

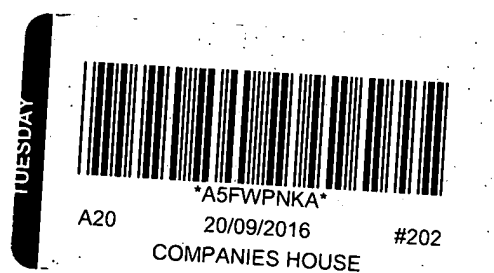
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# **RESONANCE INDUSTRIAL WIND PORTFOLIO LIMITED**

**Registration Number 05652046**

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**ANNUAL REPORT AND FINANCIAL STATEMENTS  
For the year ended 31 December 2015**



# **RESONANCE INDUSTRIAL WIND PORTFOLIO LIMITED**

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# **RESONANCE INDUSTRIAL WIND PORTFOLIO LIMITED**

## **COMPANY INFORMATION**

### **Directors**

Mr O Hilton  
Mr N J Wood  
Mrs M Peploe

### **Company Number**

05652046

### **Registered Office**

1 Tudor Street  
London  
EC4Y OAH

### **Auditor**

KPMG Channel Islands Limited  
Chartered Accountants  
& Statutory Auditor  
Gategny Court  
Gategny Esplanade  
St Peter Port  
Guernsey  
GY1 1WR

### **Company Secretary**

Mr S Eliatamby (resigned 21 March 2016)  
Mr D M Riley (appointed 21 March 2016)

# **RESONANCE INDUSTRIAL WIND PORTFOLIO LIMITED**

## **Directors' Report**

The directors present their Report and the financial statements of Resonance Industrial Wind Portfolio Limited (the "Company") for the year ended 31 December 2015.

### **PRINCIPAL ACTIVITY**

The principal activity of the Company during the year was the investment in renewable energy projects through investment in subsidiaries.

### **GOING CONCERN**

The Directors believe that the Company's financial statements should be prepared on a going concern basis on the grounds that current and future sources of funding or support will be more than adequate for the Company's needs. In the event that additional funds were needed to support the Company, subject to the project being commercial on a long term basis, the Directors would seek to procure and are confident that they would be able to secure any necessary funding from the parent company. The Company has a letter of support from Resonance British Wind Energy Income Limited, the ultimate controlling party of the Company. They have considered a period of twelve months from the date of approval of the financial statements considering all reasonable fluctuations in the forecast assumptions and currently forecast that the Company is commercial on a long term basis.

### **STATEMENT OF DIRECTORS' RESPONSIBILITIES**

The Directors are responsible for preparing the Directors' 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 Financial Reporting Standards for Smaller Entities (effective January 2015) and applicable law (United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities). 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 year.

In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting 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 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.

In so far as the Directors are aware:

- there is no relevant audit information of which the Company's auditor is unaware; and
- the Directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

# RESONANCE INDUSTRIAL WIND PORTFOLIO LIMITED

## Directors' Report *(continued)*

### **DIRECTORS AND DIRECTORS' INTERESTS**

The Directors who served the company during the year and up to the date of this report were as follows:

Miss F Collins  
Mr O Hilton  
Mr N J Wood  
Mrs M Peploe

Mrs M Peploe was appointed as a director on 25 November 2015.

Miss F Collins resigned as a director on 25 November 2015.

No Director of the Company holds a beneficial interest in the shares of the Company. The Company did not pay the Directors any emoluments in the current or prior periods.

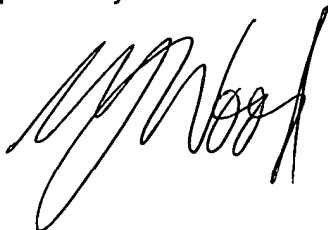
### **AUDITOR**

In accordance with Section 487 of the Companies Act 2006, a resolution for the re-appointment of KPMG Channel Islands Limited as auditors of the Company is to be proposed at the forthcoming Board meeting.

