Certification of Financial Statements, Performance Measures, and Statistics Disclosed by Line Owners other than Transpower.

We, Diane Reed and Richard Kadziolka, Directors of Waipa Networks Limited certify that, having made all reasonable enquiry, to the best of our knowledge –

- (a) The attached audited financial statements of Waipa Networks Limited prepared for the purposes of regulation 6 of the Electricity (Information Disclosure)

 Regulations 1999 comply with the requirements of those regulations; and
- (b) The attached information, being the derivation table, financial performance measures, efficiency performance measures, energy delivery efficiency performance measures, statistics, and reliability performance measures in relation to Waipa Networks Limited, and having been prepared for the purposes of regulations 15, 16, 21 and 22 of the Electricity (Information Disclosure) Regulations 1999, comply with the requirements of those regulations.

The valuations on which those financial performance measures are based as at 31 March 2001.

Dated this 24th day of June 2003.

Director

Director

Certification of Valuation Report of Line Owners

We, Diane Reed and Richard Kadziolka, Directors of Waipa Networks Limited certify that, having made all reasonable enquiry, to the best of our knowledge –

- (a) The attached valuation report of Waipa Networks Limited, prepared for the purposes of regulation 20 of the Electricity (Information Disclosure) Regulations 1999, complies with the requirements of that regulation; and
- (b) The replacement cost of the line business system fixed assets of Waipa Networks Limited is \$73,556,850; and
- (c) The depreciated replacement cost of the line business system fixed assets of Waipa Networks Limited is \$44,945,462; and
- (d) The optimised depreciated replacement cost of the line business system fixed assets of Waipa Networks Limited is \$ 44,945,462; and
- (e) The optimised deprival valuation of the line business system fixed assets of Waipa Networks Limited is \$ 44,944,031; and
- (f) The values in paragraphs (b) through to (e) have been prepared in accordance with the ODV Handbook.

These valuations are as at 31 March 2001.

Lu Duc.

Dated this 24th day of June 2003.

Director

Director

STATEMENT OF FINANCIAL PERFORMANCE

FOR THE YEAR ENDED 31 MARCH 2003

	Note	2003 \$	2002 \$
Revenue		12,596,571	11,867,272
Less Discounts		3,177,215	2,876,477
Net Revenue		9,419,356	8,990,795
Net Operating Surplus Before Taxation	2	870,651	1,000,829
Less Taxation Expense	3	232,126	316,199
N. O. Carlos		000.505	
Net Surplus		638,525	684,630

STATEMENT OF MOVEMENTS IN EQUITY

FOR THE YEAR ENDED 31 MARCH 2003

		2003 \$	2002 \$
Equity as at 1 April 2002		40,222,168	38,387,621
Net Surplus		638,525	684,630
Revaluation of Assets	5	-	1,149,917
Total Recognised Revenue and Expenses for the Year		638,525	1,834,547
Equity as at 31 March 2003		40,860,693	40,222,168

The accompanying notes form part of these financial statements.

STATEMENT OF FINANCIAL POSITION

AS AT 31 MARCH 2003

	Note	2003 \$	2002 \$
EQUITY		•	•
Share capital	4	-	-
Reserves Retained earnings	5 6	34,862,235 5,998,458	34,862,235 5,359,933
TOTAL EQUITY		40,860,693	40,222,168
Represented By:			
CURRENT ASSETS			
Cash and Bank	_	682,009	2,146,057
Receivables and prepayments	7	1,276,021	1,205,791
Tax refund due Inventories		1,981 388,028	125,459 305,809
liveriones		300,020	
		2,348,039	3,783,116
CURRENT LIABILITIES			
Creditors	8	652,392	2,189,208
		652,392	2,189,208
NET CURRENT ASSETS		1,695,647	1,593,908
NON - CURRENT ASSETS Fixed assets	9	47,185,404	46,647,035
i ived assets	3	77,103,707	70,077,000
NON - CURRENT LIABILITIES			
Employee entitlements		20,358	18,775
Term Liabilities	10	8,000,000	8,000,000
NET ASSETS		40,860,693	40,222,168

For and on behalf of the Board

D M Reed Director R Z Kadziolka Director 24 June 2003 24 June 2003

The accompanying notes form part of these financial statements.

