

**Free English Language Translation
from Spanish Version**

Elektra Noreste, S. A.

(A 51% owned subsidiary of Panama Distribution Group, S.A.)

Financial Statements

June 30, 2012 and December 31, 2011

Elektra Noreste, S. A.

(a 51% owned subsidiary of Panama Distribution Group, S.A.)

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Elektra Noreste, S.A.

ENSA

Management Responsibility for Financial Reporting


The management of Elektra Noreste, S.A. is responsible for the information and representations in the Company's financial statements. The Company prepares the financial statements in accordance with accounting principles generally accepted in the United States of America based upon available facts and circumstances and management best estimates and judgments of known conditions.

The Company maintains an accounting system and related system of internal controls designed to provide reasonable assurance to ENSA's management regarding the preparation of reliable financial statements and that the financial records are accurate and Company's assets are protected. The Company's staff of internal auditors conducts periodic reviews to maintain the effectiveness of internal control procedures, corrective actions are taken to address control deficiencies and other opportunities for improving the system as they are identified.

Based on our knowledge, the financial statements as of June 30, 2012, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented.



Javier Pariente
Executive Vice-president &
General Manager



Eric Morales
Chief Financial Officer
C.P.A. #1769

July 18, 2012
Panama, Republic of Panama

Elektra Noreste, S. A.

(a 51% owned subsidiary of Panama Distribution Group, S.A.)

Balance Sheet (unaudited)**June 30, 2012 and December 31, 2011**

(Expressed in United States dollars)

| | Notes | 2012 | 2011 | | Notes | 2012 | 2011 |
|-------------------------------------|-------|----------------|----------------|---|-------|----------------|----------------|
| Assets | | | | Liabilities and Stockholders' Equity | | | |
| Current assets | | | | Current liabilities | | | |
| Cash and cash equivalents | | \$ 4,127,920 | \$ 3,398,707 | Accounts payable | | | |
| Accounts receivable: | | | | Generation and Transmission | | \$ 60,948,003 | \$ 65,059,080 |
| Trade and other, net | 3 | 117,953,459 | 68,458,877 | Suppliers | | 23,002,869 | 18,026,316 |
| Regulatory assets | 2m, 6 | - | 23,407,351 | Construction Contracts | | 11,659,279 | 9,994,230 |
| Accounts receivable, net | | 117,953,459 | 91,866,228 | Regulatory liabilities | 2m, 6 | 1,642,649 | - |
| Inventory | | 11,611,368 | 7,974,027 | Income tax payable | | 12,859,268 | 1,111,503 |
| Deferred income tax | 4 | 702,544 | - | Deferred income tax | 4 | - | 6,159,251 |
| Other current assets | | 983,658 | 1,477,234 | Customers' deposits | | 1,691,727 | 1,564,343 |
| Total current assets | | 135,378,949 | 104,716,196 | Withholding taxes | | 263,799 | 358,346 |
| Property, plant, and equipment, net | | 290,321,487 | 279,010,318 | Total accounts payable | | 112,067,594 | 102,273,069 |
| Other assets | | | | Short-term debt | 5 | 35,500,000 | 10,000,000 |
| Debt issuance costs | | 2,188,134 | 2,276,694 | Interest payable on debt | | 3,672,224 | 3,670,376 |
| Severance fund | | 1,929,122 | 1,814,687 | Accrued expenses | | 2,022,220 | 2,234,307 |
| Security deposits on facilities | | 116,556 | 114,056 | Total current liabilities | | 153,262,038 | 118,177,752 |
| Intangibles, net | | 6,543,000 | 6,346,529 | Long-term debt | 5, 8 | 119,371,328 | 119,347,394 |
| Parts and spare parts | | 433,275 | 932,733 | Customer deposits and other liabilities | | | |
| Total other assets | | 11,210,087 | 11,484,699 | Deferred income tax | 4 | 2,598,452 | 2,665,826 |
| | | | | Customer's deposits | | 4,458,218 | 4,724,360 |
| | | | | Provision for contingencies | 7 | 78,610 | 78,610 |
| | | | | Other accrued liabilities | | 2,273,896 | 2,305,629 |
| | | | | Total liabilities | | 282,042,542 | 247,299,571 |
| | | | | Authorized and issued common stock 50,000,000 | | | |
| | | | | shares without par value; 160,031 stock in treasury | | 106,098,875 | 106,098,875 |
| | | | | Retained earnings | | 48,769,106 | 41,812,767 |
| | | | | Total stockholders' equity | | 154,867,981 | 147,911,642 |
| Total assets | | \$ 436,910,523 | \$ 395,211,213 | Total liabilities and stockholders' equity | | \$ 436,910,523 | \$ 395,211,213 |

Elektra Noreste, S.A.

(a 51% owned subsidiary of Panama Distribution Group, S.A.)

Income Statement (unaudited)

(Expressed in United States dollars)

| | Notes | Three Months Ended | | Six Months Ended | |
|--|-------|---------------------|---------------------|----------------------|----------------------|
| | | June 30, | | June 30, | |
| | | 2012 | 2011 | 2012 | 2011 |
| Revenues: | | | | | |
| Energy sales | | \$ 141,620,864 | \$ 115,823,722 | \$ 285,887,924 | \$ 219,342,767 |
| Other revenues | | 2,762,210 | 2,343,973 | 5,229,913 | 4,801,488 |
| Total revenues | | <u>144,383,074</u> | <u>118,167,695</u> | <u>291,117,837</u> | <u>224,144,255</u> |
| Purchase of energy and transmission charges, net | 6 | <u>115,378,314</u> | <u>91,619,625</u> | <u>234,366,786</u> | <u>173,848,755</u> |
| Gross distribution margin | | <u>29,004,760</u> | <u>26,548,070</u> | <u>56,751,051</u> | <u>50,295,500</u> |
| Operating expenses: | | | | | |
| Labor and other personnel | | 2,045,851 | 2,075,424 | 4,381,233 | 4,404,714 |
| Severance expenses | | 114,542 | 79,785 | 223,854 | 140,935 |
| Provision for doubtful accounts, net | | 282,787 | 52,976 | 420,050 | 297,305 |
| Repair and maintenance | | 846,240 | 705,823 | 1,654,257 | 1,320,641 |
| Professional services | | 3,355,323 | 3,373,789 | 6,731,558 | 6,645,217 |
| Depreciation and amortization | | 4,042,828 | 3,812,642 | 8,179,476 | 7,559,018 |
| Administrative and other | | 2,292,220 | 2,071,213 | 4,630,634 | 4,107,061 |
| Loss on disposal of fixed asset | | 65,121 | 72,196 | 182,398 | 51,583 |
| Total operating expenses | | <u>13,044,912</u> | <u>12,243,848</u> | <u>26,403,460</u> | <u>24,526,474</u> |
| Operating income | | <u>15,959,848</u> | <u>14,304,222</u> | <u>30,347,591</u> | <u>25,769,026</u> |
| Other income (expense): | | | | | |
| Other income | | 137,200 | 270,301 | 549,826 | 312,940 |
| Interest income | | 207,493 | 281,388 | 485,082 | 542,141 |
| Interest expense | | (2,074,115) | (2,118,287) | (4,390,612) | (4,208,166) |
| Total other expenses | | <u>(1,729,422)</u> | <u>(1,566,598)</u> | <u>(3,355,704)</u> | <u>(3,353,085)</u> |
| Income before income taxes | | <u>14,230,426</u> | <u>12,737,624</u> | <u>26,991,887</u> | <u>22,415,941</u> |
| Income taxes: | 4 | | | | |
| Current | | 12,970,347 | - | 14,936,897 | (4,451) |
| Deferred | | (8,692,987) | 3,839,087 | (6,929,171) | 6,676,476 |
| Total income taxes | | <u>4,277,360</u> | <u>3,839,087</u> | <u>8,007,726</u> | <u>6,672,025</u> |
| Net income | | <u>\$ 9,953,066</u> | <u>\$ 8,898,537</u> | <u>\$ 18,984,161</u> | <u>\$ 15,743,916</u> |

