

Officer's Certificate of Fairness
Tractebel Finance US, Inc.

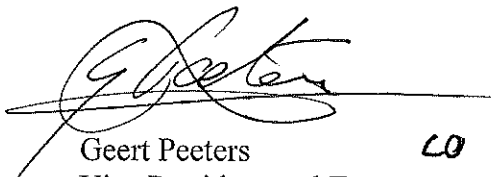
As the Treasurer of Tractebel Finance US, Inc. (the "Company"), I hereby certify that, to the best of my knowledge, the audited 2008 financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles of the United States of America and give a true and fair view of its assets, liabilities, and financial position.

Further, I attest that the notes to the financial statements present a fair and balanced review of the development and performance of its business, and describes any principal risks to the Company and the actions taken to reduce those risks.

Attested to this day, 24 April, 2009:

Tractebel Finance US, Inc.

By:


Geert Peeters CO
Vice President and Treasurer STB

Tractebel Finance US, Inc.

Financial Statements as of and for the
Years Ended December 31, 2008 and 2007, and
Independent Auditors' Report

INDEPENDENT AUDITORS' REPORT

To the Board of Directors of
Tractebel Finance US, Inc.:

We have audited the accompanying balance sheets of Tractebel Finance US, Inc. (the "Company") as of December 31, 2008 and 2007, and the related statements of income, stockholder's equity, and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2008 and 2007, and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Deloitte & Touche LLP

March 25, 2009

TRACTEBEL FINANCE US, INC.

BALANCE SHEETS

AS OF DECEMBER 31, 2008 AND 2007

(In thousands)

	2008	2007
ASSETS		
CURRENT ASSETS:		
Cash	\$ 1,033	\$ 52
Due from affiliates	25,285	17,119
Notes receivable from affiliates	272,691	405,195
Derivative assets:		
Third party	340	890
Affiliates	<u>11,909</u>	<u> </u>
Total current assets	311,258	423,256
NOTES RECEIVABLE FROM AFFILIATES	1,535,405	1,768,210
DERIVATIVE ASSETS:		
Third party	56,283	67,817
Affiliates	<u>34,792</u>	<u> </u>
TOTAL	<u>\$ 1,937,738</u>	<u>\$ 2,259,283</u>
LIABILITIES AND STOCKHOLDER'S EQUITY		
CURRENT LIABILITIES:		
Accounts payable and accrued expenses	\$ 7,011	\$ 6,999
Due to affiliates	19,058	9,923
Notes payable to affiliates	272,691	405,195
Derivative liabilities — affiliates	<u>12,249</u>	<u>890</u>
Total current liabilities	311,009	423,007
LONG-TERM DEBT	208,755	220,815
NOTES PAYABLE TO AFFILIATES	1,326,650	1,547,395
DEFERRED TAXES	1,726	1,726
DERIVATIVE LIABILITIES — Affiliates	<u>86,144</u>	<u>62,886</u>
Total liabilities	<u>1,934,284</u>	<u>2,255,829</u>
COMMITMENTS AND CONTINGENCIES (Note 6)		
STOCKHOLDER'S EQUITY:		
Common stock, \$1 par value — authorized, issued, and outstanding, 1000 shares	1	1
Retained earnings	<u>3,453</u>	<u>3,453</u>
Total stockholder's equity	<u>3,454</u>	<u>3,454</u>
TOTAL	<u>\$ 1,937,738</u>	<u>\$ 2,259,283</u>

See notes to financial statements.

TRACTEBEL FINANCE US, INC.

STATEMENTS OF INCOME FOR THE YEARS ENDED DECEMBER 31, 2008 AND 2007 (In thousands)

	2008	2007
REVENUES — Interest and guarantee income — related party	\$ 117,037	\$ 146,992
COSTS AND EXPENSES — Interest and guarantee expense	<u>(117,037)</u>	<u>(146,992)</u>
NET INCOME	<u>\$ -</u>	<u>\$ -</u>

See notes to financial statements.

TRACTEBEL FINANCE US, INC.

