

**Registered No: 4118195**

**CENTRICA AMERICA LIMITED**

**Annual Report and Financial Statements**

**For the year ended 31 December 2010**

**TUESDAY**



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**CENTRICA AMERICA LIMITED**

	<b>Page</b>
<b>Directors' report for the year ended 31 December 2010</b>	<b>1</b>
<b>Independent auditors' report to the member of Centrica America Limited</b>	<b>3</b>
<b>Profit and loss account for the year ended 31 December 2010</b>	<b>4</b>
<b>Balance sheet as at 31 December 2010</b>	<b>5</b>
<b>Notes to the financial statements for the year ended 31 December 2010</b>	<b>6</b>

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## **CENTRICA AMERICA LIMITED**

### **Directors' report for the year ended 31 December 2010**

The Directors present their report and the audited financial statements of Centrica America Limited ("the Company") for the year ended 31 December 2010

#### **Principal activities**

The principal activity of the Company is to act as an investment holding company within the Centrica plc group ("the Group")

#### **Review of business and future developments**

The financial position of the Company is presented in the balance sheet on page 5. Shareholders' funds at 31 December 2010 were US\$901,380,000 (2009 US\$901,380,000)

The Directors believe that the currency of the primary economic environment in which the Company operates and generates net cash flows is US dollars and accordingly the financial statements have been prepared in US dollars

The Directors intend that the Company will continue to act as an investment holding company, financed by US dollar equity, for the foreseeable future

The Company has taken advantage of the provisions of the Companies Act 2006 (the 'Act') to abolish the requirement to have an authorised share capital. A Special Resolution was passed by the Company's sole member on 29 November 2010 to delete all provisions of the Company's Memorandum of Association which, by virtue of section 28 of the Act, were treated as provisions of the Company's Articles of Association and then by adopting new Articles of Association

#### **Results and dividends**

The Company did not trade during the year and therefore did not record a profit or loss on ordinary activities after tax (2009 US\$nil). The Directors do not recommend the payment of a final dividend (2009 US\$nil)

#### **Principal risk and uncertainties**

The management of the business and the execution of the Company's strategy are subject to a number of risks. The key business risks and uncertainties that the Company is exposed to are interest risks linked to the Centrica plc Group's ("the Group") cost of funds. As the interest rate risks relate to transactions with other Group companies they are not actively managed by the Company

The principal risks and uncertainties for the Group, which include those of the Company, are discussed on pages 30-36 of the Group's 2010 Annual Report and Accounts which does not form part of this report. Copies of the Annual Report of Centrica plc may be obtained from [www.Centrica.com](http://www.Centrica.com)

#### **Key performance indicators ("KPIs")**

Given the nature of the business, the Company's Directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the business

#### **Directors**

The following served as Directors throughout the year and up to the date of signing this report

I G Dawson

C Redcliffe

J Bell (appointed 30 July 2010)

M L Turner (resigned 30 July 2010)

#### **Charitable and political donations**

The Company made no political or charitable donations during the year (2009 \$nil)

#### **Directors' and officers' liability**

Directors' and officers' liability insurance has been purchased by the ultimate parent company, Centrica plc and was in place throughout the year under review. The insurance does not provide cover in the event that the Director is proved to have acted fraudulently

## **CENTRICA AMERICA LIMITED**

### **Directors' report for the year ended 31 December 2010 (continued)**

#### **Financial risk management**

Details of the Group's financial risk management policy are set out on pages 83-87 of the Group's 2010 Annual Report and Accounts. Centrica Group Treasury also seeks to limit counter-party risk by conducting most of its banking and dealing activities with a limited number of major international banks, where status is kept under review.

#### **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 those financial statements, 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 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 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 of the Directors who held office at the date of approval of this Directors' report confirm that so far as they are aware, there is no relevant audit information of which the Company's auditors are unaware and they have taken all the steps that they ought to have taken as Directors to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

#### **Independent auditors**

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

This report was approved by the Board on 23 June 2011



For and on behalf of Centrica Secretaries Limited  
**Company Secretary**

23 June 2011

Company registered in England and Wales, Registered No. 4118195  
Registered office  
Millstream  
Maidenhead Road  
Windsor  
Berkshire  
SL4 5GD

## **CENTRICA AMERICA LIMITED**

### **Independent auditors' report to the member of Centrica America Limited**

We have audited the financial statements of Centrica America Limited for the year ended 31 December 2010, which comprise 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 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). 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 member 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.

