

GOLDMAN SACHS CAPITAL INVESTMENTS LIMITED

(formerly Trushelfco (No. 2953) Limited)

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

31 December 2004



GOLDMAN SACHS CAPITAL INVESTMENTS LIMITED
(formerly Trushelfco (No. 2953) Limited)

REPORT OF THE DIRECTORS

The directors present their report and the audited financial statements for the 52 week period to 31 December 2004.

1. Principal activities

The company is a holding company to a group whose principal activity is to undertake investment business.

The company was incorporated on 1 April 2003 as a limited company under The Companies Act, 1985.

2. Review of business and future developments

On 23 January 2004 the company changed its name from Trushelfco (No.2953) Limited to Goldman Sachs Capital Investments Limited.

On 26 January 2004 the company acquired a 100% interest in Goldman Sachs Capital Investments II Limited (see note 9).

On 8 February 2004 the company issued 28,748 ordinary shares of £1 each (see note 14). The purpose of this share issuance was to enable the company to undertake investment business.

The profit and loss account for the period is set out on page 4.

The directors consider that the period end financial position of the group was satisfactory taking into account the continuing support from the immediate parent company (see note 1(c)), and do not anticipate any significant changes in its activities in the forthcoming period.

3. Dividends

The directors do not recommend the payment of a final ordinary dividend in respect of the 52 week period ended 31 December 2004 (40 week period ended 31 December 2003: nil)

4. Directors

The directors of the company during the period, and as at the date of this report, together with dates of appointment or resignation where applicable, were:

Name	Appointed	Resigned
Andrew B Fontein	26 January 2004	
Ralph F Rosenberg	26 January 2004	31 January 2006
Neil Z Auerbach	26 January 2004	1 May 2006
Stephen J McGuinness	23 June 2006	
Barry Sklar	23 June 2006	
Anthony C Cleaver		26 January 2004
Bethan Davies		26 January 2004

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

GOLDMAN SACHS CAPITAL INVESTMENTS LIMITED
(formerly Trushelfco (No. 2953) Limited)

5. Directors' responsibilities

The directors are required by UK company law to prepare financial statements for each financial period which give a true and fair view of the state of affairs of the company and the group as at the end of the financial period and of the profit or loss of the group for that period. In preparing the financial statements, appropriate accounting policies have been used and applied consistently, and reasonable and prudent judgments and estimates have been made. *Applicable accounting standards have been followed and the financial statements have been prepared on a going concern basis.* The directors are responsible for keeping proper accounting records, and for taking reasonable steps to safeguard the assets of the company and the group and to prevent and detect fraud and other irregularities.

6. Auditors

The directors passed a written resolution on 26 January 2004 to appoint PricewaterhouseCoopers LLP as auditors of the company.

BY ORDER OF THE BOARD



Michael F. Rinzler
Secretary

13 July 2006

**Report of the independent auditors to the members of
GOLDMAN SACHS CAPITAL INVESTMENTS LIMITED
(formerly Trushelfco (No. 2953) Limited)**

We have audited the financial statements which comprise the profit and loss account, the balance sheet, the cash flow statement, the statement of total recognised gains and losses and the related notes.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the annual report and the financial statements in accordance with applicable United Kingdom law and accounting standards 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 United Kingdom Auditing Standards issued by the Auditing Practices Board. 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 in to 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 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 is not disclosed.

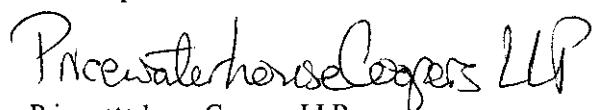
Basis of audit opinion

We conducted our audit in accordance with 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 affairs of the company and the group as at 31 December 2004 and of the group's loss for the period then ended and have been properly prepared in accordance with the Companies Act 1985.



PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
London

13 July 2006

GOLDMAN SACHS CAPITAL INVESTMENTS LIMITED
(formerly Trushelfco (No. 2953) Limited)

PROFIT AND LOSS ACCOUNT
for the 52 week period ended 31 December 2004

		The Group	
		52 week period ended	40 week period ended
		31 December	31 December
	Note	2004	2003
		£	£
Interest receivable and similar income	3	74,168,722	-
Interest payable and similar charges	4	(73,832,104)	-
PROFIT ON ORDINARY ACTIVITIES BEFORE TAX		336,618	-
Tax on profit on ordinary activities	7	(15,986,448)	-
LOSS ON ORDINARY ACTIVITIES AFTER TAX AND LOSS FOR THE PERIOD		(15,649,830)	-

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

The notes on pages 8 to 15 form part of these financial statements.
Auditors' report - page 3.

