TXU EUROPE ENERGY TRADING LIMITED

(FORMERLY KNOWN AS EASTERN POWER AND ENERGY TRADING LIMITED)

REPORT AND ACCOUNTS

FOR THE NINE MONTHS ENDED 31 DECEMBER 1999

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COMPANIES HOUSE 17/10/01

REPORT OF THE DIRECTORS

The Directors submit their Report and Accounts for the nine months ended 31 December 1999.

Principal activities and business review

The Company manages and monitors TXU Europe Group's energy portfolio, including the bidding of its power plants in to the Electricity Pool, the procurement of coal, oil and gas, and the management of risk for the Group's retail operations. The Company also offers risk management services to other independent energy retailers, generators and trading parties.

The Company undertakes trading in physical and paper energy contracts both in the UK and through overseas branches.

In September 1999, the Company established an office in Geneva, Switzerland, to coordinate European energy management development projects. In October 1999, the Company sold its rights to undertake business in continental Europe to a subsidiary company realising a gain of £63m.

There are no plans to change the nature of activities in the foreseeable future.

Results for the period

The accounts for the nine months ended 31 December 1999 show a profit for the financial period of £110,727,777 (for the financial year to 31 March 1999 : £188,703,903). The Directors do not recommend the payment of a final dividend (31 March 1999 : £100,000,000) and the profit has been taken to reserves.

Share capital

Details of both the authorised and issued share capital are given in note 14.

Directors

The Directors who served during the period were:

Mr. P.C. Marsh Mr. M.S.W. Stanley Mr J. Whelan

(appointed 22 November 1999) (resigned 22 November 1999)

Mr. R.E. Partington was appointed a Director of the Company on 1 October 2001.

There were no reportable interests of the Directors in the shares of TXU Corp. as at 31 December 1999. Advantage has been taken of paragraph 3(1) of the Companies (Disclosure of Directors' Interests)(Exemptions) Regulations 1985.

Branches

The Company has established branches within the following states:

Geneva, Switzerland Milan, Italy Madrid, Spain Stockholm, Sweden Prague, Czech Republic The Hague, The Netherlands Paris, France

REPORT OF THE DIRECTORS (Cont'd)

Policy on payment of creditors

The Company supports the Better Payment Practice Code, the terms of which are:

- Agree payment terms at the outset of a deal and stick to them.
- Explain payment procedures to suppliers.
- Pay bills in accordance with any contact agreed with suppliers or as required by law.
- Tell suppliers without delay when an invoice is contested and settle disputes quickly.

Trade creditors days of the Company at 31 December 1999 were 42 days (31 March 1999 46 days).

Employee Involvement

The Company operates a policy of informing all employees on a regular basis of the Company's financial performance.

Employment of disabled persons

The Company gives full and fair consideration to all applications for employment made by disabled persons, having regard to their particular aptitudes and abilities. Opportunities for training, career development and promotion do not disadvantage these employees.

Post balance sheet events

Details of post balance sheet events are set out in note 19 to the financial statements.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The Directors are required by the Companies Act 1985 to prepare accounts which give a true and fair view of the state of affairs of the Company as at the end of the financial period and of the profit or loss of the Company for the financial period. They are responsible for ensuring that the Company keeps proper accounting records which disclose with reasonable accuracy the financial position of the Company and which enable them to ensure that the financial statements comply with the Companies Act 1985. They also have a general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

The Directors consider that, in preparing the accounts on pages 3 to 9, the Company has used appropriate accounting policies, consistently applied and supported by reasonable and prudent judgements and estimates, and that all accounting standards which they consider to be applicable have been followed. After making appropriate enquiries, the Directors have a reasonable expectation that the Company had adequate resources to continue in operational existence for the foreseeable future. For this reason, they continue to adopt the going concern basis in preparing the Company's financial statements.

