

FAIRFIELD WINDFARM LIMITED

Registered Number 06708608

ANNUAL REPORT AND FINANCIAL STATEMENTS

For the year ended 31 December 2011

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CONTENTS

Pager Directors' report Directors' responsibilities statement Independent Auditor's report Profit and loss account Balance sheet Cash flow statement Notes to the financial statements

Directors

John Joseph Cockin Philippe Crouzat Bruno Kold Larsen Ronan Emmanuel Lory Laurence Juin Neil McDermott

Company Secretary

Stephane Kaczorowski

Auditor

KPMG LLP 100 Temple Street Bristol BS1 6AG

Registered Office

40 Grosvenor Place Victoria London SW1X 7EN

DIRECTORS' REPORT

The Directors present their annual report and financial statements for the year ended 31 December 2011

Principal activities and review of the business

In May 2008, EDF Energy Renewables Limited entered into a Joint Venture Agreement whereby EDF Energies Nouvelles S A and EDF Energy (Energy Branch) Plc agreed to cooperate by way of Joint Venture in the development, financing, procurement, construction, ownership, operation and maintenance of UK based renewable energy projects

As part of this Joint Venture Agreement, all assets that were transferred to the Joint Venture by the shareholders will be owned by a Special Purpose Company ("SPC") that is specific to that asset Each SPC will be a 50/50 Joint Venture between EDF Energies Nouvelles S A and EDF Energy (Energy Branch) Plc Fairfield Windfarm Limited is one such SPC. In September 2008, Fairfield Windfarm Limited acquired the rights to an onshore wind project at White Haven on the North West coast of England. At 31 December 2010 the project was under construction, and operation commenced in early 2011.

Principals risks and uncertainties

The principal risks to the profitability of the windfarm are wind volumes, energy price market volatility in interest rate risk and foreign currency risk

Revenues for the year met expectations. This was primarily due to wind speeds which were low during the first half of the year, but improved during the second half of the year. Going forward management are confident that over the medium term wind speeds in the UK will maintain their medium term averages and therefore future results are anticipated to be in line with expectations.

Energy price volatility risk is mitigated by rigorous project assessment and continual review of the forecast profitability of the project

The Company's exposure to interest rate fluctuations on its borrowings and deposits is managed principally through the use of fixed rate debt instruments and swap agreements. The Company's policy is to use derivatives to reduce exposure to short-term interest rates and not for speculative purposes.

The Company's exposure to foreign currency risk mainly relates to Euro denominated transactions. The Company's policy is to hedge/fix known currency exposures as they arise. The Company enters into forward currency purchase contracts to fix the Sterling price for future foreign currency denominated transactions.

Future Outlook

Management consider that the UK market for renewable energy products will remain strong for the foreseeable future and the UK Government has well publicised its intention to continue its support for the industry. Management consider that this will lead to a strong market pricing for renewable energy that will support the Company's financial projections leading to strong profitability and cash flows.

Results and dividends

The profit for the year, before taxation, amounted to £484,000 (2010 £26,000 loss), and after taxation, amounted to £358,000 (2010 £19,000 loss) No dividends were paid in the year (2010 £Nil)

DIRECTORS' REPORT continued

Directors

Directors who held office during the year and subsequently were as follows

John Joseph Cockin Philippe Crouzat Bruno Kold Larsen Gordon Boyd

(resigned 1 September 2011)

Laurence Juin Neil McDermott

Ronan Emmanuel Lory

(appointed 1 September 2011)

None of the Directors have an employment contract with the Company in the current year. One is employed by EDF Energy (Energy Branch) plc, two by EDF Energy plc and three by EDF Energies Nouvelles S.A. They all have employment contracts with those Companies.