See accompanying notes to financial statements.

Elektra Noreste, S.A.

(a 51% owned subsidiary of Panama Distribution Group, S.A.)

Statements of Changes in Stockholders' Equity (unaudited)**For the six months ended June 30, 2012 and 2011****(Expressed in United States dollars)**

| | Notes | Common Stock | Treasury Stock | Retained Earnings | Total Equity |
|---------------------------------------|-------|-----------------------|---------------------|----------------------|-----------------------|
| Balance as of January 1, 2011 | | \$ 106,642,962 | \$ (544,087) | \$ 25,501,882 | \$ 131,600,757 |
| Net income | | - | - | 15,743,916 | 15,743,916 |
| Accredited complementary dividend tax | | - | - | (949) | (949) |
| Complementary dividend tax paid | | <u>-</u> | <u>-</u> | <u>(1,158,720)</u> | <u>(1,158,720)</u> |
| Balance as of June 30, 2011 | | 106,642,962 | (544,087) | 40,086,129 | 146,185,004 |
| Balance as of December 31, 2011 | | 106,642,962 | (544,087) | 41,812,767 | 147,911,642 |
| Net income | | - | - | 18,984,161 | 18,984,161 |
| Dividends paid | | - | - | (12,001,882) | (12,001,882) |
| Accredited complementary dividend tax | | - | - | 480,075 | 480,075 |
| Complementary dividend tax paid | | <u>-</u> | <u>-</u> | <u>(506,015)</u> | <u>(506,015)</u> |
| Balance as of June 30, 2012 | | <u>\$ 106,642,962</u> | <u>\$ (544,087)</u> | <u>\$ 48,769,106</u> | <u>\$ 154,867,981</u> |

See accompanying notes to financial statements.

Elektra Noreste, S.A.

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Cash Flow Statement (unaudited)**For the six months ended June 30, 2012 and 2011**

(Expressed in United States dollars)

| | 2012 | 2011 |
|---|---------------------|---------------------|
| Cash flows from operating activities: | | |
| Net income | \$ 18,984,161 | \$ 15,743,916 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation and amortization | 8,179,476 | 7,559,018 |
| Loss on disposal of fixed asset | 182,398 | 51,583 |
| Provision for doubtful accounts | 420,050 | 297,305 |
| Discount amortization of senior notes | 23,934 | 22,192 |
| Amortization of debt issuance costs | 88,560 | 82,058 |
| Provision for severance payments net of contribution to severance fund | 51,520 | (16,542) |
| Deferred income tax | (6,929,169) | 6,676,477 |
| Regulatory asset (liability) | 25,050,000 | (28,344,000) |
| Change in operating assets and liabilities: | | |
| Accounts receivable | (49,914,632) | (10,046,851) |
| Inventory | (3,637,341) | 738,738 |
| Other assets | 941,188 | (1,079,641) |
| Trade accounts payable and other liabilities | 1,993,472 | 18,588,134 |
| Income tax | 11,747,765 | (12,068,025) |
| Seniority premium | (54,833) | (31,611) |
| Net cash provided (used) by operating activities | <u>7,126,549</u> | <u>(1,827,249)</u> |
| Cash flows from investing activities: | | |
| Acquisition of fixed assets | (19,811,434) | (11,901,998) |
| Proceeds from sales of fixed assets | <u>(58,080)</u> | <u>109,734</u> |
| Net cash used in investing activities | <u>(19,869,514)</u> | <u>(11,792,264)</u> |

(Continued)

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Cash Flow Statement (unaudited)**For the six months ended June 30, 2012 and 2011**

(Expressed in United States dollars)

| | 2012 | 2011 |
|---|---------------------|----------------------|
| Cash flows from financing activities: | | |
| Proceeds from short-term debt | 25,500,000 | - |
| Accredited complementary dividend tax | 480,075 | (949) |
| Complementary dividend tax paid | (506,015) | (1,158,720) |
| Dividends paid | <u>(12,001,882)</u> | <u>-</u> |
| Net cash provided (used) by financing activities | <u>13,472,178</u> | <u>(1,159,669)</u> |
| Cash and cash equivalents: | | |
| Net increase (decrease) for the year | 729,213 | (14,779,182) |
| Beginning of year | <u>3,398,707</u> | <u>21,984,499</u> |
| End of year | <u>\$ 4,127,920</u> | <u>\$ 7,205,317</u> |
| Supplemental disclosure of cash flow information: | | |
| Cash paid during the year for: | | |
| Interest, net of amounts capitalized | <u>\$ 4,217,819</u> | <u>\$ 4,118,492</u> |
| Income taxes | <u>\$ 3,189,132</u> | <u>\$ 12,063,574</u> |

(Concluded)

See accompanying notes to financial statements.

Elektra Noreste, S.A.

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Notes to financial statements

For the six months ended June 30, 2012 and 2011

(Expressed in United States dollars)

1. Nature of Operations

Elektra Noreste, S.A. (the “Company”) is a corporation created as a result of the privatization of the Institute for Hydraulic Resources and Electricity (“IRHE”). The Company was incorporated by means of Public Deed No.143, dated January 19, 1998, and began operations in January 1998. The authorized share capital of the Company consists of fifty million common shares without par value. At present, Panama Distribution Group, S.A. (“PDG”) owns 51% of authorized common shares issued and outstanding shares from the Company, while the Panamanian Government and former IRHE employees own 48.25% and 0.43%, respectively. The remaining stocks are held as treasury stocks.

