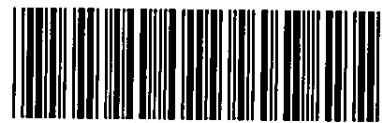


POLWHAT RIG WINDFARM LIMITED
DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2011

Registered number: SC149113

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Polwhat Rig Windfarm Limited
Directors' report and financial statements

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Directors' report for the year ended 31 December 2011

The directors present their report and the audited financial statements of Polwhat Rig Windfarm Limited ("the Company") for the year ended 31 December 2011.

Principal activities

The principal activity of the Company is the holding of bank deposits associated with the construction of the wind farm at Polwhat Rig, Scotland.

Business review

The Company did not trade during the year. The expenses of the Company such as filing and audit fees have been and will continue to be met by Beaufort Wind Limited. The only income is bank interest.

The results for the year are dealt with on page 6 of the financial statements. The profit on ordinary activities after taxation for the year ended 31 December 2011 was £36 (2010: £40).

The position of the Company at the end of the year is provided on page 7 of the financial statements. The net assets as at 31 December 2011 were £18,258 (2010: £18,222).

Principal risk and uncertainties

The Company has no significant risks or uncertainties as it does not have any trading activities and has sufficient resources to meet its commitments as they fall due.

Future developments

The business will continue to hold bank deposits associated with the construction of the wind farm at Polwhat Rig, Scotland.

Dividends

The directors have not recommended payment of a dividend (2010: £nil).

Financial risks

As the Company is non-trading and the only income it receives arises from bank deposits, it is not exposed to any financial risks.

Key performance indicators

The Company's directors are of the opinion that there are no meaningful financial or non financial key performance indicators that would be necessary or appropriate for an understanding of the development, performance or position of the Company's activities.

Directors and their interests

The directors who held office during the year and up to the date of signing the financial statements were as follows:

P Coffey	
M Nagle	
K Bradbury	
J Cooper	
J Lynch-Williams	
M Walters	(appointed 1 January 2011)
A Pena	(Alternate)

Directors' report for the year ended 31 December 2011

Directors and their interests *(continued)*

Statement of directors' responsibilities

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 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). 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 judgements and accounting 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;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business;

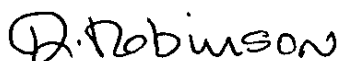
The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They 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.

Disclosure of information to auditors

Each director of the Company confirms that:

- (a) so far as each director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- (b) that each 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 auditors are aware of that information.

By order of the Board



D Robinson
Company secretary
302 St. Vincent Street
Glasgow
G2 5RZ

19th March 2012

Registered number: SC149113

Independent auditors' report to the members of Polwhat Rig Windfarm Limited

We have audited the financial statements of Polwhat Rig Windfarm Limited ("the Company") for the year ended 31 December 2011 which comprise the profit and loss account, the balance sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement 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). Those standards require us to comply with the Auditing Practices Board'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.

Scope of the audit of the financial statements

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. In addition, we read all the financial and non-financial information in the Directors' report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

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 United Kingdom 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

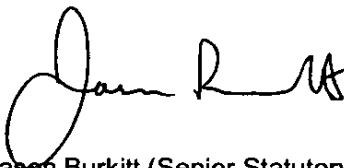
In our opinion the information given in the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Independent auditors' report to the members of Polwhat Rig Windfarm Limited

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.



Jason Burkitt (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
1 Embankment Place
London
WC2N 6RH

20 March 2012

Polwhat Rig Windfarm Limited
Directors' report and financial statements

Profit and loss account
For the year ended 31 December 2011

	Note	2011 £	2010 £
Other operating income		-	-
Operating profit		-	-
Interest receivable and similar income	5	36	40
Profit on ordinary activities before taxation		36	40
Tax on profit on ordinary activities	6	-	-
Profit for the financial year	9	36	40

The above results all arise from continuing operations.

The Company has no recognised gains or losses other than those included in the profit and loss account above and therefore no separate statement of total recognised gains and losses has been presented.

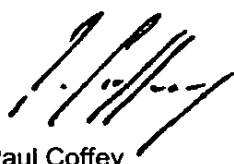
There are no material differences between the profit on ordinary activities before taxation and the profit for the financial years stated above and their historical cost equivalents.

