

**Free English Language Translation  
From Spanish Version**

**Elektra Noreste, S.A.**

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

Financial Statements for the years ended December  
31, 2013 and 2012 and Independent Auditors'  
Report of February 21, 2014

# **Elektra Noreste, S. A.**

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

## **Independent Auditors' Report and Financial Statements 2013 and 2012**

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**Free English Language Translation  
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Independent Auditors' Report**

To the Board of Directors of  
**Elektra Noreste, S.A.**

We have audited the accompanying balance sheet of **Elektra Noreste, S.A.** as of December 31, 2013 and the related statements of income, of changes in shareholders' equity and of cash flows for the year then ended. The financial statements are responsibility of the Company's Management. Our responsibility is to express an opinion on the financial statements based on our audits. The financial statements of the Company for the year ended December 31, 2012, were audited by other auditors, whose report, dated March 8, 2013, reported an unqualified opinion for this period.

***Management's Responsibility for the Financial Statements***

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

***Auditor's Responsibility***

Our responsibility is to express an opinion on the financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by Management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

***Opinion***

In our opinion, the financial statements referred to above presents fairly, in all material respects, the financial position of **Elektra Noreste, S.A.** as of December 31, 2013, the results of its operations and its cash flows for the year then ended in accordance with Generally Accepted Accounting Principles in the United States of America.



February 21, 2014

Panama, Republic of Panama

**Elektra Noreste, S. A.**

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

**Balance sheet**

**December 31, 2013 and 2012**

(Expressed in United States dollars)

Assets	Notes	2013	2012	Liabilities and Shareholders' Equity	Notes	2013	2012
Current assets:				Current liabilities:			
Cash and cash equivalents		4,958,418	41,773,932	Accounts payable:			
Accounts receivable:				Generation and transmission	9	77,147,180	64,344,564
Trade and others, net	3, 6	88,627,561	94,148,307	Suppliers	9	14,161,802	16,475,758
Regulatory asset	2, 16	4,185,753	-	Construction contracts		15,162,943	12,835,758
Accounts receivable, net		92,813,314	94,148,307	Regulatory liability	2, 16	-	1,865,247
Inventory		14,606,082	14,880,139	Government subsidy	14	4,069,994	-
Prepaid income tax		2,003,465	-	Income tax payable		-	17,630,523
Deferred income tax	2, 10	-	1,519,420	Deferred income tax	10	197,836	-
Other current assets		1,417,463	1,276,641	Customers' deposits	11	2,133,020	2,029,216
Total current assets		115,798,742	153,598,439	Withholding taxes to employees		432,457	641,189
Property, plant, and equipment, net	7	340,018,355	305,705,566	Total accounts payable		113,305,232	115,822,255
Other assets:				Interest payable on debt		3,801,163	3,835,057
Unemployment trust fund		2,492,098	2,126,939	Accrued expenses		2,806,366	2,811,260
Security deposits		102,609	103,573	Total current liabilities		119,912,761	122,468,572
Intangibles, net	8	7,659,647	7,502,318	Long-term debt	12	196,214,768	196,263,963
Tools and spare parts		601,809	517,303	Customers' deposits and other liabilities:			
Total other assets		10,856,163	10,250,133	Deferred income tax	10	2,429,278	2,549,031
				Customers' deposits	11	4,565,510	4,483,248
				Provision for contingencies	18	129,640	78,610
				Other accrued liabilities		2,330,191	2,334,959
				Total liabilities		325,582,148	328,178,383
Total assets		466,673,260	469,554,138	Commitments and contingencies	18		
				Shareholders' equity:			
				Authorized and issued common stock: 50,000,000			
				shares without par value; Stock in treasury: 160,031	13	106,098,875	106,098,875
				Retained earnings		34,992,237	35,276,880
				Total shareholders' equity		141,091,112	141,375,755
				Total liabilities and shareholders' equity		466,673,260	469,554,138

The accompanying notes are an integral part of these financial statements

**Elektra Noreste, S.A.**

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

**Income statement****For the years ended December 31, 2013 and 2012**

(Expressed in United States dollars)

	Notes	2013	2012
Revenues:			
Energy sales		535,846,311	539,909,412
Other revenues	15	11,795,650	10,335,629
Total revenues		547,641,961	550,245,041
Purchase of energy and transmission charges, net	16	428,656,502	437,450,512
Gross distribution margin		118,985,459	112,794,529
Operating expenses:			
Labor and other personnel		9,140,249	8,884,992
Severance expenses		269,795	399,493
Provision for doubtful account, net of recoveries		1,816,188	983,173
Repair and maintenance		3,366,771	3,175,275
Professional services		15,965,876	14,520,558
Depreciation and amortization	7, 8	19,263,763	16,885,962
Administrative and other		9,146,191	10,334,357
Loss on disposal of fixed asset	7	582,235	776,053
Total operating expenses		59,551,068	55,959,863
Operating income		59,434,391	56,834,666
Other income (expense):			
Other income		365,644	951,433
Interest income		1,951,175	1,009,386
Interest expense	17	(11,062,254)	(8,282,478)
Total other expenses		(8,745,435)	(6,321,659)
Income before income taxes		50,688,956	50,513,007
Income taxes:			
Current	10	13,358,182	20,920,100
Deferred -expense (benefit)		1,597,502	(5,684,922)
Total income taxes		14,955,684	15,235,178
Net income		35,733,272	35,277,829

The accompanying notes are an integral part of these financial statements

**Elektra Noreste, S.A.**

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

**Statements of Changes in Equity****For the years ended December 31, 2013 and 2012**

(Expressed in United States dollars)

	Notes	Common Stock	Treasury Stock	Retained Earnings	Total Equity
<b>Balance as of January 1, 2012</b>		106,642,962	(544,087)	41,812,767	147,911,642
Net income		-	-	35,277,829	35,277,829
Dividends paid	13	-	-	(42,432,437)	(42,432,437)
Accredited prepaid dividend tax	13	-	-	1,124,737	1,124,737
Prepaid dividend tax	13	-	-	(506,016)	(506,016)
<b>Balance as of December 31, 2012</b>		106,642,962	(544,087)	35,276,880	141,375,755
Net income		-	-	35,733,272	35,733,272
Dividends paid	13	-	-	(35,276,880)	(35,276,880)
Accredited prepaid dividend tax	13	-	-	1,411,075	1,411,075
Prepaid dividend tax	13	-	-	(2,152,110)	(2,152,110)
<b>Balance as of December 31, 2013</b>		<u>106,642,962</u>	<u>(544,087)</u>	<u>34,992,237</u>	<u>141,091,112</u>

