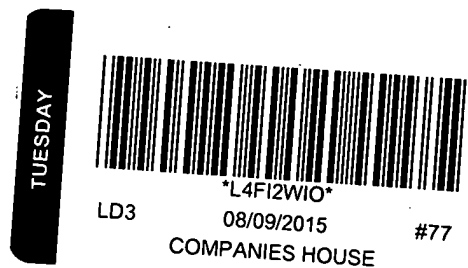


Company Number: 2579323

SOUTH WALES TPL INVESTMENTS LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

31 DECEMBER 2014



SOUTH WALES TPL INVESTMENTS LIMITED

REPORT OF THE DIRECTORS

The directors present their report and the audited financial statements for the year ended 31 December 2014. A strategic report has not been prepared as the company is entitled to the small companies exemption under section 414A of the Companies Act 2006.

1. Principal activities

South Wales TPL Investments Limited ('the company') holds an investment in Teesside Power Investments Limited.

The company's ultimate parent undertaking and controlling entity is The Goldman Sachs Group, Inc. ('Group Inc.'). Group Inc. is a bank holding company and a financial holding company regulated by the Board of Governors of the Federal Reserve System ('Federal Reserve Board'). Group Inc. together with its consolidated subsidiaries form 'GS Group' or 'the group'. GS Group is a leading global investment banking, securities and investment management firm that provides a wide range of financial services to a substantial and diversified client base that includes corporations, financial institutions, governments and high-net-worth individuals.

The company's principal business is transacted in British pound and accordingly, the company's functional currency is British pound and these financial statements have been prepared in that currency.

2. Review of business and future developments

The financial statements have been drawn up for the year ended 31 December 2014. Comparative information has been presented for the year ended 31 December 2013.

The results for the year are shown in the profit and loss account on page 6. Profit on ordinary activities before taxation for the year was £53,016 (year ended 31 December 2013: £6,189). The company had total assets of £3,110,106 (31 December 2013: £3,035,407).

Post balance sheet events

Subsequent to the year end, the company's immediate parent, ELQ Investors, Ltd., injected capital of £4,616,642 to enable the company to make a deposit with HMRC, in respect of the legal proceedings (see note 17).

Future outlook

The directors consider that the year end financial position of the company was satisfactory. No significant change in the company's principal business activity is expected.

Financial risk management

The company's financial risk management objectives and policies, as well as its risk exposures, are described in note 16 of the financial statements.

3. Dividends

The directors do not recommend the payment of a dividend in respect of the year ended 31 December 2014 (year ended 31 December 2013: £nil).

SOUTH WALES TPL INVESTMENTS LIMITED

REPORT OF THE DIRECTORS (continued)

4. Directors

The directors of the company who served throughout the year and to the date of this report, except where noted, were:

Name	Appointed	Resigned
M. Holmes		
C. Marte		21 March 2014
G. P. Minson		14 April 2015
J. A. Wiltshire	26 September 2014	

No director had, at the year end, any interest requiring note herein.

5. Disclosure of information to auditors

In the case of each of the persons who are directors of the company at the date when this report was approved:

- so far as each of the directors is aware, there is no relevant audit information of which the company's auditors are unaware; and
- each of the directors has taken all the steps that he / she ought to have taken as a director to make himself / herself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

6. Independent auditors

Prior to 1 October 2007, the company passed an elective resolution under section 386 of the Companies Act 1985 to dispense with the annual reappointment of auditors. PricewaterhouseCoopers LLP will, accordingly, continue in office as auditors of the company pursuant to section 487(2) of the Companies Act 2006 and paragraph 44 of schedule 3 to the Companies Act 2006 (Commencement No. 3 Consequential Amendment, Transitional Provisions and Savings) Order 2007.

7. Statement of directors' responsibilities

The directors are responsible for preparing the directors' report and the financial statements in accordance with applicable law and regulators. Company law requires the directors to prepare accounts for each financial period which give a true and fair view of the state of affairs of the company at the end of the financial period and of the profit or loss of the company for that period. Under that law, the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (UK GAAP).

In preparing those accounts, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed subject to any material departures disclosed and explained in the financial statements; and
- prepare the accounts 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 which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the accounts 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.

