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JERSEY GAS COMPANY LIMITED

REPORT AND ACCOUNTS

31st DECEMBER 1998

J.G. Co. LTD.

23 APR 1999

Incorporated under "Lois 1918 - 1965 Sur La Compagne Du Gaz", now repealed, continuing in existence under the provisions of the Jersey Gas Company (Jersey) Law 1989.

Directors

P FAIRCLOUGH, B.Sc., C.Eng., M.I. Gas E. 27 Les Cherfs, Cobo, Castel, Guernsey

A SPRUCE

Sans Pareil, Rue Sauvage, St Sampsons,

Guernsey

R B GRAHAM, F.C.A.

Cote du Nord, Clos des Emrais, Castel,

Guernsey

DH BIRD

Dandie, Le Dell Clos, Le Foulon,

St Peter Port, Guernsey

R St C STADDON

1 Port de L'Ecluse, Mont Les Vaux,

St Brelade, Jersey

C VANE

Mill End, Clos du Moulin,

St Ouen, Jersey

Secretary

K J OLLIVIER

Auditors

BURNETT SWAYNE

Charter Court Third Avenue Southampton

Bankers

NatWest Offshore Limited

23 Broad Street

St Helier JERSEY

Registered Office

Thomas Edge House

Tunnell Street St Helier

JERSEY

NOTICE OF MEETING

NOTICE is hereby given that the Annual General Meeting of the Company will be held at Thomas Edge House, Tunnell Street, St Helier, Jersey on 30th April 1999 at 3.00 p.m. for the following purpose:-

- 1. Election of Chairman.
- 2. Read Notice convening the Meeting.
- 3. Approve the minutes of the Annual General Meeting held on 30th April 1998.
- 4. Receive the Directors' Report and Accounts for the year to 31st December 1998.
- 5. Declare a Dividend.
- 6. Election of Directors.
- 7. Auditors' Report.
- 8. Appoint Auditors and to fix their remuneration.
- 9. Transact any other ordinary business of the company.

By Order of the Board

K J OLLIVIER

Secretary

Thomas Edge House Tunnell Street St Helier JERSEY

28 March 1999

REPORT OF THE DIRECTORS

The Directors submit their report and the audited accounts for the year ended 31st December 1998.

Activities

The principal activity of the company is gas production, distribution and related activities.

Results

The results of the year are shown in the profit and loss account on page 6.

Dividend

The profit for the year after taxation amounted to £997,819 (1997 £1,176,676). It is recommended that this be allocated as follows:-

	1998	1997
	£	£
Preference Dividends	11844	11844
Ordinary Dividends	500000	500000
Transfer to Reserves	485975	664832
		20000-7-455
	997819	1176676

Directors

Messrs D H Bird and R St C Staddon retire in accordance with By-Law 66 and, being eligible, offer themselves for re-election.

Directors Responsibilities

The directors are responsible for preparing 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 profit or loss of the company for that period and are in accordance with applicable laws.

REPORT OF THE DIRECTORS (continued)

Directors Responsibilities (continued)

In preparing those financial statements the directors are required to select suitable accounting policies and then apply them consistently, make judgements that are reasonable and prudent and prepare the financial statements on a going concern basis unless it is inappropriate to presume that the company will continue in business. The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements have been properly prepared in accordance with generally accepted accounting principles and the Jersey Gas Company (Jersey) Law 1989. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Auditors

The auditors, Burnett Swayne, have indicated their willingness to continue in office and a resolution concerning their appointment will be proposed at the Annual General Meeting.



28 March 1999

AUDITORS REPORT TO THE MEMBERS OF JERSEY GAS COMPANY LIMITED

We have audited the financial statements on pages 6 to 19 which have been prepared under the historical cost convention, as modified by the revaluation of land and buildings, and the accounting policies set out on pages 10 and 11.

Respective Responsibilities of the Directors and Auditors

As described on page 3 the company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

Basis of Opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination on a test basis of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion, we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs at 31st December 1998 and of its profit for the year then ended and comply with the provisions regarding the financial administration of the company contained in article 37 of the Jersey Gas Company (Jersey) Law 1989.