The accompanying notes are an integral part of these financial statements

**Elektra Noreste, S.A.**

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

**Statement of Cash Flows****For the years ended December 31, 2013 and 2012**

(Expressed in United States dollars)

	Notes	2013	2012
Cash flows from operating activities:			
Net income		35,733,272	35,277,829
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization		19,263,763	16,885,962
Loss on disposal of fixed asset		582,235	776,053
Provision for doubtful accounts, net of recoveries		1,816,188	983,173
Amortization in Discount of senior notes		52,618	48,790
Amortization of debt issuance costs		259,865	180,562
Provision for severance payments net of contribution to severance fund		(16,258)	33,817
Deferred income tax		1,597,503	(5,684,922)
Regulatory asset and liability		(6,051,000)	18,237,446
Change in operating assets and liabilities:			
Accounts receivable		3,704,559	(19,637,451)
Inventory		274,058	(6,906,112)
Other assets		(352,489)	522,354
Trade accounts payable and other liabilities		12,671,262	1,712,396
Government subsidy	14	4,069,994	-
Income tax		(19,633,988)	14,408,474
Seniority premium		(91,387)	(100,289)
Net cash provided by operating activities		<u>53,880,195</u>	<u>56,738,082</u>
Cash flows from investing activities:			
Acquisition of fixed assets		(54,432,575)	(45,821,743)
Proceeds from sales of fixed assets		116,459	308,691
Net cash used in investing activities		<u>(54,316,116)</u>	<u>(45,513,052)</u>

(Continues)

**Elektra Noreste, S.A.**

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

**Statement of Cash Flows****For the years ended December 31, 2013 and 2012**

(Expressed in United States dollars)

	Notes	2013	2012
Cash flows from financing activities:			
Repayment of short-term debt		-	(10,000,000)
Proceeds from issuance debt		-	80,000,000
Debt issuance costs		(361,678)	(1,036,089)
Accredited prepaid dividend tax	13	1,411,075	1,124,737
Prepaid dividend tax	13	(2,152,110)	(506,016)
Dividends paid	13	<u>(35,276,880)</u>	<u>(42,432,437)</u>
Net cash (used) provided in financing activities		<u>(36,379,593)</u>	<u>27,150,195</u>
Cash and cash equivalents:			
Net (decrease) increase for the year		(36,815,514)	38,375,225
Beginning of year		<u>41,773,932</u>	<u>3,398,707</u>
End of year		<u>4,958,418</u>	<u>41,773,932</u>
Supplemental disclosure of cash flow information:			
Cash paid during the year for:			
Interest, net of amounts capitalized		<u>10,642,895</u>	<u>7,761,175</u>
Income taxes		<u>32,988,901</u>	<u>6,006,640</u>

The accompanying notes are an integral part of these financial statements

(Concludes)

# **Elektra Noreste, S. A.**

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

## **Notes to Financial Statements**

**For the years ended December 31, 2013 and 2012**

(In US Dollars)

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### **1. Nature of Operations and Basis of Presentation**

Elektra Noreste, S.A. (the “Company”) is a corporation formed 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 capital stock of the Company consists of fifty million common shares without par value. At present, Panama Distribution Group, S.A. (“PDG”) owns 51% of the authorized, issued, and outstanding common shares of the Company, while the Government of Panama and former employees of IRHE own 48.25% and 0.43%, respectively. The remaining amount of shares is held as treasury stock.

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

According to the concession contract described in Note 15, the Company has exclusive rights for the distribution and commercialization of electric energy to customers located in the geographical areas of Panama East, Colon, Panama Bay, the Comarca Kuna Yala and Darien. Exclusive rights in the distribution phase also includes “large customers,” which are defined by Law 6 dated February 3, 1997, as customers with a peak demand over 100 KW per site, who are allowed to purchase energy directly from other agents of the electricity market.

The initial concession area is delimited to the geographical area to 1,000 meters around existing power lines of any voltage, which previously comprised up to 500 meters. After three years, the concession area gradually expands every two years 1,000 meters from existing power lines of any voltage up to 5,000 meters. With this new condition, the Company is required to incorporate in a term of 10 years all the communities that are less than 5,000 meters from the existing lines at the effective day of this concession contract.

#### ***Basis of Presentation***

The financial statements have been prepared in accordance with Generally Accepted Accounting Principles in the United States of America (“US GAAP”).

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

### **2. Summary of Significant Accounting Policies**

A summary of significant accounting policies used in the preparation of the accompanying financial statements are as follows:

#### **2.1 Cash and Cash Equivalents**

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

## **Elektra Noreste, S. A.**

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### **Notes to Financial Statements**

**For the years ended December 31, 2013 and 2012**

(In US Dollars)

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#### **2.2 *Accounts Receivable***

Accounts receivable are recorded at the invoiced amount and bear interest on past due balances. Interests are recognized until the customer account is closed, which occurs approximately 60 days after electric power service has been suspended. It is the Company's policy to review outstanding accounts receivable balances on a monthly basis and adjust the allowance for uncollectible accounts.

The Company establishes an allowance for losses if it determines that amounts may not be collectible. The Company estimates the allowance based on the length of time the debt has been past due, factors or conditions affecting its customers, and historical experience. Account balances are written off after collection efforts and the potential for recovery are considered remote. The Company does not have any off-balance-sheet credit risk related to its customers.

#### **2.3 *Inventory***

Inventory primarily includes materials and supplies for internal consumption. The tools and spare parts are considered part of the inventory but are classified as non-current assets. Inventory is stated at cost or at market value, the lower of the two. Cost is determined using the average cost method.

#### **2.4 *Property, Plant, and Equipment***

Property, plant and equipment purchases and construction in progress are recorded at original cost, which includes: material, labor, transportation costs, overhead and financing 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, plant and equipment are capitalized as well as disbursements for major improvements. Costs associated with repairs and minor replacements are expensed as incurred. Major maintenance costs that do not extend the useful life by improving the conditions of the asset to the condition it had when originally purchased are also expensed. In addition, the Company also capitalizes interest during the construction period in accordance with the (Accounting Standard 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, in accordance with 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 expected deducted future cash flows generated by the asset or group of assets, a loss due to deterioration is recognized and the asset is recorded at market value. The fair value can be determined by the use of quoted market prices, appraisals or other valuation techniques, such as expected future discounted value. Management's judgment is required in both deciding whether testing for recoverability is necessary and for estimating the discounted cash flows. As of December 31, 2013 and 2012, no impairment of long-lived assets was identified.