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 MARCH 2003

	Note	2003 \$	2002 \$
CASH FLOWS FROM OPERATING ACTIVITIES		·	
Cash was provided from:			
Receipts from customers		8,576,609	7,869,486
Interest received		23,616	31,003
Net GST		8,276	
		8,608,501	7,900,489
Cash was disbursed to:			
Payments to suppliers and employees		7,700,391	3,644,961
Interest Paid		796,000	796,000
Taxes paid		108,648	396,643
		8,605,039	4,837,604
Net cash flows from operating activities	15	3,462	3,062,885
CASH FLOWS FROM INVESTING ACTIVITIES			
Cash was provided from:			
Proceeds from sale of assets		51,862	34,932
Capital Contributions		407,996	271,479
		459,858	306,411
Cash was applied to:			
Purchase of assets		1,927,368	2,082,147
		1,927,368	2,082,147
Net cash flows from investing activities		(1,467,510)	(1,775,736)
CASH FLOW FROM FINANCING ACTIVITIES			
Cash was applied to:			
Dividend			229,735
Net cash flows from financing activities			(229,735)
Net decrease in cash held		(1,464,048)	1,050,119
Add opening cash brought forward		2,146,057	1,095,938
Ending cash carried forward		682,009	2,146,057
CASH BALANCES IN THE STATEMENT OF FINANCIAL POSITION			
Cash and Bank		682,009	2,146,057
Cash and Dank			<u></u>

The accompanying notes form part of these financial statements.

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2003

1 STATEMENT OF ACCOUNTING POLICIES

Reporting Entity

Waipa Networks Limited is a company registered under the Companies Act 1993. The financial statements have been prepared for the purpose of complying with the requirements of the Electricity (Information Disclosure) Regulations 1999 (the Regulations) as amended by the Electricity (Information Disclosure) Amendment Regulations 2000.

Measurement Basis

The general accounting polices recognised as appropriate for the measurement and reporting of performance, cash flows and financial position under the historical cost method, as modified by the revaluation of certain assets, have been followed in the preparation of these financial statements.

Accounting Policies

The following accounting policies which materially affect the measurement of profit and the financial position have been applied:

a) Network Charges

Income from Network charges includes an estimated amount for accrued sales from meters unread as at 31 March 2003.

b) Fixed Assets

The Line Business has five classes of fixed assets as follows:

Freehold Land

Freehold Buildings

Reticulation Assets

Motor Vehicles

Plant, Furniture & Fittings

The Reticulation Assets were revalued on an optimised depreciated replacement cost basis by independent valuers on 31 March 2001 and subsequently will be revalued at least every 3 years. Additions to the Reticulation Assets since revaluation are stated at cost.

Assets constructed by the line business are capitalised at direct cost plus a proportion of indirect overheads.

All other fixed assets are recorded at cost less accumulated depreciation.

c) Capital Contributions

Contributions towards the cost of additions to the Reticulation Assets are recognised as income when received.

d) Depreciation

Land is not depreciated. Depreciation has been provided on other fixed assets using the straight line method at rates which amortise the cost or valuation less estimated residual value over their economic lives.

Depreciation on assets purchased during the year has been charged on a monthly basis from month of purchase.

Buildings	3.0%
Reticulation Assets	2.5%
Motor Vehicles	20.0%
Computers Equipment & Software	20.0%
Plant, Furniture & Fittings	10.0%

e) Receivables

Receivables are stated at their estimated realisable value after adequate provision for doubtful debts. Bad debts are written off in the period they are identified.

f) Income Tax

The income tax expense charged to the Statement of Financial Performance includes both current and deferred tax. Deferred tax is calculated using the liability method, and is accounted for using the partial basis.