The activities of the Company include the purchase of energy in blocks and its transportation to costumers through the distribution network. In addition, the Company performs voltage transformation, the delivery of power to end consumers, and meter reading, invoicing and collections. The Company is also responsible for installing, operating, and maintaining public lighting in the concession area (as defined in the following paragraph), according to lighting levels and criteria established by the National Public Services Authority (“ASEP”). Additionally, the Company is authorized to engage in energy generation activities to a limit of 15% of the peak demand and energy in the concession area.

Under the concession contract described in Note 7, the Company has exclusive rights for the distribution and sale of electric power to customers located in the geographical areas of Panama East, Colon, the Bay of Panama, the Comarca Guna Yala and Darien. Exclusive rights in the distribution phase also includes “large customers” which are defined by Law 6 of February 3, 1997, as those customers with peak demand over 100 KW per site, who have the option to purchase energy directly from other agents of the electricity market.

2. Summary of Significant Accounting Policies

A summary of significant accounting policies used in preparing the accompanying financial statements are presented below:

Basis for Presentation

The financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“US GAAP”)

The financial statements have been prepared under a historical cost basis.

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Notes to financial statements

For the six months ended June 30, 2012 and 2011

(Expressed in United States dollars)

a. Cash and Cash Equivalents

All liquid investments with original maturity of three months or less are considered as cash equivalents.

b. Accounts Receivable

Accounts receivable are recorded at the invoiced amount and bear interest on past due amounts. Interest is recorded as income until the end date of the customer's account, which occurs approximately 60 days after the suspension of power supply. It is Company policy to review receivable balances on a monthly basis and adjust the allowance for uncollectible accounts.

The Company establishes a provision for losses if it is determined that the amounts could be uncollectible. The Company estimates a provision based on how long ago had the account expired, factors or conditions that affect their clients and historical experience. Account balances are written off after all collection efforts and the potential recovery of these balances are considered remote. The Company does not have any off-balance sheet credit exposure related to its customers.

c. Regulatory Assets (Liabilities)

The regulated system under which the Company operates provides that any excess or deficiency between the estimated cost of energy considered in the tariff and the actual cost incurred by the Company be included as a compensatory adjustment to be recovered from or refunded to customers in the next tariff revision. Any excess in energy costs charged to customers is accrued in accounts payable on the balance sheet and leads to a reduction in the next rate revision to be applied to customers. Just as any shortfall in energy costs charged to customers is accrued in the account receivable on the balance sheet and leads to an increase in the next tariff revision to be recovered from customers.

d. Inventory

Inventories primarily include materials and supplies for internal consumption. Tools and spare parts are considered part of the inventory but classified as non-current assets. Inventory is accounted for at the lower of cost or market. Cost is determined by using the average cost method

e. Property, Plant, and Equipment

Property, plant and equipment purchases and construction in progress are recorded at original cost which includes materials, labor, transportation costs, indirect and financial costs. The Company reports the property, plant, and equipment on the balance sheet, net of accumulated depreciation.

Costs associated with significant improvements made to the property, the plant and equipment are capitalized as well as disbursements for significant renovations. Costs associated with repairs and minor replacements are expensed as incurred. The Company also capitalizes interest incurred during the construction period in accordance with

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Notes to financial statements

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(Expressed in United States dollars)

("Accounting Standards Codification") ("ASC") No.835, "Interest" issued by the "Financial Accounting Standard Board" ("FASB").

Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable through operations, according to the ASC 360 Property, plant and equipment (ASC 360-10-35), "Impairment or Disposal of Long-Lived Assets". If the carrying value of the asset exceeds the discounted future cash flows generated by the asset or group of assets, a loss due to damages is acknowledged and the asset is recorded at market value. The fair value can be determined through the use of quotes from market prices, appraisals or other valuation techniques, such as expected future cash flows discounted to its value. Management judgment is involved to decide whether testing for recovery are needed and for estimating discounted cash flow. As of June 30, 2012 and December 31, 2011, no impairment of long-lived assets were identified.

Gains or losses on property, plant and equipment are recognized when assets are removed or otherwise disposed of. The difference between the net book value of the property and any proceeds received for the property is recorded as a gain or loss in the Income Statement.

Depreciation and amortization are calculated on the straight-line method on the basis of the estimated useful lives of the assets. The estimated useful lives applicable for each fixed asset category, is shown below:

| | |
|--|----------------|
| Electric poles, towers and accessories | 30 years |
| Electric transformers | 30 years |
| Ducts and underground conductors | 30 years |
| Overhead conductors and accessories | 25 years |
| Substation equipment | 30 years |
| Consumer meters | 20 to 30 years |
| Buildings and improvements | 35 years |
| Public lighting equipment | 25 years |
| Transportation equipment | 8 years |
| Communication equipment | 8 to 25 years |
| Office furniture and equipment | 5 to 20 years |

f. Debt Issuance Costs

The Company defers all costs related to the issuance of long-term debt. These costs include borrowers' commissions and other costs such: as legal, registration and stamp costs. Debt issuance costs are amortized over the term of the debt instrument using the effective interest method. No new debt was issued during the period 2012 and 2011.

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Notes to financial statements

For the six months ended June 30, 2012 and 2011

(Expressed in United States dollars)

g. Purchase of Energy and Transmission Charge

The Company is required by law to guarantee through contracts the coverage of 100% of the demand for its regulated customers for the next 24 months. The strategy of purchasing energy is based on holding medium and long term contracts to protect customers from strong fluctuations on the generation component of the tariff. These contracts are considered executory in nature and do not transfer to the Company the right to use the related property, plant and equipment. These contracts for energy and capacity qualify under the exceptions for accounting of derivative instruments since they comply with the conditions for normal purchases and normal sales as prescribed by the ASC 815, "Derivatives and Hedging." The company also engages in the purchase of short term hourly energy in the wholesale market, which is administered by the National Dispatch Center (Centro Nacional de Despacho "CND" in Spanish). The Company recognizes the current cost of energy purchase resulting from these contracts in the Income Statement.

In addition the Company pays a regulated rate to Empresa de Transmision Electrica, S. A. ("ETESA"), a company fully-owned by the Panamanian Government, for connecting to and for use of the transmission system. ETESA is responsible for expanding and upgrading the interconnecting transmission system to meet the requirements of the demand growth and system stability. The current transmission rate is due to remain in force until June 30, 2013; thereafter the rate will be reviewed by ETESA and the ASEP for the next four-year period.

h. Income Tax

Income tax for the year includes both current and deferred tax. The current income tax refers to the estimated income tax payable over taxable income of the fiscal year using the applicable rate at the balance sheet date.

Deferred income taxes are accounted for under the asset-liability method as provided by ASC 740, "Income Taxes." Deferred tax assets and liabilities are recognized for the future tax consequences attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the Income Statement in the period in which the change is enacted.

i. Customer Deposits

The Company requires customers to provide cash deposits as a guarantee of payment for energy consumed, in accordance to the legislation set forth by the ASEP. The Company pays semiannual interests to customers that maintain deposits based on an average annual interest rate of the previous six months upon local time deposits.

