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

We, Diane Reed and Grant Kibby, 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 12th day of July 2002.

Director

Director

Certification of Valuation Report of Line Owners

We, Diane Reed and Grant Kibby, 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.

Dated this 12th day of July 2002.

Director

STATEMENT OF FINANCIAL PERFORMANCE

FOR THE YEAR ENDED 31 MARCH 2002

	Note	2002 \$	2001 \$
REVENUE		11,867,272	11,391,342
LESS DISCOUNT		2,876,477	-
NET REVENUE		8,990,795	11,391,342
NET SURPLUS BEFORE TAX	2	1,000,829	3,452,819
LESS TAXATION EXPENSE	3	316,199	1,151,348
NET SURPLUS AFTER TAX		684,630	2,301,471

STATEMENT OF MOVEMENTS IN EQUITY

FOR THE YEAR ENDED 31 MARCH 2002

		2002 \$	2001 \$
EQUITY AS AT 1 APRIL 2001		38,387,621	37,942,711
NET SURPLUS FOR YEAR		684,630	2,301,471
REVALUATION OF ASSETS	5	1,149,917	-
TOTAL RECOGNISED REVENUE AND EXPENSES FOR THE YEAR		1,834,548	2,301,471
INTERIM DIVIDEND DECLARED	6	-	921,000
PROVISION FOR DIVIDEND	6	-	229,735
REPURCHASE OF SHARES	4,5	-	705,826
EQUITY AS AT 31 MARCH 2002		40,222,169	38,387,621

The accompanying notes form part of these financial statements.

STATEMENT OF FINANCIAL POSITION

AS AT 31 MARCH 2002

	Note	2002 \$	2001 \$
EQUITY		v	a
Share capital	4	-	-
Reserves Retained earnings	5 6	34,862,235 5,359,933	33,712,318 4,675,303
•	·		
TOTAL EQUITY		40,222,169	38,387,621
Represented By:			
CURRENT ASSETS Cash and Bank		2,146,057	1,095,938
Short term investments Receivables and prepayments	7	- 1,205,791	- 1,126,093
Tax refund due	•	125,459	45,015
Inventories		305,809	322,944
		3,783,116	2,589,990
CURRENT LIABILITIES			
Creditors	8	2,189,208	679,377
Provision for dividend			229,735
		2,189,208	909,112
NET CURRENT ASSETS		1,593,908	1,680,878
NON - CURRENT ASSETS Fixed assets	9	46,647,035	44,721,268
	J	40,047,000	77,721,200
NON - CURRENT LIABILITIES Employee entitlements		18,775	14,525
Term Liabilities	10	8,000,000	8,000,000
NET ASSETS		40,222,168	38,387,621
		. 3,222, . 33	

For and on behalf of the Board

D M Reed Director G M Kibby Director 7 June 2002 7 June 2002

The accompanying notes form part of these financial statements.

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 MARCH 2002

	Note	2002 \$	2001 \$
CASH FLOWS FROM OPERATING ACTIVITIES Cash was provided from:		•	•
Receipts from customers Interest received Net GST		7,869,486 31,003 - 7,900,489	10,540,535 40,319 3,111 10,583,965
Cash was disbursed to:		7,900,469	10,383,903
Payments to suppliers and employees Interest Paid Net GST		3,644,961 796,000 7,295	5,505,084 796,000 -
Taxes paid		396,643 4,844,899	1,197,677 7,498,761
Net cash flows from operating activities	15	3,055,590	3,085,204
CASH FLOWS FROM INVESTING ACTIVITIES Cash was provided from:			
Proceeds from sale of assets		34,932	19,091
Decrease in investments Capital Contributions		- 271,479	1,490,000 372,916
Capital Contributions		306,411	1,882,007
Cash was applied to: Purchase of assets Increase in investments		2,082,147	1,167,210
morease in investments		2,082,147	1,167,210
Net cash flows from investing activities		(1,775,736)	714,797
CASH FLOW FROM FINANCING ACTIVITIES Cash was applied to:			
Dividend / Share Repurchase		229,735	3,081,565
Net cash flows from financing activities		(229,735)	(3,081,565)
Net increase in cash held Add opening cash brought forward		1,050,120 1,095,938	718,436 377,502
Ending cash carried forward		2,146,058	1,095,938
CASH BALANCES IN THE STATEMENT OF FINANCIAL POSITION			
Cash and Bank		2,146,057	1,095,938

The accompanying notes form part of these financial statements.

