

Whinney Hill Energy Limited

Directors' report and financial statements

for the period 1 January 2007 to 31 March 2008

Registered number 03466084

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Whinney Hill Energy Limited
Directors' report and financial statements
for the period 1 January 2007 to 31 March 2008

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Whinney Hill Energy Limited

Directors and advisors

Directors

H H P Wyndham

E J Wilkinson

Secretary

Eversecretary Limited

Auditors

PricewaterhouseCoopers LLP

Registered Auditors

Chartered Accountants

101 Barbirolli Square

Lower Mosley Street

Manchester

M2 3PW

Solicitors

Eversheds LLP

115 Colmore Row

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Registered office

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Bolton Technology Exchange

Spa Road

Bolton

BL1 4AY

Registered number

03466084

Whinney Hill Energy Limited

Directors' report for the period from 1 January 2007 to 31 March 2008

The directors present their report and the audited financial statements of the company for the period from 1 January 2007 to 31 March 2008.

This report has been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

Principal activities

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

Results and dividends

The profit for the period after taxation and before dividends was £49,735 (year ended 31 December 2006: £13,809).

The directors do not recommend the payment of a dividend (year ended 31 December 2006: nil).

Directors

The following directors held office during the period and up to the date of signing the accounts:

H H P Wyndham
R D Holmes (resigned 22 February 2007)
R E Swanson (resigned 22 February 2007)
D R Wilson (resigned 22 February 2007)
A T West (resigned 22 February 2007)
E J Wilkinson (appointed 22 February 2007)
D P Tilstone (appointed 22 February 2007, resigned 17 May 2007)

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 financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to 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 those financial statements, the directors are required to:

- select suitable accounting policies and 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, in which case there should be supporting assumptions or qualifications as necessary.

The directors confirm that they have complied with the above requirements in preparing the financial statements.

Whinney Hill Energy Limited

Directors' report for the period 1 January 2007 to 31 March 2008 (continued)

Statement of directors' responsibilities (continued)

The directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and to 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.

Disclosure of information to Auditors

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

- (1) so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- (2) each 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 s234ZA of the Companies Act 1985.

Auditors

Following the resignation of Grant Thornton UK LLP, PricewaterhouseCoopers LLP were appointed as auditors to the company.

In accordance with Section 385 of the Companies Act, a resolution concerning their reappointment will be proposed at the Annual General Meeting.

On behalf of the board



E J Wilkinson

Director

18th December, 2008.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF WHINNEY HILL ENERGY LIMITED

We have audited the financial statements of Whinney Hill Energy Limited for the period 1 January 2007 to 31 March 2008 which comprise the profit and loss account, the balance sheet, the statement of accounting policies and the related notes. These financial statements have been prepared under the accounting policies set out therein.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland). This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, 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.

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 whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, 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 other transactions 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 audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) 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, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 March 2008 and of its profit for the period then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Directors' Report is consistent with the financial statements.

PricewaterhouseCoopers LLP *Prudential Group 24*
Chartered Accountants & Registered Auditors
Manchester

18 December 2008

Whinney Hill Energy Limited

Profit and loss account for the period 1 January 2007 to 31 March 2008

	Notes	1 January 2007 to 31 March 2008 £	Year ended 31 December 2006 £
Continuing operations			
Turnover	1	992,753	314,476
Cost of sales		(777,820)	(242,514)
Gross profit		214,933	71,962
Administrative expenses		(15,809)	(12,588)
Operating profit		199,124	59,374
Interest payable and similar charges	5	(207,448)	(41,212)
(Loss)/profit on ordinary activities before taxation	2	(8,324)	18,162
Taxation on (loss)/profit on ordinary activities	6	58,059	(4,353)
Profit for the financial period/year		49,735	13,809

The company had no recognised gains or losses in the current period or previous year other than those passing through the profit and loss account. Accordingly, a separate statement of total recognised gains and losses has not been presented.