Gains or losses on property, plant and equipment are recognized when the assets are retired or sold. The difference between the net book value of the asset and any income received for the asset is recorded as a gain or loss in the income statement.

**Elektra Noreste, S. A.**

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**Notes to Financial Statements****For the years ended December 31, 2013 and 2012**

(In US Dollars)

Depreciation and amortization are calculated on a straight-line method over the estimated useful life of the assets. The estimated useful life used for each fixed asset category is shown below:

	<b>Estimated useful life (in years)</b>
Poles, towers, and accessories	30
Electric transformers	30
Underground conductors and ducts	30 - 35
Overhead conductors and accessories	12 - 30
Substation equipment	12 - 30
Consumer meters	20 - 30
Buildings and improvements	50
Public lighting equipment	25
Transportation equipment	8
Communications equipment	8 to 25
Office furniture and equipment	5 to 20

**2.5 Debt Issuance Costs**

The Company defers all costs related to the issuance of long-term debt. These costs include commission costs 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 and is presented net of the long term debt in the balance sheet of the Company.

**2.6 Purchased Energy and Transmission Charges**

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

In addition, the Company also pays a regulated rate to Empresa de Transmisión Eléctrica, S.A. ("ETESA"), a wholly-owned company by the Panamanian Government, for the connection and use of the transmission system. ETESA is responsible for expanding and upgrading the transmission system to meet the demand's growth requirements and the system's stability. The current transmission rate which due date was until June 30, 2013, is being reviewed and is in force until ETESA and the ASEP determine the new rate for the next four-year period.

## **Elektra Noreste, S. A.**

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

### **Notes to Financial Statements**

**For the years ended December 31, 2013 and 2012**

(In US Dollars)

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#### **2.7 Income Tax**

The income tax includes both the current and deferred tax. The current income tax refers to the estimated income tax payable on taxable income of the fiscal year using the rate in effect at the balance sheet date. Deferred income tax is recognized for the effects of all temporary differences between the book and tax basis of assets and liabilities.

The deferred income tax is accounted for under the asset and liability method as prescribed by ASC 740, "Income Tax". The deferred tax assets and liabilities are recognized for the future tax consequences attributable to the differences between the value of assets and liabilities presented in the financial statements and their respective tax basis. Deferred tax assets and liabilities are measured based on the application of the tax rate established for taxable income in the year 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. A valuation allowance is recorded to reduce the value of deferred tax assets, when it is not probable that tax benefits can be completely realized.

#### **2.8 Customer Deposits**

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

The ASEP has issued Resolutions AN 411-Elec (November 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, in other words, the client has had no more than three late payments in a twelve-month period, the deposit shall be returned to the customer. The Company classifies the deposits of customers who do not meet the condition of having good payment record as non-current liabilities.

#### **2.9 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 18)

#### **2.10 Seniority Premium and Unemployment Trust Fund**

According to the Panamanian Labor Code, upon the termination of any employee contracted for an indefinite period of time, regardless the causes; the employee is entitled to a seniority premium at the rate of one week's salary for every year of work, since they were first employed. Seniority premiums represent 1.92% of total salaries paid and are presented under "Other accrued liabilities" on the balance sheet.

The Labor Code, as amended by Law 44 of August 12, 1995, requires all employers to establish an unemployment trust fund to cover the payment of the seniority premium and severance pay for unjustified dismissal or justified resignations. The Company maintains a trust fund through an authorized private entity, Progreso, S.A., which acts as trustee to secure severance fund liability. This trust fund is reported on the balance sheet under "Unemployment Trust Fund".

## **Elektra Noreste, S. A.**

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### **Notes to Financial Statements**

**For the years ended December 31, 2013 and 2012**

(In US Dollars)

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#### **2.11 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 created. The Panamanian Government retains an approximate fifty-one percent (51%) of participation in the hydraulic generating companies, a forty-nine percent (49%) participation in the thermoelectric-generating companies and distribution companies, and a one hundred percent (100%) participation in the transmission company. The Panamanian Government retained 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, sells energy to governmental institutions and makes payments to the transmission company. The Company recognizes these activities as related party transactions.

#### **2.12 Regulated Activity**

The Company is subject to regulation by the ASEP. This entity is responsible for regulating and establishing the final rates the Company charges to its customers. The Company maintains its accounting records in accordance with the Uniform System of Accounts prescribed for electric utilities by the ASEP.

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

Regulatory asset and (liability) reflected in the Company's balance sheet relate to the following:

	<b>2013</b>	<b>2012</b>	<b>Note</b>
Regulatory asset (liability)	4,185,753	(1,865,247)	See note 16
Deferred income tax - (liability) asset	(1,255,726)	559,574	See note 10
	<b>2,930,027</b>	<b>(1,305,673)</b>	

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 the related regulatory assets and liabilities that are not specifically recoverable through regulated rates. In addition, the Company would be required to determine if any deterioration exists to other assets, including property, plant and equipment and, if deterioration exists, they must be written down to their fair value.

#### **2.13 Revenue Recognition**

##### *Sale of energy*

The Company recognizes its revenues for energy sales when the energy is delivered to and consumed by customers. The Company bills customers based on meter readings that are performed on a systematic basis throughout the month. The applicable rates used to bill customers include energy cost and distribution components. The energy cost component operates as a "pass-through" and considers the energy purchased and transmission charges while the distribution components is set by the ASEP to allow distribution companies to recover the operating cost, maintenance, administration, and commercial expenses, 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, while the distribution components are adjusted based on the consumer price index.

## **Elektra Noreste, S. A.**

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

### **Notes to Financial Statements**

**For the years ended December 31, 2013 and 2012**

**(In US Dollars)**

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The Company recognizes as revenue the sale of energy that have not yet been invoiced, but where electricity has been consumed by customers. This revenue is recorded as unbilled revenue as part of the accounts receivable on the balance sheet and is calculated based on actual daily average energy and applicable rates to the customers of the Company.

#### *Other revenues*

The Company recognizes connection and reconnection charges, pole rentals, and toll charges when the service is rendered. These charges are included in other operating revenue in the income statement.

#### **2.14 Use of Estimates**

The preparation of the financial statements in accordance with US Generally Accepted Accounting Principles requires Management to make estimates and assumptions that affect the reported amounts of assets, 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 on the evaluation made by Management of the relevant facts and judgments. Actual results could differ from these estimates. The most significant estimates include but are not limited to, the useful life for depreciation and amortization, allowances for doubtful accounts, estimates of future cash flows associated with asset deterioration, loss contingencies, recovery or refund of regulated asset (liability) and estimated unbilled revenue.