By order of the Board

P C Marsh Director

16th OHOBER 2001

PROFIT AND LOSS ACCOUNT			
For the nine months ended 31 December 1999			
		Nine months to	Year to
	Note	31 December 1999	31 March 1999
		C	(restated)
		£	£
Turnover	1	1,119,099,100	1,701,095,735
Cost of sales - other		(987,910,318)	(1,456,591,398)
Cost of sales - exceptional contract costs		(14,163,000)	<u>-</u>
Gross profit		117,025,782	244,504,337
Administrative expenses		(28,862,692)	(29,504,818)
Asset Impairment	8	(10,250,000)	
Operating profit	2,3	77,913,090	214,999,519
Profit on sale of business	4	63,208,455	_
Net interest payable	5	(30,382,847)	(26,295,616)
Profit on ordinary activities before taxation		110,738,698	188,703,903
Taxation	6	(10,921)	
Profit for the financial year		110,727,777	188,703,903
Dividends paid	7		(100,000,000)
Profit retained		110,727,777	88,703,903
All activities relate to continuing operations.			
Statement of Total Recognised Gains and Losses			
	Note	Nine months to 31 December 1999	Year to 31 March 1999
		£	(restated) £
Profit for the financial period		110,727,777	88,703,903
Total recognised gains and losses relating to the period		110,727,777	88,703,903
Prior period adjustment	1	(26,180,000)	
Total gains and losses recognised since the last annual report		84,547,777	

BALANCE SHEET	 _		 _
31 December 1999	Note	31 December 1999	31 March 1999
		£	(restated) £
Fixed assets			
Tangible assets Investments	8 9	20,960,349 13,616 20,973,965	13,483,429 2,002 13,485,431
Current assets			
Stock Debtors (amounts falling due within one year) Debtors (amounts falling due after more than one year) Cash at bank	10 11 11	4,717,812 674,410,308 176,480,263 55,320,516	7,767,336 746,614,490 196,525,217 2,847,304
		910,928,899	953,754,347
Creditors (amounts falling due within one year)	12	(538,622,502)	(630,496,859)
Net current assets		372,306,397	323,257,488
Total Assets less current liabilities		393,280,362	336,742,919
Creditors (amounts falling due after more than one year)	13	(84,908,000)	(109,824,000)
Provision for liabilities and charges	14	(7,459,000)	(36,733,334)
Net assets		300,913,362	190,185,585
Capital and reserves			
Called up share capital	15	100,000	100,000
Profit and loss account	16	300,813,362	190,085,585
Total equity shareholders' funds	17	300,913,362	190,185,585

The accounts were approved by the Board of Directors on 16th October 2001 and were signed on its behalf by :

PC Marsh - Director
16th October 2001

NOTES TO THE ACCOUNTS

31 December 1999

Accounting policies

The accounts have been prepared under the historical cost accounting convention and in accordance with applicable accounting standards except for the treatment of traded derivatives which have been recorded at their mark-to-market values.

The Company, which is a wholly owned subsidiary, has elected to utilise the exemption provided in Financial Reporting Standard 1 (Revised) and not produce a cash flow statement.

Restatement of comparatives

Comparatives were restated to include the impact of the notional interest on the unwind of discount on deferred income

Turnover is in respect of continuing trading operations within the gas and electricity markets and includes pool income and amounts received from group companies.

Turnover relates to activities conducted within the United Kingdom.

Cost of sales includes amounts recharged from Group companies relating to the leasing and operating of power stations, of which the variable operating lease costs are recognised over the life of the stations to which they relate.

Foreign Exchange
Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. Monetary assets and liabilities are translated at the rate of exchange ruling at the balance sheet date. Exchange gains and losses arising from foreign currency investments and the offsetting short term foreign currency borrowings (included in amounts owed to group undertakings) used to finance the Company's foreign currency investments are dealt with in reserves

Subsidiary undertakings

Interests in subsidiary undertakings are included in the balance sheet at cost less any provision for impairment. Consolidated financial statements for the purposes of the Companies Act 1985 have not been prepared as the Company is a wholly owned subsidiary of TXU Europe Group pic (formerly known as Eastern Group pic), a company registered in England and Wales, and is therefore exempt from the obligation to prepare and deliver group accounts. These accounts include solely the results and financial position of the Company. The Company is included in the consolidated financial statements of TXU Europe Group plc (formerly known as Eastern Group plc).

Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost. The charge for depreciation is calculated to write off assets over their estimated useful lives as follows:

Fixtures and Equipment

5 - 20 years

No depreciation is charged on assets under the course of construction

Stocks are stated at the lower of cost or net realisable value

Deferred taxation arises in respect of items where there is a timing difference between their treatment for accounting purposes and their treatment for taxation purposes. Provision for deferred taxation, using the liability method, is made to the extent that it is probable that the liability will crystallise in the foreseeable future. Deferred taxation assets are only recognised if recovery is reasonably certain.

Pension costs

The Company contributes to a Group pension scheme operated by TXU Europe Group Pic. Contributions and pension costs are based on pension costs across the Group as a whole, and contributions are charged to the profit and loss account so as to spread the cost of pensions over employees' anticipated working lives with the Company. The effects of variations from regular costs are recognised in the accounts of TXU Europe Group Ptc.