Burnett Swayne Chartered Accountants and Registered Auditors Southampton

7 April 1999

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31st DECEMBER 1998

TOR THE TERM ENDED JIST DECEME	DER 1990	1000	100=
	Note	1998 £	1997 £
TURNOVER	1(v) & 2	6544348	7044251
Cost of Sales		4370803	4753380
GROSS PROFIT		2173545	2290871
Net Operating Expenses: Administration Costs		934960	828140
		934960	828140
OPERATING PROFIT		1238585	1462731
Profit on disposal of fixed assets		-bar.	and.
PROFIT ON ORDINARY ACTIVITIES BEFORE INTEREST		1238585	1462731
Interest (net)	3	(638) (844)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	4	1239223	1463575
Taxation	5	241404	286899
PROFIT FOR THE FINANCIAL YEAR		997819	1176676
Dividends	6	511844	511844
RETAINED PROFIT FOR THE YEAR		485975	664832
		-	

All of the company's operations are classed as continuing.

The notes on pages 10 to 19 form part of these financial statements. A statement of movements on reserves is given in note 16.

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES FOR THE YEAR ENDED 31st DECEMBER 1998

	1998 £	1997 £
Profit for the financial year Unrealised surplus on revaluation of	997819	1176676
properties	*	
Total recognised profits relating to the year	997819	1176676

NOTE OF HISTORICAL COST PROFITS AND LOSSES FOR THE YEAR ENDED 31ST DECEMBER 1998

There is no difference between the profit on ordinary activities before taxation and the retained profit for the year stated above, and their historical cost equivalent.

1997

)

1992

RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS FOR THE YEAR ENDED 31ST DECEMBER 1998

1770		1///	
£		£	
997819		1176676	
(511844)	(511844	,
<u></u>		***	

485975		664832	
10460053		9795221	

10946028		10460053	
		2	
	£ 997819 (511844 	£ 997819 (511844)	£ £ 997819 1176676 (511844) (511844

JERSEY GAS COMPANY LIMITED BALANCE SHEET AT 31st DECEMBER	R 1998 Note	1998 £	1997 £
FIXED ASSETS Tangible Assets	1(ii) & 7	10723322	11002447
CURRENT ASSETS Stock and Work in Progress Debtors Cash at Bank and in Hand	1(iv) & 8 9	420360 3721269 123065	473706 2539645 3666
		4264694	
CURRENT LIABILITIES: AMOUNTS FALLING DUE WITHIN ONE YEAR	10	10/21/0	1250000
Creditors Bank Overdraft & Short Term Loans	10 11	1863150	1370939 -
States Income Tax Proposed Dividends	6	221179 5922	178512 5922
		2090251	1555373
NET CURRENT ASSETS		2174443	1461644
TOTAL ASSETS LESS CURRENT LIABILITIES AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR		12897765	12464091
States Income Tax		208408	221179
Creditors Provision for Liabilities & Charges	12 13	769345 973984	870773 912086
C		1951737	
NET ASSETS		10946028	10460053
CAPITAL AND RESERVES Equity Shareholders Funds			
Called up Share Capital	14	915000	915000
Share Premium Account	15	962	962
Revaluation Reserve	15	1561248	
Capital Reserve	15	2850100	
Profit & Loss Account	15	5259814	4773839
Non Equity Shareholders Funds		10587124	10101149
Called Up Share Capital	14	358904	358904
		10946028	10460053

The accounts on pages 6 to 19 were approved by the board of directors on 28th March 1999 and were signed on its behalf by:
Directors

The notes on pages 10 to 19 form part of these financial statements.

JERSEY GAS COMPANY LIMITED NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31st DECEMBER 1998

ACCOUNTING POLICIES

(i) Basis of Presentation

The accounts have been prepared under the historical cost convention, and modified by the revaluation of land and buildings, in accordance with applicable accounting standards.

(ii) Tangible Fixed Assets

Depreciation is provided at rates calculated to write off the cost of fixed assets on the straight line method over their estimated useful lives.

The principal rates in use are:-

%

Land & Buildings
- freehold building 2
Plant & Machinery 5-33
Vehicles 20-25

(iii) Investment Properties

In accordance with SSAP 19, investment properties are revalued annually and any material surplus or deficit is transferred to a revaluation reserve. No amortisation is provided on the properties.

Where a revaluation deficit arises on a property, and this is considered by the directors to be a permanent deficit, then the deficit is charged to the profit and loss account.

Independent professional valuations are undertaken every three years and annual reviews of these valuations are carried out by qualified internal staff.

(iv) Stock and Work in Progress

Stock has been valued at the lower of cost and net realisable value. Work in progress has been valued at cost of direct materials and labour.

(v) Turnover

Turnover represents the value of sales and services invoiced to customers. The company does not account for gas sales until meters are read.

