

**Industrielle de Chauffage Enterprise
United Kingdom Limited
Report and Financial Statements
For the 10 month period ended
31 December 2010**



INDUSTRIELLE DE CHAUFFAGE ENTERPRISE UNITED KINGDOM LIMITED
REPORT AND FINANCIAL STATEMENTS 31 DECEMBER 2010

CONTENTS	Page
Officers and professional advisers	1
Directors' report	2
Statement of directors' responsibilities	3
Independent auditor's report	4
Profit and loss account	6
Balance sheet	7
Notes to the financial statements	8

INDUSTRIELLE DE CHAUFFAGE ENTERPRISE UNITED KINGDOM LIMITED

REPORT AND FINANCIAL STATEMENTS 31 DECEMBER 2010

OFFICERS AND PROFESSIONAL ADVISERS

Directors

M A Booth	(appointed 24 November 2010)
P C Bono	(resigned 1 July 2009)
R I Derry	(appointed 30 April 2010)
C S Hale	(appointed 24 November 2010)
Baroness Maddock	(resigned 30 April 2010)
G M Peck	(resigned 30 April 2010)
W Petrie	(appointed 30 April 2010)
A J M Planchot	(resigned 30 April 2010)
P Rawson	(appointed 30 April 2010)
S Woodward	

Secretary

M A Booth

Registered office

Stuart House Coronation Road
Cressex Business Park
High Wycombe
HP12 3TA

Bankers

HSBC
9 The Boulevard
Crawley, RH10 1UT

Auditors

Deloitte LLP
Reading

INDUSTRIELLE DE CHAUFFAGE ENTERPRISE UNITED KINGDOM LIMITED

DIRECTORS' REPORT

The directors present their report on the affairs of the company, together with the financial statements and auditors' report, for the 10 month period ended 31 December 2010

CHANGE OF YEAR END

The company changed its year end to 31 December to make it coterminous with that of its parent company

PRINCIPAL ACTIVITY

The principal activity of the company during the period continued to be that of design engineers

BUSINESS REVIEW AND FUTURE PROSPECT

The company was purchased by GDF Suez in February 2010, and the ultimate parent company is now GDF Suez Energy Services s a The company's activities have been heavily focused on providing consultancy to other companies within the group relating to District Energy schemes, where the Cofely District Energy group remains the UK market leader

In the period under review, the company worked on the District Energy schemes of the group, increasing gross profit margin to 29% from 23% in the prior year Pre-tax profit increased to £2,423 from £892 in the prior year

The year-end balance sheet showed a strong financial position with robust reserves and, despite the continuing cutbacks in the economy elsewhere, the company is projecting maintained profits for the current year

The key objective for the 2011 financial year remains the expansion of core activities of the company

GOING CONCERN

The directors have a reasonable expectation that despite the current economic uncertainty the Company has adequate resources to continue in operational existence for the foreseeable future In making this conclusion, the directors have considered the letter of support received from GDF Suez Energy Services International S A Accordingly, they continue to adopt the going concern basis in preparing the financial statements

Further details regarding the adoption of the going concern basis can be found in the accounting policies note in the financial statements

DIRECTORS

The Directors who served throughout the period and to the date of signing are stated on page 1

AUDITORS

Each of the persons who is a director at the date of approval of this report confirms that

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

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006 Deloitte LLP has expressed their willingness to continue in office as auditors and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting

SMALL COMPANIES PROVISION

This directors' report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption

By Order of the Board



Mr M A Booth
Director

29 November 2011

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments and estimates that are reasonable and prudent,
- prepare the financial statements 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 that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF INDUSTRIELLE DE CHAUFFAGE ENTERPRISE UNITED KINGDOM LIMITED

We have audited the financial statements of Industrielle de Chauffage Enterprise United Kingdom Limited for the 10 month period ended 31 December 2010 which comprise the profit and loss account, the balance sheet and the related notes 1 to 15. 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).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement, 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 (APB's) Ethical Standards for Auditors.

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. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

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.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF INDUSTRIELLE DE CHAUFFAGE
ENTERPRISE UNITED KINGDOM LIMITED (CONTINUED)**

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, or
- the directors were not entitled to take advantage of the small companies exemption in preparing the directors' report

Alex Butterworth

Alexander Butterworth ACA (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditors
Reading, United Kingdom

29th November 2011

INDUSTRIELLE DE CHAUFFAGE ENTERPRISE UNITED KINGDOM LIMITED

PROFIT AND LOSS ACCOUNT

For the 10 month period ended 31 December 2010

	Note	10 months to 31 12 2010 £	12 months to 28 02 2010 £
TURNOVER	1	532,212	626,042
Cost of sales		(378,545)	(479,032)
GROSS PROFIT		153,667	147,010
Administrative expenses		(151,335)	(146,406)
PROFIT ON ORDINARY ACTIVITIES BEFORE FINANCE INCOME (NET)		2,332	604
Interest receivable and similar income	3	91	288
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	2	2,423	892
Tax on profit on ordinary activities	5	(572)	(1,001)
PROFIT/(LOSS) ON ORDINARY ACTIVITIES AFTER TAXATION	12	1,851	(109)