### **SMALL COMPANY PROVISIONS**

This Report has been prepared in accordance with the provisions for small companies under Part 15 of the Companies Act 2006.

This Report was approved by the Board on 30 June 2016 and signed on its behalf by:

A handwritten signature in black ink, appearing to be 'N J Wood', written in a cursive style.

Mr N J Wood  
Director

## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF RESONANCE INDUSTRIAL WIND PORTFOLIO LIMITED**

We have audited the financial statements of Resonance Industrial Wind Portfolio Limited for the year ended 31 December 2015 set out on pages 6 to 13. The financial reporting framework that has been applied in their preparation is applicable law and the Financial Reporting Standard for Smaller Entities (effective January 2015) (United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities).

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 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 AUDITOR**

As explained more fully in the Statement of Directors' Responsibilities set out on page 2, 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 Ethical Standards for Auditors.

### **SCOPE OF THE AUDIT OF THE FINANCIAL STATEMENTS**

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at [www.frc.org.uk/auditscopeukprivate](http://www.frc.org.uk/auditscopeukprivate).

### **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 2015 and of its return for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities; 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 year for which the financial statements are prepared is consistent with the financial statements.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF  
RESONANCE INDUSTRIAL WIND PORTFOLIO 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 prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption in preparing the Directors' Report and take advantage of the small companies exemptions from the requirement to prepare a strategic report.



STEVEN D STORMONTH (Senior Statutory Auditor)  
For and on behalf of  
KPMG CHANNEL ISLANDS LIMITED  
Chartered Accountants & Statutory Auditor

Gategny Court  
Gategny Esplanade  
St Peter Port  
Guernsey  
GY1 1WR

~~29 June~~ 2016  
L. S. S.

# **RESONANCE INDUSTRIAL WIND PORTFOLIO LIMITED**

## **Profit and Loss Account**

**For the Year Ended 31 December 2015**

	Note	2015 £	2014 £
<b>TURNOVER</b>		–	–
Administrative expenses		<u>19,559</u>	<u>11,161</u>
<b>OPERATING LOSS</b>	<b>2</b>	<b>(19,559)</b>	<b>(11,161)</b>
Interest receivable		<u>683,038</u>	<u>851,605</u>
Interest payable and similar charges		<u>(778,472)</u>	<u>(891,766)</u>
<b>LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		<b>(114,993)</b>	<b>(51,322)</b>
Tax on losses group surrendered	<b>3</b>	<u>22,999</u>	–
<b>LOSS FOR THE FINANCIAL YEAR</b>		<b><u>(91,994)</u></b>	<b><u>(51,322)</u></b>

The loss for the year arises from the Company's 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.

The notes on pages 8 to 13 form part of these financial statements.