(vi) Deferred Taxation

Deferred taxation is provided using the liability method in respect of the taxation effect on all timing differences.

This is a departure from SSAP15 which requires provision to be made only to the extent that timing differences are likely to crystallise in the foreseeable future. The directors have continued to adopt the full provision basis on the grounds of consistency and prudence.

NOTES TO THE ACCOUNTS (continued)

(vii) Pension Contributions

* : *

The Company operates a defined benefit pension scheme. The funds are valued every three years by a professionally qualified independent actuary, the rates of contribution payable are determined by the actuary. Pension costs are accounted for on the basis of charging the expected cost of providing pensions over the period the Company benefits from the employees' services. The effects of variations from regular cost are spread over the expected average remaining service lives of members of the scheme.

The Company has certain past employees for whom pensions have not been funded externally. A provision for the capital cost of funding these pensions is renewed annually. The charge against profits represents the pensions paid net of any movement in the provision.

(viii) Finance and Operating Leases

Fixed assets held under finance leases and hire purchase contracts are capitalised in the balance sheet and depreciated over their useful lives. The capital element of future payments is treated as a liability and the interest element is charged to profit and loss account as it accrues. Costs in respect of operating leases are charged to operating profit as they are incurred.

(ix) Grants Receivable

Grants that relate to fixed asset expenditure are treated as deferred income in the balance sheet which is then credited to the profit and loss account over the related assets useful life. Other grants are credited to profit and loss account when received.

2. TURNOVER

	1998	1 99 7
	£	£
The company turnover comprises:-		
Trading Activities	6322670	6831277
Rents	221678	212974

	6544348	7044251

NOTES TO THE ACCOUNTS (continued)

3.	INTEREST			
		1998	1997	
		£	£	
	Interest Payable			
	Loans & overdrafts wholly repayable within 5 years	1613	1621	
	Bank	1013	1021	
	Dunk		******	
		1613	1621	
	Less: Interest receivable	(2251) (2465)
		(63.0	\ (044	,
		(638	(844	•
4.	PROFIT ON ORDINARY ACTIVITIES			
	BEFORE TAXATION	1998	1997	
		£	£	
	Profit on ordinary activities			
	before taxation is stated after			
	charging/(crediting):	525107	61/1100	
	Depreciation Amortisation of grant income	535197 (41428		
	(Profit)/Loss on disposal of other	(41420) (41420	,
	fixed assets	(604) (2225	١
	Operating Lease Rentals	(55.	, (2220	,
	- Land & Buildings	80191	66198	
	- Plant & Machinery	19926	17822	
	Auditors Remuneration			
	- Audit	18500	17150	
	- Other Services	1500	-	
	Net Rental Income	(218555) (208087)

5.	TAXATION	1998	1997	
	m	£	£	
	The taxation charge for the year comprises:			
	States of Jersey Income Tax at 20%			
	(1997 20%) on the results for the year	208408	220129	
	Deferred Taxation	32996	66770	
		241404	286899	
		271707	200077	

JERSEY GAS COMPANY LIMITED NOTES TO THE ACCOUNTS (continued)

6.	DIVIDENDS			1998 £	1997 £		
	Equity Shares: Ordinary Shares paid			500000	500000		
٠	Non-Equity Shares: 5% Cumulative Preference	e Shares		38	38		
	3% Cumulative Preference			1884	1884		
	5% Cumulative A Prefere			4000	4000		
	570 04114141					•	
				505922	505922		
	Equity Shares: Ordinary Shares proposed	1 .		**	, see	K	
	Non-Equity Shares:				0.0		
	5% Cumulative Preference			38	38		
	3% Cumulative Preference			1884	1884		
	5% Cumulative A Prefer	ence Shares		4000	4000) -	
				5922	5922		
				511844	511844		
						=	
7.	TANGIBLE FIXED ASS	SETS					
55-51			Freehold				
		Investment	Land and	Plant &	Motor		
		Properties	Buildings	Machinery	Vehicles	Total	
		£	£	£	£	£	
	Cost or Valuation					15110005	
	At 31.12.1997	2776500	2890000	9602668	173219	15442387	
	Additions	-	-	552072	39000	591072	
	Disposals	(335000))	~	•"	(335000)
	Revaluation adjustment	-	-	-	-	-	
	4 - 01 - 10 - 1000	2441500	2890000	10154740	212219	15698459	
	At 31.12.1998	2441500	2070000	10154740			
	Depreciation						
	At 31.12.1997	-	12350	4272645	154945	4439940	
	Accounts Charge		12350	513238	9609	535197	
	Disposals	_	-	-	•	-	
	Revaluation adjustment	· _	_		-	-	
	icvaluation adjustment			g		pase - 6	
	At 31.12.1998	_	24700	4785883	164554	4975137	
				~ = ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~		422200	
	Net Book Value						
	31.12.1998	2441500	2865300	5368857	47665	10723322	
			1				
	Net Book Value 31.12.1997	2776500	2877650	5330023	18274	11002447	

