770)
NET CURRENT ASSETS		2,841,912	2,824,871
TOTAL ASSETS LESS CURRENT LIABILITIES		2,841,912	2,824,871
NET ASSETS		2,841,912	2,824,871
CAPITAL AND RESERVES			
Called up share capital	12	2,626,356	2,626,356
Profit and loss account	13	215,556	198,515
TOTAL SHAREHOLDER'S FUNDS		2,841,912	2,824,871

The financial statements were approved by the Board of Directors on
by

(2 June 2011 and signed on its behalf


Greg Minson
Director

The notes on pages 6 to 10 form an integral part of these financial statements
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SOUTH WALES TPL INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2010

1. ACCOUNTING POLICIES

a. Accounting convention

The financial statements have been prepared on a going concern basis, under the historical cost convention, the accounting policies set out below, and in accordance with the Companies Act 2006 and applicable accounting standards

b. Revenue recognition

Revenue has been disclosed instead of turnover as this more meaningfully reflects the nature and results of the company's activities

Revenue represents dividends from investments Dividends receivable are recognised as revenue when the right to receive payment has been established

c. Current asset investments

Current asset investments are stated at the lower of cost and net realisable value Any impairment to net realisable value is recognised in the profit and loss account

d. Other financial assets and liabilities

Other financial assets and liabilities are initially recognised at fair value and subsequently measured at amortised cost with finance income and expense recognised on an accruals basis All finance income and expense are recognised in the profit and loss account

e. Reporting and disclosure exemption

i. FRS1 - Cash flow statements

The company is a greater than 90% subsidiary of The Goldman Sachs Group, Inc , whose consolidated accounts include the company and are publicly available and is, therefore, exempt from preparing a cash flow statement as required by FRS1 - Cash flow statements

ii. FRS8 - Related party disclosures

The company is a wholly-owned subsidiary of The Goldman Sachs Group, Inc , whose consolidated accounts include the company and are publicly available As a result, under the terms of paragraph 3(c) of FRS8 - Related party disclosures, the company is exempt from disclosing transactions with companies also wholly owned within the group There were no other related party transactions requiring disclosure

2. SEGMENTAL REPORTING

The directors manage the company's activities as a single business in the same geographical region and accordingly no segmental analysis has been provided

3. REVENUE

	52 week period ended 31 December 2010	57 week period ended 31 December 2009
	£	£
Dividends in specie	12,997	1,769,716

SOUTH WALES TPL INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2010

4. OPERATING (LOSS) / PROFIT

	52 week period ended 31 December 2010	57 week period ended 31 December 2009
	£	£
Operating (loss) / profit is stated after charging:		
Management fees payable to group undertaking	10,275	22,882
Auditor's remuneration- audit services	4,500	4,500

5. STAFF COSTS

The company has no employees (2009 nil) All persons involved in the company's operation are employed by group undertaking and no charge is borne by the company

6. INTEREST RECEIVABLE AND SIMILAR INCOME

	52 week period ended 31 December 2010	57 week period ended 31 December 2009
	£	£
Interest on short term loan with group undertaking	21,676	-
Bank interest income	-	3,041
	21,676	3,041

7. DIRECTORS' EMOLUMENTS

	52 week period ended 31 December 2010	57 week period ended 31 December 2009
	£	£
Directors:		
Aggregate emoluments	2,298	2,703
Company pension contributions to money purchase schemes	7	9
	2,305	2,712

In accordance with the Companies Act 2006, directors' emoluments above represent the proportion of total emoluments paid or payable in respect of qualifying services only Directors also receive emoluments for non-qualifying services which are not required to be disclosed

All directors are members of the defined contribution pension scheme and all directors are members of the defined benefit pension scheme One director has been granted shares in respect of a long term incentive scheme No directors have exercised options

SOUTH WALES TPL INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2010

8. TAX ON ORDINARY ACTIVITIES

a. Analysis of tax (credit) / charge for the period:

