Registered number SC183241

Venture Production Trustees Limited

Annual Report and Financial Statements

for the year ended 31 December 2009

Venture Production Trustees Limited

Registered No. SC183241

Directors
JL Roger
NW Maddock

Secretary
Centrica Secretaries Limited

Auditors
PricewaterhouseCoopers LLP
32 Albyn Place
Aberdeen
AB10 1YL

Solicitors
Stronachs
34 Albyn Place
Aberdeen
AB10 1FW

Registered Office
Kings Close
62 Huntly Street
Aberdeen
AB10 1RS

Annual Report and Financial Statements
for the year ended 31 December 2009

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Directors' Report for the year ended 31 December 2009

The Directors present their report and audited financial statements of Venture Production Trustees Limited (the 'Company') for the year ended 31 December 2009.

Principal activity

The Company is a trustee company and acts as a corporate trustee to the Venture Production Limited (formerly known as Venture Production plc) employee benefit trust.

Risks and uncertainties

The main risks arising from the Company's activities are investment risk and interest rate risk. The Board reviews and agrees policies for managing each of these risks.

Review of the business

The Company meets the requirements of a small entity under section 382 of the Companies Act 2006; therefore the Company is exempt from disclosing further information in line with the business review requirements.

During the year, following a series of transactions, Centrica plc acquired 100% of the issued share capital of Venture Production Limited (formerly known as Venture Production plc) and became the Company's ultimate parent undertaking.

Results and dividends

The Company's loss for the year amounted to £15 (2008: £15) and will be transferred to reserves. The Directors do not propose the payment of a dividend (2008: nil).

Directors

The following served as Directors during the year and up to the date of signing this report:

JL Roger	(appointed 14 May 2009)
NW Maddock	(appointed 9 November 2009)
JD Murphy	(resigned 14 May 2009)
RM Begbie	(resigned 2 October 2009)
PA Turner	(resigned 2 October 2009)
MJ Wagstaff	(resigned 2 October 2009)
VM Hanafin	(appointed 2 October 2009, resigned 8 February 2010)

Post balance sheet events

The Company has taken advantage of the provisions of the Companies Act 2006 (the 'Act') to abolish the requirement to have an authorised share capital. A Special Resolution was passed by the Company's sole member on 13 January 2010 to delete all provisions of the Company's Memorandum of Association which, by virtue of section 28 of the Act, were treated as provisions of the Company's Articles of Association and then by adopting new Articles of Association.

Directors' Report for the year ended 31 December 2009 (continued)

Statement of Directors' responsibilities

The Directors are responsible for preparing the Directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union. Under company law the Directors must not approve the financial statements unless they are satisfied that they 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 period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable International Financial Reporting Standards (IFRSs) as adopted by the European Union have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. 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 and disclosure of information to auditors

So far as the Directors are aware there is no relevant information of which the Company's auditors are unaware and each Director has taken all the steps that they ought to have taken as a Director in order to be aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Pursuant to section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and PricewaterhouseCoopers LLC will therefore continue in office.

This report was approved by the Board on 4 June 2010

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For and on behalf of
Centrica Secretaries Limited
Company Secretary

Company registered in Scotland No. SC183241

Registered office:
Kings Close
62 Huntly Street
Aberdeen
AB10 1RS

Independent Auditors' Report to the Members of Venture Production Trustees Limited

We have audited the financial statements of Venture Production Trustees Limited for the year ended 31 December 2009 which comprise the Income Statement, the Statement of Comprehensive Income, the Statement of Changes in Equity, the Balance Sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors' Responsibilities set out on page 1, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2009 and of its loss for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Independent Auditors' Report to the Members of Venture Production Trustees Limited (continued)

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Mark Higginson (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Aberdeen
4 June 2010

Income Statement for the year ended 31 December 2009

	Notes	2009 £	2008 £
Administrative expenses		**(4)**	(15)
Operating Loss		**(4)**	(15)
Finance expense		**(11)**	-
Loss for the year	8	**(15)**	(15)

All items dealt with in arriving at the loss for the year relate to continuing activities.

Statement of Comprehensive Income

	2009 £'000	2008 £'000
Loss for the year	**(15)**	(15)
Other comprehensive income	**-**	-
Total comprehensive income	**(15)**	(15)

Statement of Changes in Equity for the year ended 31 December 2009

	Share Capital £	Retained deficit £	Total equity £
Balance at 1 January 2009	1	(2,155)	(2,154)
Loss for the year	-	(15)	(15)
Balance at 31 December 2009	1	(2,170)	(2,169)

	Share Capital £	Retained deficit £	Total equity £
Balance at 1 January 2008	1	(2,140)	(2,139)
Loss for the year	-	(15)	(15)
Balance at 31 December 2008	1	(2,155)	(2,154)

Balance Sheet as at 31 December 2009

	Notes	2009 £	2008 £
Liabilities:			
Current liabilities			
Trade and other payables	5	**(2,169)**	**(2,154)**
Net current liabilities		**(2,169)**	**(2,154)**
Net liabilities		**(2,169)**	**(2,154)**
Shareholder's equity			
Called up share capital	7	**1**	**1**
Retained deficit	8	**(2,170)**	**(2,155)**
Total shareholder's equity - deficit		**(2,169)**	**(2,154)**

The financial statements on pages 5 to 11 were approved and authorised for issue by the Board of Directors on 4 June 2010 and were signed on its behalf by:

Nick Maddock
Director

Registered Number: SC183241

Notes to the Financial Statements

1. Accounting Policies for the year ended 31 December 2009

Basis of Preparation

These financial statements have been prepared in accordance with IFRS and IFRIC interpretations endorsed by the European Union ('EU') and with those parts of the Companies Act 2006, applicable to companies reporting under IFRS. The financial statements have been prepared under the historical cost convention as modified by the revaluation of certain financial assets and liabilities held for trading. A summary of the more important Company accounting policies is set out below, together with an explanation of where changes have been made to previous policies on the adoption of new accounting standards in the year.