All amounts derive from continuing operations

No separate Statement of Total Recognised Gains and Losses has been presented as all such gains and losses have been dealt with in the Profit and Loss Account

INDUSTRIELLE DE CHAUFFAGE ENTERPRISE UNITED KINGDOM LIMITED


BALANCE SHEET

As at 31 December 2010

	Note	31.12.2010 £	28.02.2010 £
FIXED ASSETS			
Tangible assets	6	595	823
CURRENT ASSETS			
Debtors	7	182,465	184,695
Cash at bank and in hand		60,409	49,315
		242,874	234,010
CREDITORS: amounts falling due within one year	8	(9,757)	(2,972)
NET CURRENT ASSETS		233,117	231,038
TOTAL ASSETS LESS CURRENT LIABILITIES		233,712	231,861
NET ASSETS		233,712	231,861
CAPITAL AND RESERVES			
Called up share capital	11	100	100
Profit and loss account	12	233,612	231,761
SHAREHOLDERS' FUNDS	12	233,712	231,861

The financial statements of Industrielle De Chauffage Enterprise United Kingdom Limited (registered number 03463584) were approved by the board of directors and authorised for issue on 29 November 2011

They were signed on it's behalf by



M A Booth
Director

INDUSTRIELLE DE CHAUFFAGE ENTERPRISE UNITED KINGDOM LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

For the 10 month period ended 31 December 2010

1. ACCOUNTING POLICIES

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements

Accounting convention

The financial statements are prepared under the historical cost convention, and in accordance with applicable United Kingdom accounting standards

Basis of preparation

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime

Going Concern

The Company's business activities, together with the factors likely to affect its future development and performance, are set out in the Business Review, included in the Directors' report on page 2

The company has a letter of support from the group company GDF Suez Energy Services International S A means that the Directors have reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future Accordingly they continue to adopt the going concern basis in preparing the annual report and accounts

Cash flow statement

Under Financial Reporting Standard 1(Revised) the company is exempt from the requirement to prepare a cash flow statement as it is a wholly owned subsidiary of a parent undertaking which has produced a group cash flow statement

Tangible fixed assets and depreciation

Depreciation is provided to write off the cost less the estimated residual value of tangible fixed assets by equal instalments over their estimated useful economic lives as follows

Office equipment - 33% per annum straight line and reducing balance

Operating leases

Operating lease rentals are charged to the profit and loss account on a straight line basis over the period of the lease

INDUSTRIELLE DE CHAUFFAGE ENTERPRISE UNITED KINGDOM LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

For the 10 month period ended 31 December 2010

1 ACCOUNTING POLICIES (CONTINUED)

Pension costs

The company is a member of a group defined contribution scheme operated by Cofely District Energy Limited (formerly Utilicom Limited), the immediate parent, for the benefit of certain employees. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension charge represents contributions payable by the company to the fund.

Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

A net deferred tax asset is regarded as recoverable and therefore recognised only to the extent that, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Turnover

Turnover represents amounts receivable for goods and services net of VAT and trade discounts.

2 PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

	10 months to 31.12.2010	12 months to 28.02.2010
	£	£
<i>Profit on ordinary activities before taxation is stated after charging</i>		
Auditors' remuneration	1,886	3,297
Depreciation and other amounts written off tangible fixed assets Owned	228	411
Operating lease costs Vehicles	24,691	36,654
	<hr/>	<hr/>

3. INTEREST RECEIVABLE AND SIMILAR INCOME

	10 months to 31.12.2010	12 months to 28.02.2010
	£	£
Bank interest receivable	91	288
	<hr/>	<hr/>

INDUSTRIELLE DE CHAUFFAGE ENTERPRISE UNITED KINGDOM LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

For the 10 month period ended 31 December 2010

4 STAFF COSTS

The company does not directly employ anyone – all employees hold contracts of employment with other group companies, and costs are allocated to the company via an overhead recharge

All directors remuneration is all paid by a fellow group undertaking in respect of their services to group companies. The portion of this that relates to the company is £nil (2010 £nil)

5 TAX ON PROFIT ON ORDINARY ACTIVITIES

Analysis of charge in year	10 months to 31.12 2010 £	12 months to 28.02 2010 £
<i>UK corporation tax</i>		
Current tax on income for the year	751	1,001
Deferred tax	(179)	-
	<hr/> 572	<hr/> 1,001
	<hr/>	<hr/>

Factors affecting the tax charge for the current year

The current tax charge for the year is higher (2010 higher) than the standard rate of corporation tax in the UK of 28%. (2010 28%) The differences are explained below

