Sindicatum Carbon Capital Services Limited

Company Registration Number 06245343

Financial Statements

For The Period Ended 31 December 2007

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Sindicatum Carbon Capital Services Limited Financial Statements for the period ended 31 December 2007

Directors and Advisors

Directors

A Razzouk (Appointed 14 May 2007) R Wilkinson (Appointed 14 May 2007)

S Zuanic (Appointed 14 May 2007 and resigned 6 Oct 2008) S Nair (Appointed 14 May 2007 and resigned 3 July 2007)

S Wood (Appointed 22 Nov 2007)

Secretary

Mr N Kelly (Appointed 14 May 2007)

Company number

06245343 (Incorporated 14 May 2007 in England & Wales)

Registered office

18 Hanover Square London W1S 1HX

Auditors

PriceWaterhouseCoopers LLP 1 Embankment Place London WC2N 6RH

Bankers

HSBC Bank plc 8 Canada Square London E15 5HQ

Sindicatum Carbon Capital Services Limited Financial Statements for the period ended 31 December 2007

C	ontents	Page
•	Directors Report	4
•	Audit Report	6
•	Income Statement	7
•	Balance Sheet	8
•	Cashflow Statement	9
•	Statement of Recognised Income and Expense	9
•	Notes to the Accounts	10

Sindicatum Carbon Capital Services Limited Financial Statements for the period ended 31 December 2007

Directors' Report

The Directors present their report and audited financial statements for the period ended 31 December 2007

The company was incorporated on 14 May 2007 and the reports and financial statements have been prepared for the seven months ("period") to 31 December 2007

Principal activities and review of the business

The principal activity of the company is to provide services to group companies in the development of projects which reduce greenhouse gas emissions, with a view to obtaining emission reduction credits under the Kyoto Protocol

The directors are satisfied with the results for the period. The company will pursue its established management policies and it is anticipated that there will be an effective response to the challenges of the oncoming year.

The company faces risks in its day to day operations and details of the company and group's risk management policies are disclosed in the financial statements of Sindicatum Carbon Capital Holdings Limited

Key Performance Indicators ("KPIs")

The Directors of Sindicatum Carbon Capital Services Limited manage the Sindicatum Carbon Capital Group's operations on a group-wide basis. For this reason, the Directors of the Company believe that analysis using key performance indicators for the Company is not necessary or appropriate for an understanding of the development, performance or position of the business of the Company. The development, performance and position of the Sindicatum Carbon Capital Holdings Limited, which includes the Company, is discussed in the Directors' Report of Sindicatum Carbon Capital Holdings Limited which does not form part of this report.

Results and dividends

The results for the year are set out on page 7

The directors do not recommend the payment of a dividend

Directors

The following Directors have held office since the dates shown below

A Razzouk (Appointed 14 May 2007) R Wilkinson (Appointed 14 May 2007)

S Zuanic (Appointed 14 May 2007 and resigned 6 Oct 2008) S Nair (Appointed 14 May and resigned 3 July 2007)

S Wood (Appointed 22 Nov 2007)

Directors' interests

On 30 May 2007 the Sindicatum Carbon Capital group went through a group restructuring whereby Sindicatum Carbon Capital Holdings Limited became the ultimate parent of the company

The directors' interests are disclosed in the financial statements of Sindicatum Carbon Capital Holdings Limited

Auditors

A resolution to reappoint the auditors, PricewaterhouseCoopers LLC, will be proposed at the Annual General Meeting

Sindicatum Carbon Capital Services Limited Financial Statements for the period ended 31 December 2007 Directors' Report (continued)

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 the company financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union. In preparing these financial statements, the directors have also elected to comply with IFRSs, issued by the International Accounting Standards Board (IASB). 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 then apply them consistently,
- make judgements and estimates that are reasonable and prudent,
- state that the financial statements comply with IFRSs as adopted by the European Union and IFRSs issued by IASB
- 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

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 that 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.

The directors are responsible for the maintenance and integrity of the company's website and legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions

Provision of information to auditors

- (a) so far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware, and
- (b) the directors have taken all the steps that ought to have been taken as directors in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information

On behalf of the board

Mr R Wilkinson Director

30 October 2008

Sindicatum Carbon Capital Services Limited Financial Statements for the period ended 31 December 2007

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF SINDICATUM CARBON CAPITAL SERVICES LIMITED

We have audited the financial statements of Sindicatum Carbon Capital Services Limited for the period ended 31 December 2007 which comprise the Income Statement, the Balance Sheet, the Cash Flow Statement, Statement of Recognised Income and Expense 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 International Financial Reporting Standards (IFRSs) as adopted by the European Union 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 whether the financial statements have been 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 judgments 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 IFRSs as adopted by the European Union, of the state of the company's affairs as at 31 December 2007 and of its loss and cash flows 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

