



Chartered Accountants
& Business Advisors

UNION ESTATE ELECTRICITY GENERATION COMPANY LIMITED

CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in Trinidad and Tobago Dollars)

31 DECEMBER 2008



Chartered Accountants
& Business Advisors

UNION ESTATE ELECTRICITY GENERATION COMPANY LIMITED

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UNION ESTATE ELECTRICITY GENERATION COMPANY LIMITED

CONSOLIDATED BALANCE SHEET
(Expressed in Trinidad and Tobago Dollars)

| | 31 December | |
|---|-------------------------|--|
| | <u>2008</u> (\$'000) | <u>2007</u> (\$'000) (Unaudited) |
| Current Assets: | | |
| Cash at bank | 596 | - |
| Restricted cash | 439,127 | 100,790 |
| Amounts due from related parties | - | 15,305 |
| Current portion of deferred charges | <u>2,170</u> | <u>-</u> |
| Total Current Assets | 441,893 | 116,095 |
| Non-Current Assets: | | |
| Non-current portion of deferred charges | 3,073 | - |
| Property, plant and equipment | <u>907,296</u> | <u>2,954</u> |
| Total Assets | <u>1,352,262</u> | <u>119,049</u> |
| <u>LIABILITIES AND SHAREHOLDERS' EQUITY</u> | | |
| Liabilities: | | |
| Trade and other liabilities | 9,045 | 116,083 |
| Amounts due to related parties | <u>2,547</u> | <u>-</u> |
| Total Liabilities | <u>11,592</u> | <u>116,083</u> |
| Shareholders' Equity: | | |
| Stated capital | 6 | 6 |
| Capital contributions | 1,374,574 | 15,999 |
| Accumulated deficit | <u>(30,543)</u> | <u>(11,742)</u> |
| Capital and reserves attributable to equity holders | 1,344,037 | 4,263 |
| Non-controlling interest | <u>(3,367)</u> | <u>(1,297)</u> |
| Total Shareholders' Equity | <u>1,340,670</u> | <u>2,966</u> |
| Total Liabilities and Shareholders' Equity | <u>1,352,262</u> | <u>119,049</u> |

UNION ESTATE ELECTRICITY GENERATION COMPANY LIMITED

CONSOLIDATED STATEMENT OF INCOME
(Expressed in Trinidad and Tobago Dollars)

| | For the year ended 31 December | |
|---------------------------------------|-----------------------------------|--|
| | <u>2008</u> (\$'000) | <u>2007</u> (\$'000) (Unaudited) |
| Revenue: | | |
| Total Revenue | _____ - | _____ - |
| Expenditure: | | |
| Effect of currency conversion | 170 | (1,189) |
| Administrative expenses | <u>(22,836)</u> | <u>(11,850)</u> |
| Operating loss before interest income | (22,666) | (13,039) |
| Interest income | <u>1,795</u> | _____ - |
| Nat loss before taxation | (20,871) | (13,039) |
| Taxation | _____ - | _____ - |
| Net loss for the year | <u><u>(20,871)</u></u> | <u><u>(13,039)</u></u> |
| Attributable to: | | |
| Equity holders | (18,796) | (11,742) |
| Non-controlling interest | <u>(2,075)</u> | <u>(1,297)</u> |
| Net loss for the year | <u><u>(20,871)</u></u> | <u><u>(13,039)</u></u> |

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
(Expressed in Trinidad and Tobago Dollars)

FOR THE YEAR ENDED 31 DECEMBER 2008

| | <u>Stated Capital</u> (\$'000) | <u>Capital Contributions</u> (\$'000) | <u>Acumulated Deficit</u> (\$'000) | <u>Non- Controlling Interest</u> (\$'000) | <u>Total Equity</u> (\$'000) |
|------------------------------------|---------------------------------------|--|---|--|-------------------------------------|
| Year ended 31 December 2007 | | | | | |
| Net loss for the year | - | - | (11,742) | (1,297) | (13,039) |
| Capital contributions | - | 15,999 | - | - | 15,999 |
| Stated capital injection | <u>6</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>6</u> |
| Balance as at 31 December 2007 | <u><u>6</u></u> | <u><u>15,999</u></u> | <u><u>(11,742)</u></u> | <u><u>(1,297)</u></u> | <u><u>2,966</u></u> |
| Year ended 31 December 2008 | | | | | |
| Balance as at 1 January 2008 | 6 | 15,999 | (11,747) | (1,292) | 2,966 |
| Net loss for the year | - | - | (18,796) | (2,075) | (20,871) |
| Capital contributions | <u>-</u> | <u>1,358,575</u> | <u>-</u> | <u>-</u> | <u>1,358,575</u> |
| Balance as at 31 December 2008 | <u><u>6</u></u> | <u><u>1,374,574</u></u> | <u><u>(30,543)</u></u> | <u><u>(3,367)</u></u> | <u><u>1,340,670</u></u> |

UNION ESTATE ELECTRICITY GENERATION COMPANY LIMITED

CONSOLIDATED STATEMENT OF CASH FLOWS
(Expressed in Trinidad and Tobago Dollars)

| | For the year ended 31 December | |
|---|-----------------------------------|--|
| | <u>2008</u> (\$'000) | <u>2007</u> (\$'000) (Unaudited) |
| <u>OPERATING ACTIVITIES</u> | | |
| Net loss before taxation | (20,871) | (13,039) |
| Interest income | <u>(1,795)</u> | <u>-</u> |
| Net loss before changes in working capital | (22,666) | (13,039) |
| Increase in deferred charges | (5,244) | - |
| Net change in amounts due from related parties | 15,305 | (15,305) |
| Net change in amounts due to related parties | 2,547 | - |
| Increase in trade payables | <u>(107,038)</u> | <u>116,083</u> |
| | (117,096) | 87,739 |
| Interest received (net) | <u>1,795</u> | <u>-</u> |
| Cash (used in)/provided by Operating Activities | <u>(115,301)</u> | <u>87,739</u> |
| <u>INVESTING ACTIVITIES</u> | | |
| Purchase of property, plant and equipment | (904,342) | (2,954) |
| Net change in restricted cash | <u>(338,336)</u> | <u>(100,790)</u> |
| Cash used in Investing Activities | <u>(1,242,678)</u> | <u>(103,744)</u> |
| <u>FINANCING ACTIVITIES</u> | | |
| Capital injection | - | 6 |
| Increase in capital contributions | <u>1,358,575</u> | <u>15,999</u> |
| Cash provided by Financing Activities | <u>1,358,575</u> | <u>16,005</u> |
| Net change in cash resources | 596 | - |
| Net cash resources, beginning of year | <u>-</u> | <u>-</u> |
| Net cash resources, end of year | <u><u>596</u></u> | <u><u>-</u></u> |
| Represented by: | | |
| Cash at bank | <u><u>596</u></u> | <u><u>-</u></u> |



Chartered Accountants
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UNION ESTATE ELECTRICITY GENERATION COMPANY LIMITED

CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in United States Dollars)

31 DECEMBER 2008



Chartered Accountants
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UNION ESTATE ELECTRICITY GENERATION COMPANY LIMITED

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UNION ESTATE ELECTRICITY GENERATION COMPANY LIMITED

Building 5, Christina Courts, 33 – 35 Boisierre No. 1, Maraval,
Republic of Trinidad and Tobago

Statement of Management Responsibilities

It is the responsibility of management to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the operating results of the Company for the year. It is also management's responsibility to ensure that the Company keeps proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company. They are also responsible for safeguarding the assets of the Company.

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error, selecting and applying appropriate accounting policies, and making accounting estimates that are reasonable in the circumstances.

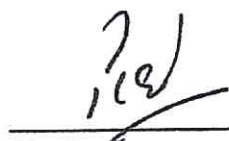
Management accepts responsibility for the annual financial statements, which have been prepared using appropriate accounting policies supported by reasonable and prudent judgments and estimates, in conformity with International Financial Reporting Standards. Management are of the opinion that the financial statements give a true and fair view of the state of the financial affairs of the Company and of its operating results. Management further accepts responsibility for the maintenance of accounting records which may be relied upon in the preparation of financial statements, as well as adequate systems of internal financial control.

Nothing has come to the attention of Management to indicate that the Company will not remain a going concern for at least the next twelve months from the date of this statement.



Director

Date: November 19, 2014



Director

Date: November 19, 2014



Chartered Accountants
& Business Advisors

INDEPENDENT AUDITORS' REPORT

The Shareholder Union Estate Electricity Generation Company Limited

We have audited the accompanying consolidated financial statements of Union Estate Electricity Generation Company Limited, which comprise the consolidated balance sheet as at 31 December 2008, the consolidated statements of income, changes in equity and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with the International Financial Reporting Standard, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Union Estate Electricity Generation Company Limited as of 31 December 2008, and its financial performance and cash flows for the year then ended in accordance with the International Financial Reporting Standard.

PKF

**Port of Spain
19 November 2014**

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UNION ESTATE ELECTRICITY GENERATION COMPANY LIMITED

CONSOLIDATED BALANCE SHEET
 (Expressed in United States Dollars)

| | | 31 December | |
|---|--------------|-------------------------|--|
| | <u>Notes</u> | <u>2008</u> (\$'000) | <u>2007</u> (\$'000) (Unaudited) |
| Current Assets: | | | |
| Cash at bank | 5 | 95 | - |
| Restricted cash | 6 | 70,006 | 15,970 |
| Amounts due from related parties | 7 | - | 2,425 |
| Current portion of deferred charges | 8 | <u>346</u> | <u>-</u> |
| Total Current Assets | | <u>70,447</u> | <u>18,395</u> |
| Non-Current Assets: | | | |
| Non-current portion of deferred charges | 8 | 490 | - |
| Property, plant and equipment | 9 | <u>144,642</u> | <u>468</u> |
| Total Assets | | <u>215,579</u> | <u>18,863</u> |

LIABILITIES AND SHAREHOLDERS' EQUITY
Liabilities:

| | | | |
|--------------------------------|----|--------------|---------------|
| Trade and other liabilities | 10 | 1,442 | 18,393 |
| Amounts due to related parties | 7 | <u>406</u> | <u>-</u> |
| Total Liabilities | | <u>1,848</u> | <u>18,393</u> |

Shareholders' Equity:

| | | | |
|---|----|-----------------------|----------------------|
| Stated capital | 11 | 1 | 1 |
| Capital contributions | 12 | 219,136 | 2,535 |
| Accumulated deficit | | <u>(4,869)</u> | <u>(1,861)</u> |
| Capital and reserves attributable to equity holders | | 214,268 | 675 |
| Non-controlling interest | | <u>(537)</u> | <u>(205)</u> |
| Total Shareholders' Equity | | <u>213,731</u> | <u>470</u> |
| Total Liabilities and Shareholders' Equity | | <u>215,579</u> | <u>18,863</u> |

