Report and Financial Statements Year Ended

31 December 2011

Company registration number 5339644

A1J4XJOW A09 08/10/2012 #71 COMPANIES HOUSE

Annual report and financial statements for the year ended 31 December 2011

Contents

Page:

- 1 Report of the directors
- 3 Independent auditor's report
- 5 Statement of comprehensive income
- 6 Statement of changes in equity
- 7 Statement of financial position
- 8 Statement of cash flows
- 9 Notes forming part of the financial statements

Directors

N Cooper

L Mitchell

Secretary and registered office

J Knox

55 Grosvenor Street, London W1K 3HY

Auditors

BDO LLP, 55 Baker Street, London, W1U 7EU

Report of the directors for the year ended 31 December 2011

The directors present their report together with the audited financial statements for the year ended 31 December 2011

Results

The income statement is set out on page 5 and shows the profit for the year

Principal activities

The principal activity of the company during the year was the provision of administrative services to the Dominion Petroleum Limited group

Review of operations

The company due to its size has taken advantage of the exemption available under Section 417 of the Companies Act 2006 not to present a business review in accordance with the Act

Directors

The directors of the company during the year were

R Shepherd (resigned 02 February 2012)

D Garland (resigned 17 May 2011)

V Farzad was appointed as a director on 17 May 2011(resigned 02 February 2012)

L Mitchell was appointed as a director on 02 February 2012

N Cooper was appointed as a director on 02 February 2012

Directors' responsibilities

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year Under that law the directors have elected to prepare the financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period

In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

Report of the directors for the year ended 31 December 2011 (Continued)

Directors' responsibilities (continued)

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

International Accounting Standard 1 requires that financial statements present fairly for each financial year the company's financial position, financial performance and cash flows. This requires the faithful representation of the effects of transactions, other events and conditions in accordance with the definitions and recognition criteria for assets, liabilities, income and expenses set out in the International Accounting Standards Board's 'Framework for the preparation and presentation of financial statements'. In virtually all circumstances, a fair presentation will be achieved by compliance with all applicable IFRSs. A fair presentation also requires the directors to

- · consistently select and apply appropriate accounting policies,
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information, and
- provide additional disclosures when compliance with the specific requirements in IFRSs is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance

Auditors

The current directors have taken all the steps that they ought to have taken to make themselves aware of any information needed by the company's auditors for the purposes of their audit and to establish that the auditors are aware of that information. The directors are not aware of any relevant audit information of which the auditors are unaware

In accordance with section 489 of the Companies Act 2006, the Company will consider the appointment of auditors. A resolution will be proposed at the General Meeting at which these accounts will be laid.

This report has been prepared in accordance with the special provisions for small companies under Part 15 of the Companies Act 2006

On behalf of the Board

L Mitchell

Director

3 October 2012

Independent auditor's report

To the members of Dominion Petroleum Administrative Services Limited

We have audited the financial statements of Dominion Petroleum Administrative Services Limited for the year ended 31 December 2011 which comprise the statement of comprehensive income, statement of changes in equity, statement of financial position, statement of cash flows, and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed

Respective responsibilities of directors and auditors

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

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the APB's website at www frc org uk/apb/scope/private cfm

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2011 and
 of its profit for the year then ended,
- have been properly prepared in accordance with IFRSs as adopted by the European Union, and
- have been prepared in accordance with the requirements of the Companies Act 2006

Opinion on other matters prescribed by the Companies Act 2006

In our opinion the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements

Independent auditor's report (Continued)

Matters on which we are required to report by exception

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

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

· we have not received all the information and explanations we require for our audit

Scott Knight (senior statutory auditor)

For and on behalf of BDO LLP, statutory auditor

London

United Kingdom

3 October 2012

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127)

Statement of Changes in Equity for the year ended 31 December 2011

	Share capital £	Retained earnings £	Total equity £
At 1 January 2011 Total comprehensive income for the year	1 -	550,866 97,755	550,867 97,755
At 31 December 2011	1	648,621	648,622
At 1 January 2010 Total comprehensive income for the year	1 -	422,237 128,629	422,238 128,629
At 31 December 2010	1	550,866	550,867

The following describes the nature and purpose of each reserve within owners' equity

Reserve	Description and purpose
Share capital	The nominal value of shares issued
Retained earnings	Cumulative net gains and losses recognised in the statement of comprehensive income

