Registered number: 5525360

ZAURALNEFTEGAZ LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS For the period ended 31 December 2006

TUESDAY



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COMPANY INFORMATION

DIRECTORS

Waterlow Nominees Limited (appointed 02/08/2005 & resigned 02/08/2005)

James Pockney (appointed 02/08/2005 & resigned 29/03/2006)

David Zaikin (appointed 09/11/2005) Robert Wilde (appointed 29/03/2006)

Victor Anatolievich Repin (appointed 09/11/2005) Simon Leigh Escott (appointed 02/08/2005)

SECRETARY

Robert Wilde

COMPANY NUMBER

5525360

REGISTERED OFFICE

6-8 Underwood Street

London N1 7JQ

AUDITORS

Ernst & Young LLP

1 More London Place

London SE1 2AF

BANKERS

Coutts & Co 440 Strand London WC2R 0QS

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DIRECTORS' REPORT For the period ended 31 December 2006

The directors present their report and the financial statements for the period ended 31 December 2006

PRINCIPAL ACTIVITIES

The company was incorporated on 2nd August 2005

The principal activity of the company was that of oil and gas exploration carried out through its subsidiary company

BUSINESS REVIEW

During the year the company acquired the entire share capital of OOO Zauralneftegaz, company whose business is oil and gas exploration in Russia. The consideration for the acquisition was the allotment of 100 ordinary shares in the company which were valued at \$75,090.

The directors are satisfied with the performance of the subsidiary and are optimistic about the prospects for this company

RESULTS & DIVIDEND

The loss for the period, after taxation, amounted to \$5,373,585

The Directors do not recommend the payment of a dividend for the period

DIRECTORS

The directors who served during the period and their interests in the company's issued share capital were

Ordinary Class A and Class B shares of £1 each

	31/12/06	02/08/05 or subsequent date of appointment
Waterlow Nominees Limited (appointed 02/08/2005 &		
resigned 02/08/2005)	-	-
James Pockney (appointed 02/08/2005 & resigned		
29/03/2006)	-	-
David Zaikin (appointed 09/11/2005)	•	-
Robert Wilde (appointed 29/03/2006)	-	-
Victor Anatolievich Repin (appointed 09/11/2005)	-	-
Simon Leigh Escott (appointed 02/08/2005)	-	-

As at 31 December 2006 the directors had the following interest in Baltic Oil Terminals Plc, the parent company

Ordinary shares £0.01 eac	
50,0 4,510,0	

Rob Wilde Simon Leigh Escott

Share options held by executive members of the Board of Directors to purchase ordinary shares have the following expiry dates and exercise prices

	Year of grant	Exercise period	Exercise price (£)	Number 2006	Number 2005
Simon Escott	2006	27 April 2006 to 26 April 2009	1 40	416,250	-
	2006	27 April 2007 to 26 April 2009	1 40	416,250	-
	2006	27 April 2008 to 26 April 2009	1 40	416,250	-
	2006	1 January 2009 to 31 December 2009	0 01	178,571	-
Robert Wilde	2006	1 January 2009 to 31 December 2009	0 01	116,071	-

RISKS

The Baltic Oil Terminals PLC Group of which Zauraineftegaz Limited is a subsidiary established an Audit Committee in August 2006. Now the Group has expanded this Committee plans to perform a re-evaluation of the Group's risks during 2007 and establish financial risk management objectives and policies for the Company However, the principal risks already identified are summarized below

Risks Relating to Russia

Emerging markets such as Russia are subject to greater risks than more developed markets, including in some cases significant legal, economic and political risks. Such economies may also be subject to rapid change and the Group needs to adapt and alter itself, as needed, relatively quickly. The Russian economy has weathered difficult times since the fall of communism in 1992, with high inflation, currency fluctuation, government debt and other political issues. However, more recently the Russian economy has experienced very positive trends, with a relatively stable currency, strong domestic demand and with export of hydrocarbons, bolstered by the high oil price, enabling the Government to pay down foreign debt. Whilst current indications are that these positive trends will continue, the risk remains that they could be abruptly reversed. The Company's management has considerable experience of operating in Russia.

Currency Risk

The exploration operations are predominantly US Dollar and Rouble related. The capital raised by the Group at IPO and in November for the drilling programme was converted at the time into US Dollars, whilst retaining some of the funds in Sterling for UK-based expenditure.