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2002

1 STATEMENT OF ACCOUNTING POLICIES

General Accounting Policies

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.

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.

Particular Accounting Policies

The following particular 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 2002.

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 1 April 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 2002.

CHANGES IN ACCOUNTING POLICIES

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

2	NET SURPLUS BEFORE TAXATION	2002 \$	2001 \$
	After Charging:		
	Direct Expenditure	1,448,878	1,387,316
	Audit fees for these financial statements	5,302	6,690
	Audit fees for Company financial statements	26,090	23,651
	Directors' fees	97,696	91,601
	Electricity Reform Costs	42,155	4,435
	Other Indirect expenditure	922,402	960,340
	Depreciation	1,271,755	1,268,068
	Net Gain on Disposal of Assets	(12,128)	(9,644)
	Interest Paid	796,000	796,000
	After Crediting:		
	Interest Received	31,508	33,525

3

	2002 \$	2001 \$
TAXATION		
Net surplus before taxation	1,000,829	3,452,819
Prima facie taxation at 33%	330,274	1,139,430
Plus Tax effect of permanent differences Less Tax effect of timing differences not Recognised	379,481 (393,556)	367,576 (355,658)
Total Taxation Expense	316,199	1,151,348
The Taxation charge comprises: - current taxation - deferred taxation	316,199 	1,151,348
	316,199	1,151,348
Imputation credit memorandum account. Balance at the beginning of the year	933,750	906,213
Balance at the beginning of the year Dividends Allocated Taxation paid	933,750 (113,153) 396,643	906,213 (1,170,140) 1,197,677
Balance at end of year	1,217,240	933,750
SHARE CAPITAL		
Balance at beginning of year	-	
Shares Repurchased		-
	-	-
Balance at end of year	- -	-

At 31 March 2001 the line business has 6,800,000 issued shares. During the year the line business has repurchased and cancelled a total of 1,200,000 shares at a total cost of \$8,705,826, \$8,000,000 of this was paid in 2000.

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.

		2002 \$	2001 \$
5	RESERVES	•	•
	Capitalisation of Assets Reserve		
	Balance at beginning of year	-	705,826
	Shares Repurchased	-	705,826
	Balance at end of year	<u>-</u>	
	Revaluation of Assets Reserve		
	Balance at beginning of year	33,712,318	33,712,318
	Asset Revaluation Reticulation	1,149,917	-
	Balance at end of year	34,862,235	33,712,318
	Total Reserves	34,862,235	33,712,318
6	RETAINED EARNINGS		
	Balance at beginning of year	4,675,303	3,524,567
	Net Surplus after Taxation	684,630	2,301,471
	Interim Dividend	-	921,000
	Proposed final Dividend	-	229,735
	Balance at end of year	5,359,933	4,675,303
7	RECEIVABLES		
	Trade debtors	1,189,101	1,103,327
	Accrued Interest Income	505	-
	Prepayments	16,185	22,766
		1,205,791	1,126,093

		2002 \$	2001 \$
8	CREDITORS	·	·
	Accounts payable and accruals - trade	2,122,551	614,633
	Employee entitlements	66,293	64,744
	Payables to Directors	364	-
		2,189,208	679,377
9	FIXED ASSETS		
	Freehold Land		
	Cost	1,610	1,610
	Freehold Buildings		
	Cost Accumulated Depreciation	867,012 159,497	815,860 151,010
	Net Book Value	707,515	664,850
	Reticulation Assets		
	Cost - additions since 1 April 2001 Valuation	1,918,384	3,020,033
	valuation	<u>44,944,031</u> 46,862,415	43,011,008 46,031,041
	Accumulated Depresiation at cost	25,324	86,377
	Accumulated Depreciation at cost Accumulated Depreciation at valuation	1,123,601	2,150,550
	Net Book Value	45,713,490	43,794,114
	Motor Vehicles		
	Cost Accumulated Depreciation	152,036 87,045	150,825 88,719
	Net Book Value	64,991	62,106
	Plant, Furniture and Fittings		
	Cost	1,026,719	1,571,987
	Accumulated Depreciation	867,290	1,373,399
	Net Book Value	159,429	198,588
	Total Net Book Value	46,647,035	44,721,268

The Reticulation Assets were revalued by E W Graham, B.E. (Elect), F.I.P.E.N.Z. and PriceWaterhouseCoopers on 1 April 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 1999 for GV purposes.