Political and charitable contributions

The Company made no charitable or political contributions in the year (2010 £Nil)

Disclosure of information to Auditor

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

- so far as the Director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- the Director has taken all the steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006

Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office

By order of the Board

Stephane Kaczorowski Company Secretary

Jun 25, 2, 12

40 Grosvenor Place Victoria London SW1X 7EN

2012

DIRECTORS' RESPONSIBILITIES STATEMENT

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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

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 period. In preparing these financial statements, the directors are required to

- · select suitable accounting policies and then apply them consistently,
- make judgments and estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF FAIRFIELD WINDFARM LIMITED

We have audited the financial statements of Fairfield Windfarm Limited for the year ended 31 December 2011 set out on pages 7 to 18 The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice)

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 Directors' Responsibilities Statement set out on page 4, 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 (APB'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 APB's web-site at www frc org uk/apb/scope/private cfm

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 2011 and of its profit for the year then ended,
- have been properly prepared in accordance with UK 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 year for which the financial statements are prepared is consistent with the financial statements

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF FAIRFIELD WINDFARM 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

R M Yasue (Senior Statutory Auditor)

for and on behalf of KPMG LLP, Statutory Auditor Chartered Accountants 100 Temple Street Bristol BS1 6AG

25 June 2012

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2011

	Note	2011 £000	2010 £000
Turnover Cost of sales	2	1,286 (175)	-
Gross profit		1,111	-
Administrative expenses		(417)	(26)
Operating profit/(loss)	3-5	694	(26)
Interest receivable and similar charges Interest payable and similar charges	6 7	9 (219)	-
Profit/(loss) on ordinary activities before taxation Tax on profit/(loss) on ordinary activities	8	484 (126)	(26) 7
Profit/(loss) for the financial year	16	358	(19)

All results are derived from continuing operations

There were no recognised gains or losses other than the profit or loss for either year. Accordingly, no statement of total recognised gains and losses has been presented.

BALANCE SHEET AT 31 DECEMBER 2011

			Restated
	Note	2011 £000	2010 £000
Fixed assets			
Tangible assets	9	8,295	7,325
Current assets Debtors			
- due within one year	10	1,724	5,257
- due after one year	10	-	7
Cash at bank and in hand		285	486
		2,009	5,750
Creditors amounts falling due within one year	11	(712)	(3,911)
Net current assets		1,297	1,839
Total assets less current liabilities		9,592	9,164
Creditors: amounts falling due after more than one year	12	(5,393)	(5,562)
Provisions	14	(239)	-
Net assets		3,960	3,602
Capital and reserves			
Called up share capital	15	3,621	3,621
Profit and loss account	16	339	(19)
Shareholders' funds	16	3,960	3,602

The financial statements of Fairfield Windfarm Limited, registered company 06708608, on pages 7 to 18 were approved by the Board of Directors on a 2012 and were signed on its behalf by

Ronan Emmanuel Lory

Director

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 December 2011

	•• .	2011	Restated 2010
Reconciliation of operating loss to net cash flow from oper	Note ating activities	£000	£000
Operating profit/(loss)		694	(26)
Depreciation charges		326	-
Increase/(decrease) in debtors		3,653	(5,252)
(Decrease)/increase in creditors		(3,418)	3,704
Net cash inflow/(outflow) from operating activities		1,255	(1,574)
Cash flow statement			
Net cash inflow/(outflow) from operating activities		1,255	(1,574)
Returns on investments and servicing of finance		(78)	-
Taxation		•	-
Capital expenditure		(1,255)	(6,884)
Cash outflow before financing		(78)	(8,458)
Financing			
- issue of share capital		_	3,328
- (repayment)/receipt of group loans		(123)	5,616
(Decrease)/increase in cash in the year		(201)	486
Reconciliation of net cash flow to movement in net debt			
(Decrease)/increase in cash in the year		(201)	486
Cash outflow/(inflow) from increase in debt financing		`12 3	(5,616)
Change in net debt resulting from cash flows		(78)	(5,130)
Other non cash movements		(173)	(81)
Net debt at the beginning of the year	13	(5,211)	-
Net debt at the end of the year	13	(5,462)	(5,211)

1 Accounting policies

The principal accounting policies are set out below. They have all been applied consistently throughout the period.

Basis of preparation

These financial statements have been prepared under the historical cost convention and in accordance with applicable United Kingdom law and accounting standards

The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis in preparing the annual financial statements.

Restatement

During the year £781,000 (2010 £4,437,000) was reclassified on the Balance Sheet from cash at bank and in hand to amounts owed by group undertakings. This amount represents cash held by EDF Energy (Energy Branch) Pic and EDF EN UK Limited on Fairfield Windfarm Limited's behalf as part of a group-wide cash pooling policy.

Tangible fixed assets

Tangible fixed assets are stated at cost, net of depreciation and provision for impairment. The carrying values of tangible fixed assets are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable.