#### **2.15 Intangible, Net**

The Company's intangible assets consist of: i) cost of development and licenses of applications obtained for internal use, which are amortized using the straight-line method based on a useful life of up to 15 years ii) the compensations and indemnities paid to constitute easements required for the passage of its distribution grid. These easements are constituted as permanents so the Company classifies these assets as having an indefinite useful life, therefore are not subject to amortization.

### **3. Concentration of Credit Risk**

The Company is exclusively engaged in the distribution and marketing of energy to customers located in its concession area. The Company does not believe that significant risk of loss due to concentration of credit risk exists, given the large number of customers that comprise its customer base and their geographical dispersion. Additionally, the Company also believes that its potential credit risk is adequately covered by the allowance for doubtful accounts.

## **Elektra Noreste, S. A.**

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

### **Notes to Financial Statements**

**For the years ended December 31, 2013 and 2012**

**(In US Dollars)**

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#### **4. Environment**

The Company is subject to a number of laws and regulations related to the environment, health and safety. In July 1998, the Panamanian Government passed a law creating an environmental protection agency (National Environmental Authority “ANAM”) and imposed new environmental standards for the protection of the environment that have an effect on the Company’s operations. Failure to comply with these standards, laws, and regulations for the protection of the environment may require additional investments or may adversely affect the Company’s financial results. Provisions for issues related to the environment are recorded when it is probable that a liability has been incurred and the amount of the liability can be reasonably estimated based on existing regulations. These are adjusted periodically due to new assessments and remediation efforts or as additional technical and legal information become available. As of December 31, 2013 and 2012, the Company has determined that there are no breaches of rules and regulations that require it to establish a provision for damages or remediation to the environment and given that the company only provides the service of energy distribution it considers that in case it is required to establish a liability for obligations of disposition of assets with risks to the environment, this would be immaterial.

Costs for environmental protection are capitalized if they extend the useful life of the property, increase its capacity and mitigate or prevent contamination from future operations. Costs associated with the treatment and environmental pollution clean-up are charged to expense.

#### **5. New Accounting Standards**

The Company adopted or will adopt the recent accounting standards listed below, if applicable, according to their respective effective dates.

In October 2012, the FASB issued the Accounting Standard Update 2012-04 (ASU 2012-04) “Technical Corrections and Improvements.” This update clarifies the Codification, corrects the application of guidelines, and makes minor improvements to the Codification, which is not expected to have significant effects on current accounting practice or create a significant administrative cost to most organizations. In addition, the amendments will make the Codification easier to understand for the measuring guide of the fair cost to be easier to apply by removing inconsistencies and by providing the necessary clarifications. This amendment is divided in two sections: Technical Corrections and Updates (Section “A”) and Amendments Related to the Fair Value Measurements (Section “B”). The amendments in Section “A” have been categorized as follows: 1) Amendments to source literature, which were due to differences between them and the Codification; 2) Clarification and correction in the reference guides, which provide clarification through updates in the writing style, correction of references or a combination of both, and 3) Relocation Guide, it mainly moves guidance from their current location in the Codification to a more appropriate location. The amendments in Section “B” are intended to comprise terminology and make clear certain guidance in various topics of the Codification for it to fully reflect the fair value measurement and the requirements of disclosure to Topic 820. This update will be effective for public entities for fiscal years beginning after December 15, 2012 and for non-public entities for fiscal years beginning after December 15 2013. The adopting of this update did not have an impact on the financial statements of the Company.

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In February 2013, the FASB issued Accounting Standards Update (ASU) 2013-02, "Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income." This update requires entities to provide information about amounts reclassified out of accumulated other comprehensive income by component. In addition, entities are required to present, either on the face of the statement where net income is presented or in the notes, significant amounts reclassified out of accumulated other comprehensive income by the respective line items of net income but only if the amount reclassified is required under US GAAP to be reclassified to net income in its entirety in the same reporting period. For other amounts that are not required under US GAAP to be reclassified in their entirety to net income, entities are required to cross-reference to other disclosures required under US GAAP that provide additional detail on these amounts. For public entities, the amendments are effective prospectively for reporting periods beginning after December 15, 2012. For nonpublic entities, the amendments are effective prospectively for reporting periods beginning after December 15, 2013. Early adoption is permitted. The adoption of this accounting standard did not have an impact on the Company's financial statements.

**6. Accounts Receivable - Trade and Other, Net**

At December 31, 2013 and 2012, accounts receivable - trade and other are presented below:

	<b>December 31, 2013</b>	<b>December 31, 2012</b>
Customers	68,552,619	55,921,774
Government and municipal entities (Note 14)	<u>18,766,254</u>	<u>10,327,149</u>
	87,318,873	66,248,923
Supplied energy, unbilled	9,872,600	10,227,530
Government susidy (Note 14)	-	24,904,524
Other	<u>3,063,529</u>	<u>2,283,281</u>
Provision for doubtful accounts	<u>100,255,002</u>	<u>103,664,258</u>
	(11,627,441)	(9,515,951)
Total	<u>88,627,561</u>	<u>94,148,307</u>

The total accounts receivable - customers for year 2012 includes balances due from subsidies granted by the Panamanian Government to customers through the Rate Stabilization Fund (Fondo de Estabilización Tarifaria ("FET"), in Spanish) and the Energy Compensation Fund (Fondo de Compensación Energética ("FACE"), in Spanish) in the amount of US\$5,075,438 and US\$19,829,086, respectively, which are presented as Government subsidy in this note. The FET is given to customers with consumption of less than 500 kWh per month and is also granted when the Panamanian Government agrees to subsidize the tariff adjustments.

The FACE was created by Cabinet Resolution No.174 of November 8, 2011, which approved the creation of a Trust Agreement for the establishment of this fund which aims to compensate the energy distribution companies for the amounts owed to them by the updating of electricity rates due to the commitment acquired by the Panamanian Government to mitigate the transfer of the inflation imported to the country due to increases in fuel prices. The Trust Agreement provides that in the periods in which the rates submitted by the electricity distribution companies and verified by the ASEP result above current rates applied to customers of the previous semester, the FACE will be used to offset these increases, otherwise, the difference will be refunded to the FACE to compensate the disbursements during the previous rate periods. On June 26, 2012 the Cabinet Council issued Resolution No.64 approving the Panamanian Government to compensate the energy distribution companies for the amounts they failed to receive through the semiannual and monthly tariff (partial) adjustments by means of payments from the FACE.