Prictialehoust Coopers LLP

PricewaterhouseCoopers LLP Chartered Accountants and Registered Auditors London

30 October 2008

Sindicatum Carbon Capital Services Limited Income Statement For the period ended 31 December 2007

	Notes	7 months ended 31/12/2007 £
Revenue Cost of sales	5	3,341,455 (376,706)
Gross Profit		2,964,749
Other gains and losses Administration expenses	6	(42,285) (3,145,834)
Finance costs	7	(67,923)
Loss for the period before tax Tax	8 10	(291,293)
Loss for the period after tax		<u>(291,293)</u>

All of the activities of the company are from continuing operations

There is no material difference between the loss on ordinary activities before taxation and the retained loss for the financial period and their historical cost equivalents

Sindicatum Carbon Capital Services Limited Balance Sheet

Αt	31	Dece	mbe	er 2	2007

A 4 -	Notes	31/12/2007 £
Assets		-
Non-current assets		
Property, Plant and equipment	9	37,935
Intangible assets	11	110,583
Total non-current assets		148,518_
Current Assets		
Trade and other receivables	12	2,534,849
Cash and bank balances	13	506,722_
Total Current Assets		3,041,571
Total Assets		3,190,089
Equity and liabilities		
Capital and reserves		
Issued Capital	14	500
Retained Earnings	15	(291,293)
Total Equity		(290,793)
Trade and other payables	16	3,480,882
Total current liabilities		3,480,882
Total Liabilities		3,480,882
Total Equity and liabilities		3,190,089

The notes on pages 10 to 18 are an integral part of these financial statements

On Behalf of the Board

301000

R WILKINSON

DIRECTOR

Sindicatum Carbon Capital Services Limited Cashflow Statement For the period ended 31 December 2007

For the period ended 31 December 2007		7 months
	Notes	ended 31/12/2007 £
Cash flows from operating activities		-
Loss for the period		(291,293)
Finance costs recognised in profit or loss		67,923
Depreciation and impairment of non-current assets		251,670
Movements in working capital		(400 500)
(Increase)/Decrease in trade and other receivables		(133,503)
Increase/(Decrease) in trade and other payables	21	530,942 (2,401,346)
Increase/(Decrease) in related party receivables Proceeds from related parties	21	2,949,940
Cash generated from operations	21	974,333
Interest paid		(67,923)
Net cash generated by operating activities		906,410
Cash flows from investing activities		
Payments for property, plant and equipment		(289,605)
Payments for intangible assets		(110,583)
Net cash used in investing activities		(400,188)
Cash flows from financing activities		500
Proceeds from issues of equity shares Net cash generated in financing activities		500
Net Increase/(Decrease) in cash and cash equivalents		506,722
Cash and cash equivalents at the begining of the financial period		
Cash and cash equivalents at the end of the		
financial period	13	506,722
Statement of recognised income and expense		
For the period ended 31 December 2007		Period ended <u>31/12/2007</u> £
Loss for period		(291,293)
Total recognised income and expense for the period		(291,293)

1 General information

Sindicatum Carbon Capital Services Limited (the Company) principal activity is to provide services to group companies in the development of greenhouse gas emission reduction projects that enable business and host countries to reduce carbon emissions. The Company is a wholly owned subsidiary of Sindicatum Carbon Capital Holdings Limited, a company registered in England and Wales. The ultimate holding company and producer of consolidated financial statements is Sindicatum Carbon Capital Holdings Limited whose registered office and principal place of business is 18 Hanover Square, London, W1S 1HX

Significant accounting policies

2 Basis of preparation

The financial statements have been prepared on the historical cost basis except for the revaluation of certain noncurrent assets and financial instruments in accordance with EU Endorsed IFRS standards and the company's interpretation of IFRIC standards. The principal accounting policies are set out below

The Company financial statements were authorised for issue by the Directors on 30 October 2008

3 Statement of compliance

The financial statements have been prepared in accordance with European Union endorsed International Financial Reporting Standards and IFRIC interpretation and the Companies Act 1985 applicable to companies reporting under IFRS

4 Adoption of new and revised standards

The Company has adopted IFRS 7 Financial Instruments Disclosures which is effective for annual reporting periods beginning on or after 1 January 2007, and the consequential amendments to IAS 1 Presentation of Financial Statements

The impact of the adoption of IFRS 7 and the changes to IAS 1 has been to expand the disclosures provided in these financial statements regarding the Entity's financial instruments and management of capital. Seven Interpretations issued by the International Financial Reporting Interpretations. Committee are effective for the current period. These are