Depreciation is provided on all tangible fixed assets other than freehold land, at rates calculated to write off the cost of acquisition of each asset less estimated residual value, evenly over its expected useful life, as follows

Windfarm – 20 years

No depreciation is charged on assets in the course of construction until the asset becomes operational

Capitalised costs

The windfarm project was transferred to the Company with full planning approval. It was transferred to the Company at its fair market value using an independent valuation at the date of transfer.

As a self constructed asset, all expenditure directly attributable to bringing the windfarm into the location and condition necessary for use were capitalised. Costs include turbine costs, land operating lease rentals, grid connection, civil engineering, cabling, lease related costs, community funds, telecoms, direct labour and the cost of materials.

Debt

Debt is initially stated at the amount of the net proceeds after deduction of issue costs. The carrying amount is increased by the finance cost in respect of the accounting period and reduced by payments made in the period.

1. Accounting policies (continued)

Accounting treatment for finance costs

Finance costs which were directly attributable to the construction of tangible fixed assets were capitalised as part of the cost of those assets. The commencement of capitalisation began when both finance costs and expenditures for the assets were being incurred and activities that were necessary to get the assets ready for use were in progress. Capitalisation ceased when substantially all the activities that were necessary to get the asset ready for use were complete. The capitalisation rate used was the interest costs incurred on shareholder loans.

All other finance costs are recognised in the profit and loss account over the term of such instruments, at a constant rate on the carrying amount

Taxation

Current tax, including UK corporation tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date

Deferred taxation is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date except as otherwise required by FRS 19

Leases

Operating lease rentals are charged to the profit and loss account on a straight line basis over the period of the lease

Foreign Currency

Transactions in foreign currencies are recorded at the rate of exchange at the date of the transaction or, if hedged, at the forward contract rate. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the rates of exchange prevailing at that date or, if appropriate, at the forward contract rate.

2 Turnover

Turnover, stated net of value added tax, comprises the value of electricity generated, Renewable Obligation, Levy Exemption Certificates and Embedded Benefits during the year. The sales values are fixed by contracts with the purchaser and the government which set out the price which will be paid for each unit of electricity generated.

All electricity generated is sold to an associated company within the EDF group. Electricity generated which has not been invoiced as at the balance sheet date is shown as accrued income.

3 Operating profit/(loss)

This is stated after charging	2011 £000	2010 £000
Depreciation of owned assets Operating lease rentals Auditor's remuneration	326 23	-
Audit of these financial statements Other services	5 1	4 -

4 Directors' emoluments

All Directors are employees of EDF Energy (Energy Branch) plc, EDF Energy plc and EDF Energies Nouvelles S A. The Directors did not receive any remuneration for services to the Company during either year.

Total tax charge/(credit) on profit/(loss) on ordinary activities

5. Staff costs

The Company had no employees in 2011 (2010 Nil) All Directors are employees of associated EDF group companies. None of the directors received any remuneration from the Company in either year.

•	
2011	2010
£000	£000
9	
	2010
2011	
£000	£000
2	-
264	81
266	_
(47)	(81)
219	-
2011	2010
£000	£000
(120)	-
(120)	
245	(7)
1	-
246	(7)
	£000 9 2011 £000 2 264 266 (47) 219 2011 £000 (120) (120)

(7)

126

8 Tax on profits on ordinary activities (continued)

(b) Factors affecting tax charge for the year

The current tax credit assessed for the year is lower (2010 lower) than the standard rate of corporation tax in the UK of 26 5% (2010 28%)

The differences are explained below

·	2011 £000	2010 £000
Profit/(loss) on ordinary activities before tax	484	(26)
Tax on profit/(loss) on ordinary activities at standard UK rate of corporation tax of 26 5% (2010 28%)	128	(7)
Effect of Capital allowances in excess of depreciation Disallowed expenses and non taxable income Unrelieved tax losses	(260) 12 -	- - 7
Current tax credit for the year	(120)	-

A number of changes to the UK Corporation tax system were announced in the 21 March 2012 Budget Statement in addition to the Finance Act 2011 which included a reduction in the main rate of corporation tax from 28% to 26% from 1 April 2011 and to 25% as from 1 April 2012 Further reductions to the main rate were proposed to reduce the rate to 24% as from 1 April 2012, to 23% as from 1 April 2013 and to 22% as from 1 April 2014 These further changes had not been substantively enacted at the balance sheet date and, therefore, are not included in these financial statements. The effect of these changes would be to reduce the deferred tax liability recognised at 31 December 2011 and increase the profit for the year by up to £29,000.