STATEMENTS OF STOCKHOLDER'S EQUITY FOR THE YEARS ENDED DECEMBER 31, 2008 AND 2007 (In thousands)

	Common Stock	Retained Earnings	Total
BALANCE — January 1, 2007	\$ 1	\$3,453	\$ 3,454
Net income	<u> </u>	<u> </u>	<u>-</u>
BALANCE — December 31, 2007	1	3,453	3,454
Net income	<u> </u>	<u> </u>	<u>-</u>
BALANCE — December 31, 2008	<u>\$ 1</u>	<u>\$3,453</u>	<u>\$ 3,454</u>

See notes to financial statements.

TRACTEBEL FINANCE US, INC.

STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2008 AND 2007 (In thousands)

	2008	2007
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	\$ -	\$ -
Adjustments to reconcile net income to net cash provided by (used in) operating activities — changes in assets and liabilities that provided (used) cash:		
Due from affiliates	(8,165)	1,764
Due to affiliates	9,135	(1,777)
Accounts payable and accrued expenses	<u>11</u>	<u>(38)</u>
Net cash provided by (used in) operating activities	<u>981</u>	<u>(51)</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Proceeds of note receivable — related party	(145,505)	(286,479)
Repayments of note receivable — related party	<u>498,754</u>	<u>101,620</u>
Net cash provided by (used in) investing activities	<u>353,249</u>	<u>(184,859)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds of debt — related party	145,505	286,479
Repayments of debt — related party	<u>(498,754)</u>	<u>(101,620)</u>
Net cash provided by (used in) financing activities	<u>(353,249)</u>	<u>184,859</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	981	(51)
CASH AND CASH EQUIVALENTS — Beginning of year	<u>52</u>	<u>103</u>
CASH AND CASH EQUIVALENTS — End of year	<u>\$ 1,033</u>	<u>\$ 52</u>
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION — Interest paid	<u>\$ 101,649</u>	<u>\$ 130,601</u>

See notes to financial statements.

TRACTEBEL FINANCE US, INC.

NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2008 AND 2007

1. HISTORY AND BUSINESS

Tractebel Finance US, Inc. (the "Company") is a wholly owned subsidiary of GDF SUEZ Energy North America, Inc. (GSENA), which is a wholly owned subsidiary of GDF SUEZ-Tractebel S.A. (the "Parent"), whose ultimate parent is GDF SUEZ S.A. The Company was incorporated in 1998 in the state of Delaware with 1,000 shares of stock at \$1 par value and was formed for the purpose of providing financing for GSENA and its subsidiaries. The Company borrows funds from an affiliate of the Parent, as well as from third-party sources. The Company then lends funds to GSENA subsidiaries and at times lends to an affiliate of the Parent through a cash pooling arrangement.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Cash and Cash Equivalents — The Company considers all highly liquid investments with an original maturity of three months or less to be cash equivalents.

Financial Instruments — The Company's financial instruments consist primarily of cash and cash equivalents, accounts and notes receivable, accounts payable, notes payable to affiliates, and debt instruments. The book values of cash and cash equivalents, accounts receivable, and accounts payable are representative of their respective fair values due to the short-term nature of these instruments. The fair value of the Company's long-term debt and notes payable to affiliates is discussed in Note 3.

Foreign Currency Transactions — The Company has certain transactions in foreign currencies and the effects of remeasuring these transactions into U.S. dollars are reflected in the statement of income in the period of the transaction. Third-party foreign currency transaction gains (losses) amounted to \$12.1 million and (\$23.3) million for the years ended December 31, 2008 and 2007, respectively, and were fully offset by foreign currency transaction gains (losses) from affiliated parties. These foreign currency transaction gains and losses that affected the recognized assets and liabilities are noncash transactions and, therefore, have not been reflected in the statements of cash flows.

