

Bellhouse Energy Limited
Directors' report and financial statements
for the year ended 31 December 2004

Registered Number 03466081



Bellhouse Energy Limited
Directors' report and financial statements
for the year ended 31 December 2004

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Bellhouse Energy Limited

Directors and advisors for the year ended 31 December 2004

Directors

R D Holmes
D R Wilson
R E Swanson
A T West
H H P Wyndham

Secretary

A H Pentecost

Auditors

Cooper Parry LLP
14 Park Row
Nottingham
NG1 6GR

Solicitors

Eversheds
115 Colmore Row
Birmingham
West Midlands
B3 3AL

Registered Office

Units 14 & 15 Queensbrook
Bolton Technology Exchange
Spa Road
Bolton
BL1 4AY

Registered Number

03466081

Bellhouse Energy Limited

Directors' report for the year ended 31 December 2004

The directors present their report and the audited financial statements for the year ended 31 December 2004.

Principal activities

The company is engaged in the business of generating electricity from landfill gas.

Business review

The profit for the year after taxation and before dividends was £379,918 (2003: £346,660).

The directors do not recommend the payment of a dividend (2003: £100.50 per share).

The results and financial position at the year end were satisfactory and the directors expect the current level of business to be maintained in the foreseeable future.

Directors and their interests

The directors who held office during the year are given below:

R D Holmes
D R Wilson
R E Swanson
A T West
H H P Wyndham

None of the directors who held office at the end of the financial year had any disclosable interest in the shares of the company.

The interests of the directors who held office at the end of the financial year in shares of other group companies are disclosed in the directors' report of the intermediate holding company CLPE Holdings Limited.

Statement of directors' responsibilities

Company law requires the directors to prepare financial statements for each financial year which 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 year. The directors are required to prepare the financial statements on the going concern basis, unless it is inappropriate to presume that the company will continue in business.

The directors confirm that suitable accounting policies have been used and applied consistently. They also confirm that reasonable and prudent judgements and estimates have been made in preparing the financial statements for the year ended 31 December 2004 and that applicable accounting standards have been followed.

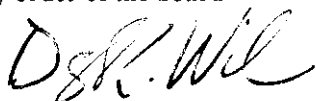
The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Bellhouse Energy Limited

Auditors

Following the resignation of PricewaterhouseCoopers LLP, Cooper Parry LLP were appointed as auditors to the company. In accordance with Section 385 of the Companies Act 1985, a resolution concerning their reappointment will be proposed at the Annual General Meeting.

By order of the board

A handwritten signature in black ink, appearing to read 'D R Wilson', written in a cursive style.

D R Wilson

Director

Date

10 APR 2005

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF

BELLHOUSE ENERGY LIMITED

We have audited the financial statements of Bellhouse Energy Limited for the year ended 31 December 2004 on pages 5 to 12. These financial statements have been prepared under the historical cost convention and the accounting policies on page 7.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we may state to the company's members those matters we are required to state to them in an auditor's 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 described on page 2 the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the Directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read the Directors' report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of opinion

We conducted our audit in accordance with United Kingdom Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 31 December 2004 and of the profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

NOTTINGHAM

18 April 2005



COOPER PARRY LLP

Chartered Accountants

Registered Auditors

Bellhouse Energy Limited

Profit and loss account for the year ended 31 December 2004

Continuing	Notes	2004 £	2003 £
Turnover		880,173	860,134
Cost of sales		(439,691)	(422,214)
Gross profit		440,482	437,920
Administrative expenses		(13,872)	(29,754)
Operating profit		426,610	408,166
Interest payable and similar charges	4	(72,130)	(63,934)
Profit on ordinary activities before taxation	1	354,480	344,232
Taxation	5	25,438	2,428
Profit on ordinary activities after taxation		379,918	346,660
Dividends	6	-	(1,005,000)
Retained profit/(loss) for the year		379,918	(658,340)
Retained profit brought forward		11,332	669,672
Retained profit carried forward		391,250	11,332

The company had no recognised gains or losses in the current year other than those passing through the profit and loss account.