The ASEP issued resolution AN 411-Elec (Nov. 16, 2006) amended by Resolution AN 3473-Elec (May 7, 2010) which provide that in those cases where the customer has established a good payment record, defined as no more than three late payments in a twelve month period, the deposit shall be returned to the customer. The Company classifies

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deposits that do not meet the condition of good payment record as non-current liabilities.

j. Contingencies

In the normal course of business, the Company is subject to various regulatory actions, proceedings, and lawsuits related to environment, tax or other legal matters. The Company establishes reserves for these potential contingencies when they are deemed probable and reasonably estimable. (See Note 7).

k. Seniority Bonus and Severance Fund

According to the Panamanian Labor Code, upon termination of any employee with an open ended contract, regardless the causes; the employee is entitled to a seniority bonus at the rate of one week's salary for every year of work, since they were first employed. Seniority bonuses represent 1.92% of total salaries paid and are reported on the balance sheet under Other Accrued Liabilities.

Law N° 44 dated August 12, 1995 introduced reforms to the Panamanian Labor Code by requiring all employers to make a cash contribution to a severance fund that would cover the payment of a seniority premium to the employee and severance in case of unjustified dismissal or resignation. The Company keeps a trust fund through an authorized private entity, Progreso, S. A., which acts as trustee to secure the severance fund liability. This trust fund is reported on the Balance Sheets under "Severance fund".

l. Related Parties

As a result of the restructuring of the electricity sector in Panama, three distribution companies, four generating companies, and one transmission company were established. The Panamanian Government retained an approximate fifty-one percent (51%) interest in the hydraulic generating companies, a forty-nine percent (49%) interest in the thermal-generating company and distribution companies, and a one hundred percent (100%) interest in the transmission company. The Panamanian Government has 48.25% of the Company's shares and 0.43% is owned by former IRHE employees.

In the normal course of business, the Company purchases electricity from the generating and other distribution companies, it sells energy to governmental institutions and makes payments to the transmission company. The Company recognizes these activities as related party transactions.

m. Regulated Activity

The Company is subject to regulation by the ASEP. This agency regulates and makes the final determination regarding the rates the Company charges to its customers. The Company maintains its accounts in accordance with the Uniform System of Accounts provided for electric utilities companies by the ASEP.

The Company is subject to the provisions of ASC 980, "Regulated Operations." The Regulatory assets represent probable future earnings associated with certain costs that are expected to be recovered from customers through the ratemaking process. Regulatory liabilities represent probable reductions in future earnings associated with amounts that are

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expected to be credited to customers through the ratemaking process.

Regulatory assets and liabilities reflected in the Company's balance sheets are related to the following:

| | | 2012 | 2011 |
|----------------------|--------|-------------------------|------------------------|
| Regulatory Asset | Note 6 | US\$ - | US\$ 23,407,351 |
| Regulatory Liability | Note 6 | <u>(1,642,649)</u> | <u>-</u> |
| | | <u>US\$ (1,642,649)</u> | <u>US\$ 23,407,351</u> |

In the event that a portion of the Company's operations is no longer subject to the provisions of ASC 980, the Company would be required to write off related regulatory assets and liabilities that are not specifically recoverable through regulated rates. In addition, the Company would be required to determine if there is any damage to other assets, including the property, plant, and equipment and, and if impaired, write down the assets to their fair value.

n. Earnings Recognition

Energy Sales

The Company recognizes its earnings for energy sales when service is delivered to and consumed by customers. The Company invoices customers based on meter readings that are performed on a systematic basis throughout the month. The applicable rates used to invoice customers include energy cost and distribution components. The energy cost component works as a pass-through for the energy purchased and transmission charges while the distribution components is set by the ASEP to allow distributors to recover costs related to maintenance, administration, marketing, depreciation, standard energy losses and also to obtain a fair return on their investment. The energy cost component is adjusted every six months to reflect fluctuations in energy costs and the distribution components are adjusted based on the consumer price index.

The Company recognizes as revenue the sale of energy that have not yet been invoiced, but that has already been consumed by customers. This revenue is recorded as unbilled revenue within the trade receivables on the balance sheet and is calculated based on actual average daily energy consumption and applicable rates to the customers of the Company.

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(Expressed in United States dollars)

Other Revenues

The Company recognizes connection and reconnection charges, electric pole rentals, and wheeling charges when the service is rendered. These charges are presented under Other Revenues in the Income Statement.

o. Use of Estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The estimates and assumptions used are based upon management's evaluation of relevant facts and judgments. Actual results could differ from those estimates. The most significant estimates include but are not limited to, the estimated lifespan for depreciation and amortization, allowances for uncollectible accounts receivable, estimates of future cash flows associated with asset damages, contingency losses, collection or reimbursement of the fuel component adjustment account and estimated unbilled revenue.

p. Intangible Net

The Company's intangible assets consist of the development costs and software licenses of applications obtained for internal use. The Company amortizes intangible assets using the straight-line method, based on a maximum of 15 year estimated useful lives. Intangible assets are reviewed annually to determine any adverse condition or a change in circumstances that would require a change in the remaining useful lives.

q. Concentration in Credit Risk

The Company is solely dedicated to the distribution and marketing of electric energy to customers located in its concession area. The Company does not believe that significant risk of loss from a concentration of credit risk exists given the large number of customers that comprise its customer base and their geographical dispersion. In addition, the Company believes that its potential credit risk is adequately covered by the allowance for uncollectible accounts.

r. Environmental Matters

The Company is subject to a broad range of environmental, health, and safety laws and regulations. In July 1998, the Panamanian Government enacted an environmental legislation creating an agency for the protection of the environment (Autoridad Nacional del Ambiente ("ANAM") in Spanish) and imposing new environmental standards which have an effect in the Company's operations. Failure to comply with the laws, rules and regulations, could account for the Company on having to make additional investments or may adversely affect the Company's financial results. Accruals for environmental matters are recorded when it is probable that a liability has been incurred and the amount of the liability can be reasonably estimated based on current law. Established accruals are

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adjusted periodically as a result of new assessments and remediation efforts undertaken or as additional technical and legal information becomes available. As of June 30, 2012 and December 31, 2011, the Company has determined that there are no breaches of rules and regulations that obliged it to establish a provision for damages or environmental remediation and since the company provides only for energy distribution services, it considers that in case of requiring to establish a liability for asset retirement obligations with risks to the environment this would be immaterial.

Environmental costs are capitalized if the costs extend the useful lives of the property, increase their capacity and mitigate or prevent contamination that could result from future operations. Costs related to environmental contamination treatment and clean-up are charged to expenses.

s. Currency

Records are maintained in Balboas and financial statements are stated in that currency. The Balboa, the unit of currency in the Republic of Panama, is at par and of freely exchangeable with the dollar of the United States of America. The Republic of Panama does not issue paper currency and instead uses the U.S. dollar as legal tender.

t. New Pronouncements

The Company adopted or will adopt, if applicable, recent accounting pronouncements listed below in accordance to their respective effective date.