The assets of the scheme are held in a separate trustee administered fund, which is valued regularly by a professionally qualified independent actuary. The latest actuarial assessment of the scheme was at 31 March 1998. Particulars of the valuation are contained in the accounts of TXU Europe Group Pic.

Derivative financial instruments

TXU Europe Energy Trading Limited, manages its exposure to commodity price risk from existing contractual commitments and provides price risk management services to its customers through various financial instruments. Such energy management comprises both non-trading and trading activities

(i) Financial Instruments held for hedging purposes

Instruments accounted for as hedges are designated as a hedge at the inception of contracts. The Group defers the effect of changes in the market value of derivative financial instruments (including contracts for differences and electricity forward agreements) which are used to hedge future transactions to the year when the related transaction is completed. In the event that an overall analysis of the firm commitments being hedged indicates that the Company is in a net loss position a provision is made for these anticipated future losses The cash flows related to derivative instruments are recorded in the same manner as the cash flows related to the item being hedged.

(ii) Financial instruments held for trading purposes

Financial instruments utilised in connection with trading activities are accounted for using the mark-to-market method. Financial instruments are carried at fair value on the balance sheet and the resulting gains and losses are included in revenues in the profit and loss account for the year

The profit and loss account includes £20m of revenue in respect of recognition of mark-to-market value of trading contracts, as described in "Accounting policies" above

2. Operating profit

Nine months to Veer to Operating profit is stated after charging: 31 December 1999 31 March 1999 Depreciation 468,481 683,435 10,250,000 Asset impairment (see note 8)

Auditors' remuneration for the nine months to December 1999 has been borne by another group company.

NOTES TO THE ACCOUNTS (Cont'd)

31 December 1999

Directors and employees

Aggregate payroll costs were as follows:	Nine months to 31 December 1999 £	Year to 31 March 1999 £
Wages & salaries Social security costs Pension costs	8,627,397 1,011,129 749,626	8,913,007 812,931 642,686
	10,388,152	10,368,624

The average number of people employed by the Company (including Directors) during the period was 351 (1999:240).

Emoluments of the highest paid Director paid by the Company for the nine months ended 31December 1999 were £19,609 (1999 £nil) and his accrued pension at 31 December 1999 was £nil (1999 £nil).

Retirement benefits are accruing to one Director under a defined benefit scheme (1999:one).

Sale of Business

in October 1999, the Company sold its rights to undertake business in continental Europe to a subsidiary company realising a gain of £63m.

5.

At 31 December 1999

Charge for the period

Depreciation

At 1 April 1999

5.	Net interest receivable/(payable) Interest payable Interest receivable Notional interest on unwind of discount of	n deferred income	£ (558,398) 1,002,551 (30,827,000) (30,382,847)	£ (restated) (140,519) 24,903 (26,180,000) (26,295,616)
6	Taxation		£	£
	Overseas taxation		10,921	
	The company bears no current UK tax ch no consideration.	arge because of losses s	urrendered by group col	mpanies for
7.	Dividends paid		£	£
	Dividends to parent company		<u>-</u>	_100,000,000
8.	Tangible fixed assets	Assets under Construction £	Fixtures and Equipment £	Total £
	At 1 April 1999 Additions	11,814,931 10,283,891	3,198,449 7,911,510	15,013,380 18,195,401

