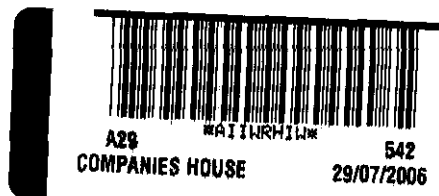


MIDLANDS POWER (EUROPE) LIMITED

ACCOUNTS

for the year ended 31 December 2005



Registered No: 2776789

MIDLANDS POWER (EUROPE) LIMITED

BALANCE SHEET **AS AT 31 DECEMBER 2005**

	Note	At 31 December 2005 £'000	At 31 December 2004 £'000
Current Assets			
Debtors: amounts falling due within one year	4	4,992	4,992
		4,992	4,992
Creditors: amounts falling due within one year	5	(10,236)	(10,236)
Net liabilities		(5,244)	(5,244)
Capital and Reserves			
Called-up share capital	6	-	-
Profit and loss reserve	7	(5,244)	(5,244)
Equity shareholders' funds		(5,244)	(5,244)

The Company was dormant within the meaning of the Companies Act 1985 throughout the year to 31 December 2005.

For the year ended 31 December 2005 the Company was entitled to exemption under section 249AA(1) of the Companies Act 1985.

No members have required the Company to obtain an audit of its accounts for the year in question in accordance with section 249B(2).


The directors acknowledge their responsibility for:

- i) ensuring the Company keeps accounting records which comply with section 221; and
- ii) preparing accounts which give a true and fair view of the state of affairs of the Company as at the end of its financial year, and of its profit and loss for the financial year in accordance with section 226, and which otherwise comply with the requirements of the Companies Act relating, so far as applicable to the Company.

MIDLANDS POWER (EUROPE) LIMITED

BALANCE SHEET
AS AT 31 DECEMBER 2005 (continued)

The financial statements on pages 1 to 4 were approved by the Board on 25 July 2006 and signed on its behalf by:

A handwritten signature in black ink, appearing to read 'Gandley', with a large, stylized initial 'D' or 'G' at the start.

.....
Deborah Gandley
On behalf of E.ON UK Directors Limited
Director

25 July 2006

MIDLANDS POWER (EUROPE) LIMITED

Notes to the Accounts for the period ended 31 December 2005

1 Accounting Policies

The accounts are prepared under the historical cost convention and in accordance with applicable UK accounting standards.

2 Profit and Loss Account

The Company has not traded during the year.

3 Directors' Report

A copy of the Directors' Report has been omitted in accordance with Schedule 8 of the Companies Act 1985.

4 Debtors: amounts falling due within one year

	At 31 December 2005 £'000	At 31 December 2004 £'000
Amounts owed by group undertakings	4,992	4,992

Amounts owed by group undertakings are unsecured, interest free and repayable on demand.

5 Creditors: amounts falling due within one year

	At 31 December 2005 £'000	At 31 December 2004 £'000
Amounts owed by group undertakings	10,236	10,236

Amounts owed to group undertakings are unsecured, interest free and repayable on demand.

MIDLANDS POWER (EUROPE) LIMITED

Notes to the Accounts for the period ended 31 December 2005 (continued)

6 Share capital

	At 31 December 2005 £'000	At 31 December 2004 £'000
Authorised		
1,000 ordinary shares of £1 each	<u>1</u>	<u>1</u>
Allotted, called-up and fully paid		
2 ordinary shares of £1 each	<u>-</u>	<u>-</u>

7 Reserves

	Profit and loss reserve £'000
At 31 December 2004	(5,244)
Loss for the financial year	<u>-</u>
At 31 December 2005	<u>(5,244)</u>

8 Ultimate Parent Undertaking and Controlling Party

The immediate parent undertaking is Midlands Power International Limited. The ultimate parent undertaking and controlling party is E.ON AG, a company incorporated in Germany, which is the parent company of the largest group to consolidate these financial statements. The smallest group to consolidate these financial statements is that of which E.ON UK plc, the principal UK trading subsidiary of E.ON AG, is the parent undertaking. Copies of E.ON AG's Accounts are available from the offices of E.ON AG at the following address:

E.ON AG
E.ON - Platz 1
D - 40479
Düsseldorf
Germany