In May 2011, the FASB issued Accounting Statement Update 2011-04 (ASU 2011-04) "Fair Value Measurements (ASC 820) - Amendment to achieve common measurement of fair value disclosure requirements under Generally Accepted Accounting Standards in the United States of America and the International Financial Reporting Standards (IFRS)." This update does not change the requirements when the fair value measuring is applied, to the contrary, it rather provides some clarification of how to measure and disclose the fair value. This update contains new requirements for disclosures: (1) for level 3, quantitative information on unobservable entries, description of the measurement process and qualitative discussion of the sensitivity of the measurement, (2) information on the use of non-financial assets when the use of the asset is not the best or most optimal, (3) the level of the hierarchy for assets and liabilities not measured at fair value but whose disclosure is required, (4) non-public companies are exempt in some disclosures including transfers between levels 1 and 2 of hierarchy, the reason for these transfers and the qualitative discussion of the sensitivity of the measurement at level 3. This update is effective for non-public companies for annual periods beginning after December 15, 2011 and for public companies for interim and annual periods beginning after December 15, 2011. The Company doesn't have an impact on the financial statements.

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3. Accounts Receivable – Trade and other, net

At June 30, 2012 and December 31, 2011, the accounts receivable – trade and other, net are as follows:

| | June 30, 2012 | December 31, 2011 |
|-----------------------------------|--------------------------|------------------------------|
| Customers | US\$ 51,989,005 | US\$ 46,757,251 |
| Government and municipal entities | <u>11,240,422</u> | <u>8,539,087</u> |
| | 63,229,427 | 55,296,338 |
| Unbilled revenue | 10,108,380 | 8,914,850 |
| Government subsidy | 50,547,703 | 10,754,808 |
| Other | <u>3,343,277</u> | <u>2,315,534</u> |
| | 127,228,787 | 77,281,530 |
| Allowance for doubtful accounts | <u>(9,275,328)</u> | <u>(8,822,653)</u> |
| | <u>US\$ 117,953,459</u> | <u>US\$ 68,458,877</u> |

The total accounts receivable from customers include amounts owed because of subsidies that the State gives clients through the Stabilization Rate Fund that is presented in the note as Government Subsidy. These subsidies are given to clients that consume less than 500 Kwh each month and are also given when the government agrees to subsidize other rate adjustments.

As of June 30, 2012, the Company hasn't charged against the uncollectible accounts; but as of December 31, 2011 was charged the amount of US\$1,011,808. As of June 30, 2012 and 2011, the Company recovered balances of accounts previously written-off for the amounts of US\$152,703 and US\$193,247, respectively.

4. Income Tax

The provision for income tax is determined based on book income before income taxes, adjusted for any non-taxable income and non-deductible expenses, if any. The statutory income rate tax is 30%. Deferred income tax is recognized for the effect of all temporary differences between the book and tax basis of assets and liabilities. A valuation reserve is recorded to reduce the value of deferred tax assets when it is more likely than not that the tax benefits will not be totally realized.

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The difference between the provision for income tax for the six months ended June 30, 2012 and 2011, and the income tax calculated using the enacted statutory corporate tax of 30% for income before the income tax reported on the financial statements is due to the following:

| | June 30, 2012 | June 30, 2011 |
|---|------------------------------|------------------------------|
| Income Tax: | | |
| Calculated at expected statutory rate | US\$ 8,097,566 | US\$ 6,724,783 |
| Decrease in income tax due to non-taxable income | (107,334) | (72,273) |
| Increase in income tax due to non-deductible expenses | <u>17,494</u> | <u>19,515</u> |
| Total Income Tax | <u>US\$ 8,007,726</u> | <u>US\$ 6,672,025</u> |

Deferred income tax assets and liabilities recognized on temporary differences that will be reversed in future periods are as follows:

| | June 30, 2012 | December 31, 2011 |
|--|--------------------------------|--------------------------------|
| Current deferred income tax assets: | | |
| Provision for doubtful accounts | US\$ - | US\$ 580,032 |
| Regulatory asset/ liability | 492,795 | - |
| Others | <u>209,749</u> | <u>282,922</u> |
| Total deferred income tax for regulatory assets | 702,544 | 862,954 |
| Current deferred income tax liability – Regulatory asset/ liability | <u>-</u> | <u>(7,022,205)</u> |
| Current deferred income tax assets (liability), net | <u>US\$ 702,544</u> | <u>US\$ (6,159,251)</u> |
| Non-current deferred income tax asset: | | |
| Provision for contingencies | US\$ 23,582 | US\$ 23,582 |
| Non-current deferred income tax liabilities: | | |
| Severance fund | (170,703) | (169,707) |
| Depreciation expense | <u>(2,451,331)</u> | <u>(2,519,701)</u> |
| Non-current deferred income tax liabilities, net | <u>US\$ (2,598,452)</u> | <u>US\$ (2,665,826)</u> |

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In accordance with tax regulations, the last three years of companies' income tax returns in Panama are open to audit. Years starting as of 2009 are subject to examination by tax authorities, although no audit is currently scheduled or in process, prior years are considered closed years.

Pursuant to ASC 740, "Income Taxes", the Company is required to recognize the financial statement effects of tax positions if they meet a "more likely than not" threshold. In assessing items related to this limitation, the Company must assess whether each tax position can be sustained solely on its technical merits assuming examination by a taxing authority. The interpretation requires the Company to establish liabilities to reflect the portion of those positions that cannot be concluded as "more likely than not" of being realized upon ultimate settlement. These are referred to as liabilities for unrecognized tax benefits under ASC 740. By adopting this interpretation, the Company identified and evaluated any potential uncertain tax positions and concluded that there are no uncertain tax positions requiring recognition in the financial statements. Management expects tax authorities to allow these positions when and if examined and has a high level of confidence in the technical merits of these positions. Accordingly, Management expects the full amount of the tax position to be finally stated in the financial statements.

Investment Tax Credit

During 2001, the Company received an investment tax credit for US\$13,673,745, which was granted by the Panamanian Government under an incentive law that promoted investments in infrastructure to expand the energy distribution network. The tax credit can be used as a reduction of up to 25% of the income tax incurred in any given year, until 100% of the fiscal credit can be consumed in the coming years. The Company made use of this fiscal credit in the course of the years up until December 31, 2008, in which it used the total amount of this credit.

Due to the fiscal benefit received, the Company is not allowed to deduct for tax purposes the depreciation corresponding to the investment in infrastructure in the amount of US\$13,673,745, of which the total tax effect will be of US\$4,102,123.