Income Taxes — The Company accounts for income taxes in accordance with Statement of Financial Accounting Standards (SFAS) No. 109, *Accounting for Income Taxes*, which requires the use of the liability method. Under the liability method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to the differences between the financial statement carrying value of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured by using enacted tax rates that are applicable to the future years in which deferred tax assets or liabilities are expected to be realized or settled. The Company accounts for uncertainty in income taxes in accordance with FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes — an Interpretation of FASB Statement No. 109*.

Use of Estimates — The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from these estimates.

Derivative Instruments and Risk Management Activities — In the normal course of business, the Company employs financial instruments to manage its exposure to fluctuations in interest rates. The Company accounts for derivative instruments in accordance with SFAS No. 133, *Accounting for Derivative Instruments and Hedging Activities*, amended by SFAS No. 137, SFAS No. 138, and SFAS No. 149. SFAS No. 133, as amended and interpreted, requires the Company to record all derivatives on the balance sheet at fair value. Changes in the fair value of nonhedge derivatives will be immediately recognized in earnings.

The Company executes derivative transactions in order to manage operating risks and not for trading purposes. The Company's risk management activities include the following:

Interest Rate Risk — The Company used interest rate swap agreements to effectively convert a portion of its floating-rate debt and receivables to a fixed-rate basis, thus reducing the impact of interest rate changes on future income. These agreements involve the receipt of floating-rate amounts in exchange for fixed-rate interest payments or the receipt of fixed-rate amounts in exchange for variable-rate interest payments within a set range over the life of the agreements without an exchange of the underlying principal amount. Additionally, the Company entered into offsetting interest rate swap agreements with its affiliates, which serves to pass through the effects of these agreements to the affiliates to which the Company provides loans (see Note 3).

Foreign Currency Risk — The Company limits its exposure to foreign currency fluctuations by entering into foreign currency swap agreements that effectively fix the exchange rates of liabilities required to be settled in currencies other than the U.S. dollar. These agreements are accounted for under SFAS No. 133 as derivatives (see Note 3).

Recent Accounting Standards — In September 2006, the FASB issued SFAS No. 157, "*Fair Value Measurements*" which clarifies the principle that fair value should be based on the assumptions that market participants would use when pricing an asset or liability and establishes a fair value hierarchy that prioritizes the information used to develop those assumptions. Under this standard, fair value measurements would be separately disclosed by level within the fair value hierarchy. SFAS No. 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007. In February 2008, the FASB issued FASB Staff Position (FSP) No. FAS 157-1, "*Application of FASB Statement No. 157 to FASB Statement No. 13 and Other Accounting Pronouncements that Address Fair Value Measurements for Purposes of Lease Classification or Measurement under Statement 13.*" Also in February 2008, the FASB issued FSP No. FAS 157-2, "*Effective Date of FASB Statement No. 157,*" which delays the effective date of SFAS No. 157 to fiscal years beginning after November 15, 2008, for nonfinancial assets and nonfinancial liabilities, except for items that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually). The adoption of FAS 157 for derivative instruments has no impact on our results of financial position or cash flows.

In October 2008, the FASB issued FSP No. FAS 157-3, "*Determining the Fair Value of a Financial Asset When the Market for That Asset Is Not Active,*" which clarifies the application of SFAS No. 157 in determining the fair value of a financial asset when the market for that financial asset is not active. FSP No. FAS 157-3 was effective upon issuance, including prior periods for which financial statements have not been issued. Revisions in fair values resulting from a change in the valuation technique or its application would be accounted for as a change in accounting estimate. The adoption of FSP No. FAS 157-3 had no impact on our results of operations, financial position or cash flows.

In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities — including an amendment of FASB Statement No. 115*. SFAS No. 159 permits entities to choose to measure many financial instruments, and certain other items, at fair value. SFAS

No. 159 also established presentation and disclosure requirements designed to facilitate comparisons between entities that choose different measurement attributes for similar types of assets and liabilities. SFAS No. 159 applies to reporting periods beginning after November 15, 2007. We have determined to not elect fair value measurements for financial assets and financial liabilities included in the scope of SFAS No. 159.