Oil Price Risk

The Company is not currently subject to any correlation to oil price since it is in the geological and geophysical stage of development of oil exploration on seven licences in Kurgan, Western Siberia. These operations are predominantly US Dollar and Rouble related. Should oil be discovered on these licences, any resulting economic benefit will reflect the oil price. This price surged during 2005 and has remained very high throughout 2006, relative to long term averages.

Exposure to Credit, Liquidity and Cash Flow Risk

The Company has not raised third party debt and the only significant debtor is the parent company Baltic Oil Terminals PLC Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. However, given that the parent company is by far the largest creditor this is not seen as significant at this stage of the Company's development. The Company has yet to start production and therefore cash flow risk is minimal.

Key Performance Indicators

This annual report covers the first period during which the Company undertook exploration and is yet to commence production. Consequently, it would not be meaningful to prepare key performance indicators

AUDITORS

The auditors, Ernst & Young LLP, will be proposed for reappointment in accordance with section 385 of the Companies Act 1985

This report was approved by the board on 3 April 2008 and signed on its behalf

Robert Wilde Secretary

STATEMENT OF DIRECTORS' RESPONSIBILITIES

For the period ended 31 December 2006

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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to 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 judgments and estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

The directors are responsible for keeping proper accounting records that 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 1985. 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.

So far as each of the directors is aware at the time the report is approved

- there is no relevant audit information of which the company's auditors are unaware, and
- the directors have taken all steps that they ought to have taken to make themselves aware of any
 relevant audit information and to establish that the auditors are aware of that information

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF ZAURALNEFTEGAZ LIMITED

We have audited the company's financial statements for the period ended 31 December 2006 which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 19 These financial statements have been prepared under the accounting policies set out therein

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. 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 auditors' 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

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland)

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it

BASIS OF AUDIT OPINION

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF ZAURALNEFTEGAZ LIMITED

OPINION

In our opinion

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2006 and of its loss for the period then ended,
- the financial statements have been properly prepared in accordance with the Companies Act 1985, and
- the information given in the Directors' Report is consistent with the financial statements

Ernst & Young LLP

Registered auditor

London

3 April 2008

PROFIT AND LOSS ACCOUNT For the period ended 31 December 2006

	Note	Period ended 31 December 2006 \$
Administrative expenses	-	(5,002,988)
OPERATING LOSS	2	(5,002,988)
Interest payable	5 _	(370,597)
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(5,373,585)
Tax on loss on ordinary activities	6 _	
LOSS ON ORDINARY ACTIVITIES AFTER TAXATION	=	(5,373,585)

All amounts relate to continuing operations

There were no recognised gains and losses for 2006 other than those included in the profit and loss account.

The notes on pages 10 to 19 form part of these financial statements.

BALANCE SHEET As at 31 December 2006

	Note	\$	2006 \$
FIXED ASSETS			
Tangible fixed assets	7		13,110
Fixed asset investments	8		75,090
			88,200
CURRENT ASSETS			
Debtors	9	5,004	
Cash at bank		19,976	
		24,980	
CREDITORS: amounts falling due within one year	10	(446,181)	
NET CURRENT LIABILITIES			(421,201)
TOTAL ASSETS LESS CURRENT LIABILITIES			(333,001)
CREDITORS: amounts falling due after more than one year	11		(4,965,494)
NET LIABILITIES			(5,298,495)
CAPITAL AND RESERVES			
Called up share capital	12		177
Share premium account	13		74,913
Profit and loss account			(5,373,585)
SHAREHOLDERS' FUNDS - All equity	14		(5,298,495)

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 3 April 2008

Robert Wilde Director

The notes on pages 10 to 19 form part of these financial statements

CASH FLOW STATEMENT For the period ended 31 December 2006

	Note	Period ended 31 December 2006 \$
Net cash flow from operating activities	15	(4,561,811)
Returns on investments and servicing of finance	16	(370,597)
Capital expenditure and financial investment	16	(13,110)
CASH OUTFLOW BEFORE FINANCING	•	(4,945,518)
Financing	16	4,965,494
INCREASE IN CASH IN THE PERIOD		19,976
RECONCILIATION OF NET CASH FLOW TO MOVEM For the period ended 31 Decemb		EBT

Period ended 31 December 2006 \$

Increase in cash in the period 19,976

Cash inflow from increase in debt (4,965,494)

MOVEMENT IN NET DEBT IN THE PERIOD (4,945,518)

NET DEBT AT 31 DECEMBER 2006

The notes on pages 10 to 19 form part of these financial statements

1. ACCOUNTING POLICIES

1.1 FUNDAMENTAL ACCOUNTING POLICY

The accounts have been prepared on a going concern basis as the parent company has agreed to provide funds to enable the company to meet its liabilities as they fall due

1.2 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards. The accounting period covers 17 months

The company is itself a subsidiary company and is exempt from the requirement to prepare group accounts by virtue of section 228 of the Companies Act 1985. These financial statements therefore present information about the company as an individual undertaking and not about its group.