These consolidated financial statements were approved by the Board of Directors and authorised for issue on 19 November 2014 and signed on their behalf by:

 Director: David Andrade

 Director: 

(The accompanying notes are an integral part of these consolidated financial statements)

UNION ESTATE ELECTRICITY GENERATION COMPANY LIMITED

CONSOLIDATED STATEMENT OF INCOME
(Expressed in United States Dollars)

| | | For the year ended 31 December | |
|---------------------------------------|--------------|-----------------------------------|--|
| | <u>Notes</u> | <u>2008</u> (\$'000) | <u>2007</u> (\$'000) (Unaudited) |
| Revenue: | | | |
| Total Revenue | | \$ _____ - | \$ _____ - |
| Expenditure: | | | |
| Administrative expenses | 13 | _____(3,625) | _____(1,880) |
| Operating loss before interest income | | (3,625) | (1,880) |
| Interest income | 14 | _____ <u>285</u> | _____ - |
| Nat loss before taxation | | (3,340) | (1,880) |
| Taxation | | _____ - | _____ - |
| Net loss for the year | | <u>_____(3,340)</u> | <u>_____(1,880)</u> |
| Attributable to: | | | |
| Equity holders | | (3,008) | (1,693) |
| Non-controlling interest | | _____(332) | _____(187) |
| Net loss for the year | | <u>_____(3,340)</u> | <u>_____(1,880)</u> |

(The accompanying notes form an integral part of these consolidated financial statements)

UNION ESTATE ELECTRICITY GENERATION COMPANY LIMITED

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
(Expressed in United States Dollars)

FOR THE YEAR ENDED 31 DECEMBER 2008

| | <u>Stated Capital</u> (S'000) | <u>Capital Contributions</u> (S'000) | <u>Acumulated Deficit</u> (S'000) | <u>Non- Controlling Interest</u> (S'000) | <u>Total Equity</u> (S'000) |
|------------------------------------|--------------------------------------|---|--|---|------------------------------------|
| Year ended 31 December 2007 | | | | | |
| Balance as at 1 January 2007 | 1 | 186 | (168) | (18) | 1 |
| Net loss for the year | - | - | (1,693) | (187) | (1,880) |
| Capital contributions | - | <u>2,349</u> | - | - | <u>2,349</u> |
| Balance as at 31 December 2007 | <u><u>1</u></u> | <u><u>2,535</u></u> | <u><u>(1,861)</u></u> | <u><u>(205)</u></u> | <u><u>470</u></u> |
| Year ended 31 December 2008 | | | | | |
| Balance as at 1 January 2008 | 1 | 2,535 | (1,861) | (205) | 470 |
| Net loss for the year | - | - | (3,008) | (332) | (3,340) |
| Capital contributions | - | <u>216,601</u> | - | - | <u>216,601</u> |
| Balance as at 31 December 2008 | <u><u>1</u></u> | <u><u>219,136</u></u> | <u><u>(4,869)</u></u> | <u><u>(537)</u></u> | <u><u>213,731</u></u> |

(The accompanying notes form an integral part of these consolidated financial statements)

UNION ESTATE ELECTRICITY GENERATION COMPANY LIMITED

CONSOLIDATED STATEMENT OF CASH FLOWS
(Expressed in United States Dollars)

| | For the year ended 31 December | |
|---|-----------------------------------|--|
| | <u>2008</u> (\$'000) | <u>2007</u> (\$'000) (Unaudited) |
| <u>OPERATING ACTIVITIES</u> | | |
| Net loss before taxation | (3,340) | (1,880) |
| Interest income | <u>(285)</u> | <u>-</u> |
| Net loss before changes in working capital | (3,625) | (1,880) |
| Increase in deferred charges | (836) | - |
| Net change in amounts due from related parties | 2,425 | (2,424) |
| Net change in amounts due to related parties | (17,987) | 18,393 |
| Increase in trade payables | <u>1,442</u> | <u>-</u> |
| | (18,581) | 14,089 |
| Interest received (net) | <u>285</u> | <u>-</u> |
| Cash (used in)/provided by Operating Activities | <u>(18,296)</u> | <u>14,089</u> |
| <u>INVESTING ACTIVITIES</u> | | |
| Purchase of property, plant and equipment | (144,174) | (468) |
| Net change in restricted cash | <u>(54,036)</u> | <u>(15,970)</u> |
| Cash used in Investing Activities | <u>(198,210)</u> | <u>(16,438)</u> |
| <u>FINANCING ACTIVITIES</u> | | |
| Increase in capital contributions | <u>216,601</u> | <u>2,349</u> |
| Cash provided by Financing Activities | <u>216,601</u> | <u>2,349</u> |
| Net change in cash resources | 95 | - |
| Net cash resources, beginning of year | <u>-</u> | <u>-</u> |
| Net cash resources, end of year | <u><u>95</u></u> | <u><u>-</u></u> |
| Represented by: | | |
| Cash at bank | <u>\$ 95</u> | <u>\$ -</u> |

(The accompanying notes are an integral part of these consolidated financial statements)

UNION ESTATE ELECTRICITY GENERATION COMPANY LIMITED**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**
(Expressed in United States Dollars)**31 DECEMBER 2008****1. Principal Business Activities:**

Union Estate Electricity Generation Company Limited (UEEGCL) was incorporated on 26 February 2008 to hold equity on behalf of the Government of Trinidad and Tobago, in the acquisition, construction, ownership, sale, and the operation, management and maintenance of power generation facilities. The registered office of UEEGCL is located at Level 15, Eric Williams Financial Complex, Independence Square, Port of Spain.

The purposes of Trinidad Generation Unlimited are limited to engaging in the acquisition, construction, lease, ownership and sale, and the operation, management, maintenance, financing and re-financing of power generation facilities, contracting for the output of power from such facilities, and all actions incidental, necessary or appropriate to the foregoing that may be engaged in by an unlimited liability company formed under the Act.

By Shareholders' Agreement dated 10 July 2008, UEEGCL owned 40% of Trinidad Generation Unlimited, with the other 60% being owned by Trinidad and Tobago Power Generation Unlimited, a company whose ultimate parent is AES Corporation of the United States of America.

Subsequently, a Shareholders Amendment Agreement dated 6 January 2009 was executed. The latter document changed the percentage ownership of Trinidad Generation Unlimited, effective 1 December 2008, from that stated in the preceding paragraph to UEEGCL owning 90.07% and Trinidad and Tobago Power Generation Unlimited owning 9.93% of the equity of Trinidad Generation Unlimited.

The operations of Trinidad Generation Unlimited have been consolidated into these consolidated financial statements.

2. Summary of Significant Accounting Policies:**(a) Basis of preparation -**

These consolidated financial statements are prepared in accordance with the International Financial Reporting Standards (IFRSs) and are stated in United States dollars. The consolidated financial statements are expressed in thousands of dollars rounded to the nearest **\$1,000**. These consolidated financial statements have been prepared on the historical cost basis. The accounting policies used are consistent with those of previous year.

UNION ESTATE ELECTRICITY GENERATION COMPANY LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in United States Dollars)

31 DECEMBER 2008

2. Summary of Significant Accounting Policies (Cont'd):

(b) New Accounting Standards and Interpretations -

- (i) UEEGCL has not applied the following International Financial Reporting Interpretations Committee (IFRIC) interpretations that became effective during the current year as they do not apply to its activities:

IFRIC 12 Service Concession Arrangements.

IFRIC 13 Customer Loyalty Programmes.

IFRIC 14 IAS 19 – The limit on a Defined Benefit Asset, Minimum Funding Requirements and their interaction.

IFRIC 16 Hedges of a Net Investment in a Foreign Operation.

- i) UEEGCL has not applied the following standards, revised standards and interpretations that have been issued but are not yet effective as UEEGCL has not opted for early adoption, they do not apply to the activities of UEEGCL or they have no material impact on the consolidated financial statements:

Effective for accounting periods beginning on or after 1 January 2009

IFRS 1 First-time Adoption of International Financial Reporting Standards.

IFRS 2 Share-based Payment.

IFRS 8 Operating Segments.

IAS 1 Presentation of Financial Statements.

IAS 16 Property, Plant and Equipment.

IAS 19 Employee Benefits.

IAS 20 Government Grants and Disclosure of Government Assistance.

IAS 23 Borrowing Costs.

IAS 27 Consolidated and Separate Financial Statements.

UNION ESTATE ELECTRICITY GENERATION COMPANY LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in United States Dollars)

31 DECEMBER 2008

2. Summary of Significant Accounting Policies (Cont'd):

(b) New Accounting Standards and Interpretations (cont'd) -

| | |
|----------|---|
| IAS 28 | Investment in Associates. |
| IAS 29 | Financial Reporting in Hyperinflationary Economies. |
| IAS 32 | Financial Instruments: Presentation. |
| IAS 36 | Impairment of Assets. |
| IAS 38 | Intangible Assets. |
| IAS 39 | Financial Instruments: Recognition and Measurement. |
| IAS 40 | Investment Property. |
| IAS 41 | Agriculture. |
| IFRIC 14 | IAS 19 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction |
| IFRIC 15 | Agreements for the Construction of Real Estate. |
| IFRIC 18 | Transfer of Assets from Customers. |

Effective for accounting periods beginning on or after 1 July 2009

| | |
|----------|---|
| IFRS 3 | Business Combinations – Comprehensive revision on applying the acquisition method |
| IFRS 5 | Non-current Assets Held for Sale and Discontinued Operations. |
| IAS 31 | Interest in Joint Ventures. |
| IFRIC 17 | Distributions of Non-Cash Assets to Owners. |
| IFRIC 18 | Transfer of Assets from customers |

UNION ESTATE ELECTRICITY GENERATION COMPANY LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in United States Dollars)

31 DECEMBER 2008

2. Summary of Significant Accounting Policies (Cont'd):(c) **Use of estimates -**

The preparation of consolidated financial statements in conformity with IFRSs requires the use of certain critical accounting estimates and requires management to exercise its judgement in the process of applying UEEGCL's accounting policies. It also requires the use of assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on management's best knowledge of current events and actions, actual results may ultimately differ from those estimates.

(d) **Financial assets -**

Financial assets are classified into the following categories – loans and receivables and available for sale financial assets. The classification depends on the purpose for which the investments were acquired. Management determines the classification of its investments at initial recognition and re-evaluates this at every reporting date.

Loans and receivables

Loans and receivables are non-derivative financial assets, with fixed or determinable payments that are not quoted in an active market and which UEEGCL does not intend to sell in the short-term or which it has not designated as fair value through profit and loss, available for sale or held to maturity. Loans and receivables are carried at amortized cost using the effective interest method.