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5. Debt

Short-Term Debt

At June 30, 2012 and December 31, 2011, the obligations for revolving credit lines are detailed as follows:

| | June 30, 2012 | December 31, 2011 |
|---|------------------------|------------------------|
| Revolving short-term credit lines: | | |
| HSBC Bank (Panama), S. A. | US\$ 10,000,000 | US\$ 10,000,000 |
| Banco Nacional de Panamá, S. A. | <u>25,500,000</u> | <u>-</u> |
| | <u>US\$ 35,500,000</u> | <u>US\$ 10,000,000</u> |

The Company has revolving credit lines available with The Bank of Nova Scotia, Banco General, S.A., HSBC Bank (Panama), S.A., Banco Panama, S.A. and Banco Nacional de Panama with a total of credit lines as of June 30, 2012 of US\$110,500,000 (December 2011: US\$100,000,000), with annual interest rates ranging between one (1) to six (6) months LIBOR , plus a margin between 1.65% to 3.75%. These unsecured credit facilities are available for a maximum period of one year. Floor rates for these revolving agreements are between 2% to 4%. The Company uses these credit facilities as needed for working capital or any other needs. These credit lines have an order of priority “pari passu” as any other “senior” unsecured and unsubordinated obligations that the Company has. The credit lines include among other provisions a coverage debt indicator of the debt, which establishes a debt limit that does not exceed 3.25 of its EBITDA.

Long-Term Debt

At June 30, 2012 and December 31, 2011, the balance of the long- term notes is as follows:

| | June 30, 2012 | December 31, 2011 |
|---------------------------------|-------------------------|-------------------------|
| Long-Term Notes Payable: | | |
| Senior Notes | US\$ 100,000,000 | US\$ 100,000,000 |
| Corporate Bonds | 20,000,000 | 20,000,000 |
| Minus: Senior Notes discount | <u>(628,672)</u> | <u>(652,606)</u> |
| Total Long-term debt | <u>US\$ 119,371,328</u> | <u>US\$ 119,347,394</u> |

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The Company has notes payable under a senior debt agreement (“Senior Notes”) totaling US\$100,000,000, which is recorded at US\$99,371,328, net of US\$628,672 unamortized discount at June 30, 2012. The notes have a fixed interest rate of 7.6 %, payable semi-annually, and mature in 2021. Principal payment is due upon maturity. The notes maintain a senior credit position and are unsecured. The Company may redeem the Senior Notes, in whole or in part, at any time prior to their maturity thereof upon complying with certain conditions including payment of a specified make-whole premium. The obligations include among other provisions a debt coverage ratio which provides a debt limit not exceeding 3.25 times of its EBITDA.

In a public offering on October 20, 2008, the Company submitted a US\$40,000,000 aggregate principal amount of unsecured and unsubordinated corporate bonds (“Bonds”) due October 20, 2018. On such date, US\$20,000,000 of this corporate bond offering was subscribed and issued with Banco General, S.A. The bonds have a priority order “pari passu” among equal in right of payment with all other unsecured and unsubordinated obligations. The bonds will bear interest of three months LIBOR plus 2.375% per annum, payable on a quarterly basis. Principal is due upon maturity. The proceeds from the offering of the bonds was used to fund current and capital expenditures and for general corporate purposes. The bonds are subject to additional terms and conditions which are customary for these transactions. Bond’s covenants include debt coverage ratios and other provisions. The Company may redeem the Bonds, in whole or in part, at the third anniversary, from the date of offer.

6. Purchase of Energy and Transmission Charges, Net

The Company recorded purchase of energy and transmission charges as follows:

| | Three months ended | | Six months ended | |
|--|-----------------------|----------------------|-----------------------|-----------------------|
| | June 30, | | June 30, | |
| | 2012 | 2011 | 2012 | 2011 |
| Purchase of energy | \$ 104,159,136 | \$ 107,800,515 | \$ 203,357,992 | \$ 197,187,128 |
| Transmission charges | 2,733,178 | 2,569,110 | 5,958,794 | 5,005,627 |
| Fuel component adjustment | <u>8,486,000</u> | <u>(18,750,000)</u> | <u>25,050,000</u> | <u>(28,344,000)</u> |
| Total purchase of energy and transmission charges, net | <u>\$ 115,378,314</u> | <u>\$ 91,619,625</u> | <u>\$ 234,366,786</u> | <u>\$ 173,848,755</u> |

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Regulatory asset (liability)

Changes derived from the under/over collection of these energy costs are reflected under purchase of energy and transmission charges, net in the Income Statement. The cumulative amount receivable/payable is presented as a regulatory asset (liability) on the balance sheets until these amounts are billed or reimbursed to customers. The regulatory asset (liability) includes six months with actual fuel price information, and six months of estimated fuel price information.

For the last several years, the regulatory asset (liability) has not been fully passed through to distribution company customers in form of a tariff increase. The amount that has not been invoiced to costumers has been subsidized by the Panamanian Government. As of June 30, 2012, the accounts receivable from the government subsidy was for US\$ 50,547,703 (December 31, 2011: US\$10,754,808). (See Note 3)

As of June 30, 2012, the Company has registered in books regulatory liability in the amount of US\$1,642,649 (2011: Regulatory asset of US\$23,407,351), and are presented as a "Regulatory asset/ liability" in the balance sheet, as a consequence of the variance resulting between the cost of the energy considered in the actual generation and transmission revenues and the actual cost of energy purchased. The regulatory liability includes an account receivable of US\$7,029,351 accumulated during the second semester of 2011 to be recovered from customers in the tariff adjustment at second semester of 2012, and a payable of US\$8,672,000 accumulated during the first semester of 2012 to be recovered from customers in the tariff adjustment of the first semester of 2013.

7. Commitments and Contingencies

Commitments

As of June 30, 2012, the Company had signed energy and long-term firm capacity purchase contracts with the following generation companies:

| <u>Company</u> | <u>MW</u> | <u>Begins</u> | <u>Ends</u> |
|-------------------------------------|---------------------|-------------------|-------------------|
| Sistema de Generación, S.A. | according to demand | July 01, 2010 | June 30, 2020 |
| AES Panamá - Estí | 48.72 | November 20, 2003 | November 20, 2013 |
| Empresa de Generación E. Fortuna | 80 | January 01, 2009 | December 31, 2012 |
| Termica del Caribe | 2.85 | March 01, 2009 | June 30, 2014 |
| Generadora del Atlantico | 16.22 | June 01, 2009 | April 30, 2015 |
| Energía y Servicios de Panamá, S.A. | 0.96 | July 01, 2009 | June 30, 2014 |
| Bahía Las Minas | 108 | January 01, 2010 | December 31, 2018 |
| Panam Generating | 20 | January 01, 2010 | December 31, 2019 |
| Paso Ancho Hidro-Power | 4 | October 05, 2010 | October 04, 2018 |
| Semper Group | 22.5 | January 01, 2011 | December 31, 2018 |