Statement of Comprehensive Income for the year ended 31 December 2011

	Notes	2011 £	2010 £
Administrative expenses		(1,485,091)	(1,793,998)
Other operating income	2	1,643,112	1,977,214
Profit from operations	3	158,021	183,216
Finance costs Finance income	6 7	(8,334)	(4,569) 5
Profit before taxation		149,687	178,652
Income tax expense	8	(39,667)	(50,023)
Profit and total comprehensive income for the year		110,020	128,629

The notes on pages 9 to 19 form part of these financial statements

Company Registered Number 5339644

Statement of Financial Position at 31 December 2011

	Notes	2011	2010
Assets		£	£
Non current assets Investment in Subsidiaries Property, plant and equipment	9	1 25,627	- 57,854
Current assets Trade and other receivables Cash and cash equivalents	10	2,486,314 3,797	626,695 5,227
Total assets		2,515,739	689,776
Liabilities			·
Current liabilities Trade and other payables	11	1,854,852	138,909
Total liabilities		1,854,852	138,909
Total net assets		660,887	550,867
Capital and reserves attributable to equity holders of the company			
Share capital Retained earnings	12	1 660,886	1 550,866
Total equity		660,887	550,867

These financial statements have been prepared in accordance with the special provisions for small companies under Part 15 of the Companies Act 2006. The financial statements were approved by the Board of Directors and authorised for issue on 3 October 2012.

L Mitchell Director

The notes on pages 9 to 19 form part of these financial statements

Statement of Cash Flows for the year ended 31 December 2011

	2011 £	2011 £	2010 £	2010 £
Operating activities Profit for the year	110,020		128,629	
Adjustments for (Increase)/decrease in other receivables (Decrease)/increase in other payables Income tax expense Foreign exchange movement Depreciation Finance income Finance costs	(136,090) (21,761) (39,667) - 36,853 - 4,551		896,799 (1,113,541) 50,023 - 40,722 (5) 4,569	
Cash used in operations Income taxes paid		(46,094) 53,842		7,196 (34,549)
Net cash from operating activities	-	7,748		(27,353)
Investing activities Interest received Acquisitions of property, plant and equipment Investment in Subsidiaries Finance costs paid	:	(4,626) (1) (4,551)		5 (39,098) - (4,569)
Cash used in investing activities	_	(9,178)		(43,662)
(Decrease)/increase in cash and cash equi	ivalents	(1,430)		(71,015)
Cash and cash equivalents at beginning o	f year	5,227		76,242
Cash and cash equivalents at end of year	-	3,797		5,227
	-			

The notes on pages 9 to 19 form part of these financial statements

Notes forming part of the financial statements for the year ended 31 December 2011

1 Accounting policies

The financial statements have been prepared under the historical cost convention, except for the treatment of certain financial instruments, and are in accordance with International Financial Reporting Standards, International Accounting Standards and Interpretations (collectively IFRS) issued by the International Accounting Standards Board (IASB) as adopted by the European Union ("adopted IFRSs"), and are in accordance with IFRS as issued by the IASB

The following principal accounting policies have been applied

Cash flow statement

For the purposes of the cash flow statement, cash and cash equivalents are defined as short term cash deposits

Property, plant and equipment

Items of property, plant and equipment are initially recognised at fair value which equates to cost. As well as the purchase price, cost includes directly attributable costs. All items of property, plant and equipment are carried at depreciated cost. Depreciation is provided so as to write off the carrying value of items over their expected useful economic lives. It is applied at the following rates.

Office equipment - 25% per annum straight line

Other operating income

Other operating income represents the margin on expenses recharged to other group entities

Deferred taxation

Recognition of deferred tax assets is restricted to those instances where it is probable that taxable profit will be available against which the difference can be utilised. The amount of the asset or liability is determined using tax rates that have been enacted by the balance sheet date and are expected to apply when the deferred tax liabilities or asset are settled or recovered. Deferred tax balances are not discounted.

Foreign currencies

Transactions entered into by group entities in a currency other than the currency of the primary economic environment in which it operates (the "functional currency") are recorded at the rates ruling when the transactions occur. Foreign currency monetary assets and liabilities are translated at the rates ruling at the balance sheet date Exchange differences arising on the retranslation of unsettled monetary assets and liabilities are similarly recognised immediately in the income statement.

Notes forming part of the financial statements for the year ended 31 December 2011 (Continued)

1 Accounting policies (continued)

Financial instruments

Financial assets

The Company's financial assets comprise other receivables and cash and cash equivalents in the balance sheet. Cash and cash equivalents include cash in hand and deposits held on call with banks. Any interest earned is accrued monthly and classified as interest. Other receivables are stated at amortised cost less any impairment losses.