GOLDMAN SACHS CAPITAL INVESTMENTS LIMITED
(formerly Trushelfco (No. 2953) Limited)

RECONCILIATION OF MOVEMENTS IN TOTAL SHAREHOLDERS' (DEFICIT) / FUNDS
for the 52 week period ended 31 December 2004

	The Group 52 week period ended 31 December 2004 £	40 week period ended 31 December 2003 £
Loss for the period	(15,649,830)	-
Exchange loss on consolidation	(14,616)	-
Ordinary shares issued (see note 14)	28,748	2
Net (decrease) / increase in shareholders' funds	<u>(15,635,698)</u>	<u>2</u>
Opening shareholders' funds	2	-
Closing shareholders' (deficit) / funds	<u><u>(15,635,696)</u></u>	<u><u>2</u></u>

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES
for the 52 week period ended 31 December 2004

	The Group 52 week period ended 31 December 2004 £	40 week period ended 31 December 2003 £
Loss for the financial period	(15,649,830)	-
Exchange loss on consolidation	(14,616)	-
Total recognised losses for the financial period	<u><u>(15,664,446)</u></u>	<u><u>-</u></u>

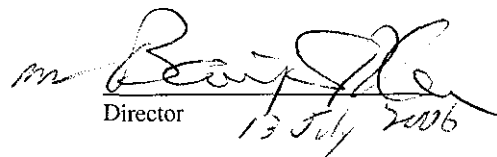
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GOLDMAN SACHS CAPITAL INVESTMENTS LIMITED
(formerly Trushelfco (No. 2953) Limited)

BALANCE SHEETS
as at 31 December 2004

		The Group		The Company	
		31 December	31 December	31 December	31 December
		2004	2003	2004	2003
	Note	£	£	£	£
FIXED ASSETS					
Shares in group undertakings	9	-	-	28,750	-
Other investments	10	1,053,327,320	-	315,927,019	-
		1,053,327,320	-	315,955,769	-
CURRENT ASSETS					
Debtors	11	75,930,990	2	68,418,956	2
Cash at bank and in hand		1,545,334	-	182,093	-
		77,476,324	2	68,601,049	2
CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	12	(108,725,102)	-	(97,254,702)	-
NET CURRENT (LIABILITIES) / ASSETS		(31,248,778)	2	(28,653,653)	2
TOTAL ASSETS LESS CURRENT LIABILITIES		1,022,078,542	2	287,302,116	2
CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR	13	(1,037,714,238)	-	(287,314,017)	-
NET (LIABILITIES) / ASSETS		(15,635,696)	2	(11,901)	2
CAPITAL AND RESERVES					
Called up share capital	14	28,750	2	28,750	2
Profit and loss account	15	(15,664,446)	-	(40,651)	-
TOTAL SHAREHOLDERS' (DEFICIT) / SURPLUS		(15,635,696)	2	(11,901)	2

Approved by the Board of Directors on


Director
13 July 2006

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Auditors' report - page 3.

GOLDMAN SACHS CAPITAL INVESTMENTS LIMITED
(formerly Trushelfco (No. 2953) Limited)

CONSOLIDATED CASH FLOW STATEMENT
for the 52 week period ended 31 December 2004

	Note	The Group	
		52 week period ended 31 December 2004 £	40 week period ended 31 December 2004 £
Returns on investments and servicing of finance:			
Interest received		9,909,493	-
Interest paid		(2,727,109)	-
Net cash inflow from returns on investments and servicing of finance		7,182,384	-
Taxation		(9,067,202)	-
Cash inflow before management of liquid resources and financing		(1,884,818)	-
Cash flows from financial investment:			
Purchase of zero coupon loan note (see note 10(a))		(1,000,000,000)	-
Purchase of loan sub participations		(5,030,000)	-
Principal repayment on loan sub participations		772,766	-
Net cash outflow from financial investment		(1,004,257,234)	-
Cash flows from financing activities:			
Proceeds from issue of ordinary share capital		28,748	-
Proceeds from issuance of loan notes (see note 13)		1,000,000,000	-
Proceeds from floating rate note (see note 13(a))		100,000	-
Proceeds from subsidiary capital contribution		4,950,000	-
Increase in short term borrowings		2,608,638	-
Net cash inflow from financing activities		1,007,687,386	-
Increase in cash in the period		1,545,334	-

GOLDMAN SACHS CAPITAL INVESTMENTS LIMITED
(formerly Trushelfco (No. 2953) Limited)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2004