#### **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 2010,
- 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

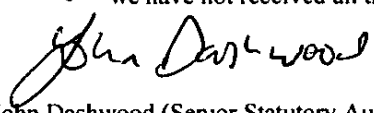
#### **Opinion on other matter prescribed by the Companies Act 2006**

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.

#### **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

  
John Dashwood (Senior Statutory Auditor)  
For and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
The Atrium,  
1 Harefield Road,  
Uxbridge  
UB8 1EX

23<sup>rd</sup> June

2011

**CENTRICA AMERICA LIMITED**

**Profit and loss account for the year ended 31 December 2010**

The Company did not recognise any profit and loss during the year (2009 US\$nil) There were no other recognised gains or losses (2009 US\$nil), and accordingly a statement of total recognised gains and losses has not been presented

A statement of movements in shareholders funds' is shown in note 8

The notes on pages 6 to 8 form part of these financial statements

**CENTRICA AMERICA LIMITED**

**Balance sheet as at 31 December 2010**

	Note	2010 US\$000	2009 US\$000
<b>FIXED ASSETS</b>			
Investments in subsidiaries	4	901,391	901,391
<b>CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR</b>	5	(11)	(11)
<b>NET CURRENT LIABILITIES</b>		(11)	(11)
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		901,380	901,380
<b>NET ASSETS</b>		901,380	901,380
<b>CAPITAL AND RESERVES</b>			
Called up share capital	6	900,996	900,996
Profit and loss reserve	7	174	174
Special reserve	7	210	210
<b>TOTAL SHAREHOLDERS' FUNDS</b>	8	901,380	901,380

The financial statements on pages 4 to 8 were approved and authorised for issue by the Board of Directors on 23 June 2011 and were signed on its behalf by



J Bell

Director

Registered No 4118195

The notes on pages 6 to 8 form part of these financial statements

## **CENTRICA AMERICA LIMITED**

### **Notes to the financial statements for the year ended 31 December 2010 (continued)**

#### **1. PRINCIPAL ACCOUNTING POLICIES**

##### **Accounting principles**

The financial statements have been prepared in accordance with applicable United Kingdom accounting standards, consistently applied, and under the historical cost convention and the Companies Act 2006

##### **Basis of preparation**

The Directors believe that the going concern basis is applicable for the preparation of the accounts

##### **Exemptions**

The Company is a wholly owned subsidiary undertaking of Centrica Beta Holdings Limited and is included in the consolidated financial statements of Centrica plc which are publicly available. Consequently, the Company has taken advantage of the exemption from preparing consolidated financial statements under the terms of section 400 of the Companies Act 2006

The Company has also taken advantage of the exemptions within Financial Reporting Standard No 1 (Revised), "Cash Flow Statements" from presenting a cash flow statement, and within Financial Reporting Standard No 8 "Related Party Disclosures", from disclosure of transactions with other Group companies

##### **Reporting currency**

The Directors believe that the currency of the primary economic environment in which the Company operates and generates net cash flows is US dollars. Accordingly the financial statements have been prepared in US dollars. The 31 December 2010 US dollar to Sterling exchange rate used in the preparation of these financial statements was 1.5591 (2009 1.6148) and the average rate for the year was 1.5448 (2009 1.5642)

##### **Investments in subsidiary undertakings**

Investments in subsidiary undertakings are included in the balance sheet at cost, less accumulated provisions for any impairment. The carrying values of investments are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

##### **Financial instruments**

Share capital. Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction from the proceeds received.

The Company is exempted by FRS 29 from providing detailed disclosures in respect of its financial instruments because it does not apply FRS 26.

#### **2. DIRECTORS AND EMPLOYEES**

The Directors received no emoluments during the year ended 31 December 2010 (2009 US\$nil) in respect of their services to the Company. There were no employees during the year (2009 nil).

#### **3. AUDITORS' REMUNERATION**

Auditors' remuneration totalling US\$10,948 (2009 US\$10,055) relates to fees for the audit of the UK GAAP statutory accounts of the Company and includes fees in relation to the audit of the IFRS Group consolidation schedules, for the purpose of the Centrica Group audit, which also contribute to the audit of the Company. The auditors' remuneration of US\$10,948 (2009 US\$10,055) is borne by Centrica plc.