		2002	2001
		\$	\$
10	TEDM I IARII ITIES		

TERM LIABILITIES

Inter-business Loan - Other Business (9.95%) 8,000,000 8,000,000

Repayable between 2 and 5 years

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 87% (2001 81%) of total sales and 72% (2001 80%) 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 2002 are stated in the Statement of Financial Position.

12 CONTINGENT LIABILITIES AND CAPITAL COMMITMENTS

There are no contingent liabilities as at 31 March 2002 (2001 Nil);

There are no commitments for future capital expenditure as at 31 March 2002 (2001 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 2002

	2002	2001
Construction of distribution lines & cables	388,666	403,006
Construction of medium voltage switchgear	117,794	75,559
Construction of distribution transformers	441,513	287,668
Construction of distribution substations	81,366	20,211
Construction of low voltage lines and cables	76,964	22,981
Construction of other system fixed assets	279,922	351,644
Maintenance of assets	826,352	888,748
Consumer connections and reconnections	5,569	6,307
Other services	43,419	45,178

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 (2001 \$8,000,000).

At year end there were no other outstanding balances for related parties (2001 Nil). No related party debt has been written off or forgiven during 2002 or 2001.

No provision has been made in the accounts for payment of a final dividend to the Waipa Networks Trust. (2001 \$229,735). No Interim dividends have been paid (2001 \$921,000). During the 2001 year the line business has repurchased and cancelled a total of 1,200,000 shares at a total cost of \$8,705,826, \$8,000,000 of this was paid in 2000.

		2002	2001
15	RECONCILIATION OF NET SURPLUS TO NET CASH FLOW FR OPERATING ACTIVITIES	\$ OM	\$
	Reported Net Surplus after tax	684,630	2,301,471
	Add (Less) Non Cash Items:		
	Depreciation	1,271,755	1,268,068
	Increase (Decrease)in Non-current Liabilities Leave Provisions	4,250	(1,447)
		1,960,635	3,568,092
	Add (Less) Movements in Working Capital Items		
	Increase in Tax Receivable	(80,444)	(46,329)
	Decrease (Increase) in Receivables	(79,698)	103,768
	Decrease (Increase) in Inventories	17,135	(80,957)
	Decrease (Increase) in Accounts Payable	1,508,282	(6,861)
	Increase (Decrease) in Leave Provisions	1,549	(4,026)
		1,366,824	(34,405)
		3,327,459	3,533,687
	Add (Less) Items Classified as Investing Activities		
	Net Loss (Gain) on Disposal of Assets	(12,128)	(9,644)
	Increase (Decrease) in Creditors for Fixed Assets	11,738	(65,923)
	Capital Contributions	(271,479)	(372,916)
	-	(271,869)	(448,483)
	Net Cash Inflows from Operating Activities	3,055,590	3,085,204
16	ODV RECONCILIATION REPORT		
	System fixed assets at ODV at beginning of year	44,944,031	42,919,522
	Add system fixed assets acquired during the year at ODV	1,971,952	1,300,382
	Less system fixed assets disposed of during the year at ODV	29,962	8,250
	Less depreciation system fixed assets at ODV	1,413,775	1,395,437
	Add revaluations of system fixed assets	-	2,127,814
	System fixed assets at ODV at end of year	45,472,246	44,944,031

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.

	contony (information biodicourc) / information regulations 2	2002 \$	2001 \$
St	atement of Financial Position Disclosure (Schedule 1, P	•	·
1	Current Assets		
-	(a) Cash and Bank balances	2,146,057	1,095,938
	(b) Short-term investments	-	-
	(c) Inventories	305,809	322,944
	(d) Accounts receivable	1,189,101	1,103,327
	(e) Other currents assets not listed in (a) to (d)	142,149	67,781
	(f) Total current assets	3,783,116	2,589,990
2	Fixed Assets		
	(a) System fixed assets	45,713,490	43,794,114
	(b) Customer billing and information system assets	91,575	132,458
	(c) Motor vehicles	64,991	62,106
	(d) Office Equipment	67,854	66,130
	(e) Land & Buildings	709,125	666,460
	(f) Capital works under construction	-	-
	(g) Other fixed assets not listed in (a) to (f)(h) Total fixed assets	- 46 647 025	- 44 721 269
	(h) Total fixed assets	46,647,035	44,721,268
3	Other tangible assets not listed above	-	-
4	Total tangible assets	50,430,151	47,311,258
5	Intangible assets		
	(a) Goodwill	-	-
	(b) Other intangible not listed in (a)	-	-
	(c) Total intangible assets	-	-
6	Total Assets	50,430,151	47,311,258
7	Current Liabilities		
	(a) Bank Overdraft	-	-
	(b) Short-term borrowings	-	-
	(c) Payables and accruals	2,189,208	679,377
	(d) Provision for dividend payable	-	229,735
	(e) Provision for income tax	-	-
	(f) Other Current Liabilities not listed in (a) to (e)	-	-
	(g) Total Current Liabilities	2,189,208	909,112
8	Non-current liabilities		
	(a) Payables and accruals	18,775	14,525
	(b) Borrowings	8,000,000	8,000,000
	(c) Deferred tax	-	-
	(d) Other Non-current Liabilities not listed in (a) to (c)	- 0.040.775	0.044.505
	(e) Total Non-current Liabilities	8,018,775	8,014,525