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 Accounting Standards in the United Kingdom and pronouncements of the Urgent Issues Task Force (UITF).
- (b) **Consolidation:** The consolidated financial statements include the company and all of its subsidiaries since their date of acquisition. In accounting for subsidiaries the group consolidates fully their assets, liabilities and results for the year and shows separately the interest of minority shareholders therein. All inter-company balances and transactions are eliminated from the consolidated accounts. Acquisition accounting is used to consolidate new subsidiaries.
- (c) **Going concern:** The group has net current liabilities of £31,248,778 at 31 December 2004 (net current assets of £2 at 31 December 2003). The immediate parent company 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.
- (d) **Fixed asset investments:** Shares in group undertakings, which are intended to be held on a continuing basis in the group's activities, are stated at cost less any provision for permanent diminution in value.
- (e) **Income recognition:** Interest income is recognised on an accruals basis. Income from fixed asset investments is included in the profit and loss account when dividends are received.
- (f) **Foreign currencies:** Transactions denominated in foreign currencies are translated into sterling at rates of exchange ruling on the date the transaction occurred. Monetary assets and liabilities denominated in foreign currencies are translated into sterling at rates of exchange ruling at the balance sheet date. Gains and losses on exchange are recognized in operating profit. The results of subsidiaries with non sterling functional currencies are translated at the average rates of exchange during the period and their balance sheets at the rates ruling at the balance sheet date. Exchange differences arising from the retranslation of the opening net assets and results are reported in the statement of total recognised gains and losses.
- (g) **Capital Instruments - Loan notes:** Loan notes issued are initially recorded at the proceeds received after deducting issue costs. Finance costs, including discounts allowed on issue, are recognised at a constant rate on the carrying amount of debt in accordance with the provisions of FRS 4. All finance costs are charged to the profit and loss account.

2. AUDITORS' REMUNERATION

The auditors' remuneration is borne by a group undertaking.

GOLDMAN SACHS CAPITAL INVESTMENTS LIMITED
(formerly Trushelfco (No. 2953) Limited)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2004

3. *INTEREST RECEIVABLE AND SIMILAR INCOME*

	The Group	
	52 week period ended 31 December 2004 £	40 week period ended 31 December 2003 £
Amortisation of discount payable on zero coupon loan notes (see note 10)	53,327,321	-
Interest receivable on swap agreements	20,456,719	
Interest receivable from parent company	44,526	-
Other interest receivable	340,156	-
	<u>74,168,722</u>	<u>-</u>

4. *INTEREST PAYABLE AND SIMILAR CHARGES*

	The Group	
	52 week period ended 31 December 2004 £	40 week period ended 31 December 2003 £
Interest payable on Senior Note (see note 13)	37,163,431	-
Interest payable on swap agreements	33,061,877	-
Interest payable to parent company (see note 13)	3,407,037	-
Interest payable on partnership interest payable (see note 13)	195,829	-
Interest payable on loan notes (see note 13)	3,930	-
	<u>73,832,104</u>	<u>-</u>

5. *DIRECTORS' EMOLUMENTS*

The directors received no emoluments in respect of services as directors of the company (2003: nil)

6. *STAFF COSTS*

The group has no employees (2003: nil). All persons involved in the group's operations are employed by a group undertaking and no cost is borne by the company.

GOLDMAN SACHS CAPITAL INVESTMENTS LIMITED
(formerly Trushelfco (No. 2953) Limited)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2004

7. TAX ON PROFIT ON ORDINARY ACTIVITIES

(a) Analysis of charge in period:

	The Group 52 week period ended 31 December 2004	40 week period ended 31 December 2003
	£	£
UK corporation tax at 30% - current period	15,986,448	-
Total current tax (see note 7(b))	15,986,448	-

(b) Factors affecting tax charge for the period:

The current tax assessed for the period is higher than the standard rate of corporation tax in the UK (30%). The differences are explained below:

	The Group 52 week period ended 31 December 2004	40 week period ended 31 December 2003
	£	£
Profit on ordinary activities before tax	336,618	-
Profit on ordinary activities multiplied by standard rate in the UK (30%)	100,985	-
Losses surrendered to other group companies for nil consideration	12,195	-
Consolidated partnership income not taxable	(111)	-
Consolidated partnership expenses not deductible	15,873,379	-
Current tax charge for the period	15,986,448	-

8. COMPANY LOSS FOR THE PERIOD

The company made a loss of £40,651 (2003: £nil). As permitted by section 230 (3) of the Companies Act 1985 the company's profit and loss account has not been included in these financial statements.