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Commitments (Continued)

| <u>Company</u> | <u>MW</u> | <u>Begins</u> | <u>Ends</u> |
|-------------------------------------|------------------|------------------|-------------------|
| Panam Generating | 60 | January 01, 2011 | December 31, 2020 |
| AES Panamá | 39 | January 01, 2012 | December 31, 2012 |
| AES Panamá | 23 | January 01, 2013 | December 31, 2021 |
| Energía y Servicios de Panamá, S.A. | 1.49; 1.15; 9.31 | January 01, 2012 | December 31, 2014 |
| Empresa de Generación E. Fortuna | 1.2; 0.92; 7.5 | January 01, 2012 | December 31, 2014 |
| Generadora del Atlantico | 0.5; 0.38; 3.12 | January 01, 2012 | December 31, 2014 |
| Autoridad del Canal de Panamá | 3.6; 2.77; 22.5 | January 01, 2012 | December 31, 2014 |
| Empresa de Generación E. Fortuna | 120 | January 01, 2013 | December 31, 2018 |
| Empresa de Generación E. Fortuna | 8.05 | January 01, 2013 | December 31, 2022 |
| AES Panamá | 9.43 | January 01, 2013 | December 31, 2022 |
| Hidro Caisan | 5.09 | January 01, 2013 | December 31, 2022 |
| Electron Investment | 10.35 | January 01, 2013 | December 31, 2022 |
| Alternegy, S.A. | 18.4 | January 01, 2013 | December 31, 2022 |
| Bontex, S.A. | 4.6 | January 01, 2013 | December 31, 2022 |
| Bahía Las Minas | 108 | January 01, 2019 | December 31, 2023 |
| Generadora Pedregalito, S. A. | 0.9 | January 01, 2012 | December 31, 2014 |
| Caldera Energy Corp. | 0.65 | January 01, 2012 | December 31, 2014 |
| Generadora Río Chico, S. A. | 0.46 | January 01, 2012 | December 31, 2014 |
| Generadora Alto Valle | 0.4 | January 01, 2012 | December 31, 2014 |
| Generadora Hidro Piedra | 0.16 | January 01, 2012 | December 31, 2014 |
| Electrogeneradora Istmo | 0.15 | January 01, 2012 | December 31, 2014 |
| Empresa de Generación E. Fortuna | 7.87 | January 02, 2015 | January 01, 2029 |
| Consortio Tabasará | 3.17 | January 02, 2015 | January 01, 2029 |
| Hidroecológica Teribe | 2.67 | January 02, 2015 | January 01, 2029 |
| MIFTA Power | 2.67 | January 02, 2015 | January 01, 2029 |
| Energía y Servicios de Panamá,S.A. | 1.46 | January 02, 2015 | January 01, 2029 |
| Generadora Pedregalito, S. A. | 1.05 | January 02, 2015 | January 01, 2029 |
| Caldera Energy Corp. | 0.8 | January 02, 2015 | January 01, 2029 |
| Generadora Río Chico, S. A. | 0.64 | January 02, 2015 | January 01, 2029 |
| Generadora Alto Valle | 0.61 | January 02, 2015 | January 01, 2029 |
| Desarrollo Hidroeléctrico Corp. | 0.51 | January 02, 2015 | January 01, 2029 |
| Hidroeléctrica San Lorenzo | 0.36 | January 02, 2015 | January 01, 2029 |
| Electrogeneradora Istmo | 0.33 | January 02, 2015 | January 01, 2029 |
| Hidro Ibérica | 0.4 | January 01, 2012 | December 31, 2014 |
| Empresa de Generación E. Fortuna | 18.37 | January 01, 2012 | December 31, 2014 |

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Commitments (Continued)

| <u>Company</u> | <u>MW</u> | <u>Begins</u> | <u>Ends</u> |
|---|-----------|------------------|-------------------|
| Hidro Boqueron, S.A. | 0.27 | January 01, 2012 | December 31, 2014 |
| Pedregal Power Co. | 4.64 | January 01, 2012 | December 31, 2014 |
| Empresa de Generación Eléctrica, S.A. | 0.3 | January 01, 2012 | December 31, 2014 |
| Autoridad del Canal de Panamá | 4.45 | January 01, 2012 | December 31, 2014 |
| Hidroecológica Teribe (Pot. Equivalente) | 0.54 | July 01, 2014 | June 30, 2024 |
| Paso Ancho Hidro-Power (Pot. Equivalente) | 0.24 | July 01, 2014 | June 30, 2024 |
| Istmus Hydro Power | 0.71 | January 01, 2012 | December 01, 2012 |
| Hidro Panamá | 0.21 | January 01, 2012 | December 01, 2012 |
| Pedregal Power Co. | 3.62 | January 01, 2012 | December 01, 2012 |
| Pedregal Power Co. | 5.67 | January 01, 2012 | December 01, 2012 |
| Café de Eleta | 0.03 | January 01, 2012 | December 01, 2012 |
| Bahía Las Minas | 24.74 | January 01, 2012 | December 01, 2012 |
| Generadora del Atlantico | 12.01 | January 01, 2012 | December 01, 2012 |
| Termica del Caribe | 6 | April 01, 2012 | April 01, 2015 |
| Empresa de Generación E. Fortuna | 12 | January 01, 2013 | December 31, 2014 |
| Generadora del Atlantico | 12 | January 01, 2013 | December 31, 2014 |

In compliance with the Electricity Law of 1997, the Company enters into long-term power purchase agreements with generation companies that cover most of its regulated customers' contributions to the total peak customer demand of electricity and work towards limiting any associated energy costs. Historically, the Company annually contracts about 81% to 99% of its total energy requirements via purchase agreements on the contract market. For the years ended June 30, 2012 and December 31, 2011, the Company purchased approximately 99% of the energy required through the purchase of energy on the contract market. These purchase agreements include both a fixed charge based on energy capacity requirements and a variable charge based on the energy consumed. These purchase contracts for purchase of energy and capacity qualify as accounting exceptions for derivative instruments that fall within the conditions for normal purchases and normal sales according to the prescriptions in ASC 815, "Derivatives and Hedges".

The Electric Transmission Company (ETESA) is responsible for preparing the bid processes for energy purchase on behalf of the distribution companies. The bids are received, evaluated and awarded by ETESA and then assigned to each distribution company based on their requirements. Distribution companies are obligated to sign contracts based on said awarded bids.

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The company has several unconditional long-term contractual obligations, related to the purchase of energy capacity. The amount of incremental payments required for such obligations, are presented as follows:

| Year | Payment Obligations |
|-------------|----------------------------|
| 2012 | US\$ 44,159,624 |
| 2013 | 96,316,027 |
| 2014 | 93,491,178 |
| 2015 | 83,527,162 |
| Hereafter | <u>538,253,404</u> |
| | <u>US\$ 855,747,395</u> |

As of June 30, 2012 and 2011, the Company has expensed the amount of US\$44,159,623 (2011: US\$46,021,396), in long-term unconditional contracts, recorded under purchase of energy and transmission charges, net on the Income Statement.

