

**Registered Number: 4577601**

## **CENTRICA ALPHA FINANCE LIMITED**

**Annual Report and Financial Statements  
For the year ended 31 December 2010**

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**CENTRICA ALPHA FINANCE LIMITED**

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

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## **CENTRICA ALPHA FINANCE LIMITED**

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

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

#### **Principal activities**

The principal activity of the Company is to act as a financing 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\$ 312,331,000 (2009 US\$302,393,000)

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 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 30 April 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.

The Directors intend that the Company will continue to act as a financing company for the foreseeable future.

#### **Results and dividends**

The profit on ordinary activities after taxation for the year ended 31 December 2010 is US\$ 9,938,000 (2009 US\$9,622,000). The Directors do not recommend the payment of a final dividend. (2009 US\$ nil)

#### **Principal risks 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 the KPIs necessary for an understanding of the development, performance and position of the business are net assets and results after tax, these are shown above.

#### **Directors**

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

C Redcliffe

J Bell (appointed 30 July 2010)

M L Turner (resigned 30 July 2010)

#### **Political and charitable donations**

The Company made no political or charitable donations during the year. (2009 US\$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 ALPHA FINANCE LIMITED

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

#### Financial risk management

Details of the Group's financial risk management policy is set out on pages 83 - 87 of the Group's 2010 Annual Report and Accounts

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 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 the 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 number 4577601  
Registered office  
Millstream  
Maidenhead Road  
Windsor  
Berkshire  
SL4 5GD

## **CENTRICA ALPHA FINANCE LIMITED**

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

We have audited the financial statements of Centrica Alpha Finance Limited for the year ended 31 December 2010, 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 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 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.

#### **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 ALPHA FINANCE LIMITED

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

	Notes	2010 US\$000	2009 US\$000
Interest receivable and similar income	4	9,938	9,622
<b>Profit on ordinary activities before taxation</b>		<b>9,938</b>	<b>9,622</b>
Taxation on profit on ordinary activities	5	-	-
<b>Profit for the financial year</b>	<b>8</b>	<b>9,938</b>	<b>9,622</b>

All amounts relate to continuing operations

There is no difference between the profit on ordinary activities before taxation and the retained profit for the year stated above and its historic cost equivalents

There are no recognised gains or losses other than those included in the results above, and accordingly no separate statement of total recognised gains and losses has been presented

A reconciliation of movements in shareholders' funds is shown in note 9

The notes on pages 6 to 9 form part of these financial statements

**CENTRICA ALPHA FINANCE LIMITED**

**Balance sheet as at 31 December 2010**

	Notes	2010 US\$000	2009 US\$000
<b>CURRENT ASSETS</b>			
Debtors	6	<u>312,331</u>	<u>302,393</u>
<b>NET CURRENT ASSETS</b>		<u>312,331</u>	<u>302,393</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<u>312,331</u>	<u>302,393</u>
<b>NET ASSETS</b>		<u>312,331</u>	<u>302,393</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	7	226,377	226,377
Profit and loss reserve	8	85,954	76,016
<b>TOTAL SHAREHOLDERS' FUNDS</b>	9	<u>312,331</u>	<u>302,393</u>

The financial statements on pages 4 to 9 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**

The notes on pages 6 to 9 form part of these financial statements  
Registered No 4577601

## **CENTRICA ALPHA FINANCE LIMITED**

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

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

##### **Accounting principles**

The financial statements have been prepared in accordance with applicable UK accounting standards, consistently applied throughout the year, 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 Finance (US) Limited and is included in the consolidated financial statements of Centrica plc which are publicly available

The Company has taken advantage of the exemptions within Financial Reporting Standard No1 (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 consider 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)

##### **Foreign currencies**

Monetary assets and liabilities in foreign currencies are translated into US dollars (or alternatives) at rates of exchange ruling at the end of the year

Transactions in foreign currencies are translated into US dollars at the rate of exchange ruling at the date of transaction. All foreign exchange differences have been taken to the profit and loss account in the year

##### **Interest**

Interest is accounted for on an accruals basis. Interest receivable from other Group companies registered overseas is presented inclusive of any overseas withholding tax

##### **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

**Interest bearing debt and loans** All interest bearing debt and loans are initially stated at the amount of the net proceeds for debt and costs for loans. After initial recognition, the carrying amounts of interest bearing loan receivables and payables are increased by the finance income and finance costs respectively. The carrying amounts are reduced by the payment or repayment of amounts owing under loan receivables and payables respectively

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



## CENTRICA ALPHA FINANCE LIMITED

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

#### 1. PRINCIPAL ACCOUNTING POLICIES (continued)

##### Taxation

Current tax, including UK corporation tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantially enacted by the balance sheet date. Taxable profits or losses are subject to group relief without payment