- IFRIC 7 Applying the Restatement Approach under IAS 29, Financial Reporting in Hyperinflationary Economies
- IFRIC 8 Scope of IFRS 2,
- IFRIC 9 Reassessment of Embedded Derivatives
- IFRIC 10 Interim Financial Reporting and Impairment
- IFRIC 11 Group and Treasury Share Transactions
- IFRIC 12 Service Concession Arrangements
- IFRIC 14 The Limit of a defined Benefit Assets, Minimum funding Requirement

The adoption of these interpretations has not led to any changes in the company's accounting policies

Standards and Interpretations issued but not yet effective

- IFRS 8 Segment Reporting
- IFRIC 13 Customer Loyalty Programmes
- IFRIC 16 Hedge of a Net Investment in a Foreign Operation

The company believes the adoption of these standards will have no impact on the financial reports of the company

Revenue

Revenue is recognised on services performed in the period and excludes value added tax. The Company also received sponsorship revenue in the period in conjunction with its work.

Taxation

Tax expense represents the sum of the current tax and deferred tax

Current tax is based on taxable profit for the year. Taxable profit differs from profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

SINDICATUM CARBON CAPITAL Services Limited Notes to the financial statements (continued) For the period ended 31 December 2007

Intangible assets

Intangible assets are stated at cost less accumulated amortisation and impairment losses

The Company utilises internal resources as well as third party subcontractors to develop the Group's Carbon Emission Reduction project portfolio These costs are assessed as to whether they qualify for capitalisation and recognition as intangible assets. In complying with the general requirements for an initial measurement of an intangible asset, qualification criteria for capitalisation are met only when specific project milestones have been achieved, specifically when technical and commercial feasibility can be demonstrated and cost can be reliably measured It must also be probable that the related costs will generate future economic benefits and that the amount capitalised is clearly identifiable and allocable to a specific project

Project costs capitalised are subsequently amortised by transfer to inventories as CERs are produced from the projects These assets are reviewed for impairment annually

Property, plant & equipment

Tangible Fixed Assets are recorded at cost less depreciation in accordance with the recognition criteria detailed in IAS 18, Property Plant and Equipment

Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over it expected useful life. The depreciation rates applied are

Office equipment Fixtures & Fittings Monitoring Equipment Motor Vehicles

25 00% Reducing Balance 25 00% Reducing Balance 10 Years Straight Line

33 33% Reducing balance

impairment of tangible and intangible assets excluding goodwill

At each balance sheet date, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any) Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs

Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods

Critical judgements in applying accounting policies

The Directors do not believe there are any critical judgements applied within the accounts

5	R	ev	e	n	ue

An analysis of the company's revenue for the period	7 months ended 31/12/2007 £
Revenue from sponsorship	20,237
Revenue from the rendering of services	3,321,218
	3,341,455
6 Other gains and losses	
	7 months ended 31/12/2007 £
Net foreign exchange Loss	(42,285)
Net loleigh exertainge 2000	(42,285)
	(42,200)
7. Finance Costs	
	7 months ended
	31/12/2007
	£
Interest on bank overdrafts and loans	26
Interest on loans from group entities	67,897
Total interest expense	67,923

8. Loss for the Period

Loss for the period has been arrived at after charging	7 months ended 31/12/2007
	£
Depreciation of property, plant and equipment Impairment of property, plant and equipment Staff Costs (see Below) Directors Emoluments Audit fees	5,076 246,594 1,298,994 207,029 22,800
8.1. Staff Costs	
Wages Social security benefits Other benefits	1,081,785 131,277 85,932
	1,298,994_
Average staff within period	23
8 2 Staff Category Analysis	2
Executive Business development	3
Climate change	5
Project delivery	5 1
Legal	1 7
Finance & Administration	23

9 Property, plant and equipment

Net Book Value at 31 December 2007

	Monitoring Equipment	Plant and Equipment	Total
	£	£	£
Cost			
Balance at incorporation	-	-	-
Additions	246,594	43,011	289,605
Balance at 31 December 2007	246,594	43,011	289,605
Accumulated Depreciation and impairment			
	Monitoring Equipment	Plant and Equipment	Total
	£	£	£
Balance at incorporation	_	-	-
Depreciation Expense	(246,594)	(5,076)	(251,670)
Balance at 31 December 2007	(246,594)	(5,076)	(251,670)

The directors have made provision for impairment charges relating to plant and equipment. The equipment was purchased for use within a project. When this project was aborted the equipment became impaired. The directors have judged that the equipment has no value in use or resale value and the assets have been written down to a value of nil.

