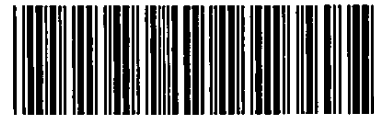


AES UK POWER FINANCING LIMITED

**Annual Report and Financial Statements
31 December 2011**

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AES UK POWER FINANCING LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS 2011

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AES UK POWER FINANCING LIMITED

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

John Turner
Donald Lehman

SECRETARY

Don Lehman

REGISTERED OFFICE

37-39, Kew Foot Road
Richmond
Surrey
TW9 2SS

AES UK POWER FINANCING LIMITED

DIRECTORS' REPORT

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

ACTIVITIES, RESULTS AND DIVIDENDS

The principal activity of the company is that of an intermediate holding company. The company has not traded in the current year and is not expected to trade in the foreseeable future.

The directors do not recommend the payment of a dividend (2010: £nil).

DIRECTORS AND THEIR INTERESTS

The directors of the company who served during the year and to date are shown on page 1.

None of the directors had any interests, as defined by the Companies Act 2006, in the shares of the company or of any other group company during the current or preceding financial year.

AUDITORS

No auditors are planned to be appointed by the directors going forward because the Company is entitled to the exemption provided by section 480 of the Companies Act 2006 relating to dormant companies.

Approved by the Board of Directors
and signed on behalf of the Board



Donald Lehman
Director

30 May 2012

Company Registration No. 03878803

AES UK POWER FINANCING LIMITED

STATEMENT OF 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 financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 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, 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 proper accounting records that 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.

AES UK POWER FINANCING LIMITED

BALANCE SHEET
As at 31 December 2011

	Note	2011 £'000	2010 £'000
FIXED ASSETS			
Investments	3	-	-
CREDITORS amount falling due within one year	4	<u>(171,000)</u>	<u>(171,000)</u>
NET CURRENT LIABILITIES		<u>(171,000)</u>	<u>(171,000)</u>
NET LIABILITIES		<u>(171,000)</u>	<u>(171,000)</u>
CAPITAL AND RESERVES			
Called up share capital	5	1,000	1,000
Profit and loss account	6	<u>(172,000)</u>	<u>(172,000)</u>
SHAREHOLDERS' DEFICIT		<u>(171,000)</u>	<u>(171,000)</u>

For the year ending 31 December 2011 the company was entitled to exemption from audit under section 480 of the Companies Act 2006 relating to dormant companies

The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476

The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts

These financial statements were approved by the Board of Directors on 30 May 2012

Signed on behalf of the Board of Directors



Don Lehman

Director

AES UK POWER FINANCING LIMITED

NOTES TO THE ACCOUNTS

Year ended 31 December 2011

1. ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable United Kingdom accounting standards. The particular accounting policies adopted are described below and have been applied consistently in both the current and preceding financial year.

Basis of preparation of financial statements

The company has net liabilities and is not expected to trade in the foreseeable future. However, the directors have continued to prepare the financial statements on the going concern basis because they do not believe that any material adjustments arise from preparation on any other basis.

Accounting convention

The financial statements are prepared under the historical cost convention.

Consolidation

The company is exempt from the requirement to prepare and deliver consolidated financial statements. These financial statements therefore present information about the company as an individual undertaking and not about the group.

Investments

Investments held as fixed assets are stated at cost less provision for any impairment in value.

2. PROFIT AND LOSS ACCOUNT

The company did not trade during the year and made neither profit nor loss.

No director received any emoluments for their services to the company for the year ended 31 December 2011 or the preceding year.

The company has no employees (2010 – none).

3. INVESTMENTS HELD AS FIXED ASSETS

At 31 December 2010 and 2011

£'000
-

Details of the investment are below

Name of company	Country of incorporation	Type of Shares	Proportion of voting rights held	Proportion of shares held	Nature of business
Subsidiary undertakings:					
<i>Directly owned</i>					
AES UK Power Financing II Limited	England & Wales	Ordinary	100%	100%	Non-trading
AES Drax Power Finance Holdings Limited	England & Wales	Ordinary	99%	99%	Non-trading
<i>Indirectly owned</i>					
AES Drax Power Finance Holdings Limited	England & Wales	Ordinary	1%	1%	Non-trading

AES UK POWER FINANCING LIMITED

NOTES TO THE ACCOUNTS

Year ended 31 December 2011

4 CREDITORS: Amounts falling due within one year

	2011	2010
	£'000	£'000
Amount owed to immediate parent	<u>171,000</u>	<u>171,000</u>

5. CAPITAL AND RESERVES

	2011	2010
	£'000	£'000
Authorised		
1,000,000,000 ordinary shares of £1 each	<u>1,000,000</u>	<u>1,000,000</u>
Called up, allotted and fully paid		
1,000,001 ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>

6. CAPITAL AND RESERVES

	Called up share capital £'000	Profit and loss account £'000	Total £'000
At 1 January and 31 December 2011	<u>1,000</u>	<u>(172,000)</u>	<u>(171,000)</u>

7. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' DEFICIT

	2011	2010
	£'000	£'000
Opening shareholders' interest	<u>(172,000)</u>	<u>(172,000)</u>
Closing shareholders' interest	<u>(172,000)</u>	<u>(172,000)</u>

8. ULTIMATE PARENT COMPANY

The immediate parent company is AES UK Power Holdings Limited, a company incorporated in Great Britain and registered in England and Wales

The ultimate parent company and controlling entity, and parent of the smallest and largest group for which consolidated accounts are prepared of which this company is a part, is the AES Corporation, a company incorporated in the State of Delaware, USA. Copies of the parent company's financial statements can be obtained from the Securities and Exchange Commission, 450 5th Street NW, Washington DC 20549, USA

The company has taken advantage of the exemption granted by FRS 8 "Related Party Disclosures" not to disclose transactions with other undertakings within, and related parties of, The AES Corporation Group