#### 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 of the Company during the year ended 31 December 2010 (2009 nil)

#### 3. AUDITORS' REMUNERATION

Auditors' remuneration totalling US\$11,049 (2009 US\$10,379) 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\$11,049 is borne by Centrica plc

#### 4. INTEREST RECEIVABLE AND SIMILAR INCOME

	2010 US\$000	2009 US\$000
Interest receivable from Group undertakings	<u>9,938</u>	<u>9,622</u>

#### 5. TAXATION ON PROFIT ON ORDINARY ACTIVITIES

	2010 US\$000	2009 US\$000
(a) Analysis of tax credit in the period		
The tax credit comprises		
Current tax:		
United Kingdom corporation tax at 28% (2009 28%)	-	-
Adjustments in respect of previous periods	-	-
Total current tax	<u>-</u>	<u>-</u>
Total tax on profit on ordinary activities	<u>-</u>	<u>-</u>

# **CENTRICA ALPHA FINANCE LIMITED**

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

### **5. TAXATION ON PROFIT ON ORDINARY ACTIVITIES (continued)**

#### **(b) Factors affecting the tax charge for the period**

The differences between the total current tax shown above and the amount calculated by applying the standard rate of UK corporation tax to the profit before tax is as follows

	2010 US\$000	2009 US\$000
Profit on ordinary activities before taxation	9,938	9,622
Tax on profit on ordinary activities at standard UK corporation tax rate of 28% (2009 28%)	2,783	2,694
Effects of		
Group relief for nil consideration	(2,780)	(2,691)
Prior year adjustment	-	-
UK UK transfer pricing adjustment	(3)	(3)
Tax credit for the period	-	-

No deferred taxation arises in this period (2009 US\$nil)

A number of changes to the UK corporation tax system were announced in the March 2011 Budget Statement. The main rate of corporation tax reduced from 28% to 26% from 1 April 2011 and was substantively enacted on 29 March 2011. An initial reduction of 1% to 27% effective from April 2011 was enacted by Finance (No 2) Act 2010 and is therefore taken into account in these financial statements. Further reductions to the main rate are proposed to reduce the rate by 1% per annum to 23% by 1 April 2014, and the reduction to 25% from 1 April 2012 is expected to be enacted by Finance Act 2011. Beyond the reduction to 27%, the changes had not been substantively enacted at the balance sheet date and, therefore are not included in these financial statements. The impact of these changes on the deferred tax balances is not expected to be material.

### **6. DEBTORS**

	2010 US\$000	2009 US\$000
Amounts falling due within one year		
Amounts owed by Group undertakings	312,331	302,393

Amounts owed by Group undertakings totalling US\$309,487,324 (2009 US\$299,630,000) are unsecured and accrue interest at the US Prime rate on the last day of the preceding quarter with interest payable quarterly in arrears, and are repayable on demand. The remaining balance relates to accrued interest.

### **7. CALLED UP SHARE CAPITAL**

	2010 US\$000	2009 US\$000
<b>Authorised share capital:</b>		
Nil ordinary shares of US\$1 each (2009 273,700,000)	-	273,700
Nil deferred shares of US\$100 each (2009 2,263,000)	-	226,300
	-	500,000
<b>Allotted and fully paid:</b>		
77,372 ordinary shares of US\$1 each (2009 77,372)	77	77
2,263,000 deferred shares of US\$100 each (2009 2,263,000)	226,300	226,300
	226,377	226,377

## **CENTRICA ALPHA FINANCE LIMITED**

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

#### **7. CALLED UP SHARE CAPITAL (CONTINUED)**

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 30 April 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.

#### **8. RECONCILIATION OF MOVEMENT IN RESERVES**

	<b>Profit and loss reserve US\$000</b>
As at 1 January 2010	<b>76,016</b>
Profit for the financial year	<b>9,938</b>
As at 31 December 2010	<b>85,954</b>

#### **9. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS**

	<b>2010 US\$000</b>	<b>2009 US\$000</b>
Retained profit for the financial year	<b>9,938</b>	<b>9,622</b>
Net addition to shareholders' funds	<b>9,938</b>	<b>9,622</b>
Opening shareholders' funds	<b>302,393</b>	<b>292,771</b>
Closing shareholders' funds	<b>312,331</b>	<b>302,393</b>

#### **10. ULTIMATE PARENT UNDERTAKING**

Centrica Finance (US) 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 controlling party, and the only company to consolidate the financial statements of Centrica Alpha Finance Limited. Copies of the Annual Report of Centrica plc may be obtained from [www.centrica.com](http://www.centrica.com)