Available for sale

Investments intended to be held for an indefinite period of time and which may be sold in response to needs for liquidity or changes in interest rate are classified as available for sale. These investments are carried at fair value with realized gains and losses being taken to the profit and loss account and unrealized gains and losses being shown in equity.

Held to maturity

Investments with fixed or determinable payments and fixed maturity which the Group has the positive intent and ability to hold to maturity are classified as held to maturity and are stated at amortised costs.

(e) **Comparative information -**

Where necessary, comparative figures have been adjusted to conform with changes in presentation in the current year.

UNION ESTATE ELECTRICITY GENERATION COMPANY LIMITED**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**
(Expressed in United States Dollars)**31 DECEMBER 2008****2. Summary of Significant Accounting Policies (Cont'd):****(f) Cash and cash equivalents -**

Cash at bank in the Consolidated Balance Sheet comprises of cash held in depository bank accounts as at the reporting date.

For the purposes of the Consolidated Statements of Cash Flows, cash and cash equivalents consist of cash at bank and deposits in banks with an original maturity of three months or less.

(g) Restricted cash -

Restricted cash includes deposits which are restricted as to the withdrawal or usage. Cash is restricted as a result of the escrow requirements of contracts entered into by UEEGCL.

(h) Property Plant and Equipment -

Property, plant and equipment is stated at cost, less accumulated depreciation and accumulated impairment losses.

Construction work in progress includes payments to contractors and other direct cost incurred in constructing the plant that meet the recognition criteria. The construction work in progress will be allocated to the components of plant and equipment as they are commissioned. These costs will be depreciated on a straight line basis over a maximum period of 30 years from the date of commencement of the plant operations.

(i) Consolidation -

A subsidiary is an entity over which UEEGCL has the power to govern the financial and operating policies generally accompanying a shareholding of more than one-half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether UEEGCL controls another entity. Trinidad General Unlimited, in which UEEGCL has a 90.07% interest, is a subsidiary. The Subsidiary is fully consolidated from the date on which control is transferred to UEEGCL. It is de-recognises the assets and liabilities of a former subsidiary from the date on which control ceases.

UNION ESTATE ELECTRICITY GENERATION COMPANY LIMITED**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in United States Dollars)****31 DECEMBER 2008****2. Summary of Significant Accounting Policies (Cont'd):****(j) Consolidation (cont'd) -**

UEEGCL uses the purchase method of accounting to account for the acquisition of the subsidiary. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any non-controlling interest. The excess of the cost of acquisition over the fair value of UEEGCL's share of the identifiable net assets acquired is recorded as goodwill. If the cost of acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognised directly in the Statement of Income. All intercompany transactions and balances are eliminated on consolidation.

(k) Stated capital -

Shares are classified as equity when there is no obligation to transfer cash or other assets. Incremental costs directly attributable to the issue of equity instruments are shown in equity as a deduction from the proceeds.

(l) Foreign currency translation -*Functional and presentation currency*

Items included in the consolidated financial statements are measured using the currency of the primary economic environment in which the entity operates (the 'functional currency').

Transactions and balances

Local currency transactions are translated into the presentation currency, United States dollars, using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Consolidated Statement of Income.

UNION ESTATE ELECTRICITY GENERATION COMPANY LIMITED**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in United States Dollars)****31 DECEMBER 2008****2. Summary of Significant Accounting Policies (Cont'd):****(m) Taxation**

UEEGCL is subject to Corporation Tax, as it does not meet the criteria of an Investment Company as defined by the Corporation Tax Act, Section 6(3). Tax on profit or loss for the year comprises current tax and the change in deferred tax. Current tax comprises tax payable calculated on the basis of the taxable income for the year using the prevailing tax rate and any adjustment to tax payable for previous year.

Deferred tax is calculated using the liability method whereby liabilities are recognised for temporary differences arising between the carrying amount of assets and liabilities in the Balance Sheet and their tax basis, using tax rates that have been enacted or substantially enacted by the reporting date, which result in taxable amounts in future period. Deferred tax assets relating to the carry forward of unused tax losses are recognised to the extent it is probable that sufficient taxable profits will be available against which the unused tax losses can be utilised.

(n) Provisions -

Provisions are recognised when UEEGCL has a present legal or constructive obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation and a reliable estimate of the amount can be made. Provisions are not recognized for future operating losses. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognized even if the likelihood of an outflow with respect to any other item included in the same class of obligations may be small. Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to the passage of time is recognised in the profit and loss account.

(o) Revenue recognition -

Revenue comprises the fair value of the consideration received or receivable for the sale of goods in the ordinary course of activities. Revenue is shown net of value-added-tax, rebates and discounts and after eliminating enter-group sale. Interest income is recognised on the accruals basis and dividend income is accrued for when the right to receive payment is established.

UNION ESTATE ELECTRICITY GENERATION COMPANY LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in United States Dollars)

31 DECEMBER 2008

2. Summary of Significant Accounting Policies (Cont'd):

(p) Foreign currency translation -

Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates (the 'functional currency'). The financial statements are presented in thousands of United States dollars, which is UEEGCL's functional and presentation currency.

3. Financial Risk Management:

Financial risk factors

On account of Trinidad Generation Unlimited, UEEGCL as a consolidated entity is exposed to interest rate risk, credit risk, liquidity risk, currency risk, operational risk, compliance risk and reputation risk arising from the financial instruments that it holds. The risk management policies employed by UEEGCL to manage these risks are discussed below:

Financial Instruments

| | 2008 | |
|-------------------------------------|--------------------------------------|----------------------------------|
| | Carrying Value \$'000 | Fair Value \$'000 |
| Financial Assets | | |
| Current portion of deferred charges | \$ 346 | \$ 346 |
| Restricted cash | 70,006 | 70,006 |
| Cash at bank | 95 | 95 |
| Financial Liabilities | | |
| Accounts due to related parties | 406 | 406 |
| Trade and other liabilities | 1,442 | 1,442 |

UNION ESTATE ELECTRICITY GENERATION COMPANY LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in United States Dollars)

31 DECEMBER 2008

3. Financial Risk Management (Cont'd):

Financial risk factors (cont'd) -

| Financial Assets | 2007 | |
|----------------------------------|-----------------------------|-------------------------|
| | Carrying Value \$'000 | Fair Value \$'000 |
| Amounts due from related parties | \$ 2,425 | \$ 2,425 |
| Restricted cash | 15,970 | 15,970 |
| Financial Liabilities | | |
| Accounts due to related parties | 18,393 | 18,393 |

(a) **Interest rate risk -**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

UEEGCL as a consolidated entity is exposed to interest rate risk through the effect of fluctuations in the prevailing levels of interest rates on interest bearing financial assets and liabilities.

The exposure is managed through the matching of funding products with financial services and monitoring market conditions and yields.

| Financial Assets | Effective Rate | 2008 | | | | Total \$'000 |
|-------------------------------------|-------------------|---------------------------|---------------------------|---------------------------|-----------------------------------|------------------|
| | | Up to 1 year \$'000 | 1 to 5 years \$'000 | Over 5 years \$'000 | Non-Interest Bearing \$'000 | |
| Current portion of deferred charges | 0.0% | | | | | |
| Restricted cash | 1.3% | \$ - | \$ - | \$ - | \$ 346 | \$ 346 |
| Cash at bank | 0.0% | 70,006 | - | - | - | 70,006 |
| | | <u>-</u> | <u>-</u> | <u>-</u> | <u>95</u> | <u>95</u> |
| Financial Liabilities | | <u>\$ 70,006</u> | <u>\$ -</u> | <u>\$ -</u> | <u>\$ 441</u> | <u>\$ 70,447</u> |
| Accounts due to related parties | | | | | | |
| Trade and other liabilities | 0.0% | \$ - | \$ - | \$ - | \$ 406 | \$ 406 |
| | 0.0% | <u>-</u> | <u>-</u> | <u>-</u> | <u>1,442</u> | <u>1,442</u> |
| | | <u>\$ -</u> | <u>\$ -</u> | <u>\$ -</u> | <u>\$ 1,848</u> | <u>\$ 1,848</u> |

UNION ESTATE ELECTRICITY GENERATION COMPANY LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in United States Dollars)

31 DECEMBER 2008

3. Financial Risk Management (Cont'd):(a) Interest rate risk (cont'd) -

| | Effective Rate | Up to <u>1 year</u> \$'000 | 1 to <u>5 years</u> \$'000 | 2007 Over <u>5 years</u> \$'000 | Non-Interest <u>Bearing</u> \$'000 | <u>Total</u> \$'000 |
|----------------------------------|-------------------|----------------------------------|----------------------------------|--|--|------------------------|
| Financial Assets | | | | | | |
| Amounts due from related parties | 0.0% | \$ - | \$ - | \$ - | \$ 2,425 | \$ 2,425 |
| Restricted cash | 1.3% | <u>15,970</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>15,970</u> |
| | | <u>\$ 15,970</u> | <u>\$ -</u> | <u>\$ -</u> | <u>\$ 2,425</u> | <u>\$ 18,395</u> |
| Financial Liabilities | | | | | | |
| Accounts due to related parties | 0.0% | <u>\$ -</u> | <u>\$ -</u> | <u>\$ -</u> | <u>\$ 18,393</u> | <u>\$ 18,393</u> |

(b) Credit risk -

Credit risk arises when failure by counter parties to discharge their obligations could reduce the amount of future cash inflows from financial assets on hand at the reporting date. UEEGCL as a consolidated entity has policies in place to control and monitor risk on a continuous basis.

(c) Liquidity risk -

Liquidity risk is the risk that arises when the maturity dates of assets and liabilities do not match. An unmatched position potentially enhances profitability, but can also increase the risk of losses.

UEEGCL as a consolidated entity has procedures with the object of minimising such losses such as maintaining sufficient cash and other highly liquid current assets and by having available an adequate amount of committed credit facilities.

i. Risk Management -

The matching and controlled mismatching of the maturities and interest rates of assets and liabilities are fundamental to the management of UEEGCL. UEEGCL as a consolidated entity employs various asset/liability techniques to manage liquidity gaps. Liquidity gaps are mitigated by the marketable nature of a substantial segment of UEEGCL's assets.