Financial liabilities

The Company's financial liabilities comprise other short-term monetary liabilities, which are initially recognised at fair value method and subsequently recognised at amortised cost using the effective interest rate method

Share capital

Financial instruments issued by the Company are treated as equity only to the extent that they do not meet the definition of a financial liability. The Company's ordinary shares are classified as equity instruments. These are recorded at the proceeds received net of direct issue costs.

Taxation

Income tax on the profit or loss from ordinary activities includes current and deferred tax. Current tax is based on the profit or loss from ordinary activities adjusted for items that are non-assessable or disallowed and is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Income tax is charged or credited to the income statement, except when the tax relates to items credited or charged directly to equity, in which case the tax is also dealt with in equity

Segmental reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments and making strategic decisions, has been identified as the Board of Directors. On this basis the Company has one segment being the provision of services to other members of the group to which it belongs

Leased assets

Where substantially all of the risks and rewards incidental to ownership are retained by the lessor (an "operating lease"), the total rentals payable under the lease are charged to the income statement on a straight-line basis over the lease term

Notes forming part of the financial statements for the year ended 31 December 2011 (Continued)

1 Accounting policies (continued)

New and amended standards adopted by the Group

The following new standards and amendments to standards are mandatory for the first time for the Group for financial year beginning 1 January 2011

Standard	Effective date	Impact on initial application
IAS 24 - Related Party Disclosures	1 Jan 2011	The revised standard provides a revised definition of a related party. The structure of definition of related party has been simplified and inconsistencies eliminated. While adopted by the Group in the current year, no significant impact of related party disclosures is expected.
Improvements to IFRSs (2010)	1 Jan 2011	The Improvements clarify the requirements of IFRSs and eliminate inconsistencies within and between Standards. The Improvements did not have any impact on the current or prior years' financial statements.

No other IFRS issued and adopted but not yet effective are expected to have a material impact on the Group's financial statements

Standards, amendments and interpretations, which are effective for reporting periods beginning after the date of these financial statements which have not been adopted early

·	Effective date
IFRS 7 Transfers of financial assets	1 Jul 2011
IFRS 1 Sever hyperinflation and removal of fixed dates for first time adopters	
(amendment)	1 Jul 2011
IAS 12 Deferred Tax Recovery of Underlying Assets	1 Jan 2012
IAS 1 Presentation of Items of Other Comprehensive Income	1 Jul 2012
IFRS 9 Financial Instruments	1 Jan 2013
IFRS 10 Consolidated Financial Statements	1 Jan 2013
IFRS 11 Joint Arrangements	1 Jan 2013
IFRS 12 Disclosure of Interests in Other Entities	1 Jan 2013
IFRS 13 Fair Value Measurement	1 Jan 2013
IAS 27 Separate Financial Statements	1 Jan 2013
IAS 28 Investments in Associates and Joint Ventures	1 Jan 2013
IAS 19 Employee Benefits	1 Jan 2013

1	Accounting	g policies (continued)		
	IFRS 7 IFRS 32	Financial Instrument Disclosures Financial Instrument Presentation		1 Jan 2013 1 Jan 2014
		has not yet assessed the impact of IFRS 9. Amend ected to materially affect the Group's reporting or rep		
2	Other oper	ating income	2011 £	2010 £
	Manageme	nt charges receivable	1,643,112	1,977,214
3	Profit from	operations		
	This has be	en arrived at after charging		
			2011 £	2010 £
	Auditors' re Directors' e Operating le		315,764 -	2,000 362,664 92,673
4		; le number of employees (including directors) was d administrative personnel Their aggregate remuner		
			2011	2010

2011 £	2010 £
668,716	946,825 75,000
86,383 23 167	113,600
778,266	1,135,425
	668,716 86,383 23,167

			
4	Staff Costs (continued)		
	Included in staff costs were bonuses of £35,044 (2010 £75,300)	
5	Directors' remuneration		
		2011 £	2010 £
	Directors' emoluments Compensation for loss of office	315,764	287,664 75,000
	Social security contributions	41,938	40,874
		357,702	403,538
	Directors' emoluments include £189,300 attributable to the hi £197,500)	ghest paid dire	ector (2010
6	Finance costs		
		2011 £	2010 £
	Interest payable and similar charges Exchange loss	4,551 3,783	4,569
	Zxonango locc		_
		8,334	4,569
7	Finance income	8,334	
7	Finance income		4,569 ————————————————————————————————————

8	Tax expense	2011	2010
	Current tax expense UK corporation tax	£ 39,667	£ 50,023
	Profit before tax	149,687	178,652
	Expected tax charge based on the standard rate of corporation tax in the UK of 26 5% (2010 28%)	39,667	50,023
			