A debit balance in the deferred tax account, arising from timing differences or income tax benefits from income tax losses, is only recognised if there is virtual certainty of realisation.

g) Inventories

Inventories are stated at the lower of weighted average cost and net realisable value. Cost of work in progress and finished goods includes the cost of direct material, direct labour and a proportion of the manufacturing overhead expended in putting the inventories in their present location and condition.

h) Financial Instruments

The Line Business includes all financial instrument arrangements in the statement of financial position using the concepts of accrual accounting. These instruments arise as a result of everyday operations and include: cash, receivables, creditors and investments. Revenues and expenses in relation to all financial instruments are recognised in the statement of financial performance. Financial instruments are shown at their fair values.

i) Employee entitlements

Provision is made in respect of the Line Businesses liability for annual leave, long service leave and retirement gratuities. Where the qualifying criteria has been met these have been calculated on an actual entitlement basis at current rates of pay. Further provision has been made for long service and retirement gratuities where the qualifying criteria has not yet been met, bringing to account what is likely to be payable in the future in respect of service that employees have accumulated up until the 31 March 2003

CHANGES IN ACCOUNTING POLICIES

There have been no changes in accounting policies. All policies have been consistently applied during the year.

		2003 \$	2002 \$	
2	NET SURPLUS BEFORE TAXATION	·	•	
	After Charging:			
	Direct Expenditure	1,927,280	1,448,878	
	Audit fees for these financial statements	4,875	5,302	
	Audit fees for Company financial statements	25,008	26,090	
	Directors' fees	106,665	97,696	
	Electricity Reform Costs	21,826	42,155	
	Other Indirect expenditure	949,483	922,402	
	Depreciation	1,293,294	1,271,755	
	Buildings	11,834	8,993	
	Reticulation Assets	1,189,865	1,149,942	
	Motor Vehicles	22,182	26,928	
	Plant, Furniture and Fittings	69,413	85,892	
	Net Gain on Disposal of Assets	(30,363)	(12,128)	
	Interest Paid	796,000	796,000	
	After Crediting:			
	Interest Received	23,131	31,508	

3	TAXATION	2003 \$	2002 \$
	Net surplus before taxation	870,651	1,000,829
	Prima facie taxation at 33%	287,315	330,274
	Plus Tax effect of permanent differences Less Tax effect of timing differences not Recognised	392,655 (447,844)	379,481 (393,556)
	Total Taxation Expense	232,126	316,199
	The Taxation charge comprises: - current taxation - deferred taxation	232,126 -	316,199 -
		232,126	316,199
	A deferred tax liability of \$3,373,039 (2002 \$3,064,972), has not primarily relates to asset revaluations of the reticulation assets which disposal.		
	Imputation credit memorandum account.		
	Balance at the beginning of the year	1,217,240	933,750
	Dividends Allocated Taxation paid	- 108,648	(113,153) 396,643
	Balance at end of year	1,325,888	1,217,240
4	SHARE CAPITAL		
	Balance at end of year	-	-

At 31 March 2003 the company has 6,800,000 fully paid issued shares.

All shares carry equal voting rights and share in any surplus on winding up of the company equally. None of the shares carry fixed dividend rights.

		2003 \$	2002 \$
5	REVALUATION OF ASSETS RESERVE	•	•
	Revaluation of Assets Reserve		
	Balance at beginning of year	34,862,235	33,712,318
	Asset Revaluation Reticulation	-	1,149,917
	Balance at end of year	34,862,235	34,862,235
6	RETAINED EARNINGS		
	Balance at beginning of year	5,359,933	4,675,303
	Net Surplus after Taxation	638,525	684,630
	Balance at end of year	5,998,458	5,359,933
7	RECEIVABLES		
	Trade debtors	1,228,648	1,189,101
	Accrued Interest Income	20	505
	Prepayments	47,353	16,185
		1,276,021	1,205,791
8	CREDITORS		
	Accounts payable and accruals - trade	589,669	2,122,551
	Employee entitlements	62,723	66,293
	Payables to Directors	•	364
		652,392	2,189,208