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For the first semester of 2012 the company submitted to the ASEP the balance of the required compensation for amounts failed to receive through the update of electricity rates for the first half of 2012 according to the actual invoice for the sum of US\$46,950,634. On July 25, 2012 through Resolution No.5463 ASEP acknowledged the whole of that amount as income lost and notified the Electricity Transmission Company, S.A. (ETESA) and Elektra Noreste, S.A. the amount to be transferred by way of this rate compensation.

On August 22, 2012 the ASEP issued Resolution No.5532, establishing that the current rate of the first half of 2012 would be applied for the second half of 2012, with a 1.25% increase for customers with Simple Low Voltage Rate (BTS) and 10% for the remainder of the rates and the amounts failed to receive through the semiannual rate update will be compensated to the distribution companies with a Government contribution, as set out in the Cabinet Resolution No.64 of 2012.

Through Resolution No. 5917 of January 28, 2013, the ASEP notified the Company that the amount of US\$19,829,086 was to be transferred to offset the income loss through the rate update according to the actual billing in the amount of US\$27,151,488 for the second half of 2012, net of US\$7,322,402 in credit balances for Variation in Fuel surcharge for the period from July to December 2012.

As of December 31, 2013, the Company charged against the allowance for doubtful accounts the amount of US\$54,642 (2012: US\$500,000) and recovered balances on accounts previously written off in the amount of US\$349,945 (2012: US\$330,203).

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**7. Property, Plant, and Equipment, Net**

At December 31, 2013 and 2012, the property, plant and equipment are as follows:

	<b>2013</b>	<b>2012</b>
Poles, towers and accessories	96,731,866	91,689,107
Electric transformers	56,314,376	51,563,186
Underground conductors and ducts	84,595,817	71,116,800
Consumer services	32,349,097	31,754,881
Overhead conductors and accessories	42,755,924	34,165,114
Substation equipment	56,768,116	55,110,776
Consumer meters	35,819,733	33,308,614
Buildings and improvements	16,618,673	14,936,273
Public lighting equipment	14,489,967	14,018,291
Transportation and communication equipment	5,819,335	5,443,414
Office furniture and equipment	8,132,178	9,526,663
Other	7,688,299	6,565,646
	<u>458,083,381</u>	<u>419,198,765</u>
Less: accumulated depreciation and amortization	<u>(174,797,759)</u>	<u>(166,468,847)</u>
	 283,285,622	 252,729,918
Constructions in progress	48,992,803	46,107,863
Land	<u>7,739,930</u>	<u>6,867,785</u>
	 <u>340,018,355</u>	<u>305,705,566</u>
<b>Total</b>		

As of December 31, 2013, the Company incurred in losses in the amount of US\$582,235 (2012: US\$776,053), as a result of fixed assets write-off. These losses are reported in the income statement under the item loss from asset disposal. As of December 31, 2013, the Company capitalized interest in the amount of US\$1,349,555 (2012: US\$1,114,056). (See Note 17)

As of December 31, 2013, the depreciation expense on property, plant and equipment was in the amount of US\$17,819,399 (2012: US\$15,750,280).

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**8. Intangibles, Net**

The intangibles assets held by the Company includes intangibles of indefinite and finite life, which are amortized over their estimated useful life. The details of these are presented below:

	<b>2013</b>	<b>2012</b>
<b>Finite life intangibles:</b>		
Costs of development and license	13,095,149	11,493,410
Accumulated amortization	<u>(6,473,075)</u>	<u>(5,038,460)</u>
	6,622,074	6,454,950
<b>Indefinite life Intangibles:</b>		
Easement	<u>1,037,573</u>	<u>1,047,368</u>
Intangible, net	<u>7,659,647</u>	<u>7,502,318</u>

As of December 31, 2013, the amortization expense for intangible assets was US\$1,444,364 (2012: US\$1,135,682).

The amortization of intangible assets for the period from December 31, 2014 through 2018 is as follows:

	<b>2014</b>	<b>2015</b>	<b>2016</b>	<b>2017</b>	<b>2018</b>
Estimated amortization	<u>1,853,983</u>	<u>967,972</u>	<u>704,408</u>	<u>515,647</u>	<u>450,508</u>

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**9. Accounts Payable**

**Generation and Transmission** - at December 31, 2013 and 2012, the accounts payable to generation and transmission companies are as follows:

	<b>2013</b>	<b>2012</b>
<b>Non-related parties</b>		
Inversiones y Desarrollo Balboa, S.A.	-	353,265
Panam Generating Ltd.	14,848,554	14,185,917
Pedregal Power Company	1,350,759	723,528
Térmica del Caribe, S.A.	6,289,429	5,795,229
Sistema de Generación, S.A.	3,726,458	3,591,372
Generadora del Atlántico, S.A.	4,507,660	2,822,808
Alternegy, S.A.	2,501,464	1,198,779
Bontex, S.A.	541,608	501,011
Other	<u>4,528,543</u>	<u>2,588,276</u>
	38,294,475	31,760,185
<b>Related parties</b>		
AES Panamá, S.A.	4,784,677	7,787,849
Autoridad del Canal de Panamá	2,786,460	3,473,123
Empresa de Distribución Eléctrica Metro Oeste, S. A.	151,498	62,979
Empresa de Distribución Eléctrica Chiriquí, S. A.	550	7
Empresa de Generación Eléctrica Bahía Las Minas Corp.	13,711,866	12,060,284
Empresa de Generación Eléctrica	1,258,658	-
ENEL Fortuna, S.A.	13,387,332	6,762,731
Energía y Servicios de Panamá, S.A.	842,726	736,476
Empresa de Transmisión Eléctrica, S.A.	<u>1,928,938</u>	<u>1,700,930</u>
	<u>38,852,705</u>	<u>32,584,379</u>
Total	<u>77,147,180</u>	<u>64,344,564</u>

**Suppliers** – At December 31, 2013 and 2012 the accounts payable to suppliers are as follows:

	<b>2013</b>	<b>2012</b>
<b>Construction contracts</b>		
Maintenance and repair	373,716	228,990
Inventory and materials	5,310,058	6,301,937
Technical and professional services	3,350,100	3,561,587
Other	<u>1,461,292</u>	<u>1,789,920</u>
	<u>3,666,636</u>	<u>4,593,324</u>
Total	<u>14,161,802</u>	<u>16,475,758</u>

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**10. Income Tax**

The provision for income tax is determined based on book income before income taxes, adjusted for non-taxable income and non-deductible expenses, if any. The standard rate of income tax is 30%.