The financial statements have been presented in US\$, the functional currency of the company

1.3 INVESTMENTS

Investments in subsidiaries are valued at cost less provision for impairment

1.4 TANGIBLE FIXED ASSETS AND DEPRECIATION

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases.

Electronic equipment

33 33% straight line

1.5 FOREIGN CURRENCIES

Monetary assets and liabilities denominated in foreign currencies are translated into US dollars at rates of exchange ruling at the balance sheet date

Transactions in foreign currencies are translated into US dollars at the rate ruling on the date of the transaction

Exchange gains and losses are recognised in the profit and loss account

1.6 PENSIONS

The company contributes to the personal pension plans of employees and the pension charge represents the amounts payable by the company in respect of the period

NOTES TO THE FINANCIAL STATEMENTS For the period ended 31 December 2006

1.7 EXPLORATION AND EVALUATION

Geological and geophysical exploration costs are charged against income as incurred. The direct costs associated with exploration well, exploratory drilling and directly related overheads, are capitalised as intangible assets pending determination of proven reserves. These costs are excluded from depletion until commerciality is determined or impairment occurs. The cost of unsuccessful exploratory wells is expensed upon determination that the well does not justify commercial development.

Exploration and evaluation assets shall be assessed for impairment when facts and circumstances suggest that the carrying amount of an exploration and evaluation asset may exceed its recoverable amount. When facts and circumstances suggest that the carrying amount exceeds the recoverable amount, an entity shall measure, present and disclose and resulting impairment loss in accordance with FRS 11 "Impairment of fixed assets"

	NOTES TO THE FINANCIAL STATEMENTS For the period ended 31 December 2006	
2.	OPERATING LOSS	
	The operating loss is stated after charging	
		Period
		ended 31 December
		2006
		\$
	Difference on foreign exchange	7,233
	Auditors' remuneration	6,610
	Exploration and evaluation expenditure written off	2,796,228
	During the period, no director received any emoluments	
3.	STAFF COSTS	
	Staff costs were as follows	
		Period
		ended
		31 December 2006
		\$
	Wages and salaries	54,733
	Social security costs	7,120
	Other pension costs	6,185
		68,038
	The average monthly number of employees, including the directors, during the perio	d was as follows
		Period ended
		31 December
		2006
		No.
		1
4.	AUDITORS' REMUNERATION	
	Fees payable to the auditors during the period ended 31 December 2006 are those firms of Ernst & Young only	payable to member
	The auditors' remuneration for services provided to the Company during the year 6 2006 was \$6,610 made up as follows	ended 31 December
		2006
		\$
	Audit of the Consequel statements	6.640
	Audit of the financial statements	6,610

NOTES TO THE FINANCIAL STATEMENTS For the period ended 31 December 2006

5. INTEREST PAYABLE

Period ended 31 December 2006 \$

On loans from group undertakings

370,597

6. TAXATION

FACTORS EFFECTING TAX CHARGE FOR THE PERIOD

The tax assessed for the period is lower than the standard rate of corporation tax in the UK (30%). The differences are explained below

Period ended 31 December 2006 \$

Loss on ordinary activities before tax

(5.373.585)

Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 30%

(1,612,076)

EFFECTS OF:

UK tax losses carried forward

1,612,076

CURRENT TAX CHARGE FOR THE PERIOD (see note above) FACTORS THAT MAY AFFECT FUTURE TAX CHARGES

There were no factors that may affect future tax charges

The Company has tax losses of \$5,373,585 that are available indefinitely for offset against future taxable profits. Deferred tax assets have not been recognised in respect of these losses due to uncertainty as to whether such amounts will be realised.