9	Property, plant and equipment		
	Cost	Office equipment £	Total £
	At 1 January 2010 Additions Disposals	112,933 39,098	112,933 39,098
	At 1 January 2011 Additions Disposals	152,031 4,626	152,031 4,626
	At 31 December 2011	156,657	156,657
	Accumulated depreciation At 1 January 2010 Charge for the period Disposals	53,455 40,722	53,455 40,722
	At 1 January 2011 Charge for the period Disposals	94,177 36,853	94,177 36,853
	At 31 December 2011	131,030	131,030
	Net book value At 31 December 2011	25,627	25,627
	At 31 December 2010	57,854	57,854

10	Trade and other receivables				
				2011 £	2010 £
	Amounts due from group entities Other debtors			2,447,682 38,632	537,663 89,032
				2,486,314	626,695
11	Trade and other payables			2014	2010
				2011 £	2010 £
	Amounts owed to group entities Accruals and other payables Corporation tax			1,737,704 77,481 39,667	88,886 50,023
				1,854,852	138,909
12	Share capital				
				orised	
		2011 Number	2010 Number	2011 £	2010 £
	Ordinary shares of £1 each	1,000	1,000	1,000	1,000
		ΔHΔ	ottod called	up and fully	naid
		2011 Number	2010 Number	2011 £	2010 £
	Ordinary shares of £1 each	1	1	1	1

Notes forming part of the financial statements for the year ended 31 December 2011 (Continued)

13 Operating lease arrangements

Minimum lease payments under operating leases

	2011	2010
Due within and war	£	27.055
Due within one year	-	37,855
After one year but within two years	-	37,855
After two years but within five years	<u>-</u>	56,783
At 31 December		132,493

14 Financial instruments - Risk management

The Company is exposed through its operations to the following financial risks

- Credit risk
- · Fair value or cash flow interest rate risk
- Foreign exchange risk
- Other market price risk
- · Liquidity risk

In common with all other businesses, the Company is exposed to risks that arise from its use of financial instruments. This note describes the Company's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these financial statements. There have been no substantive changes in the Company's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous periods unless otherwise stated in this note.

Principal financial instruments

The principal financial instruments used by the Company, from which financial instrument risk arises, are as follows

- · cash at bank
- other receivables
- other payables

Notes forming part of the financial statements for the year ended 31 December 2011 (Continued)

14 Financial instruments - Risk management (continued)

General objectives, policies and processes

The Board has overall responsibility for the determination of the Company's risk management objectives and polices and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Company's finance function. The Board receives monthly reports from the Company Financial Controller through which it reviews the effectiveness of the processes put in place and the appropriateness of the objectives and policies it sets.

The overall objective of the Board is to set polices that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility. Further details regarding these policies are set out below

(a) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company currently does not have any revenues and consequently does not have any credit sales and the risks associated with credit sales.

Credit risk also arises from cash and cash equivalents and deposits with banks and financial institutions for banks and financial institutions, only independently rated parties with minimum rating "A" are accepted

(b) Fair value and cash flow interest rate risk

During 2011 and 2010, the Company had no significant borrowings. The Company is not exposed to either interest rate risk or currency risk as a result of borrowings.

(c) Foreign exchange risk

Foreign exchange risk arises when the Company enters into transactions denominated in a currency other than its functional currency. Where it is considered the risk to the Company is significant, Company treasury will enter into a matching forward contract with a reputable bank.

(d) Liquidity risk

Liquidity risk arises from the Company's management of working capital. It is the risk that the Company will encounter difficulty in meeting its financial obligations as they fall due

The Company's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due. To achieve this aim, it seeks to maintain cash balances (or agreed facilities) to meet expected requirements for a period of at least 60 days.

Notes forming part of the financial statements for the year ended 31 December 2011 (Continued)

14 Financial instruments – Risk management (continued)

(e) Capital disclosures

The Company's objectives when maintaining capital are

- to enable its growth and safeguard it's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, and
- to maximise shareholder value which, from the capital perspective, is achieved by maintaining the capital structure that is most suited to the Company's size, strategy and underlying business risk

The capital employed by the Company is comprised of equity attributable to shareholders. The Company sets the amount of capital it requires in proportion to risk. The Company manages its capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

15 Related party transactions

During the year the company received management charges of £1,643,112 (2010 - £1,977,214) from other group companies. The amounts due to and from other group companies are disclosed in note 10 and 11 of the financial statements.

16 Ultimate parent company

The ultimate parent company is Ophir Energy Plc, a company registered in the UK The accounts of Ophir Energy Plc are available on the company website www.ophirenergy.com