	2002 \$	2001 \$
9 Equity		
(a) Shareholders' equity		
(i) Share Capital	-	-
(ii) Retained Earnings	5,359,933	4,675,303
(iii) Reserves	34,862,235	33,712,318
(iv) Total Shareholders' equity	40,222,169	38,387,621
(b) Minority interests in subsidiaries	-	-
(c) Total Equity	40,222,169	38,387,621
(d) Capital notes	-	-
(e) Total capital funds	40,222,169	38,387,621
10 Total equity and liabilities	50,430,152	47,311,258
Statement of Financial Performance Disclosure (Schedule 1, Pa	art 2)	
11 Operating revenue		
(a) Revenue from line/access charges	7,955,260	10,449,345
(b) Revenue from "Other" business (transfer payment)	-	-
(c) Income from interest on bank & short-term investments	31,508	33,525
(d) AC loss-rental rebates	732,548	535,556
(e) Other operating revenue not listed in (a) to (d)	271,479	372,916
(f) Total operating revenue	8,990,795	11,391,342
12 Operating expenditure		
(a) Transmission Charges	3,391,816	3,410,065
(b) Transfer payments to "Other " business		
(i) Asset maintenance	826,352	888,748
(ii) Consumer disconnections and reconnections	5,569	6,307
(iii) Meter data	-	-
(iv) Consumer-based load control	43,419	45,178
(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	875,340	940,233
(i) Asset maintenance	214,977	149,927
(ii) Consumer disconnections and reconnections		-
(iii) Meter data	-	_
(iv) Consumer-based load control	-	_
(v) Royalty and patent expenses	-	_
(vi) Total of specified expenses to non-related parties	214,977	149,927
(d) Employee salaries, wages and redundancies	719,315	658,438
(e) Consumer billing and information system expense	43,484	47,354
(f) Depreciation on		,55
(i) System fixed assets	1,149,942	1,113,867
(ii) Other assets not listed in (i)	121,813	154,201
(iii) Total depreciation expense	1,271,755	1,268,068

	2002 \$	2001 \$
(g) Amortisation of	•	*
(i) Goodwill	-	-
(ii) Other intangibles	-	-
(iii) Total amortisation of intangibles	-	-
(h) Corporate and administration	179,006	172,166
(i) Human resource expenses	44,505	49,240
(j) Marketing and advertising	83,526	80,649
(k) Merger and acquisition expenses	-	-
(I) Takeover defence expenses	-	-
(m) Research and development expenses	-	-
(n) Consultancy and legal expenses	55,028	103,628
(o) Donations	-	-
(p) Directors fees	97,696	91,601
(q) Audit fees	04.000	20.244
(i) Audit fees paid to principal auditors	31,392	30,341
(ii) Audit fees paid to other auditors	-	-
(iii) Fees paid for other services provided by auditors(iv) Total auditors fees	24 202	- 20 244
	31,392	30,341
(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	3,970	3,859
(t) AC loss-rental (distribution of) expense	-	-
(u) Rebates to customers due to ownership interest	-	-
(v) Subvention payments	-	-
(w) Unusual expenses	-	-
Other expenditure not listed in (a) to (w)	182,156	136,954
13 Total operating expenditure	7,193,966	7,142,523
14 Operating surplus before interest and income tax	1,796,829	4,248,819
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	1,000,829	3,452,819
17 Income Tax	316,199	1,151,348
18 Net surplus after tax	684,630	2,301,471