



Capital Finance L.L.C.

Management Report and Financial  
Statements 30<sup>th</sup> June 2012 (Unaudited)



## **1. General Comments**

Endesa Capital Finance, L.L.C. (the “Company”) was formed under the laws of the State of Delaware on February 21, 2003. The Company is a wholly owned subsidiary of International Endesa B.V. (the “Parent”) which, in turn, is a wholly owned subsidiary of Endesa, S.A. (“Endesa”). Endesa is a Spanish corporation that is involved in the generation, transmission, marketing, and distribution of electricity in Spain, Europe, and Latin America.

The Company was established for the purpose of issuing preferred capital securities and common capital securities and to use substantially all of the proceeds thereof to enter into loan agreements with the Parent or other non-U.S. affiliates of Endesa.

Loan to the Parent: On March 28, 2003, the Company made a loan of €1.5 billion to the Parent in exchange for a note. The note, which matures on March 28, 2013, bears interest at a rate equal to the three-month European InterBank Offering Rate (“Euribor”) rate plus a margin (0.30%), provided, however, that the three-month Euribor effective rate shall in no event be less than 4.00% or more than 7.00%. Interest shall be due and payable quarterly in arrears on March 28, June 28, September 28, and December 28 commencing June 28, 2003. In connection with this loan, the Company deducted an up-front loan fee of €112,200,000 from the loan amount to be disbursed to the Parent.

On June 28, 2011, the Company has partially amortized the loan with International Endesa B.V. At June 30<sup>th</sup>, 2012, the nominal debt of the loan is € 181,371,225.

Also on March 26, 2003, the Company extended a €10 million short-term credit facility (the “Credit Facility”) to the Parent. The Credit Facility bears interest equal to the average of the three-month and six-month Euribor rates plus a margin (0.10%). On March 24, 2009 the Company extended a new €20 million short-term credit facility (2009 Credit Facility) to the Parent that modified and superseded the March 26, 2003 Credit Facility. At June 30, 2012 the Company had a loan receivable of €11,629,483.36 from the Parent pursuant to the Credit Facility.

Preferred capital securities: On March 28, 2003, the Company completed the issuance of 60,000,000 preferred capital securities and received proceeds of €1.5 billion from the issuance. Preferred capital security holders are entitled to receive dividends at a rate equal to the three-month Euribor effective rate, provided, however, that the three-month Euribor effective rate shall in no event be less than 4.00% or more than 7.00%. Dividends shall be payable quarterly in arrears on March 28, June 28, September 28, and December 28 of each year. The preferred capital securities shall not be redeemed by the Company prior to March 28, 2013, with the exception of certain tax-related events, as defined in the Amended and Restated Limited Liability Company Agreement of Endesa Capital Finance, L.L.C. (the “Agreement”). In the event the preferred capital securities are not

redeemed on March 28, 2013, preferred capital security holders are entitled to receive dividends at a rate equal to the three-month Euribor rate plus an effective annual rate of 3.75%. All costs related to this transaction were incurred by the Company and have been charged against the proceeds from issuing the securities.

At June 30, 2012, an amount of 7,254,849 Preferred capital securities remain outstanding.

Liquidity fee: In February 2003, the Company entered into a “Contrato de Liquidez” (the “Liquidity Fee Agreement”) with the underwriters, an unrelated party, of its preferred capital securities offering. Pursuant to the Liquidity Fee Agreement, the Company is committed to pay an annual liquidity fee of 0.2% of the outstanding principal amount of the preferred capital securities.

Guaranty fee: In February 2003, the Company entered into a “Acuerdo de Contragarantía” (the “Guaranty Fee Agreement”) with Endesa, the guarantor of the Company’s preferred capital securities offering and the Company’s ultimate parent company. Pursuant to the Guaranty Fee Agreement, the Company is committed to pay an annual guaranty fee of 0.2% of the outstanding principal amount of the Preferred Capital Securities. In December 28<sup>th</sup> 2008 this fee was removed.

The Company is filing with the CNMV the Financial Statements, balance sheet and income statement, in conformity with accounting principles generally accepted in the United States of America (“generally accepted accounting principles”), for the six months period ended June 30, 2012.

## **2. Operating Results**

The net income attributable to common security holders for the period ended June 30, 2012 reached € 235,149.76.

## **3. Main Activities during 1H 2012**

No new preferred capital securities were issued during 1H 2012.

On June 2011, the Company repurchased €1,318,628,775 of the preferred capital securities notes. As at June 30, 2012 an amount of 7,254,849 Preferred capital securities remain outstanding.

Holder of preferred capital securities received dividends of € 3,627,424 during 1H 2012.

The Company paid € 840,686 as a liquidity fee.

During the first six months of 2012 the Company continued to grant loans to the Parent. As of June 30, 2012 the amount granted reached €181,371,225 as a long term loan and €11,629,483.36 as a short-term credit facility.

#### **4. Financial Risk Management**

The Endesa's Group's Corporate Risk function provides services to manage the financial risk relating to the Company's operations.

#### **5. Future Outlook**

No significant changes are expected in the foreseeable future. Activities of the Company are expected to be those related to the borrowing and lending of funds.

July 27, 2012



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Endesa Capital Finance L.L.C.



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Endesa Capital Finance L.L.C.

ENDESA CAPITAL FINANCE, LLC  
BALANCE SHEET  
June 30, 2012

ASSETS

Cash	7,873.12 €
Loan to Endesa BV	181,371,225.00
Deferred Fee Income	(864,039.60)
Short-term Investments	0.00
Loan Interest Receivable	43,327.57
Credit Line Interest Receivable	1,531.78
Intercompany Accounts Receivable	0.00
Credit Line EIBV	11,629,483.36
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Total assets	192,189,401.23 €
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LIABILITIES AND STOCKHOLDERS' EQUITY

Outside Accounts Payable	9,134.23 €
Intercompany Accounts Payable	961.87
Preferred Dividends Payable	40,304.72
Liquidity fees payable	16,667.07
Guaranty fees payable	0.00
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Total liabilities	67,067.89
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Common Capital	91.79
Preferred Shares	
EUR 181,371,225 net of issuance costs of 111,574,581.33	69,796,643.67
Retained earnings	122,325,597.88
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Total stockholders' equity	192,122,333.34
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Total liabilities and stockholders' equity	192,189,401.23 €
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ENDESA CAPITAL FINANCE, LLC  
STATEMENT OF RETAINED EARNINGS  
For the period ending June 30, 2012

Balance at beginning of year	122,090,448.12 €
Plus net earnings for the period	235,149.76
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Balance at 6/30/2012	122,325,597.88 €
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ENDESA CAPITAL FINANCE, LLC  
STATEMENT OF EARNINGS  
For the period ending June 30, 2012

	Current Month	Year to Date
Loan interest income	649,913.56 €	3,899,481.36 €
Prepayment Fee Income	123,434.20	740,605.20
Fee income	0.00	0.00
Investment income	0.00	0.01
Credit line income	15,302.39	97,547.67
Other income	0.00	0.00
Deferred Revenue	0.00	0.00
Gain/(Loss) on currency exchange	107.76	(270.13)
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Total income	788,757.91	4,737,364.11
Liquidity fees	(90,685.70)	840,686.00
Guaranty fees	0.00	0.00
Miscellaneous expenses	0.00	0.00
Administrative expenses	2,288.71	34,103.85
Issuance related expenses	0.00	0.00
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Dividends on preferred shares	604,570.75	3,627,424.50
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Net income to common shareholder	272,584.15 €	235,149.76 €
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