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

Bellhouse Energy Limited

Balance sheet as at 31 December 2004

	Notes	2004 £	2003 £
Fixed assets			
Tangible assets	7	1,065,339	1,182,000
Current assets			
Debtors	8	790,042	509,153
Creditors: amounts falling due within one year	9	(213,931)	(304,776)
Net current assets		576,111	204,377
Total assets less current liabilities		1,641,450	1,386,377
Creditors: amounts falling due after more than one year	10	(1,105,773)	(1,205,180)
Provisions for liabilities and charges	11	(134,427)	(159,865)
Net assets		401,250	21,332
Capital and reserves			
Called up share capital	12	10,000	10,000
Retained profit		391,250	11,332
Equity shareholders' funds	13	401,250	21,332

The financial statements on pages 5 to 12 were approved by the board of directors on
and were signed on its behalf by:



D R Wilson
Director

18 APR 2005

Bellhouse Energy Limited

Statement of 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.

Basis of preparation

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost accounting rules.

Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost. Finance costs incurred during the development stage of a project are capitalised. Once the project is commissioned, finance costs are amortised over the estimated useful economic life of the asset constructed.

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

Plant and machinery	15 years
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Taxation

Corporation tax is provided on taxable profits at the current rate applicable. Tax charges and credits are accounted for through the same primary statement (either the profit and loss account or statement of total recognised gains and losses) as the pre-tax item.

In accordance with Financial Reporting Standard 19, full provision is made for deferred taxation on a non discounted basis in respect of all timing differences. Deferred tax is calculated at rates at which it is estimated that the tax will arise.

Deferred tax assets are recognised to the extent they are more likely than not to be recovered.

Turnover

Turnover is derived from and recognised when electricity generated is exported to third party customers. All turnover arises solely within the United Kingdom.

Cash flow statement

Under Financial Reporting Standard 1 (revised), the company is exempt from the requirement to prepare a cash flow statement on the grounds that more than 90% of the voting rights are controlled within the group and a consolidated cash flow statement is included in CLPE Holding's financial statements, which are publicly available.

Related party transactions

Under Financial Reporting Standard 8, the company is exempt from the requirement to disclose related party transactions with group entities on the grounds that more than 90% of the voting rights are controlled within the group and the consolidated financial statements of CLPE Holdings are publicly available.

Bellhouse Energy Limited

Notes to the financial statements for the year ended 31 December 2004

1 Profit on ordinary activities before taxation

Profit on ordinary activities before taxation is stated after charging:

	2004 £	2003 £
Auditors' remuneration	2,500	2,100
Depreciation of tangible fixed assets	116,661	116,661

2 Remuneration of directors

None of the directors received any emoluments in respect of their services to the company (2003: £nil).

3 Staff numbers and costs

No staff were employed by the company during the year (2003: nil).

4 Interest payable and similar charges

	2004 £	2003 £
On loan from CLPE Projects 2 Limited	72,130	63,934

5 Taxation

	2004 £	2003 £
<i>Deferred tax</i>		
Origination and reversal of timing differences	(25,508)	29,820
Adjustments in respect of prior years	70	(32,248)
	(25,438)	(2,428)
Tax on profit on ordinary activities	(25,438)	(2,428)

Bellhouse Energy Limited

Notes to the financial statements for the year ended 31 December 2004

5 Taxation (cont.)

The tax for the year is lower (2003 - lower) than the standard rate of corporation tax in the UK (30%).
The differences are explained below:

	£	£
Profit on ordinary activities before tax	354,480	344,232
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 30% (2003: 30%)	106,344	103,270
Effects of:		
Depreciation for the year in excess of capital allowances	25,508	-
Capital allowances for the year in excess of depreciation	-	(29,891)
Group relief not payable	(131,852)	(73,379)
	-	-

Factors that may affect future tax charges

The company does not anticipate any factors that will have a significant effect on future tax charges other than group relief that may be available from other group companies.