UNION ESTATE ELECTRICITY GENERATION COMPANY LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in United States Dollars)

31 DECEMBER 2008

3. Financial Risk Management (Cont'd):(c) **Liquidity risk (cont'd) -**

To manage and reduce liquidity risk UEEGCL's management actively seeks to match cash inflows with liability requirements.

ii. **Liquidity Gap**

| | 2008 | | | |
|-------------------------------------|------------------------------------|------------------------------------|------------------------------------|-------------------------|
| | <u>Up to 1 year \$'000</u> | <u>1 to 5 years \$'000</u> | <u>Over 5 years \$'000</u> | <u>Total \$'000</u> |
| Financial Assets | | | | |
| Current portion of deferred charges | | | | |
| Restricted cash | \$ 346 | \$ - | \$ - | \$ 346 |
| Cash at bank | 70,006 | - | - | 70,006 |
| | <u>95</u> | <u>-</u> | <u>-</u> | <u>95</u> |
| Financial Liabilities | <u>\$ 70,447</u> | <u>\$ -</u> | <u>\$ -</u> | <u>\$ 70,447</u> |
| Accounts due to related parties | | | | |
| Trade and other liabilities | \$ 406 | \$ - | \$ - | \$ 406 |
| | <u>1,442</u> | <u>-</u> | <u>-</u> | <u>1,442</u> |
| | <u>\$ 1,848</u> | <u>\$ -</u> | <u>\$ -</u> | <u>\$ 1,848</u> |
| 2007 | | | | |
| | <u>Up to 1 year \$'000</u> | <u>1 to 5 years \$'000</u> | <u>Over 5 years \$'000</u> | <u>Total \$'000</u> |
| Financial Assets | | | | |
| Amounts due from related parties | \$ 2,425 | \$ - | \$ - | \$ 2,425 |
| Restricted cash | <u>15,970</u> | <u>-</u> | <u>-</u> | <u>15,970</u> |
| | <u>\$ 18,395</u> | <u>\$ -</u> | <u>\$ -</u> | <u>\$ 18,395</u> |
| Financial Liabilities | | | | |
| Accounts due to related parties | <u>\$ 18,393</u> | <u>\$ -</u> | <u>\$ -</u> | <u>\$ 18,393</u> |

UNION ESTATE ELECTRICITY GENERATION COMPANY LIMITED**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**
(Expressed in United States Dollars)**31 DECEMBER 2008****3. Financial Risk Management (Cont'd):****(d) Currency risk -**

Currency risk is the risk that the value of financial instruments will fluctuate due to changes in foreign exchange rates. Currency risk arises when future commercial transactions and recognised assets and liabilities are denominated in a currency that is not UEEGCL's measurement currency. UEEGCL is exposed to foreign exchange risk arising from currency exposure to the United States Dollar. UEEGCL's management monitors the exchange rate fluctuations on a continuous basis and acts accordingly.

(e) Operational risk -

Operational risk is the risk derived from deficiencies relating to UEEGCL's information technology and control systems, as well as the risk of human error and natural disasters. UEEGCL's systems are evaluated, maintained and upgraded continuously. Supervisory controls are installed to minimise human error.

(f) Compliance risk -

Compliance risk is the risk of financial loss, including fines and other penalties, which arise from non-compliance with laws and regulations of the state. The risk is limited by the monitoring controls applied by UEEGCL.

(g) Reputation risk -

The risk of loss of reputation arising from the negative publicity relating to UEEGCL's operations (whether true or false) may result in a reduction of its clientele, reduction in revenue and legal cases against UEEGCL. UEEGCL applies procedures to minimize this risk.

UNION ESTATE ELECTRICITY GENERATION COMPANY LIMITED**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**
(Expressed in United States Dollars)**31 DECEMBER 2008****4. Critical Accounting Estimates and Judgements:**

The preparation of these consolidated financial statements in accordance with International Financial Reporting Standards requires management to make judgements, estimates and assumptions in the process of applying UEEGCL's accounting policies.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events, that are believed to be reasonable under the circumstances. UEEGCL makes estimates and assumptions concerning the future. However, actual results could differ from those estimates as the resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have significant risk or causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Changes in accounting estimates are recognised in the Statement of Income in the period in which the estimate is changed, if the change affects that period only, or in the period of the change and future periods if the change affects both current and future periods.

The critical judgements, apart from those involving estimates, which have the most significant effect on the amounts recognised in the financial statements, are as follows:

- (i) Whether investments are classified as available for sale, held to maturity or loans and receivables.
- (ii) Whether leases are classified as operating leases or finance leases.
- (iii) Which depreciation method for property, plant and equipment is used.

The key assumptions concerning the future and other key sources of estimation uncertainty at the year-end date (requiring management's most difficult, subjective or complex judgements) that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year is as follows:

Impairment of assets

Management assesses at each year-end date whether assets are impaired. An asset is impaired when the carrying value is greater than its recoverable amount and there is objective evidence of impairment. Recoverable amount is the present value of the future cash flows. Provisions are made for the excess of the carrying value over its recoverable amount.

UNION ESTATE ELECTRICITY GENERATION COMPANY LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in United States Dollars)

31 DECEMBER 2008

5. Cash at Bank:

Cash at bank earns interest at floating rates based on daily bank deposit rates.

6. Restricted Cash:

UEEGCL has cash at bank not available for immediate use. The release of funds from escrow is subject to the occurrence of certain future events. These deposits are held in escrow in accordance with the terms of conditions of contracts for the following goods and services:

| | <u>2008</u> \$'000 | <u>2007</u> \$'000 (Unaudited) |
|---|-----------------------|--------------------------------------|
| Construction of power generation plant: | | |
| Purchase of turbines | 15,970 | 15,970 |
| Plant construction | 53,755 | - |
| Dividends on escrow | <u>281</u> | <u>-</u> |
| | <u><u>70,006</u></u> | <u><u>15,970</u></u> |

7. Amounts Due To/From Related Parties:

The following table provides the total amount of transactions that have been entered into with related parties for the year:

| | | Purchases from related parties \$'000 | Amounts due to related parties \$'000 | Amounts due from related parties \$'000 |
|--|------|--|--|--|
| AES Corporation | 2008 | 1,685 | - | - |
| | 2007 | 475 | - | 2,425 |
| AES Trinidad Services Unlimited | 2008 | 385 | 345 | - |
| | 2007 | - | - | - |
| T & T Power Generation Unlimited | 2008 | - | 2 | - |
| | 2007 | - | - | - |
| Government of the Republic of Trinidad and Tobago | 2008 | - | 59 | - |
| | 2007 | <u>-</u> | <u>18,393</u> | <u>-</u> |
| Total | 2008 | <u><u>2,070</u></u> | <u><u>406</u></u> | <u><u>-</u></u> |
| | 2007 | <u><u>475</u></u> | <u><u>18,393</u></u> | <u><u>2,425</u></u> |

UNION ESTATE ELECTRICITY GENERATION COMPANY LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in United States Dollars)

31 DECEMBER 2008

7. Amounts Due To/From Related Parties (Cont'd):

Outstanding balances at the year-end are unsecured, interest free and settlement occurs in cash. There have been no guarantees provided or received for any amounts due to or from related parties. For the year ended 31 December 2008 UEEGCL has not recorded any impairment of receivables relating to amounts owed by related parties. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

8. Deferred Charges:

These amounts relate to repaid insurance premiums.

9. Property, Plant and Equipment:

| | Construction work in progress \$'000 | <u>2008</u> \$'000 | <u>2007</u> \$'000 (Unaudited) |
|---------------------------|--|-----------------------|--------------------------------------|
| Cost | | | |
| Balance as at 1 January | 468 | 468 | - |
| Additions | <u>144,174</u> | <u>144,174</u> | <u>468</u> |
| Balance as at 31 December | <u>144,642</u> | <u>144,642</u> | <u>468</u> |

| | Construction work in progress \$'000 | <u>2007</u> \$'000 (Unaudited) |
|---------------------------|--|--------------------------------------|
| Cost | | |
| Balance as at 1 January | - | - |
| Additions | <u>468</u> | <u>468</u> |
| Balance as at 31 December | <u>468</u> | <u>468</u> |

UNION ESTATE ELECTRICITY GENERATION COMPANY LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in United States Dollars)

31 DECEMBER 2008

10. Trade and Other Liabilities:

| | <u>2008</u> (S'000) | <u>2007</u> (S'000) (Unaudited) |
|----------------|------------------------|---------------------------------------|
| Trade payables | <u>1,442</u> | <u>-</u> |

Trade payables are non-interest bearing and are normally on 30-day terms.

11. Stated Capital:

| | <u>2008</u> (S'000) | <u>2007</u> (S'000) (Unaudited) |
|--|------------------------|---------------------------------------|
| Authorised | | |
| Unlimited ordinary shares at par value | | |
| Issued and fully paid | | |
| 1,000 ordinary shares at \$0.15 each | <u>1</u> | <u>1</u> |

12. Capital Contributions:

| | <u>2008</u> (S'000) | <u>2007</u> (S'000) (Unaudited) |
|--|------------------------|---------------------------------------|
| Trinidad and Tobago Power Generation Unlimited | 19,024 | - |
| Government of Trinidad and Tobago | <u>200,112</u> | <u>2,535</u> |
| | <u>219,136</u> | <u>2,535</u> |

The funds provided by the Government of Trinidad and Tobago have been classified under capital contributions in accordance with the terms of the Shareholders' Agreement. The future classification of these funds will be determined based on terms and conditions to be agreed.

13. Administrative Expenses:

| | <u>2008</u> (S'000) | <u>2007</u> (S'000) (Unaudited) |
|-------------------------|------------------------|---------------------------------------|
| Legal fees | 1,242 | 611 |
| Management services | 1,725 | 476 |
| Engineering early works | 471 | 635 |
| Other expenses | <u>187</u> | <u>158</u> |
| | <u>3,625</u> | <u>1,880</u> |

UNION ESTATE ELECTRICITY GENERATION COMPANY LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in United States Dollars)

31 DECEMBER 2008

14. Taxation:

The major components of the taxation expense were as follows:

| | <u>2008</u> (S'000) | <u>2007</u> (S'000) (Unaudited) |
|---|------------------------|---------------------------------------|
| Corporation | ===== | ===== |
| Accounting loss | (3,340) | (1,880) |
| Tax at 25% | (835) | (470) |
| Non-deductible expenses | 428 | 470 |
| Unrecognisable tax losses | 407 | - |
| Tax charge | ===== | ===== |
| Significant component of deferred tax assets: | | |
| Deferred tax assets: | | |
| Tax losses | 407 | - |
| Less: Valuation allowance | (407) | - |
| | ===== | ===== |

15. Fair Value:

The fair value of cash, trade and other receivables and trade and other payables approximate their carrying amounts due to the short-term nature of these instruments.

16. Capital Commitments:

At 31 December 2008, UEEGCL had contractual commitments of \$586.97 million (2007: \$686.87 million).