GOLDMAN SACHS CAPITAL INVESTMENTS LIMITED
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NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2004

9. SHARES IN GROUP UNDERTAKINGS

Fixed asset investments, which are unlisted and stated at cost, comprise shareholdings in group undertakings:

	The Company £
At 31 December 2003	-
Additions (see note (i))	28,750
At 31 December 2004	28,750

During the period, the following movements in investments took place:

- (i) On 26 January 2004 the company acquired 2 ordinary shares of £1 each in Goldman Sachs Capital Investments II Limited. The company was allotted a further 28,748 ordinary shares of £1 each, at par on 8 February 2004.

The subsidiaries of the group and the effective ownership interests at the period end are listed below:

Name of company and activity	Group interest	Of which, owned directly by the Company
Goldman Sachs Capital Investments II Limited	100% ordinary shares	100%
Capital Investments I, L.P. (see note (i))	1% Capital	0%
	1% Income	0%
Capital Investments II, L.P.	100% Capital	0%
	100% Income	0%
Capital Investments Company L.L.C.	100% Capital	0%
	100% Income	0%
Capital Investments (US) III, L.L.C.	100% Capital	0%
	100% Income	0%

- (i) Capital Investments I, L.P. has been consolidated on the basis that Capital Investments (US) III, L.L.C. holds the general partner interest.

All the above subsidiary undertakings are registered in Delaware, USA, with the exception of Goldman Sachs Capital Investments II Limited which is incorporated in England and Wales.

The directors consider that the value of investments in subsidiary undertakings and other investments other than loans is not less than their book value.

10. OTHER INVESTMENTS

	The Group		The Company	
	2004	2003	2004	2003
	£	£	£	£
Subordinated note (note (a))	-	-	315,927,019	-
Zero coupon note (note (b))	1,053,327,320	-	-	-
	1,053,327,320	-	315,927,019	-

GOLDMAN SACHS CAPITAL INVESTMENTS LIMITED
(formerly Trushelfco (No. 2953) Limited)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2004

10. OTHER INVESTMENTS (CONTINUED)

- (a) The subordinated note was issued by Capital Investments I, L.P. for £300,000,000 at a discount of £102,279,680. The note matures on 13 February 2009 at a par value of £402,279,680, and with a yield to maturity of 5.9041% per annum. An amount of £15,927,019 has been accrued for during the period.
- (b) The zero coupon note was issued by Wenlock Capital 3 Limited for £1,000,000,000 at a discount of £342,645,664. The note matures on 13 February 2009 at a par value of £1,342,645,664. An amount of £53,327,321 has been accrued for during the period.

11. DEBTORS

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

	The Group		The Company	
	2004	2003	2004	2003
	£	£	£	£
Amounts due from parent and group undertakings	10,870,611	2	11,349,926	2
Amounts due from related parties	7,991,349	-	-	-
Interest receivable	57,069,030	-	57,069,030	-
	75,930,990	2	68,418,956	2

12. CREDITORS: AMOUNTS FALLING DUE IN LESS THAN ONE YEAR

Other creditors, all of which are payable within one year of the balance sheet date, comprise:

	The Group		The Company	
	2004	2003	2004	2003
	£	£	£	£
Interest payable on floating rate note	3,930	-	-	-
Accrued swap interest payable	91,723,772	-	91,723,772	-
Amounts due to parent and group undertakings	10,078,154	-	5,530,930	-
Corporation tax payable	6,919,246	-	-	-
	108,725,102	-	97,254,702	-

13. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	The Group		The Company	
	2004	2003	2004	2003
	£	£	£	£
Due in more than two years but less than five years				
Floating rate note (note (a))	100,000	-	-	-
Senior Note (note (b))	737,163,043	-	-	-
Loan note (note(c))	287,314,017	-	287,314,017	-
Partnership interest payable (note (d))	12,941,349	-	-	-
Accrued interest payable (note (d))	195,829	-	-	-
	1,037,714,238	-	287,314,017	-

GOLDMAN SACHS CAPITAL INVESTMENTS LIMITED
(formerly Trushelfco (No. 2953) Limited)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2004