Polwhat Rig Windfarm Limited
Directors' report and financial statements

Balance sheet
As at 31 December 2011

	Note	2011 £	2010 £
Current assets			
Cash at bank and in hand		80,118	80,082
Creditors: amounts falling due within one year	7	(61,860)	(61,860)
Net current assets		18,258	18,222
Net assets		18,258	18,222
Capital and reserves			
Called up share capital	8	1,200	1,200
Profit and loss account	9	17,058	17,022
Total shareholders' funds	10	18,258	18,222

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



Paul Coffey
Director
 19th March 2012

Notes to the financial statements for the year ended 31 December 2011

1. Accounting policies

Basis of preparation

These financial statements are prepared on the 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.

Interest receivable and similar income

Finance income is recognised as income in the period in which it is earned.

Interest payable and similar charges

Finance cost is recognised as an expense in the period in which it is incurred.

Cash flow statement

The Company is a wholly owned subsidiary of Zephyr Investments Limited and is included in the consolidated financial statements of Zephyr Investments Limited, which are publicly available. Consequently, the Company has taken advantage of the exemption from preparing a cash flow statement under the terms of Financial Reporting Standard (FRS) 1 (revised 1996).

Taxation

The charge for taxation is based on the profit for the year and takes into account deferred taxation. Except where otherwise required by accounting standards, full provision without discounting is made for all timing differences which have arisen but not reversed at the balance sheet date.

Related party transactions

The Company is exempt under the terms of FRS 8 from disclosing related party transactions with entities that are part of the Zephyr Investments Limited and subsidiaries ("the Group").

2. Auditors remuneration

Audit fees of £1,076 (2010: £1,030) were borne by another Group company.

3. Directors' emoluments

The directors did not receive any emoluments in respect of their services to the Company (2010: £nil), and there are no recharges made to the Company in respect of the services provided by the Directors as their duties in respect of the Company are incidental to their duties as a whole.

4. Employee information

The Company had no employees for the year under review (2010: none).

5. Interest receivable and similar income

	2011	2010
	£	£
Bank interest receivable	36	40

Notes to the financial statements for the year ended 31 December 2011

6. Tax on profit on ordinary activities

	2011 £	2010 £
Current tax:		
Group relief payable/(receivable)	-	-
Tax on profit on ordinary activities	-	-

The tax assessed for the year is lower (year ended 31 December 2010: lower) than the standard rate of corporation tax in the UK (26.5%) (2010: 28%). The differences are explained below:

	2011 £	2010 £
Profit on ordinary activities before tax	36	40
Profit on ordinary activities multiplied by the standard rate in the UK – 26.5% (2010: 28%)	10	11
Group relief claimed for nil payment	(10)	(11)
Current tax charge/(credit) for the year	-	-

Further reductions to the UK corporation tax rate were announced in the March 2011 Budget. The changes, which are expected to be enacted separately each year, propose to reduce the rate by 1% per annum to 23% by 1 April 2014. The changes had not been substantively enacted at the balance sheet date and therefore are not recognised in these financial statements.

7. Creditors: amounts falling due within one year

	2011 £	2010 £
Amounts owed to Group undertakings	61,860	61,860

Amounts owed to Group undertakings are unsecured, interest free and repayable on demand.

8. Called up share capital

	2011 £	2010 £
Authorised, allotted and fully paid:		
1,200 ordinary shares of £1 each	1,200	1,200

9. Profit and loss account

	2011 £	2010 £
Opening balance	17,022	16,982
Profit for the financial year	36	40
Closing balance	17,058	17,022

Notes to the financial statements for the year ended 31 December 2011

10. Reconciliation of movements in shareholders' funds

	2011	2010
	£	£
Opening shareholders' funds	18,222	18,182
Profit for the financial year	36	40
Closing shareholders' funds	18,258	18,222

11. Financial commitments

On 29 December 2005 a charge over the Company's assets and shares was registered in favour of The Bank of Tokyo-Mitsubishi UFJ Ltd, with respect to a loan which was advanced to Beaufort Wind Limited on 30 December 2005.

12. Ultimate parent company

The immediate parent company is Windy Standard Limited, a company incorporated in Great Britain.

The ultimate parent company is Zephyr Investments Limited, a company incorporated in Great Britain, which is the parent company of the smallest and largest group to consolidate these financial statements. Copies of the Zephyr Investments Limited consolidated financial statements can be obtained from Zephyr Investments Limited, Auckland House, Lydiard Fields, Great Western Way, Swindon, Wiltshire, SN5 8ZT.

As at 31 December 2011, 33.33% of Zephyr's share capital was owned by Zelda Acquisitions Limited, 16.67% by IIF Zelda DDB Short Term UK Holdco Limited, 16.66% by IIF Int'l Holding LP and 33.33% by RWE Innogy UK Limited and therefore at that date there was no single company with a controlling interest.