# RESONANCE INDUSTRIAL WIND PORTFOLIO LIMITED

## Balance Sheet

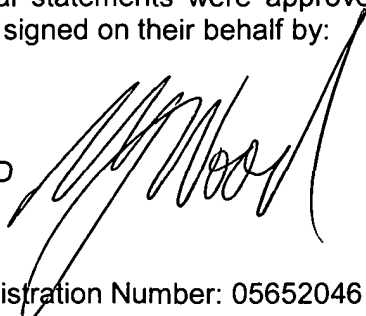
For the Year Ended 31 December 2015

	Note	2015 £	2014 £
<b>FIXED ASSETS</b>			
Investments	4	<u>12,794,996</u>	<u>13,848,325</u>
<b>CURRENT ASSETS</b>			
Debtors	5	23,398	99,991
Cash at bank		<u>9,024</u>	<u>6,671</u>
		32,422	106,662
<b>CREDITORS: Amounts falling due within one year</b>	6	<u>793,289</u>	<u>816,856</u>
<b>NET CURRENT LIABILITIES</b>		<u>(760,867)</u>	<u>(710,194)</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<b>12,034,129</b>	<b>13,138,131</b>
<b>CREDITORS: Amounts falling due after more than one year</b>	7	<u>(9,837,120)</u>	<u>(10,849,128)</u>
		<u><b>2,197,009</b></u>	<u><b>2,289,003</b></u>
<b>CAPITAL AND RESERVES</b>			
Called up equity share capital	9	2,222,067	2,222,067
Other reserves	10	215,389	215,389
Profit and loss account	10	<u>(240,447)</u>	<u>(148,453)</u>
<b>SHAREHOLDER'S FUNDS</b>	10	<u><b>2,197,009</b></u>	<u><b>2,289,003</b></u>

These financial statements have been prepared in accordance with the special provisions relating to companies subject to the small companies regime within Part 15 of the Companies Act 2006 and in accordance with the Financial Reporting Standard for Smaller Entities (effective January 2015).

These financial statements were approved by the Directors and authorised for issue on 30 June 2016, and are signed on their behalf by:

MR N J WOOD  
Director



Company Registration Number: 05652046

The notes on pages 8 to 13 form part of these financial statements.

# **RESONANCE INDUSTRIAL WIND PORTFOLIO LIMITED**

## **Notes to The Financial Statements For the Year Ended 31 December 2015**

### **1. ACCOUNTING POLICIES**

#### **a) Basis of accounting**

The financial statements of the Company have been prepared under the historical cost convention, and in accordance with the Financial Reporting Standard for Smaller Entities (effective January 2015) (UK Generally Accepted Accounting Practice applicable to Smaller Entities) and on a going concern basis.

#### **b) Going Concern**

The Company has returned losses in its initial years of trading, the financial statements, however have been prepared on the going concern principle.

The Directors believe that the Company's financial statements should be prepared on a going concern basis on the grounds that current and future sources of funding or support will be more than adequate for the Company's needs. In the event that additional funds should be needed to support the Company, subject to the project being commercial on a long term basis, the Directors would seek to procure and are confident that they would be able to secure any necessary funding from the parent company. The Company has a letter of support from Resonance British Wind Energy Income Limited, the ultimate controlling party of the Company. They have considered a period of twelve months from the date of approval of the financial statements considering all reasonable fluctuations in the forecast assumptions and currently forecast that the Company is commercial on a long term basis.

The Directors believe that no further disclosures relating to the Company's ability to continue as a going concern need to be made in these financial statements.

#### **c) Consolidation**

In the opinion of the Directors, the Company and its subsidiary undertakings comprise a small group. The Company has therefore taken advantage of the exemption provided by Section 398 of the Companies Act 2006 not to prepare group financial statements.

#### **d) Interest receivable and payable**

Interest receivable and payable is recognised on an accruals basis.

#### **e) Trade and other debtors**

Trade and other debtors are initially recognised at fair value and subsequently carried at amortised cost less provisions for impairment.

#### **f) Financial liabilities**

Creditors and financial liabilities are recognised initially at fair value, net of directly attributable transaction costs. Creditors are subsequently stated at amortised cost.

# RESONANCE INDUSTRIAL WIND PORTFOLIO LIMITED

## Notes to The Financial Statements (continued) For the Year Ended 31 December 2015

### 1. ACCOUNTING POLICIES (continued)

#### g) Financial instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its financial liabilities.

Where the contractual obligations of financial instruments (including share capital) are equivalent to a similar debt instrument, those financial instruments are classed as financial liabilities. Financial liabilities are presented as such in the balance sheet. Finance costs and gains or losses relating to financial liabilities are included in the profit and loss account. Finance costs are calculated so as to produce a constant rate of return on the outstanding liability.

Where the contractual terms of share capital do not have any terms meeting the definition of a financial liability then this is classed as an equity instrument. Dividends and distributions relating to equity instruments are debited direct to equity.