Impairment write off 10,250,000 At 31 December 1999 10,250,000 1,998,432

22,098,822

11,109,959

1,529,951

468,481

33,208,781

1,529,951

12,248,432

468,481 10,250,000

Net book amount at 31 December 1999	11,848,822	9,111,527	20,960,349

31 [December 1999				
9.	Investments			Number of ordinary	% of voting right and ordinar
	Principal subsidiaries	Registered	Activity	<u>shares heid</u>	shares held
	TXU Europe Upstream Ltd (formerly known as Eastern Natural Gas (Offshore) Ltd) TXU Europe Natural Gas (Trading) Ltd (formerly known as Eastern Natural Gas (Trading) Ltd) TXU Europe (Ten) Ltd (formerly known as Eastern Ten Ltd) Eastern Power and Energy Trading Poland Sp zoo TXU Europe Energy Trading BV (formerly known as TXU Europe Power and Energy Trading BV)	UK UK UK Poland Netherlands	Upstream gas assets Dormant Dormant Dormant Trading	1,000 1,000 2 80 185	1009 1009 1009 1009 1009
	All of the above subsidiaries have years ending 31 December.				
	On 19 August 1999 the Company purchased 100% of the ordinary shares of TXU Europe Energy Tr	ading BV.			
10.	Stocks			31 December 1999 £	31 Marc 199 :
	Raw materials			4,717,812	7,767,33
11.	Debtors Amounts falling due within one year:			31 December 1999 £	31 Marci 199
	Trade debtors Amounts owed by parent company Amounts owed by group undertakings Other debtors			261,767,480 309,349,730 84,675,060 18,618,038	152,670,18 507,056,82 63,486,52 23,400,95
				674,410,308	746,614,49
	Amounts falling due after more than one year:				
	Prepayments and accrued income			176,480,263	196,525,21
	Total debtors			850,890,572	943,139,70
	The amounts owing to a parent company or fellow subsidiary company consist of unsecured advance. The Company does not intend to seek repayment within the the foreseeable future. The amounts or			nas been set.	
12.	Creditors (amounts falling due within one year)			31 December 1999 £	31 Marc 199
	Bank loans and overdrafts Trade creditors Amount owed to parent company Amounts owed to group undertakings Accruals and deferred income			150,502,646 191,147,413 182,282,443 14,690,000	(restated 39,415,50 185,531,02: 304,937,40 56,436,92: 44,176,00
	Total creditors due within one year			538,622,502	630,496,85
	The amounts owed to a parent company or fellow subsidiary company consist of unsecured advance. The parent company and fellow subsidiary company have indicated that they do not intend to seek nowing are non-interest bearing.				
13.	Creditors (amounts falling due after more than one year)				
	Accruals and deferred income			84,908,000	109,824,00

NOTES TO THE ACCOUNTS (Cont'd)

31 December 1999

14. Provision for liabilities and charges

	1 April	Provisions :	31 December
	1999	utilised	1999
	£	£	£
Provisions	36,733,334	(29,274,334)	7,459,000

Provisions for liabilities and charges relate to onerous prepaid take or pay gas purchases. The prepaid gas relates to purchases of gas which are part of a take or pay agreement but currently remain left in the ground. The provision reflects the differences between the contracted price and the realisable amounts of the prepaid gas concerned.

Deferred Taxation

No provision for deferred tax is required at 31 December 1999. Total potential deferred tax (assets)/liabilities, which have not been recognised, computed at the current rate of corporation tax of 30% (1999; 30%) are as follows:

	(Unprovided deferred tax asset) / Capital allowances in excess	s of depreciation	31 December 1999 £ (780,295)	31 March 1999 £ 939,213
15.	Called up share capital		31 December 1999 £	31 March 1999 £
	Authorised: 100,000 ordinary shares of £1 each		100,000	100,000
	Allotted and fully paid: 100,000 ordinary shares of £1 each		100,000	100,000
16.	Profit and loss account	Note	£	
	At 1 April 1999		216,265,585	
	Prior year adjustment	1	(26,180,000)	
	At 1 April 1999 restated		190,085,585	
	Profit for the financial period		110,727,777	
	At 31 December 1999		300,813,362	
17.	Reconciliation of movement in shareholders' funds			
			31 December 1999 £	31 March 1999 £
	Profit for the financial period Opening shareholders' funds (restated)		110,727,777 190,185,585	(restated) 88,703,903 101,481,682
	Closing shareholders' funds (all equity)		300,913,362	_190,185,585

NOTES TO THE ACCOUNTS (Cont'd)

31 December 1999

18. Derivative notes

TXU Europe Energy Trading Limited is exposed to a number of different market risks including changes in gas and electricity prices, interest rates and foreign currency exchange rates. TXU Europe Energy Trading Limited has developed a control framework of policies and procedures to monitor and manage the exposures arising from volatility in these markets. To implement these policies and procedures, TXU Europe Energy Trading Limited enters into various derivative instruments primarily to reduce its exposure to fluctuations in electricity prices, gas prices, interest rates and foreign exchange rates for hedging purposes. Derivative financial instruments used by TXU Europe Energy Trading Limited include electricity contracts for differences, electricity forward agreements, gas swaps, interest rate swaps and forward rate agreements, and foreign exchange futures, swaps and forward purchase contracts. Both the energy management and the treasury operations make use of these instruments, where such instruments are authorised for use.

Electricity and Gas price risk management – TXU Europe Energy Trading Limited engages in price risk management activities primarily for non-trading and, from October 1999, for trading purposes.