The difference between the provision for income taxes for the periods ended December 31, 2013 and 2012 and the tax calculated using the enacted statutory tax rate of 30% for income before income taxes reported in the financial statements is attributable to the following:

	<b>2013</b>	<b>2012</b>
<b>Income tax:</b>		
Computed at statutory rate	15,206,687	15,153,902
Decrease in income tax due to non-taxable income	(272,242)	(34,478)
Increase in income tax due to non-deductible expenses	18,033	115,599
Adjustment to prior year income tax	<u>3,206</u>	<u>155</u>
 Total income tax	 <u>14,955,684</u>	 <u>15,235,178</u>

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

	<b>2013</b>	<b>2012</b>
Current deferred income tax assets:		
Provision for doubtful accounts	936,687	649,149
Regulatory liability (Note 2)	-	559,574
Others	<u>525,603</u>	<u>310,697</u>
Total deferred income tax assets	<u>1,462,290</u>	<u>1,519,420</u>
 Current deferred income tax liability:		
Government subsidy	(404,400)	-
Regulatory asset (Note 2)	<u>(1,255,726)</u>	<u>-</u>
Total deferred income tax liability	<u>(1,660,126)</u>	<u>-</u>
 Current deferred income tax (liability) assets, net	 <u>(197,836)</u>	 <u>1,519,420</u>
 Non-current deferred income tax asset:		
Provision for contingencies	<u>38,892</u>	<u>23,582</u>
 Non-current deferred income tax liabilities:		
Unemployment trust fund	(221,944)	(189,649)
Depreciation expense applicable to future periods	<u>(2,246,226)</u>	<u>(2,382,964)</u>
 Non-current deferred income tax liabilities, net	 <u>(2,429,278)</u>	 <u>(2,549,031)</u>

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In accordance with tax regulations, the income tax returns of companies incorporated in the Republic of Panama are subject to review by the tax authorities for the past three years. The years beginning after 2011 are subject to examination by the tax authority, although no tax examination is scheduled or in process. The years prior to 2011 are considered closed periods.

Pursuant to ASC 740, "Income Taxes", the Company is required to recognize the effects on the financial statements effects of tax positions if they meet a "more-likely-than-not" threshold. In evaluating the items relative to this threshold, the Company must assess whether each tax position will be sustained based 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 made against its final settlement. These are referred to as liabilities for unrecognized tax benefits under ACS 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 the tax authorities to allow these positions when and if examined and has a high confidence level in the technical merits of these positions. Accordingly, Management expects the full amount of the tax position to be finally made in the financial statements.

**Investment tax credit**

During 2001, the Company received an investment tax credit in the amount of US\$13,673,745, which was granted by the Panamanian Government under a law that promoted incentive infrastructure investments to expand distribution network of electricity. The tax credit can be applied as a reduction of up to 25% of the income tax incurred in the fiscal period, until 100% of the tax credit is spent in future years. The Company has been using this tax credit over the years. All of this credit has already been used.

Due to the tax benefit received, the Company is not allowed to deduct for tax purposes the depreciation expense related to investment in infrastructure by the sum of US\$13,673,745, which will have a total tax effect of US\$4,102,123.

**11. Customers' Deposits**

The activity in the customer deposit accounts is as follows:

	<b>2013</b>	<b>2012</b>
Beginning balance	6,512,464	6,288,703
Deposits received from customers	2,089,532	2,240,208
Interest accrued	143,325	128,752
Deposits returned to customers	(1,903,973)	(2,023,348)
Interest paid	(142,818)	(121,851)
Ending balance	6,698,530	6,512,464
Current portion	2,133,020	2,029,216
Long-term portion	4,565,510	4,483,248

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**12. Debt**

The Company has contracts for lines of credit facilities 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 value of credit lines as of December 31, 2013 of US\$125,000,000 (2012: US\$135,500,000), with annual interest rates of LIBOR between one (1) to three (3) or six (6) months, plus a margin between 1.25% to 2.5%. Credit lines are not subject to warranty and are available for a maximum period of one year. The minimum rate of these revolving arrangements is between 2% and 4.125%. The Company uses these credit facilities as needed for working capital or other needs. These credit facilities have a ranking of "pari passu" with other unsecured "senior" obligations and unsubordinated obligations of the Company. The credit facilities include, among other provisions, an indicator of debt coverage which sets a debt limit not exceeding 3.25 of its EBITDA.

**Long-term debt**

The balance of the long-term debt is detailed as follows:

	<b>2013</b>	<b>2012</b>
<b>Long-term documents payable:</b>		
Senior Notes due 2021	100,000,000	100,000,000
Corporate Bonds due 2018	20,000,000	20,000,000
Senior Notes due 2027	80,000,000	80,000,000
Less: Debt issuance costs	(3,234,034)	(3,132,221)
Senior notes discount	<u>(551,198)</u>	<u>(603,816)</u>
Long-term debt	<u>196,214,768</u>	<u>196,263,963</u>

**Senior notes 2021**

The Company has notes payable under a senior debt agreement ("Senior Notes") totaling US\$100,000,000 which have a balance of US\$99,448,802 net of US\$551,198 of unamortized discount as of December 31, 2013. The notes have a fixed interest rate of 7.6%, payable semi-annually, and maturing in 2021. Principal payment is due upon maturity. The notes are not guaranteed and are not subordinated. The Company may redeem the Senior Notes, partially or as a whole, at any time prior to their maturity if they meet certain conditions including, payment of a premium. Obligations include among other provisions a debt coverage ratio indicator, which sets a debt limit not to exceed 3.25 times its EBITDA.

In the occurrence of an event of default under the terms and conditions of the Indenture, the Trustee, at the request of the bond holders keeping not less than 25% in the principal amount and if it is expected that such event of default remains, will immediately declare all bonds due and payable.

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**Corporate bonds 2018**

On October 20, 2008, in a public offering, the Company offered corporate "Bonds" with a face value of US\$40,000,000 unsecured and unsubordinated with a maturity date of October 20, 2018. On such date, US\$20,000,000 of these corporate bonds were signed and issued with Banco General, S.A. The bonds have a ranking of pari passu with other unsecured and not guaranteed obligations of the Company. The bonds will bear interest at LIBOR plus 2.375% per annum, payable on a quarterly basis. Principal is due upon maturity. The proceeds from the offering of the bonds will be used to fund current and future capital expenditures and for general corporate purposes. The bonds are subject to additional terms and conditions which are customary for this transaction. The Company may redeem the bonds, in whole or in part, at the third anniversary from the date of the offer.