9 Tangible fixed assets

	Windfarm Assets in Operation	Total
04	£000	£000
Cost At beginning of year Additions	7,325 1,296	7,325 1,296
At 31 December 2011	8,621	8,621
Depreciation At the beginning of the year Charge for the year	- 326	326
At 31 December 2011	326	326
Net book value At 31 December 2011	8,295	8,295
At 31 December 2010	7,325	7,325

The windfarm reached Commercial Operation on 7 March 2011 Interest of £41,505 was capitalised in the year (2010 £81,323)

10. Debtors

	1,724	5,264
Deferred tax (note 14)	<u> </u>	7
Debtors: amounts falling due after more than one year	1,724	5,257
Other taxation and social security	50	70
Corporation tax recoverable	120	•
Amounts owed by group undertakings	784	5,187
Accrued income	739	-
Prepayments	31	-
Debtors, amounts falling due within one year		
	0003	£000
	2011	2010
	1	Restated

Of the amounts owed by group undertakings £390,500 (2010 £2,218,500) represents cash held by EDF Energy (Energy Branch) Pic and £390,500 (2010 £2,218,500) represents cash held by EDF EN UK Limited on Fairfield Windfarm Limited's behalf as part of a group-wide cash pooling policy A further £3,000 (2010 £Nil) relates to trading balances and £Nil (2010 £750,000) relates to loans

11. Creditors: amounts falling due within one year

	2011	2010
	£000	£000
Trade creditors	9	250
Accruals	239	3,350
Amounts owed to group undertakings	467	314
Capitalised legal costs on amounts owed to group undertakings	(3)	(3)
	712	3,911

Of the amount owed to group undertakings, £357,000 (2010 £138,000) relates to loans and £110,000 (2010 £176,000) relates to trading balances

12 Creditors: amounts falling due after more than one year

	2011	2010
	£000	£000
Amounts owed to group undertakings due 1 - 2 years	284	172
Amounts owed to group undertakings due 2 - 5 years	831	816
Amounts owed to group undertakings due after 5 years	4,317	4.615
Capitalised legal costs on amounts owed to group undertakings	(39)	(41)
	5,393	5,562

Amounts owed to group undertakings are repayable in 30 instalments over 15 years starting on 30 June 2011. The loan attracts interest on a daily basis at a rate of '6 month LIBOR' plus 189 points. The interest rate risk is managed using interest rate swaps that give an effective fixed rate of 3 48% on 70% of the loan, and a floating rate of 1 89% above '6 month LIBOR' on the remaining 30% of the loan.

These loans are secured on the windfarm asset

NOTES TO THE FINANCIAL STATEMENTS continued

13 Analysis of net debt

To Analysis of not dost				
	Restated At	Cook flow	045	84
	beginning of	Cash flow	Other non cash	At end of year
	уеаг		changes	or you.
	£000	£000	£000	£000
Cash in hand, at bank	486	(201)	•	285
Debt due within one year	(135)	123	(342)	(354)
Debt due after one year	(5,562)	-	169	(5,393)
Total	(5,211)	(78)	(173)	(5,462)
			1-0	
14. Deferred taxation				
The movements in the deferred taxation liability dur	ing the current year a	are as follows		
			2011 £000	2010 £000
At 31 December 2010			(7)	
Charge/(credit) for the year (note 8(a))			246	(7)
At 31 December 2011			239	(7)
		_		<u>—</u>
Deferred taxation provided in the financial statemen	its is as follows		2011	2010
			£000	£000
Accelerated capital allowances			218	-
Capitalised interest			28	•
Unrelieved tax losses		-	(7) 	(7)
Net deferred tax liability/(asset)			239	(7)
15 Share capital				
Allotted, authorised, called up and fully paid				
The state of the s	2011	2011	2010	2010
	Number	£000	Number	£000
Ordinary shares of £1 each	3,620,646	3,621 3	,620,646	3,621

16 Reconciliation of shareholders' funds

	Share capital	Profit and loss account £000	Total shareholders' funds £000
At beginning of year Profit for the year	3,621	(19) 358	3,602 358
At 31 December 2011	3,621	339	3,960