#### h) Investment in subsidiaries

In making the decision for classification of entities as subsidiaries the Directors of the Company have considered the equity holding and the ability to exercise dominant influence and control over the investee Company. All investments held are considered to be subsidiary companies. Investments in subsidiary undertakings are stated at cost less provision for impairment. Cost represents the aggregate cash consideration, costs incurred and either the fair value or the nominal value of the shares issued.

### 2. OPERATING LOSS

Operating loss is stated after charging:

	2015 £	2014 £
Directors' remuneration	—	—
Auditor's fees	<u>5,055</u>	<u>5,000</u>

### 3. TAXATION ON ORDINARY ACTIVITIES

#### Analysis of charge in the year

	2015 £	2014 £
Current tax:		
Other adjustments – losses group surrendered	<u>22,999</u>	—
Total current tax	<u>22,999</u>	—

The company has group surrendered losses of £114,993 (2014: £Nil) at a rate of 20% for £22,999 (2014: £Nil). There is no tax charge due to tax losses. Tax losses at 31 December 2015 carried forward were £390,425 (2014: £275,632). No deferred tax asset has been recognised on this amount as it is uncertain that there will be taxable profits arising from which the future reversal of the deferred tax asset could be deducted.

# RESONANCE INDUSTRIAL WIND PORTFOLIO LIMITED

## Notes to The Financial Statements (continued) For the Year Ended 31 December 2015

### 4. INVESTMENTS

	Group Undertakings £
<b>EQUITY</b>	
At 1 January 2015 and 31 December 2015	<u>3,803,648</u>
<b>LOANS</b>	
At 1 January 2015	10,044,677
Interest in year	683,033
Repaid in year	<u>(1,736,362)</u>
At 31 December 2015	<u>8,991,348</u>
<b>NET BOOK VALUE</b>	
At 31 December 2015	<u>12,794,996</u>
At 31 December 2014	<u>13,848,325</u>

The Company owns 100% of the issued share capital of Workington Energy Limited (WEL), a Company incorporated in England and Wales that generates electricity from wind power.

In the year to 31 December 2015, WEL showed a profit after taxation of £455,788 (2014: £189,436) and aggregated capital and reserves of £1,018,540 (2014: £562,752).

The Company also has a loan account with WEL on which interest is charged at 7%. There are no set terms of repayment other than accumulated interest is repaid prior to capital.

The Company owns 100% of the issued share capital of Newport Wind Direct Limited (NWDL), a Company incorporated in England and Wales that generates electricity from wind power. Its results to 31 December 2015 show a loss of £170,128 (2014: loss of £514,756) and aggregated capital and reserves of £677,597 (2014 £847,725).

The Company also has a loan account with NWDL on which interest is charged at 7%. There are no set terms of repayment other than accumulated interest is repaid prior to capital.

The Company owns 100% of the issued share capital of Garstang Wind Direct Ltd (GWDL), a Company incorporated in England and Wales, which generates electricity from wind power. Its results to 31 December 2015 show a profit of £55,129 (2014: loss of £257,411) and net assets of £7,646 (2014 deficit: £47,483).

The Company also has a loan account with GWDL on which interest is charged at 7%. There are no set terms of repayment other than accumulated interest is repaid prior to capital.

Under the provision of section 398 of the Companies Act 2006 the Company is exempt from preparing consolidated accounts and has not done so, therefore the accounts show information about the Company as an individual entity.

# **RESONANCE INDUSTRIAL WIND PORTFOLIO LIMITED**

## **Notes to The Financial Statements (continued)** **For the Year Ended 31 December 2015**

### **5. DEBTORS**

	2015	2014
	£	£
Amounts owed by group undertakings	22,999	99,791
Other debtors	205	200
Prepayments and accrued income	194	—
	<u>23,398</u>	<u>99,991</u>

### **6. CREDITORS: Amounts falling due within one year**

	2015	2014
	£	£
Amounts owed to group undertakings	786,970	810,606
Accruals and deferred income	6,319	6,250
	<u>793,289</u>	<u>816,856</u>

### **7. CREDITORS: Amounts falling due after more than one year**

	2015	2014
	£	£
Amounts owed to group undertakings	<u>9,837,120</u>	<u>10,849,128</u>

The amount due to group undertakings bears interest of 7% per year compounded on a daily basis. The loan is repayable in 30 equal instalments at 6 monthly intervals. £6,689,240 (2014 £7,773,154) of the loan balance will be due after more than five years.

