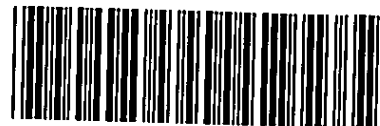


**KILLINGHOLME HOLDINGS LIMITED**

**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**

**31 December 2009**

WEDNESDAY



LD4 \*LJ31VNMC\* 22/09/2010 303  
COMPANIES HOUSE

# KILLINGHOLME HOLDINGS LIMITED

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## **REPORT OF THE DIRECTORS**

The directors present their report and the audited financial statements for Killingholme Holdings Limited ('the company') for the 57 week period ended 31 December 2009

### **1 Principal activities**

The principal activity of the company during the period is to act as an investment holding company

### **2. Review of business and future developments**

The company has changed its accounting reference date to 31 December and as such these financial statements have been prepared for an extended accounting period of 57 weeks from 29 November 2008 to 31 December 2009

The company received no income, nor incurred any expenses in the current or prior period, and therefore no profit and loss account or separate statement of total recognised gains and losses has been presented. The company has reported net liabilities of £839,706 (28 November 2008 £839,706)

The directors consider that the period end financial position of the company was satisfactory taking into account the ongoing support of Goldman Sachs Group Holdings (U K), the holding company to the company's immediate parent undertaking (see note 1(c)). The directors will continue to review investment opportunities, however no such opportunities have been identified since the balance sheet date

### **3. Directors**

The directors of the company during the period, and as at the date of this report, were

**Name**  
W T Gasson  
S B Scobie  
M A Allen

No director has, or had during the period, any interest requiring note herein

### **4. Dividends**

The directors do not recommend the payment of an ordinary dividend in respect of the period (52 week period ended 28 November 2008 £nil)

### **5. Financial risk management**

The company's risk management objectives and policies, as well as its risk exposure, are described in note 13 to the financial statements

### **6. 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 ought to have taken as a director to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information

# KILLINGHOLME HOLDINGS LIMITED

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## **REPORT OF THE DIRECTORS (CONTINUED)**

### **7 Directors' responsibilities**

Company law requires the directors to prepare accounts for each financial year which give a true and fair view of the state of affairs of the company as at the end of the financial year 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.

### **8. 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 48(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.

### **BY ORDER OF THE BOARD**

**Director**



W T Gasson

26 August 2010

## **Report of the independent auditors to the members of KILLINGHOLME HOLDINGS LIMITED**

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We have audited the financial statements of Killingholme Holdings Limited for the 57 week period ended 31 December 2009 which comprises the balance sheet and the related notes. These financial statements have been prepared under the accounting policies set out therein. 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 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 2009,
- 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

Christopher Rowland (Senior Statutory Auditor)  
For and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
London

26 August 2010

# KILLINGHOLME HOLDINGS LIMITED

## BALANCE SHEET as at 31 December 2009

	Note	31 December 2009 £	28 November 2008 £
<b>FIXED ASSET INVESTMENTS</b>	6	-	-
<b>CURRENT ASSETS</b>			
Debtors	7	294	294
<b>CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR</b>	8	(840,000)	(840,000)
<b>NET CURRENT LIABILITIES</b>		(839,706)	(839,706)
<b>NET LIABILITIES</b>		<u>(839,706)</u>	<u>(839,706)</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	9	2	2
Reserves	10	(839,708)	(839,708)
<b>TOTAL SHAREHOLDER'S DEFICIT</b>	11	<u>(839,706)</u>	<u>(839,706)</u>

The company received no income, nor incurred any expenses, and therefore no profit and loss account or separate statement of total recognised gains and losses has been presented

The financial statements were approved by the Board of Directors on  
and were signed on its behalf by

Director



W T Gasson

26 August 2010

The notes on pages 5 to 8 form part of these financial statements

Independent Auditors' report - page 3

Company Number 3929730

# KILLINGHOLME HOLDINGS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2009

### 1. ACCOUNTING POLICIES

- (a) **Accounting convention:** The financial statements have been prepared under the historical cost convention, the accounting policies set out below and in accordance with applicable United Kingdom law, applicable United Kingdom accounting standards and pronouncements of the Urgent Issues Task Force (UITF)
- (b) **Fixed asset investments:** Fixed asset investments are held at cost less provisions for any permanent diminution in value. Any such provision is charged to the profit and loss account in the period in which it arises
- (c) **Going concern:** The company has net liabilities of £839,706 at 31 December 2009 (28 November 2008 £839,706). The principal current liability of the company represents an amount due to a fellow group undertaking Goldman Sachs Group Holdings (U K), the holding company to the company's immediate parent undertaking (see note 15), has committed to ensuring the provision of sufficient funds to enable the company to meet its liabilities as they fall due. As a result, the directors have prepared these accounts on a going concern basis