SOUTH WALES TPL INVESTMENTS LIMITED

REPORT OF THE DIRECTORS (continued)

8. Date of authorisation of issue

The financial statements were authorised for issue by the Board of Directors on 31 JULY 2015

ON BEHALF OF THE BOARD



Secretary

THOMAS KELLY

Independent auditors' report to the members of South Wales TPL Investments Limited

Report on the financial statements

Our opinion

In our opinion, South Wales TPL Investments Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 31 December 2014 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

What we have audited

South Wales TPL Investments Limited's financial statements comprise:

- the balance sheet as at 31 December 2014;
- the profit and loss account for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion, the information given in the report of the directors for the financial year for which the financial statements are prepared is consistent with the financial statements.

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- 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.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

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) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, 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.

Independent auditors' report to the members of South Wales TPL Investments Limited

What an audit of financial statements involves

We conducted our audit in accordance with ISAs (UK & Ireland). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the directors; and
- the overall presentation of the financial statements.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the report of the directors and the financial statements to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

John Wei (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
7 More London Riverside
London
SE1 2RT
31 July 2015

SOUTH WALES TPL INVESTMENTS LIMITED

PROFIT AND LOSS ACCOUNT

for the year ended 31 December 2014

		Year Ended 31 December 2014	Year Ended 31 December 2013
	Note	£	£
Revenue	4	-	6,533
Administrative expenses		(22,749)	(75,887)
OPERATING LOSS	5	(22,749)	(69,354)
Interest receivable and similar income	6	75,765	75,543
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		53,016	6,189
Tax on profit on ordinary activities	9	(125)	80
PROFIT ON ORDINARY ACTIVITIES FOR THE YEAR		<u>52,891</u>	<u>6,269</u>

The profits of the company are derived from continuing operations in the current and prior year.

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

The company has no recognised gains and losses other than those included in the profit for the years shown above, and therefore no separate statement of total recognised gains and losses has been presented.

The notes on pages 8 to 14 form an integral part of these financial statements.
Independent auditors' report – pages 4 to 5

SOUTH WALES TPL INVESTMENTS LIMITED

BALANCE SHEET

as at 31 December 2014

		31 December 2014	31 December 2013
	Note	£	£
CURRENT ASSETS			
Investments	10	-	-
Debtors	11	3,110,106	3,014,836
Cash at bank and in hand		-	20,571
		<u>3,110,106</u>	<u>3,035,407</u>
CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	12	<u>(111,960)</u>	<u>(90,152)</u>
NET CURRENT ASSETS		<u>2,998,146</u>	<u>2,945,255</u>
NET ASSETS		<u>2,998,146</u>	<u>2,945,255</u>
CAPITAL AND RESERVES			
Called up share capital	13	2,626,356	2,626,356
Profit and loss account	14	371,790	318,899
TOTAL SHAREHOLDER'S FUNDS	15	<u>2,998,146</u>	<u>2,945,255</u>

The financial statements were approved by the Board of Directors on 31/01/15 and signed on its behalf by:



Director

MICHAEL HOLMES

The notes on pages 8 to 14 form an integral part of these financial statements.
Independent auditors' report – pages 4 to 5
Company number: 2579323

SOUTH WALES TPL INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2014

1. ACCOUNTING POLICIES

a. Accounting convention

The financial statements have been prepared on a going concern basis, under the historical cost convention, and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom. The principal accounting policies are set out below and have been applied consistently throughout the year.

b. Revenue recognition

Revenue has been disclosed instead of turnover as this more meaningfully reflects the nature and results of the company's activities.

Revenue represents dividends from investments less impairments made to current asset investments. Dividends receivable are recognised as revenue when the right to receive payment has been established.

c. Current asset investments

Current asset investments are stated at the lower of cost and net realisable value. Any impairment to net realisable value is recognised in the profit and loss account.

d. Other assets and liabilities

Other assets and liabilities are initially recognised at fair value and subsequently remeasured at amortised cost with finance income and expense recognised on an accruals basis. All finance income and expense are recognised in the profit and loss account.

e. Current and deferred taxation

The tax expense for the period comprises current tax. Tax is recognised in the profit and loss account.

Current tax is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the company operates and generates taxable income.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions or events have occurred at that date that will result in an obligation to pay more tax in the future or a right to pay less tax in the future with the following exceptions.

- Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.
- Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on the tax rates and laws enacted or substantively enacted at the balance sheet date.

SOUTH WALES TPL INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2014

2. REPORTING AND DISCLOSURE EXEMPTIONS

a. FRS1 - Cash Flow Statements

The company is a greater than 90% subsidiary of Group, Inc., whose consolidated financial statements include the company and are publicly available and is, therefore, exempt from preparing a statement of cash flows as required by FRS1 (Revised 1996) 'Cash Flow Statements'.

b. FRS8 - Related Party Disclosures

The company is a wholly-owned subsidiary of The Goldman Sachs Group, Inc. whose consolidated accounts include the company and are publicly available. As a result, under the terms of paragraph 3(c) of FRS8, 'Related Party Disclosures', the company is exempt from disclosing transactions with companies also wholly owned within The Goldman Sachs Group, Inc.