In April 2007, the FASB issued FSP FIN No. 39-1, *Amendment of FASB Interpretation No. 39 Offsetting of Amounts Related to Certain Contracts* (FSP FIN 39-1) which permits, but does not require, a reporting entity to offset fair value amounts recognized for the right to reclaim cash collateral (a receivable) or the obligation to return cash collateral (a payable) against the fair value amounts recognized for derivative instruments executed with the same counterparty under a master netting arrangement. The adoption of FSP FIN No. 39-1 had no impact on our results of operations, financial position or cash flows.

In December 2007, the FASB issued FASB Statement No. 160, *Noncontrolling Interests in Consolidated Financial Statements*, which amends Accounting Research Bulletin No. 51, *Consolidated Financial Statements*. This statement is designed to improve the relevance, comparability, and transparency of the financial information that a reporting entity provides in its consolidated financials by requiring certain disclosures and distinctions between the parent's and noncontrolling interests' net income, equity, and ownership interests within the subsidiary. This statement is effective for fiscal years beginning on or after December 15, 2008. The Company has not yet determined the impact, if any, that this statement will have on its financial statements. We do not expect that the adoption of this standard will have an impact on our results of financial position or cash flows.

In December 2007, the FASB issued FASB Statement No. 141(R), *Business Combinations*, which defines how entities should account for and disclose business combinations, including recognition and measurement of identifiable assets and liabilities. The statement continues to retain the fundamental requirements in FASB Statement No. 141 that the purchase method of accounting be used for all business combinations. The financial position, annual results of operations, or cash flows will only be impacted by FASB Statement No. 141(R) if the Company is involved in a business combination in future years.

3. NOTES PAYABLE AND LONG-TERM DEBT

Notes payable and long-term debt as of December 31, 2008 and 2007, consist of the following (in thousands):

	2008	2007
Notes payable to affiliates:		
Affiliated-party revolving line of credit; variable interest rates (between 2.06% and 5.83% at December 31, 2008, and between 6.35% and 7.23% at December 31, 2007); principal due 2009–2024	\$ 1,104,900	\$ 1,190,395
Affiliated-party revolving line of credit for daily pooling of cash; variable interest rate (.03% and 3.50% at December 31, 2008 and 2007, respectively); monthly interest payable, matures annually	19,441	287,195
Term loan with affiliate; fixed interest (6.45% at December 31, 2008 and 2007); interest payable monthly and principal due 2015	225,000	225,000
Term loan with affiliate; fixed interest (5.38% at December 31, 2008 and 2007); interest payable monthly and principal due 2009	<u>250,000</u>	<u>250,000</u>
Total	1,599,341	1,952,590
Less current portion of notes payable to affiliates	<u>272,691</u>	<u>405,195</u>
Long-term notes payable to affiliates	<u>\$ 1,326,650</u>	<u>\$ 1,547,395</u>
Long-term debt:		
Eurobonds; fixed interest rate of 5%; annual interest payments; principal due in 2010	\$ 139,170	\$ 147,210
Eurobonds; fixed interest rate of 4.5%; annual interest payments; principal due in 2011	<u>69,585</u>	<u>73,605</u>
Total	<u>\$ 208,755</u>	<u>\$ 220,815</u>

The following is a further description of the Company's loan agreements included in the table above along with a description of any related derivative or hedging transactions. Unless indicated otherwise, these agreements are guaranteed by the Parent.

The Company has a line of credit with an affiliate of GDF SUEZ S.A. of up to \$2.01 billion and \$2.20 billion at December 31, 2008 and 2007, respectively. The outstanding loans bear interest at London InterBank Offered Rate (LIBOR) plus 1.5% to 2.0%. The Company had advances, net of receivables under this line of credit, of \$1.56 billion outstanding at December 31, 2008, and \$1.38 billion outstanding at December 31, 2007, resulting in \$.45 billion and \$.82 billion available as of December 31, 2008 and 2007, respectively.