The preparation of financial statements requires the use of estimates and assumptions that affect the reported amount of assets and liabilities at the date of the financial statements and the reporting amount of income and expenses during the year. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results ultimately may differ from those estimates.

Fundamental Accounting Concept

The Company had net current liabilities of £2,169 (2008: £2,154) at the balance sheet date. The financial statements have been prepared as a Going Concern basis, as Centrica plc intends to support the Company and has indicated that it will not request payment of liabilities due if necessary to allow the Company to meet its obligations as they fall due.

Cash Flow Statement

All payments made during the period regarding Venture Production Trustees Limited were met by fellow group companies through intercompany accounts. As shown there have been no cash movements during the period, thus no cash flow statement has been presented.

Share Capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds. Incremental costs directly attributable to the issue of new shares or options, for the acquisition of a business are included in the cost of acquisition as part of the purchase consideration. Dividends on ordinary shares are not recognised as a liability or charged to equity until they have been declared.

Disclosure of impact of new and future accounting standards

The Company has not yet adopted any standards, amendments and interpretations which are only effective for periods commencing on or after 1 January 2010.

2. Operating loss

The Company's audit fee is paid for by Venture Production Limited (formerly known as Venture Production plc), its immediate parent company. An estimate of the fee attributable to the Company is £4,000 (2008: £3,000).

The Company has no employees (2008: nil).

3. Employee costs

No remuneration was paid to the directors during the year in respect of their services to the Company. The Company had no employees during the year (2008: nil).

4. Taxation

There is no tax charge in the year (2008: nil) due to the Company being in a loss making position and the group does not pay for group relief.

5. Trade and other payables

	2009	2008
Amounts falling due within one year:	£	£
Other payables	**5**	-
Amounts owed to Parent undertakings	**2,149**	2,139
Amounts owed to other group undertakings	**15**	15
	2,169	2,154

6. Financial instruments

Maturity of financial liabilities

The main risk arising from the Company's financial instruments is liquidity risk and capital risk. The Board reviews and agrees policies for managing risks and they are summarised below.

Liquidity Risk
Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. Liquidity, funding risks and related processes and policies are overseen by management. The Company manages its liquidity risk on a consolidated basis based on business needs and through numerous sources of finance in order to maintain flexibility.

Capital Risk
The Company seeks to maintain an optimal capital structure and monitors its capital structure, to ensure this is in line with business needs, ongoing asset development and to fund potential future acquisitions.

6. Financial instruments (continued)

Fair Value of Non-Derivative Financial Assets and Financial Liabilities

The following table provides a comparison by category of the book values and the fair values of the Company's financial assets and financial liabilities at the balance sheet date.

	Book value 2009 £	**Fair value 2009 £**	Book value 2008 £	Fair value 2008 £
Fair value of financial assets and financial liabilities held or issued to finance the Company's operations:				
Trade and other payables (Note 5)	**(2,169)**	**(2,169)**	(2,154)	(2,154)

Maturity of Financial Liabilities

The following table sets forth details of the financial liabilities which will be settled on a net basis into relevant maturity groupings as at 31 December 2009 and 2008. The amounts disclosed in the table are the contractual undiscounted cash flows including interest payments at the applicable rate.

As at 31 December 2009:	**Due in less than 1 year £**	**Due in 1 to 2 years £**	**Due in 2 to 5 years £**	**Due after 5 years £**	**Total £**
Current liabilities					
Trade and other payables	(2,169)	-	-	-	(2,169)
Total current liabilities	(2,169)	-	-	-	(2,169)
Total financial liabilities	(2,169)	-	-	-	(2,169)

As at 31 December 2008:	**Due in less than 1 year £**	**Due in 1 to 2 years £**	**Due in 2 to 5 years £**	**Due after 5 years £**	**Total £**
Current liabilities					
Trade and other payables	(2,154)	-	-	-	(2,154)
Total current liabilities	(2,154)	-	-	-	(2,154)
Total financial liabilities	(2,154)	-	-	-	(2,154)

7. Called up share capital

	2009 £	2008 £
Authorised		
1,000 Ordinary shares of £1 each	**1,000**	1,000
Allotted, called up and fully paid		
1 Ordinary share of £1 each	**1**	1

8. Retained deficit

	£
At January 2008	(2,140)
Loss for the year	(15)
At 1 January 2009	(2,155)
Loss for the year	(15)
At 31 December 2009	**(2,170)**

9. Post balance sheet events

The Company has taken advantage of the provisions of the Companies Act 2006 (the 'Act') to abolish the requirement to have an authorised share capital. A Special Resolution was passed by the Company's sole member on 13 January 2010 to delete all provisions of the Company's Memorandum of Association which, by virtue of section 28 of the Act, were treated as provisions of the Company's Articles of Association and then by adopting new Articles of Association.

10. Ultimate parent undertaking

Up until 27 August 2009, the Company's immediate and ultimate parent undertaking was Venture Production Limited (formerly known as Venture Production plc), a company registered in Scotland. On 27 August 2009, when Centrica plc acquired the controlling interest in Venture Production Limited (formerly known as Venture Production plc), Centrica plc became the Company's ultimate parent undertaking and controlling party. Centrica plc, a company registered in England and Wales, is the parent company of the smallest and largest group to consolidate their financial statements. Copies of Centrica plc consolidated financial statements can be obtained from www.centrica.com.