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

Whinney Hill Energy Limited

Balance sheet as at 31 March 2008

	Notes	31 March 2008 £	31 December 2006 £
Fixed assets			
Tangible assets	7	1,438,326	518,624
Current assets			
Debtors	8	481,469	343,888
Creditors: amounts falling due within one year	9	(927,721)	(136,135)
Net current (liabilities)/assets		(446,252)	207,753
Total assets less current liabilities		992,074	726,377
Creditors: amounts falling due after more than one year	10	(856,076)	(580,145)
Provision for liabilities and charges	11	(62,527)	(122,495)
Net assets		73,471	23,737
Capital and reserves			
Called up share capital	12	10,000	10,000
Profit and loss reserve	13	63,471	13,736
Total shareholders' funds	14	73,471	23,736

These financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

The financial statements on pages 5 to 14 were approved by the board of directors on 18th December, 2008. and were signed on its behalf by:



E J Wilkinson
Director

Whinney Hill Energy Limited

Statement of accounting policies

Basis of accounting

These financial statements are prepared on the going concern basis, under the historical cost convention and in accordance with the Companies Act 1985 and applicable accounting standards in the United Kingdom. The principal accounting policies, which have been applied consistently throughout the period are set out below.

Tangible fixed assets and depreciation

Tangible fixed assets are stated at historic purchase cost less accumulated depreciation. Cost includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for its intended use.

With effect from 1 January 2007, Well additions were capitalised and are estimated to have a useful expected life of 5 years.

Finance costs incurred during the development stage of a project are capitalised, along with site preparation costs, installation costs and connection costs. Once the project is commissioned, these costs are depreciated over the estimated useful economic life of the asset constructed.

Depreciation is calculated to write off the cost of tangible fixed assets, less their residual values, over their expected useful lives from commissioning using the straight line basis. The expected useful lives of the assets to the business are reassessed periodically in the light of experience.

Straight line annual rates of depreciation most widely used are:

Plant and machinery	6.67% and 20%
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Taxation

Corporation tax payable is provided on taxable profits at the current rate applicable.

Deferred taxation

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.

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

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on an undiscounted basis.

Turnover

Turnover represents the invoiced value of goods and services for electricity supplied, net of value added tax and trade discounts. Turnover is recognised when electricity generated is exported to third party customers.

Finance leases

Where the company enters into a lease which entails taking substantially all the risks and rewards of ownership of an asset, the lease is treated as a "finance lease". The asset is recorded in the balance sheet as a tangible fixed asset and is depreciated over its estimated useful life or the term of the lease, whichever is shorter. Future instalments under such leases, net of finance charges, are included within creditors. Rentals payable are apportioned between the finance element, which is charged to the profit and loss account, and the capital element which reduces the outstanding obligation for future instalments.

Whinney Hill Energy Limited

Statement of accounting policies (continued)

Cash flow statement

Under Financial Reporting Standard 1 'Cash flow statements' (revised 1996), the company is exempt from the requirement to prepare a cashflow statement on the grounds that more than 90% of the voting rights are controlled within the group and the consolidated financial statements of MEIF LG Energy Limited are publicly available.

Related party transactions

Under paragraph 3(c) of Financial Reporting Standard 8 'Related party disclosures', 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 MEIF LG Energy Limited are publicly available.

Whinney Hill Energy Limited

Notes to the financial statements for the period 1 January 2007 to 31 March 2008

1 Turnover

All turnover relates to the generation and sale of electricity in the UK.

2 (Loss)/profit on ordinary activities before taxation

(Loss)/profit on ordinary activities before taxation is stated after charging:

	1 January 2007 to 31 March 2008 £	Year ended 31 December 2006 £
Auditors' remuneration	3,750	3,000
Depreciation of tangible fixed assets	246,277	72,419

3 Remuneration of directors

None of the directors received any emoluments in respect of their services to the company (year ended 31 December 2006: £nil).

4 Staff numbers and costs

No staff were employed by the company during the period (year ended 31 December 2006: nil).