UNION ESTATE ELECTRICITY GENERATION COMPANY LIMITED**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**
(Expressed in United States Dollars)**31 DECEMBER 2008****17. Subsequent Events:**

- (a) On 15 September 2009, UEEGCL entered into a Power Purchase Agreement for 30 years with Alutrint Limited (Alutrint) and the Trinidad and Tobago Electricity Commission (T&TEC) as buyers in which each of the buyers are jointly and severally obligated to fulfilling the terms and conditions of the agreement which provides *inter alia* for the sale of the maximum available output of the plant. In accordance with the power purchase agreement these obligations would commence once Phase 1A of the plant is operational. Phase 1A is expected to be operational in 2011. The obligation of T&TEC under the Power Purchase Agreement are unconditionally guaranteed by the Government of Trinidad and Tobago.

In accordance with IFRS 8 – Events after the Reporting Date, no provision has been created in these consolidated financial statements on account of the foregoing.

- (b) In September 2010, the Government of Trinidad and Tobago announced that it would no longer be constructing the aluminum smelter which was going to be owned and operated by Alutrint. Management expects that T&TEC, the other party to the Power Purchase Agreement, would be able to consume the power generated from Phase 1A implementation.

In accordance with IFRS 8 – Events after the Reporting Date, no provision has been created in these consolidated financial statements on account of the foregoing.



Chartered Accountants
& Business Advisors

UNION ESTATE ELECTRICITY GENERATION COMPANY LIMITED

UNCONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Trinidad and Tobago Dollars)

31 DECEMBER 2008



Chartered Accountants
& Business Advisors

UNION ESTATE ELECTRICITY GENERATION COMPANY LIMITED

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UNION ESTATE ELECTRICITY GENERATION COMPANY LIMITED

Building 5, Christina Courts, 33 – 35 Boisierre No. 1, Maraval,
Republic of Trinidad and Tobago

Statement of Management Responsibilities

It is the responsibility of management to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the operating results of the Company for the year. It is also management's responsibility to ensure that the Company keeps proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company. They are also responsible for safeguarding the assets of the Company.

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error, selecting and applying appropriate accounting policies, and making accounting estimates that are reasonable in the circumstances.

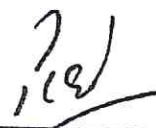
Management accepts responsibility for the annual financial statements, which have been prepared using appropriate accounting policies supported by reasonable and prudent judgments and estimates, in conformity with International Financial Reporting Standards. Management are of the opinion that the financial statements give a true and fair view of the state of the financial affairs of the Company and of its operating results. Management further accepts responsibility for the maintenance of accounting records which may be relied upon in the preparation of financial statements, as well as adequate systems of internal financial control.

Nothing has come to the attention of Management to indicate that the Company will not remain a going concern for at least the next twelve months from the date of this statement.



Director

Date: November 19, 2014



Director

Date: November 19, 2014

Directors: David D'Andrade - Chairman • Soraya Nanan • Phil Achan • Selvon Ramroop



Chartered Accountants
& Business Advisors

INDEPENDENT AUDITORS' REPORT

The Shareholders

Union Estate Electricity Generation Company Limited

We have audited the accompanying unconsolidated financial statements of Union Estate Electricity Generation Company Limited, which comprise the unconsolidated balance sheet as at 31 December 2008, the unconsolidated statements of income, changes in equity and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Unconsolidated Financial Statements

Management is responsible for the preparation and fair presentation of these unconsolidated financial statements in accordance with the International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of unconsolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these unconsolidated financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the unconsolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the unconsolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the unconsolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation and fair presentation of the unconsolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the unconsolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the unconsolidated financial statements present fairly, in all material respects, the financial position of Union Estate Electricity Generation Company Limited as of 31 December 2008, and its financial performance and cash flows for the year then ended in accordance with the International Financial Reporting Standard.

PKF

Port of Spain

19 November 2014

Direct tel (868) 624-4569 | Direct fax (868) 624-4388

Email pkf-trinidad@trinidad.net

PKF | 90 Edward Street | Port-of-Spain | PO Bag 250 Belmont | Trinidad | WI

Directors Ainsley A. Mark | Michael G. Toney | René-Lisa Philip | Mark K. Superville

UNION ESTATE ELECTRICITY GENERATION COMPANY LIMITED

UNCONSOLIDATED BALANCE SHEET

(Expressed in Trinidad and Tobago Dollars)

ASSETS

| | <u>Notes</u> | 31 December | |
|--------------------------|--------------|---------------------------|--|
| | | <u>2008</u> (\$'000) | <u>2007</u> (\$'000) (Unaudited) |
| Assets: | | | |
| Investment in subsidiary | 5 | \$1,231,018 | \$ 10,772 |
| Total Assets | | <u>\$1,231,018</u> | <u>\$ 10,772</u> |

SHAREHOLDERS' EQUITY

Shareholders' Equity:

| | | | |
|-----------------------------------|---|---------------------------|-------------------------|
| Stated capital | 6 | \$ - | \$ - |
| Advances from shareholder | 7 | 1,261,728 | 15,983 |
| Accumulated deficit | | <u>(30,710)</u> | <u>(5,211)</u> |
| Total Shareholders' Equity | | <u>\$1,231,018</u> | <u>\$ 10,772</u> |

These unconsolidated financial statements were approved by the Board of Directors and authorised for issue on 19 November 2014 and signed on their behalf by:


Director


Director

(The accompanying notes form an integral part of these unconsolidated financial statements)

UNION ESTATE ELECTRICITY GENERATION COMPANY LIMITED

UNCONSOLIDATED STATEMENT OF INCOME

(Expressed in Trinidad and Tobago Dollars)

| | For the year ended 31 December | |
|---|-----------------------------------|--|
| | <u>2008</u> (\$'000) | <u>2007</u> (\$'000) (Unaudited) |
| Revenue: | | |
| Total Revenue | \$ _____ - | \$ _____ - |
| Expenditure: | | |
| Total Expenditure | _____ - | _____ - |
| Operating profit | _____ - | _____ - |
| Share of investee loss | (8,423) | (5,211) |
| Diminution in value of investment on further acquisition | _____(17,076) | _____ - |
| Net loss for the year | <u>\$ (25,499)</u> | <u>\$ (5,211)</u> |

(The accompanying notes form an integral part of these unconsolidated financial statements)

UNION ESTATE ELECTRICITY GENERATION COMPANY LIMITED

UNCONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2008

(Expressed in Trinidad and Tobago Dollars)

| | Accumulated <u>Deficit</u> (\$'000) |
|--------------------------------|--|
| Balance as at 1 January 2007 | \$ - |
| Net loss for the year | _____ (5,211) |
| Balance as at 31 December 2007 | <u>\$ (5,211)</u> |
| Balance as at 1 January 2008 | \$ (5,211) |
| Net loss for the year | _____ (25,499) |
| Balance as at 31 December 2008 | <u>\$ (30,710)</u> |

(The accompanying notes form an integral part of these unconsolidated financial statements)

UNION ESTATE ELECTRICITY GENERATION COMPANY LIMITED

UNCONSOLIDATED STATEMENT OF CASH FLOWS

(Expressed in Trinidad and Tobago Dollars)

| | For the year ended 31 December | |
|--|-----------------------------------|---------------------------------------|
| | <u>2008</u> (S'000) | <u>2007</u> (S'000) (Unaudited) |
| Operating Activities: | | |
| Net loss for the year | \$ (25,499) | \$ (5,211) |
| Investing Activities: | | |
| Net change in investment in subsidiary | (1,220,246) | (10,772) |
| Financing Activities: | | |
| Net change in advances from shareholder | <u>1,245,745</u> | <u>15,983</u> |
| Net change in cash resources | - | - |
| Cash and cash equivalents, beginning of year | <u>-</u> | <u>-</u> |
| Cash and cash equivalents, end of year | <u>\$ -</u> | <u>\$ -</u> |
| Represented by: | | |
| Cash at bank | <u>\$ -</u> | <u>\$ -</u> |

(The accompanying notes form an integral part of these unconsolidated financial statements)

UNION ESTATE ELECTRICITY GENERATION COMPANY LIMITED**NOTES TO THE UNCONSOLIDATED FINANCIAL STATEMENTS**
(Expressed in Trinidad and Tobago Dollars)**31 DECEMBER 2008****1. Principal Business Activities:**

Union Estate Electricity Generation Company Limited (UEEGCL) was incorporated on 26 February 2008 to hold equity on behalf of the Government of Trinidad and Tobago, in the acquisition, construction, ownership, sale, and the operation, management and maintenance of power generation facilities. The registered office of UEEGCL is located at Level 15, Eric Williams Financial Complex, Independence Square, Port of Spain.

The purposes of Trinidad Generation Unlimited are limited to engaging in the acquisition, construction, lease, ownership and sale, and the operation, management, maintenance, financing and re-financing of power generation facilities, contracting for the output of power from such facilities, and all actions incidental, necessary or appropriate to the foregoing that may be engaged in by an unlimited liability company formed under the Act.

By Shareholders' Agreement dated 10 July 2008, UEEGCL owned 40% of Trinidad Generation Unlimited, with the other 60% being owned by Trinidad and Tobago Power Generation Unlimited, a company whose ultimate parent is AES Corporation of the United States of America.

Subsequently, a Shareholders' Amendment Agreement dated 6 January 2009 was executed. The latter document changed the percentage ownership of Trinidad Generation Unlimited, effective 1 December 2008, from that stated in the preceding paragraph to UEEGCL owning 90.07% and Trinidad and Tobago Power Generation Unlimited owning 9.93% of the equity of Trinidad Generation Unlimited.

The operations of Trinidad Generation Unlimited have not been consolidated into these unconsolidated financial statements. Consolidated financial statements are presented separately.

2. Summary of Significant Accounting Policies:**(a) Basis of preparation -**

These unconsolidated financial statements are prepared in accordance with the International Financial Reporting Standards (IFRSs) and are stated in Trinidad and Tobago dollars. The unconsolidated financial statements are expressed in thousands of dollars rounded to the nearest \$1,000. These unconsolidated financial statements have been prepared on the historical cost basis. The accounting policies used are consistent with those of the previous year.