9

	2003 \$	2002 \$
FIXED ASSETS		
Freehold Land		
Cost	1,610	1,610
Freehold Buildings		
Cost	895,861	867,012
Accumulated Depreciation	170,824	159,497
Net Book Value	725,037	707,515
Reticulation Assets		
Cost - additions since 1 April 2001	3,641,763	1,918,384
Valuation	44,944,031	44,944,031
	48,585,794	46,862,415
Accumulated Depreciation at cost	75,075	25,324
Accumulated Depreciation at valuation	2,247,202	1,123,601
Net Book Value	46,263,517	45,713,490
Motor Vehicles		
Cost	152,406	152,036
Accumulated Depreciation	109,227	87,045
Net Book Value	43,179	64,991
Plant, Furniture and Fittings		
Cost	1,105,243	1,026,719
Accumulated Depreciation	953,182	867,290
Net Book Value	152,061	159,429
Total Net Book Value	47,185,404	46,647,035

The Reticulation Assets were revalued by E W Graham, B.E. (Elect), F.I.P.E.N.Z. and PriceWaterhouseCoopers on 31 March 2001 to a value of \$44,944,031 on a optimised depreciated replacement cost basis.

The fair value of Land and Buildings is assessed at \$700,000 based on a valuation by Quotable Value New Zealand as at 1 September 2002 for GV purposes.

2003 2002 \$ \$ 10 TERM LIABILITIES

Inter-business Loan - Other Business (9.95%)

8,000,000

8,000,000

Repayable between 2 and 5 years

11 FINANCIAL INSTRUMENTS

Credit Risk

In the normal course of it's business, Waipa Networks incurs credit risk from trade receivables from customers. Waipa Networks largest customer accounts for 68% (2002 87%) of total sales and 89% (2002 72%) of trade receivables at balance date for which a bank performance bond is held. There are no other significant concentrations of credit risk and Waipa Networks generally does not require any collateral.

Waipa Networks places its cash and short term deposits with high credit quality financial institutions with a recognised credit rating of A- or better and limits the amount of credit exposure to any one institution, as set forth by the Board of Directors. While the company may be subject to credit losses up to the contract amounts in the event of non-performance by other parties, it does not expect such losses to occur.

Currency Risk

Waipa Networks has no exposure to currency risk.

Interest Rate Risk

Waipa Networks has no significant exposure to interest rate risk as its term loan has fixed interest rates. The interest rate on the term loan is disclosed in note 10.

Fair Value

The estimated fair value of Waipa Networks financial instruments at 31 March 2003 are stated in the Statement of Financial Position.

12 CONTINGENT LIABILITIES AND CAPITAL COMMITMENTS

Waipa Networks is currently under review by the Inland Revenue Department for the 1999, 2000 and 2001 income years. Any additional tax or penalties that may arise from this review cannot be quantified. (2002 Nil)

There are no commitments for future capital expenditure as at 31 March 2003 (2002 Nil).

13 SEGMENTAL REPORTING

Waipa Networks operates predominantly in one industry, distribution of electricity. All operations are carried out within New Zealand, and are therefore within one geographical segment for reporting purposes.

14 RELATED PARTIES

At balance date, the Waipa Networks Trust held 100 per cent of the shares in Waipa Networks Limited

All related party transactions in the accounts of Waipa Networks have been conducted on a commercial and arms length basis.

The contracting department of Waipa Networks has provided the following services at cost, including overheads, for the year ended 31 March 2003

•	2003	2002
Construction of distribution lines & cables	477,052	388,666
Construction of medium voltage switchgear	107, 4 82	117,794
Construction of distribution transformers	378,285	441,513
Construction of distribution substations	23,376	81,366
Construction of low voltage lines and cables	170,179	76,964
Construction of other system fixed assets	151, 6 97	279,922
Maintenance of assets	1,262,862	826,352
Consumer connections and reconnections	6,196	5,569
Other services	44,346	43,419

The following transactions occurred between the line business and other business.

Interest paid to Other 796,000 796,000

The line business has a loan from the other business refer note 10. The amount outstanding at balance date was \$8,000,000 (2002 \$8,000,000).

At year end there were no other outstanding balances for related parties (2002 Nil). No related party debt has been written off or forgiven during 2003 or 2002.

No provision has been made in the accounts for payment of a final dividend to the Waipa Networks Trust. (2002 Nil). No Interim dividends have been paid (2002 Nil).