In January 2003, the Company issued Eurobonds in the amount of 100 million euros with a fixed interest rate of 5%. Interest is payable annually in euros and the bonds are payable in 2010. In February 2003, the Company sold Eurobonds in the amount of 50 million euros with a fixed interest rate of 4.5%. Interest is payable annually in euros and the bonds are payable in 2011. The bonds are payable in euros and thus are revalued in U.S. dollars as of December 31, 2008 and 2007. The change in value of the bonds of \$12.1 million and (\$23.3) million in 2008 and 2007, respectively, is reflected in the statements of income and is offset by the change in value on the swap entered into to hedge the bonds. See below for a discussion of interest and currency swap agreements related to these bonds.

In connection with the issuance of the Eurobonds, the Company entered into agreements to fix the interest and principal payment amounts in U.S. dollars. These swap agreements were not designated as hedges for accounting purposes as their effects are offset through intercompany agreements.

In addition to the Eurobond hedge agreements discussed above, the Company had interest rate swap agreements in place for notional principal amounts aggregating to \$661 million at December 31, 2008. All of the agreements effectively changed the variable interest rate of the debt covered by the notional amounts to fixed rates ranging 3.5383% to 3.9233% at December 31, 2008. The agreements expire at various dates from June 2011 through June 2013.

The Company entered into offsetting swap agreements with related parties (subsidiaries of GSENA) to pass-through the effects of the swap agreements discussed above (see Note 7).

The Company was exposed to interest rate fluctuations on approximately \$0.4 billion and \$1.2 billion of variable rate debt at December 31, 2008 and 2007, respectively. In the event of default by the counterparties on the interest rate and currency swap agreements discussed above, the Company would be exposed to fluctuations in the interest rates and/or currencies. However, the Company does not anticipate nonperformance by the counterparties.

The fair value of the Company's fixed rate debt is estimated based on the current rates offered to the Company for debt of the same remaining maturities and security structure. The fair value of the Company's fixed-rate debt was approximately \$682.4 million and \$705.5 million at December 31, 2008 and 2007, respectively. The fair value of the Company's variable rate debt is estimated based on the current margin rates offered to the Company for debt of the same security structure. The fair value of the Company's variable-rate debt was approximately \$982.5 million at December 31, 2008. At December 31, 2007, the fair value of the Company's variable-rate debt equaled the carrying value of \$1.2 billion.

At December 31, 2008 and 2007, the Company had \$615 million and \$535 million, respectively, of letters of credit available related to operational obligations for GSENA subsidiaries and affiliates.

4. DERIVATIVE INSTRUMENTS

Interest Rate Instruments — The Company had entered into interest rate swaps that qualify as derivatives under SFAS No. 133. The fair values of these derivatives were \$46.7 million at December 31, 2008, and were included in derivative asset and liabilities in the balance sheet.

Foreign Currency Exchange Rates — The Company had entered into certain foreign currency instruments that qualify as derivatives under SFAS No. 133. The fair values of these derivatives were \$56.6 million and \$68.7 million at December 31, 2008 and 2007, respectively. The Company has entered into foreign currency instruments with related parties that offset these instruments that are recorded as derivative liabilities; however, the value of these related-party derivative liabilities is \$51.7 million and \$63.8 million at December 31, 2008 and 2007, due to the timing of entering these offsetting agreements.

As a result of the offsetting swap agreements the Company has entered into, the transactions had no impact on net income during 2008 and 2007.

Fair Value of Financial Instruments — SFAS 157 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. As presented in the table below, the hierarchy consists of three broad levels. Level 1 inputs in the hierarchy consist of unadjusted quoted prices in

active markets for identical assets and liabilities and have the highest priority. Level 2 inputs are inputs other than quoted prices included within Level 1 that are either directly or indirectly observable for the asset or liabilities. Level 2 inputs include quoted prices for identical or similar assets or liabilities in inactive markets, inputs other than quoted prices that are observable for the asset and liability, and inputs that are derived from observable market data by correlation or other means. Level 3 inputs are unobservable and they reflect the company's own assumptions regarding how market participants would price the asset or liability based on the best available information. Therefore Level 3 inputs have the lowest priority. A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The company uses appropriate valuation techniques based on the available inputs to measure the fair values of its assets and liabilities.

