Directors' report and financial statements for the period 3 March 2004 to 31 December 2004

Registered Number: SC264324



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Directors and advisors for the period 3 March 2004 to 31 December 2004

Directors

Everdirector Limited (appointed 3 March 2004, resigned 3 March 2004)

H H P Wyndham (appointed 3 March 2004)

D R Wilson (appointed 3 March 2004)

R D Holmes (appointed 3 March 2004)

R E Swanson (appointed 3 March 2004)

A T West (appointed 3 March 2004)

Secretary

Eversecretary Limited (appointed 3 March 2004, resigned 3 March 2004)

A H Pentecost (appointed 3 March 2004)

Auditors

Cooper Parry LLP 14 Park Row Nottingham NG1 6GR

Solicitors

Eversheds 115 Colmore Row Birmingham West Midlands B3 3AL

Registered Office

Princess Exchange Earl Grey Street Edinburgh EH3 9BN

Registered Number

SC264324

Directors' report for the period 3 March 2004 to 31 December 2004

The directors present their report and the audited financial statements for the company for the period 3 March 2004 to 31 December 2004.

Principal activities

The company did not trade during the period under review.

Business review and future developments

The company was incorporated on 3 March 2004.

Directors and their interests

The directors who held office during the period are given below:

Everdirector Limited (appointed 3 March 2004, resigned 3 March 2004)

H H P Wyndham (appointed 3 March 2004)

D R Wilson (appointed 3 March 2004)

R D Holmes (appointed 3 March 2004)

R E Swanson (appointed 3 March 2004)

A T West (appointed 3 March 2004)

None of the directors who held office at the end of the financial period had any disclosable interest in the shares of the company.

The interests of the directors who held office at the end of the financial period in shares of other group companies are disclosed in the directors' report of the holding company, CLPE Holdings Limited.

Statement of directors' responsibilities

Company law requires the directors to prepare financial statements for each financial period which 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. The directors are required to prepare the financial statements on the going concern basis, unless it is inappropriate to presume that the company will continue in business.

The directors confirm that suitable accounting policies have been used and applied consistently. They also confirm that reasonable and prudent judgements and estimates have been made in preparing the financial statements for the period 3 March 2004 to 31 December 2004 and that applicable accounting standards have been followed.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure 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.

Auditors

The directors appointed Cooper Parry LLP as auditors to the company. In accordance with Section 385 of the Companies Act 1985, a resolution concerning their reappointment will be proposed at the Annual General Meeting.

By order of the board

D R Wilson Director

Date

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INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF

CATHKIN ENERGY LIMITED

We have audited the financial statements of Cathkin Energy Limited for the period ended 31 December 2004 on pages 5 to 9. These financial statements have been prepared under the historical cost convention and the accounting policies on page 7.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we may 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 auditors

As described on page 2 the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

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 with the company 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 opinion

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

NOTTINGHAM

18 April 2005

Chartered Accountants

Registered Auditors

Profit and loss account for the period 3 March 2004 to 31 December 2004

	Notes	31 March 2004 to	
		31 December 2004	
Profit on ordinary activities before taxation	1	-	
Taxation	4	-	
Retained profit for the period		-	

The company did not trade during the period under review.

The company had no recognised gains or losses in the current period other than those passing through the profit and loss account.

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

Balance sheet as at 31 December 2004

	Notes	2004 £
Current assets		
Debtors	5	1
Net assets		1
Capital and reserves		
Called up share capital	6	1
Retained profit		-
Equity shareholders' funds	7	1

The financial statements on pages 5 to 9 were approved by the board of directors on and were signed on its behalf by:

D R Wilson

Director

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Statement of accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

Basis of preparation

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost accounting rules.

Taxation

Corporation tax is provided on taxable profits at the current rate applicable. Tax charges and credits are accounted for through the same primary statement (either the profit and loss account or statement of total recognised gains and losses) as the pre-tax item.

In accordance with Financial Reporting Standard 19, full provision is made for deferred taxation on a non discounted basis in respect of all timing differences. Deferred tax is calculated at rates at which it is estimated that the tax will arise.

Deferred tax assets are recognised to the extent they are more likely than not to be recovered.

Cash flow statement

Under Financial Reporting Standard 1 (revised), the company is exempt from the requirement to prepare a cash flow statement on the grounds that more than 90% of the voting rights are controlled within the group and the consolidated financial statements of CLPE Holdings Limited are publicly available.

Related party transactions

Under Financial Reporting Standard 8, the company is exempt from the requirement to disclose related party transactions with group entities on the grounds that more than 90% of the voting rights are controlled within the group and the consolidated financial statements of CLPE Holdings Limited are publicly available.

Notes to the financial statements for the period period 3 March 2004 to 31 December 2004

1 Profit on ordinary activities before taxation

Profit on ordinary activities before taxation is stated after charging:

3 March 2004 to 31 December 2004

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Auditors' remuneration

2 Remuneration of directors

None of the directors received any emoluments in respect of their services to the company.

3 Staff numbers and costs

No staff were employed by the company during the period.

4 Taxation

There is no charge to corporation tax in the current period.

Factors that may affect future tax charges

The company will be subject to the standard rate of corporation tax in the UK (30%) on commencement of trade.

5 Debtors

5 Debtois	2004 £
Amounts due from parent undertaking	1
6 Called up share capital	2004 £
Authorised 1,000 ordinary shares of £1 each	1,000
Allotted and called up Fully Paid 1 ordinary share of £1 each	1

The £1 ordinary share was issued at par on incorporation.

Notes to the financial statements for the period period 3 March 2004 to 31 December 2004

7 Reconciliation of movement in equity shareholders' funds

	2004 £
Profit for the period	
Share capital issued during the period	1
Closing equity shareholders' funds	1

8 Ultimate parent and controlling company

The company's ultimate parent company is "Ridgewood Electric Power Trust V" an entity which is registered in the United States. Christiana Bank and Trust Company, a company registered and incorporated in the United States is the Corporate Trustee of the Trust. Ridgewood Renewable Power LLC, a company registered and incorporated in the United States, is the managing shareholder of the Trust. The directors consider that Ridgewood Renewable Power LLC is the ultimate controlling party of the company at 31 December 2004.

The company's immediate parent undertaking is CLPE Projects 3 Limited, a company incorporated and registered in England and Wales.

The smallest group in which the results of the company are consolidated is that headed by CLPE Holdings Limited. The largest group in which the results of the company are consolidated is Ridgewood Electric Power Trust V.

The consolidated financial statements of CLPE Holdings Limited are available from Units 14 & 15 Queensbrook, Bolton Technology Exchange, Spa Road, Bolton, BL1 4AY.

9 Related party transactions

There were no transactions with related parties other than group companies during the period.