5 Interest payable and similar charges

	1 January 2007 to 31 March 2008 £	Year ended 31 December 2006 £
On finance lease from group company	207,448	-
On loan from intermediate parent company	-	41,212
	207,448	41,212

Whinney Hill Energy Limited

Notes to the financial statements for the period 1 January 2007 to 31 March 2008 (continued)

6 Taxation on (loss)/profit on ordinary activities

Analysis of (credit)/charge in period/year	1 January 2007 to 31 March 2008 £	Year ended 31 December 2006 £
<i>Current tax</i>		
UK corporation tax on (losses)/profits of the period/year	1,909	7,281
<i>Deferred tax</i>		
Origination and reversal of timing differences	(59,968)	(1,832)
Adjustments in respect of prior years charge	-	(1,096)
Total deferred tax (note 11)	(59,968)	(2,928)
Tax on (loss)/profit on ordinary activities	(58,059)	4,353

The tax assessed for the period is lower (2006 - lower) than the standard rate of corporation tax in the UK (30%).

The differences are explained below:

	1 January 2007 to 31 March 2008 £	Year ended 31 December 2006 £
(Loss)/profit on ordinary activities before tax	(8,324)	18,162
(Loss)/profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 30% (2006: 30%)	(2,497)	5,449
Effects of:		
Expenses not deductible for tax purposes	2,970	-
Depreciation in excess of capital allowances	55,502	10,695
Group relief	(54,066)	-
Utilisation of tax losses brought forward	-	(8,863)
Total current tax charge	1,909	7,281

Factors that may affect future tax charges

The standard rate of Corporation Tax in the UK changes to 28% with effect from 1 April 2008.

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

Whinney Hill Energy Limited

Notes to the financial statements for the period 1 January 2007 to 31 March 2008 (continued)

7 Tangible fixed assets

	Plant and machinery £
Cost	
At 1 January 2007	1,086,282
Additions	1,243,757
Disposals	(200,000)
At 31 March 2008	2,130,039
Depreciation	
At 1 January 2007	567,658
Charge for the period	246,277
Eliminated on disposals	(122,222)
At 31 March 2008	691,713
Net book value	
At 31 March 2008	1,438,326
At 31 December 2006	518,624

The net book value of assets included above, which are held under lease agreements, and wholly with group undertakings, is £686,167 (2006: £nil).

8 Debtors

	31 March 2008 £	31 December 2006 £
Trade debtors	93,715	27,979
Amounts due from intermediate parent undertaking	274,721	282,958
Prepayments and accrued income	113,033	32,951
	481,469	343,888

The amounts due from intermediate parent undertaking do not bear interest, are repayable on demand and are not secured.

9 Creditors: amounts falling due within one year

	31 March 2008 £	31 December 2006 £
Trade creditors	-	267
Loan from intermediate parent undertaking (note 10)	657,769	77,624
Obligations under finance leases - group undertaking (note 10)	106,580	-
Corporation tax payable	1,909	7,281
Other taxation and social security	32,184	10,200
Accruals and deferred income	129,279	40,763
	927,721	136,135

The amounts due to intermediate parent undertaking do not bear interest (2006: 5.88%), are repayable on demand and are not secured.

Whinney Hill Energy Limited

Notes to the financial statements for the period 1 January 2007 to 31 March 2008 (continued)

10 Creditors: amounts falling due after more than one year

	31 March 2008 £	31 December 2006 £
Obligations under finance leases - group undertaking	856,076	-
Loan from parent undertaking	-	580,145
	856,076	580,145

Loans from parent undertaking can be analysed as falling due:

In one year or less, or on demand	657,769	77,624
Between one and two years	-	80,525
Between two and five years	-	267,388
In five years or more	-	232,232
	657,769	657,769

Following a restructuring of group borrowings, amounts due to parent undertaking have been reclassified as creditors falling due within one year.