UNION ESTATE ELECTRICITY GENERATION COMPANY LIMITED

**NOTES TO THE UNCONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Trinidad and Tobago Dollars)**

31 DECEMBER 2008

2. Summary of Significant Accounting Policies (Cont'd):

(b) New Accounting Standards and Interpretations -

- i)** UEEGCL has not applied the following International Financial Reporting Interpretations Committee (IFRIC) interpretations that became effective during the current year as they do not apply to its activities:

| | |
|----------|--|
| IFRIC 12 | Service Concession Arrangements |
| IFRIC 13 | Customer Loyalty Programmes |
| IFRIC 14 | IAS 19 – The limit on a Defined Benefit Asset, Minimum Funding Requirements and their interaction. |
| IFRIC 16 | Hedges of a Net Investment in a Foreign Operation |

- ii)** UEEGCL has not applied the following standards, revised standards and interpretations that have been issued but are not yet effective as UEEGCL has not opted for early adoption, they do not apply to the activities of UEEGCL or they have no material impact on the unconsolidated financial statements:

Effective for accounting periods beginning on or after 1 January 2009

| | |
|--------|---|
| IFRS 1 | First-time Adoption of International Financial Reporting Standards. |
| IFRS 2 | Share-based Payment. |
| IFRS 8 | Operating Segments. |
| IAS 1 | Presentation of Financial Statements. |
| IAS 16 | Property, Plant and Equipment. |
| IAS 19 | Employee Benefits. |
| IAS 20 | Government Grants and Disclosure of Government Assistance. |
| IAS 23 | Borrowing Costs. |
| IAS 27 | Consolidated and Separate Financial Statements. |

UNION ESTATE ELECTRICITY GENERATION COMPANY LIMITED

NOTES TO THE UNCONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Trinidad and Tobago Dollars)

31 DECEMBER 2008

2. Summary of Significant Accounting Policies (Cont'd):

(b) New Accounting Standards and Interpretations (cont'd) -

| | |
|---|---|
| IAS 28 | Investment in Associates. |
| IAS 29 | Financial Reporting in Hyperinflationary Economies. |
| IAS 32 | Financial Instruments: Presentation. |
| IAS 36 | Impairment of Assets. |
| IAS 38 | Intangible Assets. |
| IAS 39 | Financial Instruments: Recognition and Measurement. |
| IAS 40 | Investment Property. |
| IAS 41 | Agriculture. |
| IFRIC 14 | IAS 19 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction |
| IFRIC 15 | Agreements for the Construction of Real Estate. |
| IFRIC 18 | Transfer of Assets from Customers. |
| <u>Effective for accounting periods beginning on or after 1 July 2009</u> | |
| IFRS 3 | Business Combinations – Comprehensive revision on applying the acquisition method |
| IFRS 5 | Non-current Assets Held for Sale and Discontinued Operations. |
| IAS 31 | Interest in Joint Ventures. |
| IFRIC 17 | Distributions of Non-cash Assets to Owners. |
| IFRIC 18 | Transfer of Assets from customers |

UNION ESTATE ELECTRICITY GENERATION COMPANY LIMITED**NOTES TO THE UNCONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Trinidad and Tobago Dollars)****31 DECEMBER 2008****2. Summary of Significant Accounting Policies (Cont'd):****(c) Use of estimates -**

The preparation of unconsolidated financial statements in conformity with IFRSs requires the use of certain critical accounting estimates and requires management to exercise its judgement in the process of applying UEEGCL's accounting policies. It also requires the use of assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the unconsolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on management's best knowledge of current events and actions, actual results may ultimately differ from those estimates.

(d) Financial assets -

Financial assets are classified into the following categories – loans and receivables and available for sale financial assets. The classification depends on the purpose for which the investments were acquired. Management determines the classification of its investments at initial recognition and re-evaluates this at every reporting date.

Loans and receivables

Loans and receivables are non-derivative financial assets, with fixed or determinable payments that are not quoted in an active market and which UEEGCL does not intend to sell in the short-term or which it has not designated as fair value through profit and loss, available for sale or held to maturity. Loans and receivables are carried at amortized cost using the effective interest method. As at the reporting date, the company had no loans or receivables.

Available for sale

Investments intended to be held for an indefinite period of time and which may be sold in response to needs for liquidity or changes in interest rate are classified as available for sale. These investments are carried at fair value with realized gains and losses being taken to the profit and loss account and unrealized gains and losses being shown in equity. As at the reporting date, the company had no available for sale financial assets.

Held to maturity

Investments with fixed or determinable payments and fixed maturity which the Group has the positive intent and ability to hold to maturity are classified as held to maturity and are stated at amortised costs. The investment in subsidiary is considered a held-to-maturity financial asset.

(e) Comparative information -

Where necessary, comparative figures have been adjusted to conform with changes in presentation in the current year.

UNION ESTATE ELECTRICITY GENERATION COMPANY LIMITED

NOTES TO THE UNCONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Trinidad and Tobago Dollars)

31 DECEMBER 2008

2. Summary of Significant Accounting Policies (Cont'd):

(f) Accounting for investment in subsidiary-

The investment in subsidiary is accounted for at cost, in accordance with IAS 27. Additional capital contributions increase the investment in subsidiary.

(g) Cash and cash equivalents -

Cash and cash equivalents comprise cash on hand and deposits held on call with banks. The unconsolidated financial statements are expressed in thousands of dollars rounded to the nearest \$1,000. Cash and cash equivalents carry a value less than five hundred dollars (\$500). Therefore, the balance is shown as \$nil.

(h) Stated capital -

Stated capital comprises shares and is classified as equity when there is no obligation to transfer cash or other assets. Incremental costs directly attributable to the issue of equity instruments are shown in equity as a deduction from the proceeds. The unconsolidated financial statements are expressed in thousands of dollars rounded to the nearest \$1,000. Stated capital carries a value less than five hundred dollars (\$500). Therefore, the balance is shown as \$nil.

(i) Revenue recognition -

Revenue comprises the fair value of the consideration received or receivable for the sale of goods, the provision of a service or the use by others of entity assets yielding interests, royalties and/or dividends. Revenue is shown net of value-added-tax, rebates and discounts and after eliminating inter-group sales. Interest income is recognised on the accruals basis and dividend income is accrued for when the right to receive payment is established. The organisation had no revenue in 2008.

(j) Foreign currency translation -

Functional and presentation currency

Items included in the unconsolidated financial statements are measured using the currency of the primary economic environment in which the entity operates (the 'functional currency').

Transactions and balances

Foreign currency transactions are translated into the presentation currency, Trinidad and Tobago dollars, using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Unconsolidated Statement of Income. There were no translation differences recognised in the Unconsolidated Statement of Income during the year ended 31 December 2008.

UNION ESTATE ELECTRICITY GENERATION COMPANY LIMITED**NOTES TO THE UNCONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Trinidad and Tobago Dollars)****31 DECEMBER 2008****3. Financial Risk Management:****Financial risk factors**

To a limited extent, UEEGCL is exposed to interest rate risk, credit risk, liquidity risk, currency risk, operational risk, compliance risk and reputation risk arising from the financial instruments that it holds. The risk management policies employed by UEEGCL to manage these risks are discussed below:

(a) Interest rate risk -

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

UEEGCL exposure to the risk of changes in market interest rates is not material.

(b) Credit risk -

Credit risk arises when failure by counter parties to discharge their obligations could reduce the amount of future cash inflows from financial assets on hand at the reporting date. UEEGCL has no significant concentration of credit risk. Additionally, there is a Shareholders' Agreement which governs the capital contributions of either party, thereby limiting UEEGCL's exposure to credit risk.

(c) Liquidity risk -

Liquidity risk is the risk that arises when the maturity dates of assets and liabilities do not match. An unmatched position potentially enhances profitability, but can also increase the risk of losses. UEEGCL's capital commitments are guaranteed by the Government of Trinidad and Tobago. This significantly limits its exposure to liquidity risk..

(d) Currency risk -

Currency risk is the risk that the value of financial instruments will fluctuate due to changes in foreign exchange rates. Currency risk arises when future commercial transactions and recognised assets and liabilities are denominated in a currency that is not UEEGCL's measurement currency. UEEGCL is exposed to foreign exchange risk arising from currency exposure to the United States Dollar. UEEGCL's management monitors the exchange rate fluctuations on a continuous basis and acts accordingly.

UNION ESTATE ELECTRICITY GENERATION COMPANY LIMITED**NOTES TO THE UNCONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Trinidad and Tobago Dollars)****31 DECEMBER 2008****3. Summary of Significant Accounting Policies (Cont'd):****(e) Operational risk -**

Operational risk is the risk derived from deficiencies relating to UEEGCL's information technology and control systems, as well as the risk of human error and natural disasters. UEEGCL has limited internal operations. Its operational risk is through its involvement with its subsidiary. Through its selection of the Chief Executive Officer and majority of the Board of Directors of Trinidad Generation Unlimited, UEEGCL is able to mitigate against operational risk by evaluating, maintaining and upgrading the company's systems continuously. Supervisory controls are also installed to minimise human error.

f) Compliance risk -

Compliance risk is the risk of financial loss, including fines and other penalties, which arise from non-compliance with laws and regulations of the state. The risk is limited to a significant extent due to the monitoring controls applied by UEEGCL through its outsourced accounting and advisory functions.

(g) Reputation risk -

The risk of loss of reputation arising from the negative publicity relating to UEEGCL's operations (whether true or false) may result in a reduction of its clientele, reduction in revenue, and legal cases against UEEGCL. UEEGCL keeps a low profile in an effort to minimize this risk.

4. Critical Accounting Estimates and Judgements:

The preparation of these unconsolidated financial statements in accordance with International Financial Reporting Standards requires management to make judgements, estimates and assumptions in the process of applying UEEGCL's accounting policies.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events, that are believed to be reasonable under the circumstances. UEEGCL makes estimates and assumptions concerning the future. However, actual results could differ from those estimates as the resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have significant risk or causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Changes in accounting estimates are recognised in the Unconsolidated Statement of Income in the period in which the estimate is changed, if the change affects that period only, or in the period of the change and future periods if the change affects both current and future periods.

UNION ESTATE ELECTRICITY GENERATION COMPANY LIMITED

NOTES TO THE UNCONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Trinidad and Tobago Dollars)

31 DECEMBER 2008

4. Critical Accounting Estimates and Judgements (Cont'd):

The critical judgements, apart from those involving estimates, which have the most significant effect on the amounts recognised in the unconsolidated financial statements, includes whether investments are classified as held to maturity investments, available for sale or loans and receivables.

The key assumptions concerning the future and other key sources of estimation uncertainty at the year-end date (requiring management's most difficult, subjective or complex judgements) that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year is as follows:

Impairment of assets

Management assesses at each year-end date whether its investment in subsidiary is impaired. An asset is impaired when the carrying value is greater than its recoverable amount and there is objective evidence of impairment. Recoverable amount is the present value of the future cash flows. Allowances are made for the excess of the carrying value over its recoverable amount.

5. Investment in Subsidiary:

| | 31 December | |
|-------------------------------------|---------------------------|-------------------------|
| | 2008 | 2007 |
| | <u>(\$'000)</u> | <u>(\$'000)</u> |
| | | (Unaudited) |
| Balance, beginning of the year | \$ 10,772 | \$ - |
| Current loss on investment | (25,499) | (5,211) |
| Additional Government contributions | <u>1,245,745</u> | <u>15,983</u> |
| Balance, end of the year | <u>\$1,231,018</u> | <u>\$ 10,772</u> |

UNION ESTATE ELECTRICITY GENERATION COMPANY LIMITED

NOTES TO THE UNCONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Trinidad and Tobago Dollars)

31 DECEMBER 2008

6. Stated Capital:

| | 31 December | |
|---|------------------|---------------------------------|
| | 2008 (\$'000) | 2007 (\$'000) (Unaudited) |
| Authorised | | |
| Unlimited number of shares at par value | | |
| Issued and fully paid | | |
| 10 ordinary shares at \$1 each | \$ _____ | \$ _____ |

The stated capital represents a value less than five hundred dollars. Therefore it is shown as \$nil.