NOTES TO THE ACCOUNTS (continued)

7. TANGIBLE FIXED ASSETS (continued)

The freehold properties, including those occupied by the company and investment properties, have been valued externally by Healey & Baker, International Real Estate Consultants, as at 31st December 1996 on the basis of existing use value and open market value in accordance with the Appraisal and Valuation Manual of the Royal Institution of Chartered Surveyors.

8.	STOCKS	1998	1997
		£	£
	Work in Progress	71404	59647
	Other Stock	348956	414059
		420360	473706
		- acceptant	
9.	DEBTORS	1998	1997
	· · · · · · · · · · · · · · · · · · ·	£	£
	Amounts falling due within one year:		
	Trade Debtors	1352314	836663
	Amounts due from Group Companies	1611207	1120000
	Other Debtors	373767	137479
	Prepayments and Accrued Income	63495	77801
		3400783	2171943
	Amounts falling due after more than		
	one year: Trade Debtors	290954	331325
	Loans	29532	36377
	LOGIS	2,7,5,2	20277
		320486	367702
		******	ه سند مند الدول إذا أنا أنا أنا أنا أنا
		3721269	2539645
			
10.	CREDITORS	1998	1997
		£	£
	Amounts falling due within one year:		
	Trade Creditors	1064982	714514
	Amounts due to Group Companies	180000	175000
	Other Creditors	182840	83279
	Accruals and Deferred Income	360328	323146
	Provision for Pensions	75000	75000
		1863150	1370939

NOTES TO THE ACCOUNTS (continued)

11.	BANK OVERDRAFT AND LOANS	1998 £	1997 £		
	Repayable within one year:				
	Bank - Overdraft	-	ü		
	States of Jersey Loan	** .	**		
	Loan	, Max	. ₩.		
		₩:	iaec		
10	Cheditore	1998	1997		
12.	CREDITORS	£	£		
	Amounta falling due ofter more	£	2	-	(
	Amounts falling due after more				
	than one year: States of Jersey Loan	_			
	Other Loans	106500	166500		
	Accruals and Deferred Income	662845	704273		
	7 Iooldin and Doronton maonin				
		769345	870773		
		250			
13.	PROVISIONS FOR LIABILITIES AND CHARG	JES Pension	Deferred		
			Taxation	Total	
		Obligations £	£	£	
	At 1st Innuary 1000	375616	536470	912086	
	At 1st January 1998 (Credited)/charged to profit and loss account	28902	32996	61898	
	(Credited)/charged to profit and loss account	20702			
	At 31st December 1998	404518	569466	973984	(
	THE STATE DOCUMENT 1990				
	Deferred taxation provided in the accounts is as f	ollows:-			
	-	1998	1997		
		£	£		
	A coolerated Capital Allewances	665370	626593		
	Accelerated Capital Allowances Other Timing Differences	(95904)	(90123)		
	Office Tilling Differences	()))	() () ()		
		569466	536470		

14.

NOTES TO THE ACCOUNTS (continued)

SHARE CAPITAL	1998 £	1997 £
Authorised:		
Equity Shares:		
Ordinary Shares of £1 each	915000	915000
Non Equity Shares:		
5% Cumulative Preference Shares		
of £1 each	3000	3000
3% Cumulative Preference Shares		
of £1 each	157000	157000
5% Cumulative 'A' Preference		
Shares of £1 each	200000	200000
	1275000	1275000
Allotted, Called Up and Fully Paid:		
Equity Shares:		
Ordinary Shares of £1 each	915000	915000
•		
Non Equity Shares:		
5% Cumulative Preference Shares		
of £1 each	1904	1904
3% Cumulative Preference Shares		
of £1 each	157000	157000
5% Cumulative 'A' Preference		
Shares of £1 each	200000	200000
	358904	358904
	1273904	1273904
	1273904	1273904

Dividends:

The three categories of preference shares are not entitled to participate in the profits of the company, other than to the extent of their fixed dividend.

