

Gaz de France Sales Limited

---

Registered No. 3814495

*Gaz de France Sales Limited*

*Co. number 3814495*

*Report and Financial Statements*

*31 December 2001*



# Gaz de France Sales Limited

---

Registered No. 3814495

<b>CONTENTS</b>	<b>PAGE NO.</b>
Company Information	3
Directors Report	4
Statement of Directors Responsibilities	5
Auditors Report	6
Profit and Loss Account	7
Balance Sheet	8
Notes to the Accounts	9

# Gaz de France Sales Limited

---

## COMPANY INFORMATION

### **DIRECTORS**

Mr J C Depail  
Ms E R Stein

### **SECRETARY**

Mr G J Hermiston

### **AUDITORS**

Ernst & Young LLP  
Becket House  
1 Lambeth Palace Road  
London SE1 7EU

### **BANKERS**

Barclays Bank PLC  
50 Pall Mall  
London SW1A 1QF

### **REGISTERED OFFICE**

5<sup>th</sup> Floor  
Plaza One  
Ironmasters Way  
Telford  
Shropshire TF3 4NT

# Gaz de France Sales Limited

---

## DIRECTORS' REPORT

31 December 2001

The directors present their report and the financial statements of the company for the year ended 31 December 2001.

### Review of the business

The principal activities of the company are the purchase, supply and management of natural gas and electricity to industrial and commercial customers.

The directors are pleased with the result for the year, which reflects the efforts of everyone in the company. The directors are confident that the profitability of the business will continue to grow.

The directors consider that the year end position is satisfactory.

### Results and dividends

The results for the year ended 31 December 2001 are shown in the profit and loss account on page 7. The profit for the year after taxation was £373,126 (2000: loss £1,818,808).

The directors do not recommend the payment of dividend.

### Directors

The directors who served during the year were:

J C Depail (Chairman)

Ms E R Stein

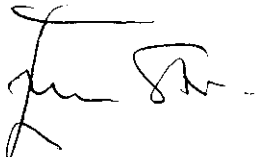
### Directors interests in shares

There are no directors interests requiring disclosure under the Companies Act 1985.

### Auditors

A resolution to re-appoint Ernst & Young LLP as the Company's auditor will be put to the forthcoming Annual General Meeting

Approved by the Board on  
And signed on its behalf by



Emma Stein  
Director

31 May 2002

STATEMENT OF DIRECTORS' RESPONSIBILITIES

31 December 2001

Company law requires the directors to prepare accounts for each financial year which give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that year. In preparing those accounts, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent; and
- prepare the accounts on the 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 comply with the Company Act 1985. 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 REPORT

**INDEPENDENT AUDITORS' REPORT to the members of Gaz de France Sales Limited**

We have audited the company's financial statements for the year ended 31 December 2001 which comprise the Profit and Loss Account, Balance Sheet, Statement of Total Recognised Gains and Losses, Reconciliation of Shareholders' Funds and the related notes 1 to 14. These financial statements have been prepared on the basis of the accounting policies set out therein.

**Respective responsibilities of directors and auditors**

As described in the Statement of Director's Responsibilities the company's directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards.

Our responsibility is to audit the accounts in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the Directors' Report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

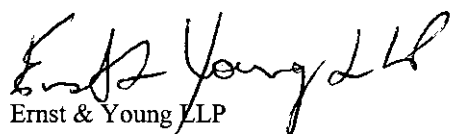
**Basis of audit opinion**

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 affairs of the company as at 31 December 2001 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

  
Ernst & Young LLP  
Registered Auditor  
London

Date 31 May 2002

# Gaz de France Sales Limited

## PROFIT AND LOSS ACCOUNT

For the year ended 31 December 2001

		31 December 2001	31 December 2000
	Notes	£	£
<b>TURNOVER</b>			
Cost of sales	2	128,017,605 (125,423,359)	25,506,285 (25,417,044)
Gross profit		2,594,246	89,241
Administrative expenses		(2,100,053)	(1,908,049)
<b>OPERATING PROFIT (LOSS)</b>	3	494,194	(1,818,808)
Interest receivable	4	2,658	-
Interest payable and similar charges	5	(122,875)	-
<b>PROFIT (LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		373,977	(1,818,808)
Tax on profit/(loss) on ordinary activities	6	(850)	-
<b>PROFIT /(LOSS) FOR THE FINANCIAL YEAR</b>		373,126	(1,818,808)

All activities derive from continuing operations.

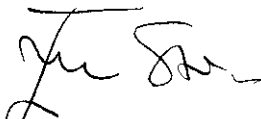
## STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

There are no recognised gains and losses attributable to the shareholders of the company other than the profit of £373,126 for the year ended 31 December 2001 (the period ended 31 December 2000 - £1,818,808 loss).

# Gaz de France Sales Limited

## BALANCE SHEET at 31 December 2001

		31 December 2001	31 December 2000
	Notes	£	£
<b>CURRENT ASSETS</b>			
Debtors	7	21,669,775	12,134,323
Cash at bank and in hand		1,792,712	417,743
		<u>23,462,487</u>	<u>12,552,066</u>
<b>CREDITORS: amounts falling due within one year</b>	8	(25,098,988)	(14,561,693)
		<u>(1,636,501)</u>	<u>(2,009,627)</u>
<b>NET CURRENT LIABILITIES</b>			
		<u><u>(1,636,501)</u></u>	<u><u>(2,009,627)</u></u>
<b>REPRESENTED BY:</b>			
<b>CAPITAL AND RESERVES</b>			
Called up share capital	10	1	1
Profit and loss account	11	(1,636,502)	(2,009,628)
		<u>(1,636,501)</u>	<u>(2,009,627)</u>
<b>EQUITY SHAREHOLDERS' DEFICIT</b>	12	(1,636,501)	(2,009,627)
		<u><u>(1,636,501)</u></u>	<u><u>(2,009,627)</u></u>



Emma Stein  
Director

31 May 2002 .



## NOTES TO THE ACCOUNTS

at 31 December 2001

### 1. ACCOUNTING POLICIES

The accounts have been prepared under the historic cost convention and in accordance with the applicable UK accounting standards. The particular accounting policies adopted are described below:

#### *Basis of preparation*

The company is dependent on continuing finance being made available by its parent undertaking to enable it to continue operations and meet its liabilities as they fall due. The parent undertaking has agreed to provide sufficient funds to the company for these purposes. The directors believe that it is therefore appropriate to prepare the accounts on a going concern basis.