		2003	2002
15	RECONCILIATION OF NET SURPLUS TO NET CASH FLOW FOR OPERATING ACTIVITIES	\$ FROM	\$
	Reported Net Surplus after tax	638,525	684,630
	Add (Less) Non Cash Items:		
	Depreciation	1,293,294	1,271,755
	Increase in Non-current Liabilities Leave Provisions	1,583	4,250
		1,933,402	1,960,635
	Add (Less) Movements in Working Capital Items		
	Decrease (Increase) in Tax Receivable	123,478	(80,444)
	Increase in Receivables	(70,230)	(79,698)
	Decrease (Increase) in Inventories	(82,219)	17,135
	Decrease (Increase) in Accounts Payable	(1,533,246)	1,508,282
	Increase (Decrease) in Leave Provisions	(3,570)	1,549
		(1,565,787)	1,366,824
		367,615	3,327,459
	Add (Less) Items Classified as Investing Activities		
	Net Loss (Gain) on Disposal of Assets	(30,363)	(12,128)
	Increase in Creditors for Fixed Assets	74,206	11,738
	Capital Contributions	(407,996)	(271,479)
		(364,153)	(271,869)
	Net Cash Inflows from Operating Activities	3,462	3,055,590
16	ODV RECONCILIATION REPORT		
	System fixed assets at ODV at beginning of year	45,472,246	44,944,031
	Add system fixed assets acquired during the year at ODV	2,165,508	1,971,952
	Less system fixed assets disposed of during the year at ODV	7,141	29,962
	Less depreciation system fixed assets at ODV	1,452,661	1,413,775
	Add revaluations of system fixed assets	-	-
	System fixed assets at ODV at end of year	46,177,952	45,472,246

17 Disclosure of Information to be Disclosed in Financial Statements under regulation 6 of the Electricity (Information Disclosure) Regulations 1999 Schedule 1 Part 2 as amended by the Electricity (Information Disclosure) Amendment Regulations 2000.

)	(IIIIOIIIIaiioii Biodiocalo), iiiioiiaiiioiii kagalalioiio Eoc	2003 \$	2002 \$
Sta	ateme	nt of Financial Position Disclosure (Schedule 1, Part	2)	
1	Curr	ent Assets		
	(a)	Cash and Bank balances	682,009	2,146,057
	(b)	Short-term investments	•	-
	(c)	Inventories	388,028	305,809
	(d)	Accounts receivable	1,228,648	1,189,101
	(e)	Other currents assets not listed in (a) to (d)	49,354	142,149
	(f)	Total current assets	2,348,039	3,783,116
2	Fixe	d Assets		
	(a)	System fixed assets	46,263,517	45,713,490
	(b)	Customer billing and information system assets	73,088	91,575
	(c)	Motor vehicles	43,179	64,991
	(d)	Office Equipment	78,973	67,854
	(e)	Land & Buildings	726,647	709,125
	(f)	Capital works under construction	-	-
	(g)	Other fixed assets not listed in (a) to (f)	-	-
	(h)	Total fixed assets	47,185,404	46,647,035
3	Othe	er tangible assets not listed above	-	~
4	Tota	l tangible assets	49,533,443	50,430,151
5	Intar	ngible assets		
	(a)	Goodwill	-	-
	(b)	Other intangible not listed in (a)	-	-
	(c)	Total intangible assets	-	-
6	Tota	l Assets	49,533,443	50,430,151
7	Curr	ent Liabilities		
	(a)	Bank Overdraft	-	-
	(b)	Short-term borrowings	•	-
	(c)	Payables and accruals	652,392	2,189,208
	(d)	Provision for dividend payable	-	-
	(e)	Provision for income tax	-	-
	(f)	Other Current Liabilities not listed in (a) to (e)	-	-
	(g)	Total Current Liabilities	652,392	2,189,208
8	Non-	-current liabilities		
	(a)	Payables and accruals	20,358	18,775
	(b)	Borrowings	8,000,000	8,000,000
	(c)	Deferred tax	-	-
	(d)	Other Non-current Liabilities not listed in (a) to (c)	•	-
	(e)	Total Non-current Liabilities	8,020,358	8,018,775