	52 week period ended 31 December 2010	57 week period ended 31 December 2009
	£	£
Current tax:		
UK corporation tax at 28% (2009 28%)	1,573	-
Adjustments in respect of prior periods	-	3,358
Total current tax (see note 8.b.)	1,573	3,358

b. Factors affecting tax (credit) / charge for the period:

The current tax assessed for the period differs from the standard rate of corporation tax in the UK at 28% (31 December 2009 28%) The differences are explained below

	52 week period ended 31 December 2010	57 week period ended 31 December 2009
	£	£
Profit on ordinary activities before tax	18,614	1,747,679
Profit on ordinary activities at the standard rate in the UK 28% (2009 28%)	5,212	489,350
Non taxable dividend income	(3,639)	(495,520)
Unutilised tax losses carried forward	-	6,170
Adjustment to tax in respect of prior periods	-	3,358
Current tax (credit) / charge for the period	1,573	3,358

Adjustments to prior periods relates to losses surrendered to group undertakings for consideration under group relief arrangements

9 CURRENT ASSET INVESTMENTS

	31 December 2010
	£
At 31 December 2009 and 31 December 2010	1

The investment comprises

Name of company	Country of incorporation	Holding and proportion of voting rights	Class of shares held	Nature of business
Teeside Power Investments Limited	England	7.69%	Ordinary shares	Investment Company

SOUTH WALES TPL INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2010

10. DEBTORS

Debtors, all of which are due within one year of the balance sheet date, comprise

	31 December 2010	31 December 2009
	£	£
Amounts due from group undertaking	2,813,673	-
	<u>2,813,673</u>	<u>-</u>

11. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31 December 2010	31 December 2009
	£	£
Corporation tax payable	1,573	-
Other creditors and accruals	4,499	7,770
	<u>6,072</u>	<u>7,770</u>

12. SHARE CAPITAL

At 31 December 2010 and 31 December 2009 share capital comprised

	31 December 2010	31 December 2009
	No. £	No. £
<u>Allotted, called up and fully paid</u>		
Ordinary shares of £1 each	2,626,356 2,626,356	2,626,356 2,626,356
	<u>2,626,356</u>	<u>2,626,356</u>

13. PROFIT AND LOSS ACCOUNT

	31 December 2010
	£
At 31 December 2009	198,515
Profit for the period	17,041
At 31 December 2010	<u>215,556</u>

SOUTH WALES TPL INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2010

14. RECONCILIATION OF MOVEMENTS IN SHAREHOLDER'S FUNDS

	31 December 2010	31 December 2009
	£	£
Profit for the period	17,041	1,744,321
Dividends paid	-	(14,400,000)
Net increase / (decrease) in shareholder's funds	17,041	(12,655,679)
Opening shareholder's funds	198,515	12,854,194
Closing shareholder's funds	<u>215,556</u>	<u>198,515</u>

15. FINANCIAL RISK MANAGEMENT

The company is exposed to financial risk through its financial assets and liabilities. Due to the nature of the company's business and the assets and liabilities contained within the company's balance sheet, the most important components of financial risk the directors consider relevant to the company are credit risk and liquidity risk. The company, as part of a global group, adheres to global risk management policies and procedures.

16. FINANCIAL COMMITMENTS AND CONTINGENCIES

Legal proceedings were issued against the company, for which its immediate parent undertaking acts as guarantor. At this stage the outcome of such proceedings remains uncertain. Further details relating to the case have not been disclosed, as permitted by FRS12 'Provisions, contingent liabilities and contingent assets', on the grounds that it would be seriously prejudicial to do so.

17. ULTIMATE AND IMMEDIATE PARENT UNDERTAKINGS

The immediate parent undertaking and the parent undertaking of the smallest group for which consolidated financial statements are prepared is ELQ Investors, Ltd, a company incorporated in Great Britain and registered in England and Wales.

The ultimate parent undertaking and the parent company of the largest group for which consolidated financial statements are prepared is The Goldman Sachs Group, Inc, a company incorporated within the United States of America. Copies of its accounts can be obtained from 200 West Street, New York, NY 10282, United States of America, the group's principal place of business.