# **CENTRICA AMERICA LIMITED**

## **Notes to the financial statements for the year ended 31 December 2010 (continued)**

### **4. INVESTMENTS IN SUBSIDIARIES**

	<b>US\$000</b>
1 January 2010	901,391
31 December 2010	<u>901,391</u>

At 31 December 2010 the Company had interests in the following principal undertakings This information is given pursuant to section 410(2) Companies Act 2006

<b>Principal subsidiary undertakings</b>	<b>Business</b>	<b>Country of incorporation</b>	<b>Direct holdings (%)</b>	<b>Indirect holdings (%)</b>
Centrica Finance (US) Limited	Financing company	England and Wales	100	-
Centrica US Holdings Inc	Holding company	USA	100	-
Bastrop Energy GP Inc	Energy supply	USA	-	100
CPL Retail Energy LP	Energy supply	USA	-	100
Direct Energy, LP	Energy supply	USA	-	100
Centrica Bastrop Finance Holdings	Holding company	England and Wales	-	100
Energy America, LLC	Energy supply	USA	-	100
Frontera Generation Limited Partnership	Energy supply	USA	-	100
Direct Energy Marketing Inc	Energy supply	USA	-	100
WTU Retail Energy, LP	Energy supply	USA	-	100
Clockwork Inc	Home services	USA	-	100

### **5. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	<b>2010 US\$000</b>	<b>2009 US\$000</b>
Amounts owed to Group undertakings	<u>11</u>	<u>11</u>

Amounts owed to Group undertakings are unsecured and interest free In particular the amounts owed to Group undertakings will not be required to be repaid for the foreseeable future

# CENTRICA AMERICA LIMITED

## Notes to the financial statements for the year ended 31 December 2010 (continued)

### 6. CALLED UP SHARE CAPITAL

	2010 US\$000	2009 US\$000
<b>Authorised share capital:</b>		
Nil ordinary shares of £1 sterling each (2009 500,000,000)	-	807,400
Nil ordinary shares of US\$1 each (2009 1,000,000,000)	-	1,000,000
Nil ordinary B shares of US\$1 each (2009 100,000,000)	-	100,000
	<u>-</u>	<u>1,907,400</u>
<b>Called up, allotted and partly or fully paid:</b>		
803,980,944 Ordinary shares of US\$1 each (i)	800,996	800,996
Ordinary B Shares of US\$1 each (ii)	<u>100,000</u>	<u>100,000</u>
	<u>900,996</u>	<u>900,996</u>

(i) Of this amount, in both 2010 and 2009 US\$603,981,000 relates to 603,980,944 fully paid shares. There are in 2010 and 2009 200,000,000 Ordinary shares of US\$1 in issue partly paid to a value of US\$197,015,000.

(ii) Ordinary B shares carry equal voting rights and rights on winding up to ordinary shares of the Company.

The Company has taken advantage of the provisions of the Companies Act 2006 (the 'Act') to abolish the requirement to have an authorised share capital. A Special Resolution was passed by the Company's sole member on 29 November 2010 to delete all provisions of the Company's Memorandum of Association which, by virtue of section 28 of the Act, were treated as provisions of the Company's Articles of Association and then by adopting new Articles of Association.

### 7. RESERVES

	Special reserve US\$000 (i)	Profit and loss reserve US\$000	Total US\$000
1 January 2010	210	174	384
Result for the financial year	-	-	-
<b>31 December 2010</b>	<u>210</u>	<u>174</u>	<u>384</u>

(i) The special reserve comprises foreign exchange gains arising on the re-translation of the Company's reserves to US dollars. As these amounts have not been realised, they have been excluded from distributable reserves.

### 8. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2010 US\$000	2009 US\$000
Opening shareholders' funds	901,380	901,380
Closing shareholders' funds	<u>901,380</u>	<u>901,380</u>

### 9. ULTIMATE PARENT UNDERTAKING

Centrica Beta Holdings Limited, a company registered in England and Wales, is the immediate parent undertaking. Centrica plc, a company registered in England and Wales, is the ultimate parent undertaking and the only company to consolidate the financial statements of the Company. Copies of the Annual Report of Centrica plc may be obtained from [www.centrica.com](http://www.centrica.com).