	2003 \$	2002 \$
9 Equity		
(a) Shareholders' equity		
(i) Share Capital	-	-
(ii) Retained Earnings	5,998,458	5,359,933
(iii) Reserves	34,862,235	34,862,235
(iv) Total Shareholders' equity	40,860,693	40,222,168
(b) Minority interests in subsidiaries	-	-
(c) Total Equity	40,860,693	40,222,168
(d) Capital notes	-	40.000.400
(e) Total capital funds	40,860,693	40,222,168
10 Total equity and liabilities	49,533,443	50,430,151
Statement of Financial Performance Disclosure (Schedule 1, Par	rt 2)	
11 Operating revenue		
(a) Revenue from line/access charges	8,616,156	7,955,260
(b) Revenue from "Other" business (transfer payment)	-	-
(c) Income from interest on bank & short-term investments	23,131	31,508
(d) AC loss-rental rebates	372,073	732,548
(e) Other operating revenue not listed in (a) to (d)	407,996	271, 4 79
(f) Total operating revenue	9,419,356	8,990,795
12 Operating expenditure		
(a) Transmission Charges	3,454,636	3,391,816
(b) Transfer payments to "Other " business		
(i) Asset maintenance	1,262,862	826,352
(ii) Consumer disconnections and reconnections	6,196	5,569
(iii) Meter data	-	-
(iv) Consumer-based load control	44,346	43,419
(v) Royalty and patent expenses	-	-
(vi) Avoided transmission charges for own generation	-	-
(vii) Other goods & services not listed in (i) to (vi) above	-	-
(viii) Total transfer payment to the "Other" business(c) Payments to non-related entities	1,313,404	875,340
(i) Asset maintenance	214,561	214,977
(ii) Consumer disconnections and reconnections	-	217,077
(iii) Meter data	_	_
(iv) Consumer-based load control	_	_
(v) Royalty and patent expenses	_	_
(vi) Total of specified expenses to non-related parties	214,561	214,977
(d) Employee salaries, wages and redundancies	767,410	719,315
(e) Consumer billing and information system expense	43,980	43,484
(f) Depreciation on	→0,00 0	70,704
(i) System fixed assets	1,189,865	1,149,942
(ii) Other assets not listed in (i)	103,429	121,813
(iii) Total depreciation expense	1,293,294	1,271,755

		2003	2002
		\$	\$
	(g) Amortisation of		
	(i) Goodwill	-	•
	(ii) Other intangibles	•	•
	(iii) Total amortisation of intangibles	•	•
	(h) Corporate and administration	169,670	179,006
	(i) Human resource expenses	42,678	44,505
	(j) Marketing and advertising	105,041	83,526
	(k) Merger and acquisition expenses	-	-
	(I) Takeover defence expenses	-	-
	(m) Research and development expenses	•	-
	(n) Consultancy and legal expenses	35,792	55,028
	(o) Donations	-	-
	(p) Directors fees	106,665	97,696
	(q) Audit fees		
	(i) Audit fees paid to principal auditors	29,883	31,392
	(ii) Audit fees paid to other auditors	•	-
	(iii) Fees paid for other services provided by auditors	-	-
	(iv) Total auditors fees	29,883	31,392
	(r) Costs of offering credit		
	(i) Bad debts written off	-	-
	(ii) Increase in estimated doubtful debts	-	-
	(iii) Total costs of offering credit	-	-
	(s) Local authority rates	63,102	3,970
	(t) AC loss-rental (distribution of) expense	-	-
	(u) Rebates to customers due to ownership interest	-	-
	(v) Subvention payments	-	-
	(w) Unusual expenses	-	-
	(x) Other expenditure not listed in (a) to (w)	112,589	182,156
13	Total operating expenditure	7,752,705	7,193,966
14	Operating surplus before interest and income tax	1,666,651	1,796,829
15	Interest		
	(a) Interest expense on borrowings	796,000	796,000
	(b) Financing charges related to finance leases	-	-
	(c) Other interest expense	-	-
	(d) Total interest expense	796,000	796,000
16	Operating surplus before income tax	870,651	1,000,829
17	Income Tax	232,126	316,199
18	Net surplus after tax	638,525	684,630