Electricity forward contracts - Electricity forward contracts are primarily used by TXU Europe Energy Trading Limited to hedge its exposure to future fluctuations in electricity Pool prices. Almost all electricity generated in England and Wales must be sold to the wholesale electricity trading market in the UK (Pool), and electricity suppliers must likewise generally buy electricity from the Pool for resale to their customers.

The contracts bought and sold are contracts for differences (CfD's) and electricity forward agreements (EFA's) that fix the price of electricity for an agreed quantity and duration by reference to an agreed strike price. EFAs are similar in nature to CfDs, except that they tend to last for shorter time periods and are based on standard industry terms rather than being individually negotiated. Long-term CfD's are in place to hedge a portion of the electricity to be purchased through 2009. The impact of changes in the market value of these contracts, which serve as hedges, is deferred until the related transaction is completed.

TXU Europe Energy Trading Limited has also entered into a number of agreements with third paties, under which it makes a variety of payments related to a notional capacity of plant, fuel consumption and operations in exchange for the receipt of revenues related to prevailing Pool prices for a notional output. These contracts are used for hedging purposes, and the impact of changes in the market value of the contracts is deferred until settlement occurs under the contract.

Under the terms of these contracts, TXU Europe Energy Trading Limited will pay (subject to contract terms) an annual capacity fee of £215 million in 2000, £229 million in 2001, £232 million in 2002, £248 million in 2003, £248 million in 2004 and £1,491 million thereafter. In addition, TXU Europe Group pic will provide a £200 million guarantee (declining over time) representing approximately one year's capacity payment, with the counterparty providing a £20 million guarantee.

Gas take-or-pay contracts - TXU Europe Energy Trading Limited is party to various types of contracts for the purchase of gas. Almost all include "take-or-pay" obligations under which the buyer agrees to pay for a minimum quantity of gas in a year. In order to help meet the expected needs of its wholesale and retail customers, TXU Europe Energy Trading Limited has entered into a range of gas purchase contracts. As at December 31, 1999, the commitments under long-term gas purchase contracts amounted to an estimated £1.1 billion covering periods up to 15 years forward. Management does not consider it likely, on the basis of TXU Europe Energy Trading Limited's current expectations of demand from its customers that any material payments will become due for gas not taken.

Coal contracts - In November 1998, TXU Europe Energy Trading Limited agreed to two coal purchase agreements with a supplier, supplementing the 12 million tons TXU Europe Energy Trading Limited had previously contracted to take from said supplier between 1998 and 2001. The first agreement is for 25 million tons in total between 1998 and 2003. The second agreement is for 21 million tons in total between 2003 and 2009. Total committed purchases under these contracts were approximately £1.3 billion at December 31, 1999.

19. Post balance sheet events

On 15 February 2000 the Company sold its shareholding in TXU Europe Upstream Limited (formerly known as Eastern Natural Gas (Offshore) Limited) to TXU Europe Group plc at book value.

In May 2001 TXU Europe Group plc sold its shares in the Company to TXU (UK) Holdings Limited at book value.

Parent company

The ultimate parent company at 31 December 1999 and the parent company of the largest group for which group accounts are prepared and of which the Company is a member was TXU Corp., incorporated in the state of Texas, USA.

The parent company of smallest group for which group accounts are prepared and of which the Company is a member was TXU Europe Group plc. These accounts may be obtained from the Company Secretary at Wherstead Park, Wherstead, Ipswich, Suffolk IP9 2AQ.

The Company has taken advantage of the exemption from preparing group accounts given by section 228 of the Companies Act 1985 for intermediate parent undertakings.

21. Related party transactions

The Company is a wholly owned subsidiary of TXU Europe Group pic and, as permitted by Financial Reporting Standard 8 "Related Party Disclosures", transactions with other entities in the Group are not disclosed.

AUDITORS' REPORT TO THE MEMBERS OF TXU EUROPE ENERGY TRADING LIMITED (FORMERLY KNOWN AS EASTERN POWER AND ENERGY TRADING LIMITED)

We have audited the accounts on pages 3 to 9 which have been prepared under the accounting policies set out on page 5.

Respective responsibilities of Directors and auditors

As described on page 2, the company's directors are responsible for the preparation of financial statements, which are required to be prepared in accordance with applicable United Kingdom law and accounting standards. 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 United Kingdom 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 as at 31 December 1999 and of its profit for the nine month period then ended and have been properly prepared in accordance with the Companies Act 1985.

Deloitte & Touche Chartered Accountants and Registered Auditors Hill House 1 Little New Street London EC4A 3TR

17 October 2001

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