The ordinary shares rate and abate equally in respect of any distribution, but are specifically excluded from the fixed preference dividend distributions.

Voting Rights:

Ordinary Shares and 5% Cumulative Preference Shares -

one vote for every share up to a maximum of five hundred shares, and then one vote for every five shares held thereafter;

3% Cumulative Preference Shares and 5% Cumulative 'A' Preference Shares -

One vote for every ten shares held.

JERSEY GAS COMPANY LIMITED NOTES TO THE ACCOUNTS (continued)

14. SHARE CAPITAL (continued)

Rights on Winding Up of the Company:

If the Company was to be wound up, the assets available for distribution amongst the members shall be applied in the following order:-

- (i) Repay to all members the amounts paid up on shares held;
- (ii) Any excess to be distributed amongst the holders of Ordinary Shares in proportion to the amount which at the time of going into liquidation had been actually paid up on their said shares respectively.

15.	RESERVES	Share Premium £	Revaluation Reserve £	Capital Reserve £	Profit & Loss a/c £
	At 31.12.1997	962	1561248	2850100	4773839
	Retained Profit for Period	• -	-	-	485975
	Revaluation Surplus	-	-	-	•
	Transfer	•	_	-	~
	Realised revaluation surplus on				
	sale of investment property	-	-	-	•
		********		********	
	At 31.12.1998	962	1561248	2850100	5259814
				=======================================	

16. PENSION SCHEME

The company operates a defined benefit pension scheme. The scheme is funded and the assets held separately from those of the company and are invested with an insurance company. The contribution rate is determined with the advice of independent qualified actuaries on the basis of triennial valuations using both the current and projected unit method with a twenty year control period. The results of the most recent valuations which were conducted as at 1st July 1997 were as follows:

Main Assumptions

Main Assumptions	
Annual Rate of return on investments	8.0%
Annual rate of salary increases	6.5%
Market value of scheme assets (£000)	2392
Level of funding being the actuarial value of	
assets expressed as a percentage of the	
benefits accrued to members:	
on current salaries	236%
after allowing for future assumed salary	
increases	146%

There are no deficiencies when the levels of funding are calculated on a current unit method. Any deficiencies calculated on the projected unit method will be eliminated by current contributions over the control period.

NOTES TO THE ACCOUNTS (continued)

16. PENSION SCHEME (continued)

The company has certain past employees whose pensions have not been funded by any schemes.

The provision for the present value of the capital costs of these pension amounts to £479,518 (1997 £450,616). The increase in the provision of £28,902 (1997 (£68,152)) has been debited to the amounts paid to pensioners in 1998. The reason for the increase in pension costs for the year is principally due to the movement in the provision year on year.

	Pension costs comprise:	1998	1997
		£	£
	Funded scheme	78000	84348
	Unfunded scheme	97755	9919
		m = 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4	
		175755	94267
17.	COMMITMENTS		
• , •		1998	1997
		£	£
	Capital Commitments:-		
	Expenditure contracted		
	but not provided for:	₩,	· f e-,
		· •	***
			

Lease Commitments:-

At 31st December 1998 the company had annual commitments under non-cancellable operating leases as set out below:

	Land & Buildings		Other	
	1998	1997	1998	1997
	£	£	£	£
Operating leases which expire:				
Within one year	*	*	6480	6480
Within two to five years	-	-	13474	13026
In over five years	66198	66198	-	-
	66198	66198	19954	19506

NOTES TO THE ACCOUNTS (continued)

18. CONTINGENT LIABILITIES

The company has given an unlimited guarantee to NatWest Offshore Limited for all monies owing to the bank by International Energy Group Limited and it's other subsidiary undertakings. The amount as at 31st December 1998 is disclosed in the parent undertakings consolidated accounts.

19. RELATED PARTY TRANSACTIONS

(i) Transactions with Group Undertakings

The company is exempt from related party disclosures in respect of group transactions, on the grounds that the consolidated financial statements in which the company is included are publicly available.

(ii) Transactions with Directors and Employees

Included in Creditors are loans received in respect of Company properties occupied by employees who have an option to purchase the property at cost after a qualifying period. At 31st December 1998, fixed assets included properties occupied by employees at a cost of £296,500 (1997: 631,500), with associated loans of £106,500 (1997: £166,500) included in Creditors falling due after more than one year. The movement in the year reflects the exercise of options on two properties.

20. ULTIMATE PARENT COMPANY

The company's ultimate parent company is International Energy Group Limited, a Guernsey registered company.