# RESONANCE INDUSTRIAL WIND PORTFOLIO LIMITED

## Notes to The Financial Statements (continued) For the Year Ended 31 December 2015

### 8. RELATED PARTY TRANSACTIONS

The Company has a loan account with its subsidiary, Workington Energy Limited (WEL). At 31 December 2015 there was an amount of £nil (2014: £99,791) due from WEL and included in debtors in these financial statements. In addition included in investments is an interest bearing loan of £963,887 (2014: £1,601,856). Interest of £101,020 (2014: £209,226) was charged during the year and capital and interest repayments of £738,988 (2014 £629,604) were received.

The Company has a loan account with its subsidiary, Newport Wind Direct Limited (NWDL). At 31 December 2015 there was included in investments an interest bearing loan of £5,018,635 (2014: £5,093,851). Interest of £357,760 (2014: £158,985) was charged during the year and capital and interest repayments of £432,976 (2014 £50,153) were received.

The Company has a loan account with its subsidiary, Garstang Wind Direct Limited (GWDL). At 31 December 2015 there was included in investments an interest bearing loan of £3,008,827 (2014: £3,348,971). Interest of £224,253 (2014: £483,386) was charged during the year and capital and interest repayments of £564,396 (2014 £370,000) were received.

During the prior year loans with Resonance British Wind Energy Income Limited (RBWEI) and Resonance British Wind Energy Income Limited Partnership (RBWEILP) were consolidated and reassigned to Resonance Wind Finance Limited (RWFL). The total interest charged on this loan during the year being £778,472 (2014: £891,766) and capital and interest repayments of £1,814,116 (2014 £1,150,684) were received. As at 31 December 2015 the total amount outstanding to RWFL is £10,624,090 (2014 £11,659,734) which is included in creditors in these financial statements.

Tax losses of £114,993 (2014: £Nil) have been group surrendered to Workington Energy Limited for £22,999 (2014: £Nil). At 31 December 2015 the amount owed by Workington Energy Limited was £22,999 (2014: £Nil) which amount is included in debtors in these accounts.

In the Directors' opinions all the above transactions have been made at arm's length and at commercial rates.

### 9. SHARE CAPITAL

**Authorised, Allotted, called up and fully paid:**

	2015		2014	
	No	£	No	£
Ordinary shares of £1 each	<u>2,222,067</u>	<u>2,222,067</u>	<u>2,222,067</u>	<u>2,222,067</u>

The ordinary shares carry full voting rights at general meetings of the Company. Dividends issued will fluctuate depending on results.

# RESONANCE INDUSTRIAL WIND PORTFOLIO LIMITED

## Notes to The Financial Statements (continued) For the Year Ended 31 December 2015

### 10. RECONCILIATION OF SHAREHOLDER'S FUNDS AND MOVEMENT ON RESERVES

	Share capital	Capital contribution reserve	Profit and loss account	Total shareholder's funds
	£	£	£	£
Balance brought forward	2,222,067	215,389	(148,453)	2,289,003
Loss for the year	—	—	(91,994)	(91,994)
Balance carried forward	<u>2,222,067</u>	<u>215,389</u>	<u>(240,447)</u>	<u>2,197,009</u>

The capital contribution reserve represents loans that were waived and accounted for as a capital contribution.

### 11. ULTIMATE PARENT COMPANY

In the Directors' opinion, the immediate and ultimate controlling undertaking is Resonance British Wind Energy Income Limited, a Company registered in Guernsey.