### 2. CASH FLOW STATEMENT

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

### 3. AUDITORS' REMUNERATION

The auditors' remuneration of £6,300 (52 week period ended 28 November 2008 £6,300) has been borne by a group undertaking in both the current and the prior period

### 4. STAFF COSTS

The company has no employees (2008 Nil). All persons involved in the company's operations are employed by a group undertaking

### 5. DIRECTORS' EMOLUMENTS

	57 week period ended 31 December 2009 £'000	52 week period ended 28 November 2008 £'000
Aggregate emoluments	-	1
	-	1

The directors received no emoluments in respect of services as directors of the company in the current period

All directors are members of the defined contribution pension scheme and all directors are members of the defined benefit pension scheme

All directors have been granted shares in respect of a long term incentive scheme

No directors have exercised options

# KILLINGHOLME HOLDINGS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2009

### 6. **FIXED ASSET INVESTMENTS**

Fixed asset investments, which are unlisted, represent shares in group undertakings held at cost less provisions for any diminution in value

	£
Net book value	
As at 31 December 2009 and 28 November 2008	-

The principal subsidiary of the company and the effective percentage ownership interests in the ordinary shares held directly by the company at the period end is listed below

Name of company	%	Number in issue	Class	Nominal
Killingholme Generation Limited	0.0006	1,652,279,663	Ordinary	£1
	0	1,045,191,341	Redeemable	£1

The above subsidiary undertaking acts as an investment company and is registered in England and Wales

### 7. **DEBTORS**

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

	31 December 2009	28 November 2008
	£	£
Amounts due from group undertaking	294	294

Amounts due from group undertakings in the current period include cash balances of £294 held on account with a fellow group undertaking (28 November 2008: £294)

### 8. **CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

Creditors, all of which are payable within one year of the balance sheet date, comprise

	31 December 2009	28 November 2008
	£	£
Amounts due to group undertakings	840,000	840,000

# KILLINGHOLME HOLDINGS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2009

### 9. CALLED UP SHARE CAPITAL

	31 December 2009 £	28 November 2008 £
<b>Authorised</b>		
400,000 ordinary shares of £1 00 each	400,000	400,000
	<b>400,000</b>	<b>400,000</b>
<b>Allotted, called up and fully paid</b>		
2 ordinary shares of £1 00 each	2	2
	<b>2</b>	<b>2</b>

### 10. RESERVES

	Other £	Profit & Loss Account £	Total £
As at 28 November 2008	81,416,998	(82,256,706)	(839,708)
Result for the period	-	-	-
As at 31 December 2009	<b>81,416,998</b>	<b>(82,256,706)</b>	<b>(839,708)</b>

### 11. RECONCILIATION OF MOVEMENTS IN SHAREHOLDER'S DEFICIT

	31 December 2009 £'000	28 November 2008 £'000
Result for the period	-	-
Opening shareholder's deficit	(839,706)	(839,706)
Closing shareholder's deficit	<b>(839,706)</b>	<b>(839,706)</b>

### 12. FINANCIAL COMMITMENTS AND CONTINGENCIES

The company had no financial commitments and contingencies outstanding at the period end (28 November 2008 Nil)

### 13. FINANCIAL RISK MANAGEMENT

The company is exposed to financial risk through its financial assets and liabilities. The key financial risk is that the proceeds from current assets are not sufficient to fund the obligations arising from liabilities as they fall due. Due to the nature of the company's business and the assets and liabilities contained within the company's balance sheet, liquidity risk is the most important component of financial risk the directors consider relevant to the entity. The company, as part of a global group, adheres to global risk management policies and procedures.



# KILLINGHOLME HOLDINGS LIMITED

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## NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2009

### **14. RELATED PARTY DISCLOSURES**

Under the terms of paragraph 3(c) of FRS 8, 'Related Party Disclosures', the company is exempt from disclosing transactions with companies wholly owned within the same group, as the consolidated financial statements in which the company is included are publicly available. There are no other related party transactions requiring disclosure.

### **15. ULTIMATE AND IMMEDIATE PARENT UNDERTAKINGS**

The immediate parent undertaking is Killingholme Power Group Limited and the parent company of the smallest group for which consolidated financial statements are prepared is Goldman Sachs Group Holdings (U K), companies 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. The principal place of business, from which copies of its accounts can be obtained, is 200 West Street, New York, NY 10282, United States of America. This company is incorporated in the United States of America.