NOTES TO THE FINANCIAL STATEMENTS For the period ended 31 December 2006

7. TANGIBLE FIXED ASSETS

	Electronic equipment \$
COST	
Additions	13,110
At 31 December 2006	13,110
DEPRECIATION	
At 2 August 2005 and 31 December 2006	
NET BOOK VALUE	
At 31 December 2006	<u> 13,110</u>

NOTES TO THE FINANCIAL STATEMENTS For the period ended 31 December 2006

8.	FIXED ASSET INVESTMENTS			
				Shares in subsidiary undertaking \$
	COST			
	Additions at cost			75,090
	At 31 December 2006			75,090
	The following was the subsidiary undertaking of the com-	pany		
		Incorporated	Shareholding %	Activity
	OOO Zauralneftegaz	Russia	100	Gas and oil exploration
9.	DEBTORS			
				2006 \$
	Amounts owed by group undertakings Prepayments and accrued income			4 5,000
				5,004
10. AMC	CREDITORS: UNTS FALLING DUE WITHIN ONE YEAR			
				2006 \$
	Trade creditors			58,766
	Other creditors Accruals and deferred income			110,000 277,415
				446,181

NOTES TO THE FINANCIAL STATEMENTS For the period ended 31 December 2006

11 CREDITORS:

AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

2006

Amounts due to group undertakings (including accrued interest)

4.965.494

The loan from group undertaking is unsecured, carries interest at 14% per annum and is repayable in 2011. Interest is added to the loan principal until the earlier of 9 November 2008 or the achievement of certain turnover targets.

12. SHARE CAPITAL

2006

AUTHORISED, ALLOTTED, CALLED UP AND FULLY PAID

50 Ordinary Class A shares of £1 each 50 Ordinary Class B shares of £1 each

88.50

88.50

177

During the period the company allotted 50 A ordinary and 50 B ordinary shares of £1 each. The allotment of these shares was the consideration for the acquisition of OOO Zauralneftegaz, a company incorporated in Russia. The shares were valued at \$75,090.

The A and B ordinary shares of £1 rank pari passu other than the A ordinary shares have an additional vote at general meeting thereby giving the A Ordinary shareholder control of the company

13. RESERVES

Share premium account

Premium on shares issued during the period

74,913

At 31 December 2006

74,913

14.	RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS	
		2006
		\$
	Opening shareholders' funds	(E 272 E0E
	Loss for the period Shares issued during the period	(5,373,585) 177
	Share premium on shares issued (net of expenses)	74,913
	Closing shareholders' funds	(5,298,495
15.	NET CASH FLOW FROM OPERATING ACTIVITIES	
		Period
		ended 31 December
		2006
		\$
	Operating loss	(5,002,988)
	Increase in debtors Increase in amounts owed by group undertakings	(5,000) (4)
	Increase in creditors	446,181
	NET CASH OUTFLOW FROM OPERATIONS	(4,561,811)
16.	ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN CASH FLOW	STATEMENT
		Period
		ended 31 December
		2006
		\$
	RETURNS ON INVESTMENTS AND SERVICING OF FINANCE	
	Interest paid	(370,597
		Period
		ended 31 December
		2006
		\$
	CAPITAL EXPENDITURE AND FINANCIAL INVESTMENT	
	Purchase of tangible fixed assets	(13,110

NOTES TO THE FINANCIAL STATEMENTS For the period ended 31 December 2006

Period ended 31 December 2006 \$

FINANCING

Long term loans due to group undertakings

4,965,494

17. ANALYSIS OF CHANGES IN NET DEBT

	2 August 2005 \$	Cash flow	Other non-cash changes \$	31 December 2006
Cash at bank and in hand	<u>-</u>	19,976		19,976
DEBT:				·
Debts falling due after more than one year	-		(4,965,494)	(4,965,494)
NET DEBT		19,976	(4,965,494)	(4,945,518)
DELATED DADTY TRANSACTIONS				

18. RELATED PARTY TRANSACTIONS

a) The following transactions occurred between the company and companies in the Baltic Oil Terminals PLC Group

	Amount \$	Nature of transaction
Baltic Oil Terminals Plc	45,539	Interest payable
Caspian Finance Limited	325,058	Interest payable
Baltic Oil Terminals Plc	525,000	Management fee payable
Caspian Finance Limited	4,069,897	Loans received
Total	4.965.494	

NOTES TO THE FINANCIAL STATEMENTS For the period ended 31 December 2006

	Due from \$	Due to \$
Baltic Oil Terminals Plc	2	570,539
Caspian Finance Ltd	2	4,394,955
Total	_4	4.965.494

b) The company was charged a management fee of \$435,000 by Siberian Energy Group Inc, the holder of all of the B ordinary shares of £1 The net balance due to Siberian Energy Group Inc at 31 December 2006 was \$109,998

The directors are not aware of any other related party transactions which have to be disclosed under Financial Reporting Standard 18 "Related Party Transactions"

19. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The ultimate controlling party and parent undertaking is Baltic Oil Terminals Plc, a public company incorporated in Great Britain, copies of whose accounts can be obtained from www balticoilterminals com