Obligations under finance leases can be analysed as falling due:

In one year or less, or on demand	106,580	77,624
Between one and two years	130,554	80,525
Between two and five years	595,492	267,388
In five years or more	130,030	232,232
	962,656	657,769

11 Provision for liabilities and charges

Deferred taxation

	31 March 2008 £	31 December 2006 £
Provision for deferred tax comprises:		
Accelerated capital allowances	62,527	122,495
Total deferred taxation	62,527	122,495
At start of period/year	122,495	125,423
Deferred taxation credit in profit and loss account for period/year (note 6)	(59,968)	(2,928)
At end of period/year	62,527	122,495

Whinney Hill Energy Limited

Notes to the financial statements for the period 1 January 2007 to 31 March 2008 (continued)

12 Called up share capital

	31 March 2008 £	31 December 2006 £
Authorised		
10,000 (2006: 10,000) ordinary shares of £1 each	10,000	10,000
Allotted, called up and fully paid		
10,000 (2006: 10,000) ordinary shares of £1 each	10,000	10,000

13 Reserves

	Profit and loss reserve £
At 1 January 2007	13,736
Loss for the financial period	49,735
At 31 March 2008	63,471

14 Reconciliation of movement in shareholders' funds

	31 March 2008 £	31 December 2006 £
(Loss)/profit for the period/year	49,735	13,809
Opening shareholders' funds	23,736	9,927
Closing shareholders' funds	73,471	23,736

15 Commitments and guarantees

The company, along with fellow subsidiary companies, has guaranteed the bank loans of MEIF LG Energy Limited amounting to £87,801,000 by means of a debenture providing fixed and floating charges over the company's assets.

During 2006 the company guaranteed the bank loans of its intermediate parent company, CLPE Projects 2 Limited, and its fellow subsidiaries amounting to £9,842,192 by means of a debenture providing fixed and floating charges over the company's assets.

Whinney Hill Energy Limited

Notes to the financial statements for the period 1 January 2007 to 31 March 2008 (continued)

16 Ultimate parent and controlling company

Until 22 February 2007, the company's ultimate parent company was "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 was the Corporate Trustee of the Trust. Ridgewood Renewable Power LLC, a company registered and incorporated in the United States, was the managing shareholder of the Trust. The directors consider that Ridgewood Renewable Power LLC was the ultimate controlling party of the company until 22 February 2007.

On 22 February 2007, Whinney Hill Energy Limited's intermediate parent company, CLPE Holdings Limited, was acquired by MEIF LG Energy Limited, a company incorporated in England & Wales.

MEIF LG Energy Limited's ultimate parent entity is Macquarie European Infrastructure Fund Limited Partnership, a UK registered partnership domiciled in Guernsey. The directors consider that Macquarie European Infrastructure Fund Limited Partnership became the ultimate controlling party on 22 February 2007.

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

The ultimate parent undertaking and controlling party is Macquarie European Infrastructure Fund Limited Partnership, (a UK registered partnership domiciled in Guernsey).

MEIF LG Holding Limited is the largest group of undertakings for which group accounts are drawn up. Copies of the group accounts of this company may be obtained from the Registrar of Companies, Crown Way, Maindy, Cardiff.

MEIF LG Energy Ltd is the smallest group of undertakings for which group accounts are drawn up. Copies of the group accounts of this company may be obtained from the Registrar of Companies, Crown Way, Maindy, Cardiff.

17 Related party transactions

There were no transactions with related parties, other than group companies, during the period 1 January 2007 to 31 March 2008.

18 Post balance sheet events

A number of changes to the UK Corporation Tax system were announced as part of the March 2007 budget statement. Certain of these changes were substantively enacted in the 2007 Finance Act on 26 June 2007. The impact of these changes has been recognised in these financial statements.

Certain other changes are expected to be enacted in the 2008 Finance Act. The impact of these changes will be recognised in the period in which the 2008 Finance Act becomes substantively enacted, which is expected to be in the year to 31 March 2009.