	10 months to 31.12 2010 £	12 months to 28.02 2010 £
<i>Current tax reconciliation</i>		
profit on ordinary activities before tax	2,423	892
	<hr/>	<hr/>
Current tax at 28% (2009 28%)	678	250
<i>Effects of</i>		
Expenses not deductible for tax purposes	80	742
Depreciation (less than)/in excess of capital allowances	(7)	9
	<hr/>	<hr/>
Total current tax	751	1,001
	<hr/>	<hr/>
Deferred tax		
Increase in deferred tax provision (note 10)	14	-
Adjustment in respect of prior years (note 10)	(193)	-
	<hr/>	<hr/>
Total deferred tax credit	(179)	-
	<hr/>	<hr/>
Tax on profit on ordinary activities	572	1,001
	<hr/>	<hr/>

INDUSTRIELLE DE CHAUFFAGE ENTERPRISE UNITED KINGDOM LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

For the 10 month period ended 31 December 2010

6 TANGIBLE FIXED ASSETS

	Office equipment £
<i>Cost</i>	
At beginning and end of year	28,004
<i>Depreciation</i>	
At beginning of year	27,181
Charge for year	228
At end of year	27,409
<i>Net book value</i>	
At 31 December 2010	595
At 28 February 2010	823

7. DEBTORS

	31 12 2010 £	28 02 2010 £
Amounts owed by group undertakings	182,237	178,971
Other debtors	49	5,724
Deferred tax debtor (note 10)	179	-
	182,465	184,695

8 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31.12 2010 £	28 02 2010 £
Trade creditors	-	911
Taxation and social security	751	1,001
Accruals and deferred income	9,006	1,060
	9,757	2,972

9. PENSIONS

The pension charge for the period amounted to £Nil (2010 £15,416)

There were no outstanding or prepaid contributions at either the beginning or end of the financial period

INDUSTRIELLE DE CHAUFFAGE ENTERPRISE UNITED KINGDOM LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

For the 10 month period ended 31 December 2010

10 DEFERRED TAXATION

	10 months to 31.12.2010 £	12 months to 28 02 2010 £
The movement in the deferred taxation debtor during the period was		
At beginning of period	-	-
Credit to the profit and loss account for the period	(14)	-
Adjustment in respect of prior period	193	-
	<hr/>	<hr/>
At end of period	179	-
	<hr/>	<hr/>

11. CALLED UP SHARE CAPITAL

	31 12.2010 £	28.02.2010 £
<i>Authorised</i>		
1,000 Ordinary shares of £1 each	1,000	1,000
	<hr/>	<hr/>
<i>Allotted, called up and fully paid</i>		
100 Ordinary shares of £1 each	100	100
	<hr/>	<hr/>

12 COMBINED STATEMENT OF MOVEMENTS ON RESERVES AND MOVEMENTS IN SHAREHOLDER'S FUNDS

	Share Capital £	Profit and loss Account £	Shareholders' Fund £
As at 1 st March 2010	100	231,761	231,861
Profit for the period	-	1,851	1,851
	<hr/>	<hr/>	<hr/>
As at 31 December 2010	100	233,612	233,712
	<hr/>	<hr/>	<hr/>

INDUSTRIELLE DE CHAUFFAGE ENTERPRISE UNITED KINGDOM LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

For the 10 month period ended 31 December 2010

13 CONTINGENT LIABILITIES

The company had a contingent liability at the balance sheet date in respect of Value Added Tax due to HM Customs and Excise by fellow group undertakings as a result of group registration for Value Added Tax purposes, the liability amounting to £74,379 (2010 £373,558)

14 RELATED PARTY TRANSACTIONS

No transactions with related parties were undertaken such as are required to be disclosed under Financial Reporting Standard 8

15 ULTIMATE PARENT COMPANY AND PARENT UNDERTAKING OF LARGER GROUP OF WHICH THE COMPANY IS A MEMBER

The directors regard GDF Suez Energy Services s a as the ultimate parent company and GDF Suez s a as the ultimate controlling party GDF Suez Energy Services s a is registered in France and GDF Suez s a is registered in France

The parent undertaking of the largest group which includes the company for which group financial statements are prepared is GDF Suez s a The parent undertaking of the smallest group is GDF Suez Energy Services s a

The company's immediate parent company is Cofely District Energy Group Limited (formerly Utilicom Group Limited), and accounts are available to the public and may be obtained from Companies House

Copies of the group's consolidated financial statements may be obtained from
GDF Suez, 16 Rue de la Ville-l'Eveque, 75383 PARIS, Cedex 08, France

In accordance with the exemption under Financial Reporting Standard 8, the company does not disclose transactions with companies which are wholly controlled within the GDF Suez group because copies of the group financial statements are publicly available