3. SEGMENTAL REPORTING

The directors manage the company's activities as a single business in the same geographical region and accordingly no segmental analysis has been provided.

4. REVENUE

	Year Ended 31 December 2014	Year Ended 31 December 2013
	£	£
Dividend income from investments	-	6,533

5. OPERATING LOSS

	Year Ended 31 December 2014	Year Ended 31 December 2013
	£	£
Operating loss stated after charging:		
Reimbursement of expenses to fellow group undertaking	22,270	75,850

The auditors' remuneration for the current and prior year of £5,000 has been borne by the company's parent undertaking.

The reimbursement of expenses to fellow group undertakings represent professional fees incurred by a group undertaking on behalf of the company and which have been recharged to the company.

6. INTEREST RECEIVABLE AND SIMILAR INCOME

	Year Ended 31 December 2014	Year Ended 31 December 2013
	£	£
Interest on short term loan with group undertaking (see note 11)	75,765	75,543

7. STAFF COSTS

The company has no employees (31 December 2013: nil). All persons involved in the company's operation are employed by a group undertaking and no charge is borne by the company.

SOUTH WALES TPL INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2014

8. DIRECTORS' EMOLUMENTS

	Year Ended 31 December 2014	Year Ended 31 December 2013
	£	£
Directors:		
Aggregate emoluments	720	713
Company pension contributions to money purchase schemes	11	10
	<u>731</u>	<u>723</u>

In accordance with the Companies Act 2006, directors' emoluments above represent the proportion of total emoluments paid or payable in respect of qualifying services only. In accordance with schedule 5 of Statutory Instrument 2008 / 410, this only includes the value of cash and benefits in kind. Directors also receive emoluments for non-qualifying services which are not required to be disclosed.

All directors were members of a defined contribution pension scheme and a defined benefit pension scheme during the year. All directors have received or are due receipt of Group Inc. shares under a long term incentive scheme during the year. No directors have exercised options during the year.

SOUTH WALES TPL INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2014

9. TAX ON PROFIT ON ORDINARY ACTIVITIES

a. Analysis of tax charge / (credit) for the year:

	Year Ended 31 December 2014	Year Ended 31 December 2013
	£	£
Current tax:		
U.K. corporation tax at 21.50% (2013: 23.25%)	-	(80)
Adjustments in respect of prior periods	125	-
Total current tax (see note 8b)	125	(80)

b. Factors affecting tax charge / (credit) for the year:

The difference between the total current tax shown above and the amount calculated by applying the weighted average rate of U.K. corporation tax applicable to the company for the year of 21.50% (31 December 2013: 23.25%) to the profit on ordinary activities before tax is as follows:

	Year Ended 31 December 2014	Year Ended 31 December 2013
	£	£
Profit on ordinary activities before taxation	53,016	6,189
Profit on ordinary activities multiplied by the weighted average rate in the U.K. 21.50% (2013: 23.25%)	11,398	1,439
Non-taxable dividend income	-	(1,519)
Tax profits surrendered from group undertakings for nil consideration	(11,398)	-
Adjustments in respect of prior periods	125	-
Current tax charge / (credit) for the year	125	(80)

10. INVESTMENTS

	£
As at 31 December 2013 and at 31 December 2014	-

The investment comprises:

Name of company	Country of incorporation	Holding and proportion of voting rights	Class of shares held	Nature of business
Teesside Power Investments Limited	United Kingdom	7.69%	Ordinary shares	Investment company

SOUTH WALES TPL INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2014

11. DEBTORS

Debtors, all of which are due within one year of the balance sheet date, comprise:

	31 December 2014	31 December 2013
	£	£
Loan due from group undertaking	2,779,000	2,779,000
Interest due from group undertaking	310,535	235,756
Amounts due from group undertaking	20,571	-
Group tax relief receivable	-	80
	3,110,106	3,014,836

Loan due from group undertaking represents excess cash placed on an overnight facility. The interest accrued during the year is within a range of 1.52% to 2.91%.

Amounts due from group undertaking includes a cash balance of £20,571 (31 December 2013: £nil) held on account by a fellow group undertaking.

12. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31 December 2014	31 December 2013
	£	£
Amounts due to group undertakings	86,479	56,321
Management fee due to group undertaking	1,337	1,432
Group tax relief payable	20,749	18,272
Corporation tax payable	3,395	14,127
	111,960	90,152

13. CALLED UP SHARE CAPITAL

At 31 December 2014 and 31 December 2013 called up share capital comprised:

	31 December 2014		31 December 2013	
	No.	£	No.	£
<u>Allotted, called up and fully paid</u>				
Ordinary shares of £1 each	2,626,356	2,626,356	2,626,356	2,626,356
		2,626,356		2,626,356

14. PROFIT AND LOSS ACCOUNT

	£
At 31 December 2013	318,899
Profit for the financial year	52,891
At 31 December 2014	371,790

SOUTH WALES TPL INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2014

15. RECONCILIATION OF MOVEMENTS IN SHAREHOLDER'S FUNDS

	31 December 2014	31 December 2013
	£	£
Profit for the financial year	52,891	6,269
Net increase in shareholder's funds	52,891	6,269
Opening shareholder's funds	2,945,255	2,938,986
Closing shareholder's funds	<u>2,998,146</u>	<u>2,945,255</u>

16. FINANCIAL RISK MANAGEMENT

The company is exposed to financial risk through its financial assets and liabilities. Due to the nature of the company's business and the assets and liabilities contained within the company's balance sheet, the most important components of financial risk the directors consider relevant to the company are credit risk, liquidity risk, and market risk.

a. Market risk

Market risk is the risk of loss in the value of the company's investments due to changes in market conditions. Market risk includes interest rate risk and currency risk.

- Interest rate risks: result from exposures to changes in level, slope and curvature of yield curves.
- Currency risk: results from exposure to changes in spot prices, forward prices and volatilities of currency rates.

The company manages its interest rate and currency risks as part of the group's risk management policy, by establishing economic hedges, in a group affiliate, as appropriate to the circumstances of the company.

b. Credit risk

Credit risk represents the potential for loss due to the default or deterioration in credit quality of a counterparty. Exposure to credit risk comes mostly from cash placed with banks and receivables from customers and counterparties. Credit risk is managed by reviewing the credit quality of the counterparty and reviewing, if applicable, the underlying collateral, against which the assets are secured.

c. Liquidity risk

Liquidity risk is the risk that the company does not have sufficient cash or collateral to make payments to its counterparties or customers as they fall due. The company has in place comprehensive and conservative set of liquidity and funding policies to address both company specific and broader industry or market liquidity events.

17. FINANCIAL COMMITMENTS AND CONTINGENCIES

The Company, its immediate parent company, ELQ Investors, Ltd., and certain other group companies (together the 'group parties') provided an indemnity to the purchaser of Teesside Power Limited (TPL) as part of the sale of the entity by the group parties in a prior period. The group parties are jointly and severally liable under the indemnity. The purchaser is indemnified, amongst other things, against losses incurred in respect of potential tax obligations of TPL relating to periods prior to the sale. Her Majesty Revenue and Customs (HMRC) has commenced legal proceedings in respect of certain prior period tax returns of TPL, and any settlement required in respect of such proceedings would necessitate payment under the indemnity. At the balance sheet date, the outcome of this litigation remains uncertain and no provision has been recognised. See note 18 for events subsequent to the balance sheet date.

SOUTH WALES TPL INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2014

18. POST BALANCE SHEET EVENTS

Subsequent to the year end, the company's immediate parent, ELQ Investors, Ltd., injected capital of £4,616,642 to enable the company to make a deposit with HMRC, in respect of the legal proceedings (see note 17).

19. ULTIMATE AND IMMEDIATE PARENT UNDERTAKINGS

The company's immediate parent undertaking is ELQ Investors, Ltd., a company incorporated in Great Britain and registered in England and Wales.

The parent company of the smallest group for which consolidated financial statements are prepared is MTGLQ Investors, L.P., a Limited Partnership registered in the United States of America. Copies of its consolidated financial statements can be obtained from Investor Relations, 200 West Street, New York, NY 10282, United States of America, the group's principal place of business.

The ultimate parent undertaking and the parent company of the largest group for which consolidated financial statements are prepared is The Goldman Sachs Group, Inc., a company incorporated within the United States of America. Copies of its consolidated financial statements, as well as certain regulatory filings, for example Forms 10-Q and 10-K that provide additional information on the group and its business activities, can be obtained from Investor Relations, 200 West Street, New York, NY 10282, United States of America, the group's principal place of business or at www.goldmansachs.com/shareholders/.