Failure to comply with the terms of the contract resulting from one or more grounds of early maturity and these would have not been corrected within the stipulated time, the Administrative Agent may, on behalf of the registered holders of the bond, issue a declaration of acceleration, which will be informed to the Company, and in whose date of issue, all bonds of the issuance will automatically become overdue obligations and the Company will be requested to contribute with the necessary amount to cover the principal of the bonds issued and outstanding and the interest earned on them, whether in arrears or ordinary, and all and any expenses, fees, or other amounts owed by the issuer.

**Senior Notes 2027**

On December 6, 2012, the Company entered into a Note Purchase Agreement with a group of investors which individually and not jointly agreed to purchase from the Company a total of US\$80,000,000 in Corporate Notes or Senior Notes. The notes were agreed at a fixed rate of 4.73% payable semi-annually, with a maturity date of December 13, 2027 and will be issued pursuant to the Indenture Agreement signed between the Company and The Bank of New York Mellon in its capacity as trustee, which is dated December 11, 2012.

With reference to the Note Purchase Agreement and the Indenture Agreement, the Company signed on December 13, 2012 a Bridge Loan Agreement where the Company agrees to issue unencumbered promissory notes ("Bridge Notes,") payable to each of the purchasers for a total of US\$80,000,000. In turn, each of the purchasers agrees to transfer funds corresponding to each of the Bridge Notes to the Company. The Agreement provides that the Bridge Notes will bear annual interest of 4.73% cumulative from the date the funds are transferred, with a maturity date of February 1, 2013 or on the date of termination of the Loan Agreement, whichever occurs first. The Loan Agreement may be terminated by mutual agreement of the parties or in case of not issuing the Corporate Notes or Senior Notes. The Loan Agreement requires the Company to maintain and ensure it has indebtedness capacity in funds available in its credit lines facilities along with its cash equivalents for an amount in excess of the amount to be paid for the termination of this agreement.

The Notes Purchasing Agreement was signed on January 17, 2013, and the Corporate Notes or Corporate Senior Notes were delivered to the buyers. Therefore on this same date the Company and the buyers confirm that the conditions of the Note Purchase Agreement have been met and the Company is released of payment obligations under the Bridge Notes and the Financing Agreement. The payment price signed under the issuance of Corporate Notes or Senior Notes should be satisfied with the cancellation of the Bridge Notes and the payment obligations set in the Financing Agreement without any additional payment by the buyers to the Company.

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During the time the Indenture Agreement remains outstanding, the Company shall comply with the terms of the agreements, some of which are indicated below:

- Prohibition of creating assuming, incurring or suffering any Lien on any of the properties or assets of the Company or its subsidiaries.
- Not allowing any Subsidiary, in one or a series of transactions, to consolidate or merge with any company or to assign or transfers, all or most of its property, assets or revenues to any company (other than a Subsidiary of the Company) or allow any company (other than a Subsidiary of the Company) to merge with or into it.
- Not allowing the ratio of Consolidated Total Indebtedness to Consolidated EBITDA for the then most recently ended four fiscal quarters to exceed 3.50x. The Consolidated Total Indebtedness to Consolidated EBITDA may exceed 3.50x during a period of eligible acquisition or capital investment, no more than twice during the term of the Notes, provided that during such the Consolidated Total Indebtedness to Consolidated EBITDA Ratio does not exceed 4.0x

Upon the occurrence of an Event of Default, the Trustee shall, at the request of the Holders declare all Notes due and payable immediately. Upon the Notes becoming immediately due and payable, the Company shall pay the Trustee an amount equal to the sum of the principal amount of the Notes outstanding, all interest accrued thereon, any additional amounts, and the Make-Whole Amount (the "Event of Default Redemption Amount"), as calculated by the Company and informed to the Trustee in writing. For the purposes of the Event of Default Redemption Amount, the "Make-Whole Amount" shall equal the difference between (i) the sum of (a) the present value of the expected future principal and interest cash flows from the Notes (minus any accrued interest), discounted at a per annum rate equal to the then-current Treasury Note Yield, closest to the remaining weighted average life on the Notes calculated at the time of payment of the Event of Default Redemption Amount and (b) 0.50% per annum and (ii) the principal amount of the outstanding Notes.

As of December 31, 2013, the Company amortized debt issuance costs in the amount of US\$259,865 (2012: US\$180,653). The issuance costs are being amortized using the method of effective interest applied at the period of the debt.

### **13. Tax on Dividends and Treasury Stocks**

During the year ended December 31, 2013, dividends were declared for the amount of US\$35,276,880 (2012: US\$42,432,437).

#### **Tax on Dividends**

Shareholders pay a tax on dividends of 10 percent (10%), which is withheld from dividends received. If dividends are not distributed or if the total distribution is less than forty percent (40%) of the net taxable income, an advance of the dividend tax of four percent on net income, is to be paid until the time to declare dividends on profits. This rate of four percent (4%) is called "Prepaid Dividend Tax" and is considered an advance on dividend tax. The prepaid dividend tax paid is recorded and presented as a reduction of shareholders' equity or as an increase when it is credited because of the filing of the tax on dividends. During the periods ended on December 31, 2013, the Company made payments on the prepaid dividend tax in the amount of US\$2,152,110 (2012: US\$506,016), and was credited the sum of US\$1,411,075 (2012: US\$1,124,737) in advance to dividend tax.

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**Treasury Stocks**

In 1998, as a consequence of the privatization process, former IRHE's employees had the option to purchase a portion of the common stock of the Company at a discount price. In the event that employees wish to sell their previously acquired stock, the Company is no longer required to repurchase the stock.