37,935

37,935

10. Deferred and Current Tax	7 months ended 31/12/2007
Тах	£
Current corporation tax charge	· _
Factors affecting the tax charge for the period	
Loss on ordinary activities before taxation	(291,293)
Loss on ordinary activities before taxation at the standard rate of	
UK corporation tax of 30%	(87,388)
Effect of	
Non deductible expenses	7,760
Depreciation and impairment charge	75,501
Capital allowances	(54,895)
Unrelieved tax losses arising in the period	59,022
	87,388
Current corporation tax charge	<u> </u>

There is no tax liability arising in the period due to losses incurred. Trading losses available to be carried forward is £196,741

Deferred tax assets

At the period end the company had a net potential deferred tax asset amounting to £79,628 comprising tax losses of £59,022 and timing differences of £20,606. The company does not recognise the deferred tax. In its balance sheet

11. Intangible Assets

	Capitalised Development £	Total £
Cost	_	-
Balance at incorporation	-	-
Additions Disposals	110,583	110,583 -
Balance at 31 December 2007	110,583	110,583

At the period end there was no amortisation charge as the assets were not available for use

12 Other ass	ets
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Net loss

Balance at end of period

12 Other assets	Current 31/12/2007 £
Amounts owing from group entities Trade Receivables Prepayments Other Debtors Deposits	2,401,346 20,237 98,415 11,511 3,340
13. Cash and Cash Equivalents	2,534,849
Cash and bank balances	31/12/2007 £ 506,722
14 Share Capital	506,722
	31/12/2007 £
Issued 50,000 Fully Pard Ordinary Shares of 1p, on 14 May 2007 Authorised Share Capital (10,000,000 shares of 1p)	500 100,000
The company has only one class of ordinary share in issue carrying no prefe	rential rights
15. Retained earnings and dividends	31/12/2007 £
Balance at incorporation	-

(291,293)

(291,293)

16. Trade and Other Payables

16. Frade and Other Payables	31/12/2007 £
Trade Payables	333,119
Accruals	190,166
Amounts owed to group entities	2,949,940
PAYE & VAT	7,657
	3,480,882

17. Contingent Assets and Liabilities

The Company does not have any contingent assets or liabilities at the 31 December 2007

18. Commitments to Expenditure

The company has no Capital commitments at the balance sheet date

19 Events after the Balance Sheet Date

On 14 August 2008 Sindicatum Carbon Capital Holdings Group (SCC) announced the initial closing of a co-investment vehicle, the Istithmar & Sindicatum Climate Change Partnership, L.P. ("ISCCP" or the "Fund") with commitments of, US\$ 279 million, from an international investor base. The ISCCP will solely finance the pipeline of greenhouse-gas reduction projects under development by SCC. As a consequence, Sindicatum Carbon Capital Holdings Group will benefit from a capital base large enough to allow a significant international scale-up of its project pipeline.

On the 6 February 2008 the group Carbon Credit Investment Holdings Company Limited acquired 200,000 Ordinary A shares in Sindicatum Carbon Capital Holdings Limited for consideration of ten million pounds

20 Expenses By Nature

Zo Expenses by Marare	31/12/2007 £
Business development	130,113
Staff costs	1,506,024
Occupancy costs	219,708
Depreciation, amortisation and impairment charges	251,670
Marketing costs	55,851
Travel expenses	540,957
Professional fees	574,348
Other expenses	243,869
Total	3,522,540

21. Related Party Transactions

	Sales of Services 2007	Purchases of Services 2007	Amounts owed by Group Companies 2007	Amounts owed to Group Companies 2007
_	£	£	£	£
Sindicatum Carbon Capital Holdings Limited		67,897	-	68,976
Sindicatum Carbon Capital Limited	3,001,218	-	2,141,352	2,879,263
Sindicatum Carbon Technology Limited	240,000	-	248,769	-
Sindicatum Carbon Capital International Limited	80,000	-	11,225	-
Sindicatum Carbon Capital (Asia) Limited	-	-	-	1,701
- -	3,321,218	67,897	2,401,346	2,949,940

All entities are part of the Sindicatum Carbon Capital Holdings Limited Group

22. Ultimate controlling party

The company's immediate parent company is Sindicatum Carbon Capital Holdings Limited, which owns 100% of the issued share capital of the company

There is no single ultimate controlling party of the company, however Sindicatum Holdings Limited, Citigroup Venture Capital International, AIG Capital Partners, Black River Commodity Clean Energy Investment Fund, Gulf One Investment Holdings and CapitalE Group are significant shareholders of the parent company Sindicatum Carbon Capital Holdings Limited