SFAS 157 requires an adjustment for non-performance in calculating the fair value of financial instruments. The Company calculates the adjustment for financial instruments in asset positions based on the credit rating of the counterparty. The credit adjustment for financial instruments in liability positions is determined based on the Company's credit rating. The following table provides fair value measurement information for the Company's derivative financial instruments as of December 31, 2008.

Financial Instruments	Total Fair Value	Quoted in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Short Term Asset	\$ 12,249	\$ -	\$ 12,249	\$ -
Long Term Asset	91,076		91,076	
Short Term Liability	(12,249)		(12,249)	
Long Term Liability	<u>(86,144)</u>	<u> </u>	<u>(86,144)</u>	<u> </u>
Total	<u>\$ 4,932</u>	<u>\$ -</u>	<u>\$ 4,932</u>	<u>\$ -</u>

5. INCOME TAXES

The Company had no current or deferred income tax expense in 2008 or 2007. Net deferred tax liabilities totaling \$1.7 million as of December 31, 2008 and 2007, consisted primarily of differences in derivative items for financial reporting and income tax purposes.

6. COMMITMENTS AND CONTINGENCIES

The Company is obligated to compensate the Parent for guaranteeing certain obligations. Such guarantee fees are 0.25% of the respective obligations. The Company is obligated to compensate various banks for commitment fees on unused lines and commissions fees on outstanding lines of credit. Such fees range from .05% to .20% of the unused lines of credit and range from 0.17% to 0.60% of outstanding lines of credit. The Company is also obligated to pay one of the banks a utilization fee of .025% for each day the aggregate amounts outstanding exceeds greater than 50% of the line of credit.

7. RELATED-PARTY TRANSACTIONS

The Company has amounts due from affiliates of \$25.3 million and \$17.1 million at December 31, 2008 and 2007, respectively. These balances are primarily related to interest and fees receivable related to the notes receivable from affiliates. The Company has amounts due to affiliates of \$19.1 million and \$9.9 million at December 31, 2008 and 2007, respectively. These balances are primarily related to interest and fees payable related to the notes payable to affiliates.

The Company receives certain financial and operational guarantees and commitments from the Parent. Expenses incurred during 2008 and 2007 related to the guarantees and commitments were \$14.0 million and \$13.2 million, respectively.

The Company has notes receivable from various affiliates (primarily subsidiaries of GSENA) in the amount of \$1.8 billion and \$2.2 billion at December 31, 2008 and 2007, respectively. The notes receivable from the GSENA subsidiaries mirror the terms of the master credit agreement between the Company and GDF SUEZ CC (formerly Cosutrel). The fair value of these notes at December 31, 2008, was \$1.7 billion. The Company receives interest payments from the affiliates under the same terms as under the outstanding debt (see Note 3). The Company also receives guarantee and commitment fees related to the notes receivable from affiliates.

The Company had interest rate swap agreements in place with subsidiaries of GDF SUEZ for notional principal amounts aggregating \$661 million at December 31, 2008. All of the agreements effectively change the variable interest rates on the portion of the receivable covered by the notional amounts to fixed rates ranging from 3.5383% to 3.9233% at December 31, 2008. The agreements expired at various dates from June 2011 through June 2013. The Company entered into offsetting interest rate swap agreements with subsidiaries of GSENA that offset the agreement described above. The Company recognized income of \$2.0 million and \$2.3 million from related parties on the interest rate swaps with related parties during 2008 and 2007, respectively, which offsets the expense recognized on these third-party interest rate swaps.

The Company has foreign currency swap agreements in place with affiliates (primarily subsidiaries of GSENA) for the 100 million and 50 million Eurobonds discussed in Note 3. The Company recognized \$2.2 million and \$3.2 million loss on the foreign currency swaps with related parties during 2008 and 2007, respectively, which offsets the income recognized on third-party foreign currency swaps.

* * * * *