7. Advances from Shareholder:

| | 31 December | |
|-------------------------------------|---------------------|---------------------------------|
| | 2008 (\$'000) | 2007 (\$'000) (Unaudited) |
| Balance, beginning of year | \$ 15,983 | \$ - |
| Additional Government contributions | <u>1,245,745</u> | <u>15,983</u> |
| Balance, end of year | <u>\$ 1,261,728</u> | <u>\$ 15,983</u> |



Chartered Accountants
& Business Advisors

UNION ESTATE ELECTRICITY GENERATION COMPANY LIMITED

UNCONSOLIDATED FINANCIAL STATEMENTS
(Expressed in United States Dollars)

31 DECEMBER 2008



Chartered Accountants
& Business Advisors

UNION ESTATE ELECTRICITY GENERATION COMPANY LIMITED

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UNION ESTATE ELECTRICITY GENERATION COMPANY LIMITED

Building 5, Christina Courts, 33 – 35 Boisserie No. 1, Maraval,
Republic of Trinidad and Tobago


Statement of Management Responsibilities

It is the responsibility of management to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the operating results of the Company for the year. It is also management's responsibility to ensure that the Company keeps proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company. They are also responsible for safeguarding the assets of the Company.

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error, selecting and applying appropriate accounting policies, and making accounting estimates that are reasonable in the circumstances.

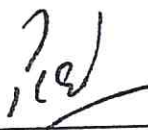
Management accepts responsibility for the annual financial statements, which have been prepared using appropriate accounting policies supported by reasonable and prudent judgments and estimates, in conformity with International Financial Reporting Standards. Management are of the opinion that the financial statements give a true and fair view of the state of the financial affairs of the Company and of its operating results. Management further accepts responsibility for the maintenance of accounting records which may be relied upon in the preparation of financial statements, as well as adequate systems of internal financial control.

Nothing has come to the attention of Management to indicate that the Company will not remain a going concern for at least the next twelve months from the date of this statement.



Director

Date: November 19, 2014



Director

Date: November 19, 2014

Directors: David D'Andrade - Chairman • Soraya Nanan • Phil Achan • Selvon Ramroop



Chartered Accountants
& Business Advisors

INDEPENDENT AUDITORS' REPORT

The Shareholders Union Estate Electricity Generation Company Limited

We have audited the accompanying unconsolidated financial statements of Union Estate Electricity Generation Company Limited, which comprise the unconsolidated balance sheet as at 31 December 2008, the unconsolidated statements of income, changes in equity and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Unconsolidated Financial Statements

Management is responsible for the preparation and fair presentation of these unconsolidated financial statements in accordance with the International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of unconsolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these unconsolidated financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the unconsolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the unconsolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the unconsolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation and fair presentation of the unconsolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the unconsolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the unconsolidated financial statements present fairly, in all material respects, the financial position of Union Estate Electricity Generation Company Limited as of 31 December 2008, and its financial performance and cash flows for the year then ended in accordance with the International Financial Reporting Standard.

PKF

Port of Spain
19 November 2014

Direct tel (868) 624-4569 | Direct fax (868) 624-4388
Email pkf-trinidad@trinidad.net
PKF | 90 Edward Street | Port-of-Spain | PO Bag 250 Belmont | Trinidad | WI

Directors Ainsley A. Mark | Michael G. Toney | René-Lisa Philip | Mark K. Superville

UNION ESTATE ELECTRICITY GENERATION COMPANY LIMITED

UNCONSOLIDATED BALANCE SHEET
(Expressed in United States Dollars)ASSETS

| | <u>Notes</u> | 31 December | |
|--------------------------|--------------|-------------------------|--|
| | | <u>2008</u> (\$'000) | <u>2007</u> (\$'000) (Unaudited) |
| Assets: | | | |
| Investment in subsidiary | 5 | \$ 195,242 | \$ 1,709 |
| Total Assets | | <u>\$ 195,242</u> | <u>\$ 1,709</u> |

SHAREHOLDERS' EQUITY**Shareholders' Equity:**

| | | | |
|-----------------------------------|---|-------------------|-----------------|
| Stated capital | 6 | \$ - | \$ - |
| Advances from shareholder | 7 | 200,112 | 2,535 |
| Accumulated deficit | | <u>(4,870)</u> | <u>(826)</u> |
| Total Shareholders' Equity | | <u>\$ 195,242</u> | <u>\$ 2,535</u> |

These unconsolidated financial statements were approved by the Board of Directors and authorised for issue on 19 November 2014 and signed on their behalf by:


Director


Director

(The accompanying notes form an integral part of these unconsolidated financial statements)

UNION ESTATE ELECTRICITY GENERATION COMPANY LIMITED

UNCONSOLIDATED STATEMENT OF INCOME
(Expressed in United States Dollars)

| | For the year ended 31 December | |
|---|-----------------------------------|---------------------------------------|
| | <u>2008</u> (S'000) | <u>2007</u> (S'000) (Unaudited) |
| Revenue: | | |
| Total Revenue | \$ _____ - | \$ _____ - |
| Expenditure: | | |
| Total Expenditure | _____ - | _____ - |
| Operating profit | _____ - | _____ - |
| Share of investee loss | (1,336) | (826) |
| Diminution in value of investment on further acquisition | _____ (2,708) | _____ - |
| Net loss for the year | <u>\$ (4,044)</u> | <u>\$ (826)</u> |

(The accompanying notes form an integral part of these unconsolidated financial statements)

UNION ESTATE ELECTRICITY GENERATION COMPANY LIMITED

UNCONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2008

(Expressed in United States Dollars)

| | Accumulated <u>Deficit</u> (\$'000) |
|--------------------------------|--|
| Balance as at 1 January 2007 | \$ - |
| Net loss for the year | <u>(826)</u> |
| Balance as at 31 December 2007 | <u>\$ (826)</u> |
| Balance as at 1 January 2008 | \$ (826) |
| Net loss for the year | <u>(4,044)</u> |
| Balance as at 31 December 2008 | <u>\$ (4,870)</u> |

(The accompanying notes form an integral part of these unconsolidated financial statements)

UNION ESTATE ELECTRICITY GENERATION COMPANY LIMITED

UNCONSOLIDATED STATEMENT OF CASH FLOWS
(Expressed in United States Dollars)

| | For the year ended 31 December | |
|--|-----------------------------------|--|
| | <u>2008</u> (\$'000) | <u>2007</u> (\$'000) (Unaudited) |
| Operating Activities: | | |
| Net loss for the year | \$ (4,044) | \$ (826) |
| Investing Activities: | | |
| Net change in investment in subsidiary | (193,533) | (1,709) |
| Financing Activities: | | |
| Net change in advances from shareholder | <u>197,577</u> | <u>2,535</u> |
| Net change in cash resources | - | - |
| Cash and cash equivalents, beginning of year | <u>-</u> | <u>-</u> |
| Cash and cash equivalents, end of year | <u>\$ -</u> | <u>\$ -</u> |
| Represented by: | | |
| Cash at bank | <u>\$ -</u> | <u>\$ -</u> |

(The accompanying notes form an integral part of these unconsolidated financial statements)

UNION ESTATE ELECTRICITY GENERATION COMPANY LIMITED**NOTES TO THE UNCONSOLIDATED FINANCIAL STATEMENTS
(Expressed in United States Dollars)****31 DECEMBER 2008****1. Principal Business Activities:**

Union Estate Electricity Generation Company Limited (UEEGCL) was incorporated on 26 February 2008 to hold equity on behalf of the Government of Trinidad and Tobago, in the acquisition, construction, ownership, sale, and the operation, management and maintenance of power generation facilities. The registered office of UEEGCL is located at Level 15, Eric Williams Financial Complex, Independence Square, Port of Spain.

The purposes of Trinidad Generation Unlimited are limited to engaging in the acquisition, construction, lease, ownership and sale, and the operation, management, maintenance, financing and re-financing of power generation facilities, contracting for the output of power from such facilities, and all actions incidental, necessary or appropriate to the foregoing that may be engaged in by an unlimited liability company formed under the Act.

By Shareholders' Agreement dated 10 July 2008, UEEGCL owned 40% of Trinidad Generation Unlimited, with the other 60% being owned by Trinidad and Tobago Power Generation Unlimited, a company whose ultimate parent is AES Corporation of the United States of America.

Subsequently, a Shareholders Amendment Agreement dated 6 January 2009 was executed. The latter document changed the percentage ownership of Trinidad Generation Unlimited, effective 1 December 2008, from that stated in the preceding paragraph to UEEGCL owning 90.07% and Trinidad and Tobago Power Generation Unlimited owning 9.93% of the equity of Trinidad Generation Unlimited.

The operations of Trinidad Generation Unlimited have not been consolidated into these unconsolidated financial statements. Consolidated financial statements are presented separately.

(a) Basis of preparation -

These unconsolidated financial statements are prepared in accordance with the International Financial Reporting Standards (IFRSs) and are stated in United States dollars. The unconsolidated financial statements are expressed in thousands of dollars rounded to the nearest \$1,000. These unconsolidated financial statements have been prepared on the historical cost basis. The accounting policies used are consistent with those of the previous year.