6 Dividends

	2004 £	2003 £
No dividends were paid during the year (2003: £100.50 per share)	-	1,005,000

7 Tangible fixed assets

	Plant and machinery £
Cost	
At 1 January 2004 and 31 December 2004	1,749,908
Depreciation	
At 1 January 2004	567,908
Charge for the year	116,661
At 31 December 2004	684,569
Net book value	
At 31 December 2004	1,065,339
At 1 January 2004	1,182,000

Bellhouse Energy Limited

Notes to the financial statements for the year ended 31 December 2004

8 Debtors

	2004 £	2003 £
Trade debtors	83,261	69,048
Amounts due from CLPE Projects 2 Limited	627,887	366,781
Prepayments and accrued income	78,894	73,324
	790,042	509,153

9 Creditors: amounts falling due within one year

	2004 £	2003 £
Trade creditors	-	24,297
Amounts due to group undertakings	-	129,391
Loan from CLPE Projects 2 Limited	99,354	71,698
Other taxation and social security	36,240	28,868
Accruals and deferred income	78,337	50,522
	213,931	304,776

10 Creditors: amounts falling due after more than one year

	2004 £	2003 £
Loan from CLPE Projects 2 Limited	1,105,773	1,205,180
The loan can be analysed as falling due:		
In one year or less, or on demand	99,354	71,698
Between one and two years	110,393	89,637
Between two and five years	369,393	315,389
In five years or more	625,987	800,154
	1,205,127	1,276,878

Interest is payable on the debt at 6.31% (2003: 7.27%).

Bellhouse Energy Limited

Notes to the financial statements for the year ended 31 December 2004

11 Provision for liabilities and charges

Deferred taxation

	2004 £	2003 £
Provision for deferred tax comprises:		
Accelerated capital allowances	134,427	159,865
Provision at start of year	159,865	162,293
Deferred tax credit in profit and loss account for year	(25,438)	(2,428)
Provision at end of year	134,427	159,865

12 Called up share capital

	2004 £	2003 £
Authorised		
10,000 ordinary shares of £1 each	10,000	10,000
Allotted, called up and fully paid		
10,000 ordinary shares of £1 each	10,000	10,000

13 Reconciliation of movement in equity shareholders' funds

	2004 £	2003 £
Profit for the financial year	379,918	346,660
Dividend	-	(1,005,000)
	379,918	(658,340)
Opening equity shareholders' funds	21,332	679,672
Closing equity shareholders' funds	401,250	21,332

14 Commitments and guarantees

There were no capital commitments at the end of the financial year (31 December 2003: £nil).

The company has guaranteed the bank loans of its intermediate parent company, CLPE Projects 2 Limited, and its fellow subsidiaries amounting to £11,916,277 (2003: £12,795,092) by means of a debenture providing fixed and floating charges over the company's assets.

Bellhouse Energy Limited

Notes to the financial statements for the year ended 31 December 2004

15 Ultimate parent and controlling company

The company's ultimate parent company is "Ridgewood Electric Power Trust V" an entity which is registered in the United States. Christiana Bank and Trust Company, a company registered and incorporated in the United States is the Corporate Trustee of the Trust. Ridgewood Renewable Power LLC, a company registered and incorporated in the United States, is the managing shareholder of the Trust. The directors consider that Ridgewood Renewable Power LLC is the ultimate controlling party of the company at 31 December 2004.

The company's immediate parent undertaking is CLPE Projects 1 Limited, a company incorporated and registered in England and Wales.

The smallest group in which the results of the company are consolidated is that headed by CLPE Projects 2 Limited. The largest group in which the results of the company are consolidated is Ridgewood Electric Power Trust V.

The consolidated financial statements of CLPE Projects 2 Limited are available from Units 14 & 15 Queensbrook, Bolton Technology Exchange, Spa Road, Bolton, BL1 4AY.

16 Related party transactions

There were no transactions with related parties, other than group companies, during 2004 and 2003.