#### *Cash flow statement*

The company has taken advantage of the exemption contained in FRS1 ("Revised") as a subsidiary undertaking where 90% or more of the voting rights are controlled within the group and does not present the cash flow statement in these accounts.

#### *Deferred taxation*

Deferred taxation is provided at the anticipated tax rates on differences arising from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in the accounts to the extent that it is probable that a liability or asset will crystallise in the future.

#### *Leases*

Operating lease rentals are charged to income in equal annual amounts over the lease term.

Assets acquired under hire purchase agreements and finance leases are capitalised in the balance sheet and are depreciated in accordance with the company's normal policy. The outstanding liabilities under such agreements less any interest not yet due are included in creditors. Interest on such agreements is charged to the profit and loss account over the term of each agreement.

### 2. TURNOVER

Turnover represents amounts derived from the company's ordinary activities, excluding value added tax. The turnover and profit are attributable to the principal activities of the company.

### 3. OPERATING PROFIT (LOSS)

This is stated after charging:

	31 December 2001	31 December 2000
	£	£
Auditor's remuneration, in respect of audit services	25,000	10,000

# Gaz de France Sales Limited

---

## NOTES TO THE ACCOUNTS at 31 December 2001

### 4. INTEREST RECEIVABLE

	<i>31 December</i> 2001	<i>31 December</i> 2000
	£	£
Bank and other interest	2,658	-
	<u>2,658</u>	<u>-</u>

### 5. INTEREST PAYABLE AND SIMILAR CHARGES

	<i>31 December</i> 2001	<i>31 December</i> 2000
	£	£
Bank loans, overdrafts and other loans repayable within five years	122,875	-
	<u>122,875</u>	<u>-</u>

### 6. TAXATION

	<i>31 December</i> 2001	<i>31 December</i> 2000
	£	£
UK Corporation tax	850	-
	<u>850</u>	<u>-</u>

### 7. DEBTORS: amounts falling due within one year

	<i>31 December</i> 2001	<i>31 December</i> 2000
	£	£
Trade debtors	21,669,775	11,452,146
Amounts owed by group undertakings	-	682,177
	<u>21,669,775</u>	<u>12,134,323</u>
	<u>21,669,775</u>	<u>12,134,323</u>

# Gaz de France Sales Limited

## NOTES TO THE ACCOUNTS

at 31 December 2001

### 8. CREDITORS: amounts falling due within one year

	<i>31 December</i>	<i>31 December</i>
	<i>2001</i>	<i>2000</i>
	£	£
Trade creditors	881	1,113,289
Amounts owed to group undertakings	14,076,050	10,437,965
Other taxes and social security	10,853,055	2,801,099
Other creditors	169,002	209,340
	<u>25,098,988</u>	<u>14,561,693</u>

### 9. DEFERRED TAXATION

The amounts provided in the accounts and the amounts not provided at 30% (2000: 30%) are as follows:

	<i>Provided</i>		<i>Not provided</i>	
	<i>31 December</i>	<i>31 December</i>	<i>31 December</i>	<i>31 December</i>
	<i>2001</i>	<i>2000</i>	<i>2001</i>	<i>2000</i>
	£	£	£	£
Capital allowances in excess of depreciation	-	-	-	-
Tax losses	-	-	(486,000)	(600,000)
	<u>-</u>	<u>-</u>	<u>(486,000)</u>	<u>(600,000)</u>

### 10. SHARE CAPITAL

	<i>31 December</i>	<i>31 December</i>
	<i>2001</i>	<i>2000</i>
	£	£
Authorised:		
100 ordinary shares of £1 each	100	100
Called up, allotted and fully paid:		
1 ordinary shares of £1 each	1	1

### 11. PROFIT AND LOSS ACCOUNT

	£
Balance at 1 January 2001	(2,009,628)
Retained profit for the year	373,126
Balance at 31 December 2001	<u>(1,636,502)</u>

# Gaz de France Sales Limited

## NOTES TO THE ACCOUNTS

at 31 December 2001

### 12. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	<i>31 December</i>	<i>31 December</i>
	<i>2001</i>	<i>2000</i>
	<i>£</i>	<i>£</i>
Profit/(loss) for the financial year	373,126	(1,818,808)
Net increase/(reduction) in shareholders' funds	373,126	(1,818,808)
Opening shareholders' funds	(2,009,627)	(190,819)
Closing shareholders' funds/(deficit)	(1,636,501)	(2,009,627)

### 13. RELATED PARTY TRANSACTIONS

The company has taken advantage of the exception contained within FRS.8 and has not disclosed transactions with group companies. There were no other related party transactions in the year.

### 14. ULTIMATE PARENT UNDERTAKING

The company's immediate parent undertaking is Volunteer Energy Group Limited, a company registered in England and Wales.

The ultimate parent undertaking of the group of undertakings for which group accounts are drawn up, and of which the company is a member, is Gaz de France, a company registered in France. Copies of Gaz de France group accounts can be obtained from Gaz de France, 23 rue Philibert Delorme, 75840, Paris, Cedex 17, France.