UNION ESTATE ELECTRICITY GENERATION COMPANY LIMITED

NOTES TO THE UNCONSOLIDATED FINANCIAL STATEMENTS
(Expressed in United States Dollars)

31 DECEMBER 2008

2. Summary of Significant Accounting Policies (Cont'd):

(b) New Accounting Standards and Interpretations -

- i) UEEGCL has not applied the following International Financial Reporting Interpretations Committee (IFRIC) interpretations that became effective during the current year as they do not apply to its activities:

| | |
|----------|--|
| IFRIC 12 | Service Concession Arrangements |
| IFRIC 13 | Customer Loyalty Programmes |
| IFRIC 14 | IAS 19 – The limit on a Defined Benefit Asset, Minimum Funding Requirements and their interaction. |
| IFRIC 16 | Hedges of a Net Investment in a Foreign Operation |

- ii) UEEGCL has not applied the following standards, revised standards and interpretations that have been issued but are not yet effective as UEEGCL has not opted for early adoption, they do not apply to the activities of UEEGCL or they have no material impact on the unconsolidated financial statements:

Effective for accounting periods beginning on or after 1 January 2009

| | |
|--------|---|
| IFRS 1 | First-time Adoption of International Financial Reporting Standards. |
| IFRS 2 | Share-based Payment. |
| IFRS 8 | Operating Segments. |
| IAS 1 | Presentation of Financial Statements. |
| IAS 16 | Property, Plant and Equipment. |
| IAS 19 | Employee Benefits. |
| IAS 20 | Government Grants and Disclosure of Government Assistance. |
| IAS 23 | Borrowing Costs. |
| IAS 27 | Consolidated and Separate Financial Statements. |

UNION ESTATE ELECTRICITY GENERATION COMPANY LIMITED

**NOTES TO THE UNCONSOLIDATED FINANCIAL STATEMENTS
(Expressed in United States Dollars)**

31 DECEMBER 2008

2. Summary of Significant Accounting Policies (Cont'd):

(b) New Accounting Standards and Interpretations (cont'd) -

| | |
|----------|---|
| IAS 28 | Investment in Associates. |
| IAS 29 | Financial Reporting in Hyperinflationary Economies. |
| IAS 32 | Financial Instruments: Presentation. |
| IAS 36 | Impairment of Assets. |
| IAS 38 | Intangible Assets. |
| IAS 39 | Financial Instruments: Recognition and Measurement. |
| IAS 40 | Investment Property. |
| IAS 41 | Agriculture. |
| IFRIC 14 | IAS 19 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction |
| IFRIC 15 | Agreements for the Construction of Real Estate. |
| IFRIC 18 | Transfer of Assets from Customers. |

Effective for accounting periods beginning on or after 1 July 2009

| | |
|----------|---|
| IFRS 3 | Business Combinations – Comprehensive revision on applying the acquisition method |
| IFRS 5 | Non-current Assets Held for Sale and Discontinued Operations. |
| IAS 31 | Interest in Joint Ventures. |
| IFRIC 17 | Distributions of Non-cash Assets to Owners. |
| IFRIC 18 | Transfer of Assets from customers |

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2. Summary of Significant Accounting Policies (Cont'd):

(c) Use of estimates -

The preparation of unconsolidated financial statements in conformity with IFRSs requires the use of certain critical accounting estimates and requires management to exercise its judgement in the process of applying UEEGCL's accounting policies. It also requires the use of assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the unconsolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on management's best knowledge of current events and actions, actual results may ultimately differ from those estimates.

(d) Financial assets -

Financial assets are classified into the following categories -- loans and receivables and available for sale financial assets. The classification depends on the purpose for which the investments were acquired. Management determines the classification of its investments at initial recognition and re-evaluates this at every reporting date.

Loans and receivables

Loans and receivables are non-derivative financial assets, with fixed or determinable payments that are not quoted in an active market and which UEEGCL does not intend to sell in the short-term or which it has not designated as fair value through profit and loss, available for sale or held to maturity. Loans and receivables are carried at amortized cost using the effective interest method. As at the reporting date, the company had no loans or receivables.

Available for sale

Investments intended to be held for an indefinite period of time and which may be sold in response to needs for liquidity or changes in interest rate are classified as available for sale. These investments are carried at fair value with realized gains and losses being taken to the profit and loss account and unrealized gains and losses being shown in equity. As at the reporting date, the company had no available for sale financial assets.

Held to maturity

Investments with fixed or determinable payments and fixed maturity which the Group has the positive intent and ability to hold to maturity are classified as held to maturity and are stated at amortised costs. The investment in subsidiary is considered a held to maturity financial asset.

(e) Comparative information -

Where necessary, comparative figures have been adjusted to conform with changes in presentation in the current year.

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2. Summary of Significant Accounting Policies (Cont'd):

(f) **Accounting for investment in subsidiary-**

The investment in subsidiary is accounted for at cost, in accordance with IAS 27. Additional capital contributions increase the investment in subsidiary.

(g) **Cash and cash equivalents -**

Cash and cash equivalents comprise cash on hand and deposits held on call with banks. The unconsolidated financial statements are expressed in thousands of dollars rounded to the nearest \$1,000. Cash and cash equivalents carry a value less than five hundred dollars (\$500). Therefore, the balance is shown as \$nil.

(h) **Stated capital -**

Stated capital comprises shares and is classified as equity when there is no obligation to transfer cash or other assets. Incremental costs directly attributable to the issue of equity instruments are shown in equity as a deduction from the proceeds. The unconsolidated financial statements are expressed in thousands of dollars rounded to the nearest \$1,000. Stated capital carries a value less than five hundred dollars (\$500). Therefore, the balance is shown as \$nil.

(i) **Revenue recognition -**

Revenue comprises the fair value of the consideration received or receivable for the sale of goods, the provision of a service or the use by others of entity assets yielding interests, royalties and/or dividends. Revenue is shown net of value-added-tax, rebates and discounts and after eliminating inter-group sales. Interest income is recognised on the accruals basis and dividend income is accrued for when the right to receive payment is established. The organisation had no revenue in 2008.

(j) **Foreign currency translation -**

Functional and presentation currency

Items included in the unconsolidated financial statements are measured using the currency of the primary economic environment in which the entity operates (the 'functional currency').

Transactions and balances

Local currency transactions are translated into the presentation currency, United States dollars, using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses are recognised in the Unconsolidated Statement of Income. There were no translation differences recognised in the Unconsolidated Statement of Income during the year ended 31 December 2008.

UNION ESTATE ELECTRICITY GENERATION COMPANY LIMITED**NOTES TO THE UNCONSOLIDATED FINANCIAL STATEMENTS**
(Expressed in United States Dollars)**31 DECEMBER 2008****3. Financial Risk Management:****Financial risk factors**

To a limited extent, UEEGCL is exposed to interest rate risk, credit risk, liquidity risk, currency risk, operational risk, compliance risk and reputation risk arising from the financial instruments that it holds. The risk management policies employed by UEEGCL to manage these risks are discussed below:

(a) Interest rate risk -

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

UEEGCL exposure to the risk of changes in market interest rates is not material.

(b) Credit risk -

Credit risk arises when failure by counter parties to discharge their obligations could reduce the amount of future cash inflows from financial assets on hand at the reporting date. UEEGCL has no significant concentration of credit risk. Additionally, there is a Shareholders' Agreement which governs the capital contributions of either party, thereby limiting UEEGCL's exposure to credit risk.

(c) Liquidity risk -

Liquidity risk is the risk that arises when the maturity dates of assets and liabilities do not match. An unmatched position potentially enhances profitability, but can also increase the risk of losses. UEEGCL's capital commitments are guaranteed by the Government of Trinidad and Tobago. This significantly limits its exposure to liquidity risk..

(d) Currency risk -

Currency risk is the risk that the value of financial instruments will fluctuate due to changes in foreign exchange rates. Currency risk arises when future commercial transactions and recognised assets and liabilities are denominated in a currency that is not UEEGCL's measurement currency. UEEGCL is exposed to foreign exchange risk arising from currency exposure to the United States Dollar. UEEGCL's management monitors the exchange rate fluctuations on a continuous basis and acts accordingly.

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3. Summary of Significant Accounting Policies (Cont'd):**(e) Operational risk -**

Operational risk is the risk derived from deficiencies relating to UEEGCL's information technology and control systems, as well as the risk of human error and natural disasters. UEEGCL has limited internal operations. Its operational risk is through its involvement with its subsidiary. Through its selection of the Chief Executive Officer and majority of the Board of Directors of Trinidad Generation Unlimited, UEEGCL is able to mitigate against operational risk by evaluating, maintaining and upgrading the company's systems continuously. Supervisory controls are also installed to minimise human error.

f) Compliance risk -

Compliance risk is the risk of financial loss, including fines and other penalties, which arise from non-compliance with laws and regulations of the state. The risk is limited to a significant extent due to the monitoring controls applied by UEEGCL through its outsourced accounting and advisory functions.

(g) Reputation risk -

The risk of loss of reputation arising from the negative publicity relating to UEEGCL's operations (whether true or false) may result in a reduction of its clientele, reduction in revenue, and legal cases against UEEGCL. UEEGCL keeps a low profile in an effort to minimize this risk.

4. Critical Accounting Estimates and Judgements:

The preparation of these unconsolidated financial statements in accordance with International Financial Reporting Standards requires management to make judgements, estimates and assumptions in the process of applying UEEGCL's accounting policies.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events, that are believed to be reasonable under the circumstances. UEEGCL makes estimates and assumptions concerning the future. However, actual results could differ from those estimates as the resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have significant risk or causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Changes in accounting estimates are recognised in the Unconsolidated Statement of Income in the period in which the estimate is changed, if the change affects that period only, or in the period of the change and future periods if the change affects both current and future periods.

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4. Critical Accounting Estimates and Judgements (Cont'd):

The critical judgements, apart from those involving estimates, which have the most significant effect on the amounts recognised in the unconsolidated financial statements, includes whether investments are classified as held to maturity investments, available for sale or loans and receivables.

The key assumptions concerning the future and other key sources of estimation uncertainty at the year-end date (requiring management's most difficult, subjective or complex judgements) that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year is as follows:

Impairment of assets

Management assesses at each year-end date whether its investment in subsidiary is impaired. An asset is impaired when the carrying value is greater than its recoverable amount and there is objective evidence of impairment. Recoverable amount is the present value of the future cash flows. Allowances are made for the excess of the carrying value over its recoverable amount.

5. Investment in Subsidiary:

| | 2008 <u>(\$'000)</u> | 2007 <u>(\$'000)</u> (Unaudited) |
|-------------------------------------|---------------------------------------|---|
| Balance, beginning of the year | \$ 1,709 | \$ - |
| Current loss on investment | (4,044) | (826) |
| Additional Government contributions | <u>197,577</u> | <u>2,535</u> |
| Balance, end of the year | <u>\$195,242</u> | <u>\$ 1,709</u> |

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6. Stated Capital:

| | 2008 (<u>\$'000</u>) | 2007 (<u>\$'000</u>) (Unaudited) |
|---|---------------------------------------|---|
| Authorised | | |
| Unlimited number of shares at par value | | |
| Issued and fully paid | | |
| 10 ordinary shares at \$0.15 each | <u>\$ -</u> | <u>\$ -</u> |

The stated capital represents a value less than five hundred dollars. Therefore it is shown as \$nil.

7. Advances from Shareholder:

| | 2008 (<u>\$'000</u>) | 2007 (<u>\$'000</u>) (Unaudited) |
|-------------------------------------|---------------------------------------|---|
| Balance, beginning of year | \$ 2,535 | \$ - |
| Additional Government contributions | <u>197,577</u> | <u>2,535</u> |
| Balance, end of year | <u>\$ 200,112</u> | <u>\$ 2,535</u> |