**13. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR
(CONTINUED)**

- (a) The floating rate note was issued to Wenlock Capital 2 Limited, a related party, on 13 February 2004 with a maturity date of 13 February 2009. The loan note is unsecured and carries interest at LIBOR. Wenlock Capital 2 Limited has an option to purchase a further £180,000,000 note.
- (b) The senior note was issued to Wenlock Capital 2 Limited for £700,000,000 at a discount of £238,652,586. The note, which matures on 13 February 2009 at a par value of £938,652,586, carries a yield to maturity of 5.9041% per annum.
- (c) The loan outstanding is held with the company's immediate parent undertaking, Goldman Sachs Financial Services L.P., and includes a principal amount of US\$550,110,000 and capitalised expenses of US\$240,000. The loan is due to mature on 13 February 2009, is unsecured and carries interest at LIBOR. The group entered into interest rate and cross currency swaps to hedge the US\$ exposure.
- (d) The group has entered into a forward sale agreement with Wenlock Capital 2 Limited, whereby the group will acquire the limited partnership interest in Capital Investments I, L.P., a limited partnership formed in Delaware, USA. The group will pay interest on the balance over the life of the transaction, on completion of the sale, and has accrued £195,829 for this at year end.

14. SHARE CAPITAL

At 31 December 2004 and 31 December 2003, share capital comprised:

	The Company			
	31 December 2004		31 December 2003	
	No.	£	No.	£
<u>Authorised</u>				
Ordinary shares of £1 each	350,000,000	350,000,000	100	100
	350,000,000	350,000,000	100	100
<u>Allotted, called up and fully paid</u>				
Ordinary shares of £1 each	28,750	28,750	2	2
	28,750	28,750	2	2

On 8 February 2004, 28,748 ordinary shares of £1 each were allotted to Goldman Sachs Financial Services L.P. The total consideration received was £28,748.

15. PROFIT AND LOSS ACCOUNT

	The Group Profit and loss account £	The Company Profit and loss account £
At 31 December 2003	-	-
Retained loss for the period	(15,649,830)	(40,651)
Exchange loss on consolidation	(14,616)	-
At 31 December 2004	(15,664,446)	(40,651)

GOLDMAN SACHS CAPITAL INVESTMENTS LIMITED
(formerly Trushelfco (No. 2953) Limited)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2004

16. FINANCIAL COMMITMENTS AND CONTINGENCIES

The group is exempt from the disclosures required by FRS13 as it does not meet the FRS13 definition of a bank or similar institution nor does it have instruments that meet the definition of capital instruments that are publicly listed or traded.

17. ANALYSIS OF NET FUNDS

	As at 1 January 2004	The Group		As at 31 December 2004
	£	Cash Flow £	Other movements £	£
Cash at bank in hand	-	1,545,334	-	1,545,334
Debt due in more than 1 year	-	1,005,150,000	(12,685,983)	992,464,017
Net Funds	-	1,006,695,334	(12,685,983)	994,009,351

18. RELATED PARTY DISCLOSURES

The group entered into the following related party transactions:

Goldman Sachs Capital Investments II Limited, a group company, issued a floating rate loan note to Wenlock Capital 2 Limited. The amount outstanding as at 31 December 2004 was £100,000 plus accrued interest of £3,930 (31 December 2003 :£Nil) (see note 13(a)).

Capital Investments I, L.P., a group company, issued a senior loan note to Wenlock Capital 2 Limited (see note 13(b)). The amount outstanding as at 31 December 2004 was £737,163,044, including £37,163,044 of accrued interest (31 December 2003 :£Nil).

Capital Investments Company L.L.C., a group company, purchased a loan note issued by Wenlock Capital 3 Limited during the period (see note 10 (b)). The amount outstanding as at 31 December 2004 was £1,053,327,320 (31 December 2003 : £Nil).

Goldman Sachs Capital Investments Limited entered into forward currency swap agreements and interest rate swap agreements with Wenlock Capital 1 Limited and Wenlock Capital 3 Limited during the period. The purpose of these swap agreements is to hedge the loan note issued to the immediate parent undertaking, which is US\$ denominated (see note 13 (c)).

Barclays Bank Plc. is the ultimate parent undertaking of Wenlock Capital 1 Limited, Wenlock Capital 2 Limited and Wenlock Capital 3 Limited.

As permitted by paragraph 3(c) of FRS 8, no disclosure is made of transactions with members or associated of The Goldman Sachs Group, Inc., who are considered the ultimate controlling entity.

GOLDMAN SACHS CAPITAL INVESTMENTS LIMITED
(formerly Trushelfco (No. 2953) Limited)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2004

19. *ULTIMATE AND IMMEDIATE PARENT UNDERTAKINGS*

The immediate parent undertaking is Goldman Sachs Financial Services L.P., a limited partnership registered in Delaware, United States of America.

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., with its principal place of business at 85 Broad Street, New York, NY 10004, United States of America. This company is incorporated in the United States of America.