Every four years the Company and the workers' Union, negotiate a Collective Agreement. The current agreement is effective since February 2008, and it does not maintain or consider additional material obligations besides those established in the labor law.

Operating Leases

The Company has entered into a seven-year non-cancelable operative lease agreement, whose term began in May 2007, for the use of offices and operational facilities. As of June 30, 2012, the minimum rental payments required under this operating lease with initial or remaining non-cancellable lease terms in excess of one year are:

| Years | Payment Obligations |
|--------------|----------------------------|
| 2012 | US\$ 261,211 |
| 2013 | 527,748 |
| 2014 | <u>177,641</u> |
| | <u>US\$ 966,600</u> |

As of June 30, 2012 and 2011, total operating leasing expenses was US\$913,745 (2011: US\$888,295).

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Guarantees

The Company has provided limited guarantees to generation companies in order to provide credit assurance and performance of obligations under the power purchase agreements. These guarantees are not recognized on the balance sheets, because the Company believes that it will be able to perform under these contracts and that is not probable that payments will be required. The guaranteed amounts are limited to a month's estimate of energy capacity and associated energy consumption and are established for a twelve-month period with automatic renewals as long as the power purchase agreement is in place. The aggregate guarantee amount for the performance obligation is US\$35,140,917. The Company has also issued a guarantee in favor of the ASEP in the amount of US\$8,000,000 in compliance with Clause 53 of the Concession Contract.

The Company has several standby letters of credit for US\$5,420,471 in favor of ETESA, guaranteeing the payment of transmission costs and energy purchases in the energy exchange market.

Concession Contract

The Company has the exclusive right to install, own and operate an energy distribution network, and to supply energy to end customers with the exception of large customers, currently defined as those with peak demand on a site-by-site basis of over 100KW. Large customers can choose to buy energy directly from generation companies or from the spot market.

The Company's concession contract has a 15-year term and expires in October 2013. One year prior to the expiration of the concession period, the ASEP will hold a competitive tender for the sale of 51% ownership share currently held by Panama Distribution Group, S.A., who has the right to set the asking price for the tender (by making its own bid) and will only be required to sell its shares of the Company if a higher bid is made, in which case, Panama Distribution Group, S.A. will be entitled to retain the sale proceeds. If no higher offer is made, Panama Distribution Group, S.A. will retain its concession for another 15-year term, subject to the same renewal procedure thereafter with no requirement to make any payment to the Panamanian Government.

The Concession Contract establishes provisions related to the Concessionaire's obligation in service supply issues, prohibits the separation of the majority of shares packages, it requires the delivery of periodic, technical and financial information to the ASEP, compliance with technical quality standards (quality standards, measurements standards and operation regulations of the CND), and payment of the control, supervision and monitoring tariff of the ASEP, which may not be transferred to the users through the tariff.

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Contingencies

As a result of issues generated from the ordinary course of business, the Company is, or could be involved in lawsuits for tax, labor, civil, and regulatory matters before various Courts, regulatory commissions and governmental agencies. The Company recognizes a provision when it is probable that a liability has been incurred and the amount of the loss associated can be reasonably estimated. The Company is not capable of predicting the final outcome of the judicial processes, but after consideration over these provisions it is not expected that the final outcome in these processes have a significant effect on the financial considerations or in the operational results of the Company.

As of June 30, 2012, the Company has reserve the amount of US\$78,610 (December 31, 2011: US\$78,610), to cover possible losses resulting from any third-party claims. These reserves are presented as “Provision for contingencies” in the balance sheet. The following is the most representative case:

Litigation

The ASEP through the Resolution AN No.3473- Elec of May 7, 2010, amended Resolution JD-5863 from February 17, 2006, containing title IV of the distribution and marketing tariff regime, which, according to Article No. 22, entitles the ASEP to review at the end of each tariff period, the maximum allowed income approved versus the actual revenue received, to determine if the variations are within reasonable margins. This revision does not takes into account variations in sales, the amount and/or type of customers, and/or the input costs or labor, differently than what is reflected by the consumer price index (CPI) of the General Comptroller Office of Panama. Although the procedure for calculating and adjusting any possible excesses has not yet been defined and established by the ASEP, the position of the Company’s management is that by June 30, 2012, there is no contingency loss to be recorded in the financial statements as a consequence of this Resolution. This conclusion is based on: i) a final outcome still in process at the Supreme Court of Justice related to the appeal of this Article filed in the Supreme Court by another power distribution company; ii) in case the regulatory authority approves the resolution to adjust the unreasonable excess, the Company has the right to appeal in the Supreme Court of Justice, which is an independent body and the last instance to decide on this particular issue; iii) there is no written or approved procedure for calculating and adjusting what could be deemed by the regulator as an unreasonable excess, therefore any calculation would be highly subjective. An unfavorable resolution to this effect could have a negative impact on the financial statements of the Company. In spite of the above, the Resolution AN-3574-Elec dated June 25, 2010, in which the “maximum allowed income” is approved for the tariff period from July 2010 to June 2014, does not contain the adjustments related with the previous tariff period (July 2006 to June 2010).

Elektra Noreste, S.A.

(a 51% owned subsidiary of Panama Distribution Group, S.A.)

Notes to financial statements

For the six months ended June 30, 2012 and 2011

(Expressed in United States dollars)

8. Fair Value of Financial Instruments

The fair values of financial instruments as of June 30, 2012 and December 31, 2011 are based on the information available at the date of the balance sheets. The Company is not aware of any factors that may significantly affect the estimated fair value of the most common financial assets and liabilities such as cash, trade receivables, accounts payable, short-term and long-term debt; and customer deposits. The Company uses the following methods and assumptions for estimating the fair value of financial instruments:

Trade Receivable, Accounts Payable, Short-Term Debt and Customer Deposits

The carrying amount approximates fair value due to the short maturity of these instruments.

Long-Term Debt

The fair value of long-term debt with variable interest rate for the issuance of the corporate bonds for US\$20,000,000 and for long-term debt with a fixed rate for the issuance of "Senior" bonds for US\$100,000,000 has been determined using a methodology based on available market information and discounted cash flows. These estimates are subjective in nature and involve uncertainties; as a consequence, the actual results can be different than the estimates.

The estimated fair values of financial instruments are as follows:

| | 2012 | | 2011 | |
|----------------|-------------------------|-------------------------|-------------------------|-------------------------|
| | Carrying Amount | Fair Value | Carrying Value | Fair Value |
| Long-term debt | <u>US\$ 119,371,328</u> | <u>US\$ 140,987,759</u> | <u>US\$ 119,347,394</u> | <u>US\$ 137,827,322</u> |

9. Subsequent Events

The Company evaluated all the events and transactions that took place between the dates on the balance sheet and the date on which the financial statements were issued and determined that no additional disclosures are required.