17 Financial commitments

Amounts contracted for but not provided in the financial statements amounted to £473,331 (2010 £5,307,204) These relate to £257,406 of commitments on operating land leases (2010 £446,000), £Nil of capital commitments (2010 4,861,204) and £215,925 of commitments on turbine maintenance contracts (2010 Nil)

As at the balance sheet date, the company had outstanding forward and options currency contracts to purchase €Nil (2010 €911,994), being £Nil converted at the year end rate (2010 £783,028)

In addition, the company had outstanding forward contracts to hedge £1,157,075 of loan interest payments (2010 £1,305,803) Unrealised losses of £402,524 at 31 December 2011 were associated with these contracts (2010 £3,689)

18. Operating lease commitments

At 31 December 2011 the Company had annual commitments under non-cancellable operating leases on land as set out below

	2011 £000	2010 £000
Operating leases which expire	2000	2000
- Within one year	96	-
- In two to five years	<u>-</u>	-
- After five years	22	20
	118	20

19. Related parties

The following related party transactions occurred in the year

Related Party	Relationship	Transaction	Amount £000	Amount outstanding £000
EDF Energy Renewables Limited	Common ownership	Development management charge	127	110 creditor
EDF IG	Group company	Loan repayment	57	5,603 creditor
EDF IG	Group company	Interest accrued	264	186 creditor
EDF Energy (Energy Branch) Plc	50% shareholder	Shareholder loan interest repayment	31	-
EDF EN UK Limited	50% shareholder	Shareholder loan interest repayment	27	-
EDF Energy (Energy Branch) Plc	50% shareholder	Sale of electricity and related benefits	1,286	739 debtor (included in accrued income)
EDF Energy (Energy Branch) Plc	50% shareholder	Cost of sales	20	3 debtor
EDF Energy (Energy Branch) Plc	50% shareholder	Cash pooling	1,825	390 debtor
EDF EN UK Limited	50% shareholder	Cash pooling	1,825	391 debtor
EDF Energy (Energy Branch) Plc	50% shareholder	Cash pooling interest received	1	-
EDF EN UK Limited	50% shareholder	Cash pooling interest received	7	-

The audit fee is borne by EDF Energy Renewables Limited and is included in the management charge shown above

19. Related parties (continued)

The following related party transactions occurred in the 15 month period ended 31 December 2010

Related party	Relationship	Transaction	Restated Amount (£000)	Restated Amount outstanding (£000)
EDF Energy Renewables Limited	Common ownership	Development management charge	176	176 creditor
EDF Energy Renewables Limited	Common ownership	Short term loan	250	250 creditor (included in trade creditors)
Burnfoot Windfarm Limited	Common ownership	Short term loan	500	500 debtor
Longpark Windfarm Limited	Common ownership	Short term loan	250	250 debtor
EDF Energy (Energy Branch) Plc	50% shareholder	Shareholder loan movements	27	27 creditor
EDF EN UK Limited	50% shareholder	Shareholder loan movements	31	31 creditor
EDF Energy (Energy Branch) Plc	50% shareholder	Issue of shares	1,664	-
EDF EN UK Limited	50% shareholder	Issue of shares	1,664	-
EDF IG	Group company	Loan and interest	5,683	5,683 creditor
EDF Energy (Energy Branch) Plc	50% shareholder	Cash pooling	2,219	2,219 debtor
EDF EN UK Limited	50% shareholder	Cash pooling	2,219	2,219 debtor
EDF Energy (Energy Branch) Plc	50% shareholder	Cash pooling interest received	-	-
EDF EN UK Limited	50% shareholder	Cash pooling interest received	-	•

20 Parent undertaking and controlling party

EDF Energy (Energy Branch) plc and EDF EN UK Limited hold a 50% interest each in Fairfield Windfarm Limited and are considered to be the immediate parent companies of this Joint Venture

At 31 December 2011, Electricité de France SA (EDF), a company incorporated in France, is regarded by the Directors as the Company's ultimate parent company and controlling party. This is the largest group for which consolidated financial statements are prepared. Copies of that company's consolidated financial statements may be obtained from Electricite de France SA, 22-30 Avenue de Wagram, 75382, Paris, Cedex 08, France.