**14. Related Parties Balances and Transactions**

In the normal course of business, the Company purchases electricity from generation and other distribution companies, it sells energy to government institutions and makes payments to the transmission company. These transactions are made under the terms and conditions of the power purchase agreements and the transmission rates, see Notes 2 and 15. A summary of the balances and transactions resulting from the purchase and sale of energy with related parties is as follows:

	<b>2013</b>	<b>2012</b>
<b>Balances</b>		
Accounts receivable (customers) - Government (Note 6)	18,766,254	10,327,149
Accounts receivable Government Subsidy (Note 6)	-	24,904,524
Accounts payable (Government Subsidy)	4,069,994	-
Accounts payable (generation and transmission)(Note 9)	38,852,705	32,584,379
<b>Transactions</b>		
Sale of energy	58,518,197	114,553,765
Purchase of energy	198,629,505	195,237,639
Transmission costs	16,442,506	12,499,959

**15. Other Revenues**

Other revenues are composed of the following:

	<b>2013</b>	<b>2012</b>
Connection/reconnection fees	711,040	691,132
Pole rentals	3,698,018	3,669,293
Toll fees	6,897,624	5,575,781
Other income	488,968	399,423
 Total	 11,795,650	 10,335,629

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**16. Purchase of Energy and Transmission Charges, net**

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

	<b>2013</b>	<b>2012</b>
Purchase of energy	417,987,803	406,421,201
Transmission charges	16,719,699	12,791,865
Regulatory asset (liability) variation	<u>(6,051,000)</u>	<u>18,237,446</u>
 Total purchase of energy and transmission, net	 <u>428,656,502</u>	 <u>437,450,512</u>

**Regulated Activity**

Changes resulting from the increase and/or decrease on the recovery of these energy costs are reflected under the line of energy purchases and transmission charges in the income statements. The cumulative amount receivable/payable is presented in the assets (liabilities) account on the balance sheet until these amounts are billed or reimbursed to customers. The regulatory asset (liability) includes six months of current information of fuel price, plus six months of estimated fuel price information.

For the last several years, the regulatory asset (liability) has not been fully transferred to customers in the form of a rate increase; the amount not invoiced to customers has been subsidized by the Panamanian Government. As of December 31, 2013, the Government Subsidy payable is for US\$4,069,994 (2012: a government subsidy receivable for US\$24,904,524) (see Note 2).

As of December 31, 2013, the Company has regulatory liability recorded in books for an amount of US\$4,185,753 (2012: regulatory liability in the amount of US\$1,865,247) that are presented as “regulatory assets or liabilities” in the balance sheet as a result of the cumulative changes resulting from the cost of energy considered for the electric rate versus the actual cost of energy purchased. The regulatory asset includes a receivable balance of US\$875,308, accumulated during the first half of 2013 to be recovered from customers in the tariff adjustment for the first half of 2014, and a receivable balance of US\$3,310,445 accumulated during the second half of 2013, to be recovered from customers in the tariff adjustment of the second semester of 2014.

**17. Cost of Interests**

The Company capitalizes the portion of interest costs associated with construction in progress. The following is a summary of interest costs incurred:

	<b>2013</b>	<b>2012</b>
Interest costs capitalized (Note 7)	1,349,555	1,114,056
Interest costs charged to expenses	<u>11,062,254</u>	<u>8,282,478</u>
 Total interest costs incurred	 <u>12,411,809</u>	 <u>9,396,534</u>

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**18. Commitments and Contingencies****Commitments**

The rules of purchase for the contract market, established by Resolution No. 991 AN-Elec of July 11, 2007, as amended, set minimum recruitment obligations to distribution companies in medium and long term related to power and energy. The power must be contracted to cover the maximum demand generation of the company and energy should be hired according to the associated energy required. ETESA must make calls to the Acts of Concurrency to meet the needs of power and energy to final customers of electricity distribution companies and ensuring that minimum levels of recruitment are fulfilled to the distribution companies. The Company enters routinely in purchase contracts having different number and length requirements as part of its obligation to distribute and sell electricity to regulated customers. The Company shall recover the costs associated with these obligations in future rates to customers. In addition, all energy supply contracts are signed by the Company to meet its obligations to distribute energy to customers.

In compliance with the Electricity Act of 1997, the Company negotiated long-term purchase contracts with generation companies. These contracts cover most of the contribution of its regulated customers from the total of the peak electricity demand and works to limit any associated energy cost. Historically, the Company contracts in an annual basis 95% to 99%, approximately, of its total energy requirement on the contract market. As of December 31, 2013 and 2012, the Company purchased approximately 97% of its total energy requirements through energy purchase contracts in the contract market. These contracts include both a fixed charge based on the energy capacity requirements and a variable charge based on energy consumed. These contracts for the purchase of energy and capacity qualify under the accounting exceptions for derivative instruments given that they fall within the conditions for normal purchases and normal sales according to what is prescribed by ASC 815, "Derivatives and Hedging".

The Empresa de Transmision Electrica, S.A. (ETESA) is responsible for preparing the tenders for the purchase of energy on behalf of the distribution companies. Tenders are received, evaluated and awarded by ETESA and then assigned to each distribution company based on their requirements. Distribution companies are required to sign contracts based on the successful tenders.

The Company has various unconditional long-term contractual obligations related to the purchase of energy capacity. The aggregate amount of payments required for such liabilities is presented as follows:

<b>Year</b>	<b>Payment Obligation</b>
2014	106,091,931
2015	99,954,590
2016	93,074,409
2017	125,333,223
thereafter	<u>1,530,583,280</u>
<b>Total</b>	<b><u>1,955,037,433</u></b>

As of December 31, 2013 the Company made expenditures for the amount of US\$95,793,151 (2012: US\$88,319,247) on such unconditional long-term contracts, recorded under purchase of energy and transmission charges, net, on the income statements.

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The Company and the workers' union negotiate a Labor Collective Agreement every four years. The current Agreement expired in 2012 and a new agreement was signed at January 4, 2013. These agreements do not hold or consider additional material commitments besides those established in the labor law.

**Operation Leases**

The Company signed a non-cancellable lease agreement for a seven-year period, whose term began in May 2007, for the use of the offices and operating facilities. In October 2013, an automatic extension for an additional three years was requested; the maturity is until April 2017. As of December 31, 2013, the minimum rental payments required under this non-cancellable operating lease, starting or held for a period in excess of one year are:

	<b>Payment obligation</b>
2014	542,248
2015	558,515
2016	575,271
2017	<u>194,113</u>
<b>Total</b>	<b><u>1,870,147</u></b>

As of December 31, 2013 the total operating lease expense was US\$1,829,835 (2012: US\$1,884,096)

**Guarantees**

The Company has provided limited guarantees to generation companies in order to provide for credit assurance and the fulfillment of obligations under the energy purchase agreements. These guarantees are not recognized on the balance sheet, because the Company believes that it will be able to comply with the provisions of these contracts, and therefore it is unlikely that the guarantees are to 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 energy purchase agreement is in place. The aggregate guarantee amount for the fulfillment guarantees amount to US\$43,157,780. The Company has also issued a guarantee in favor of the ASEP in the amount of US\$15,000,000 pursuant with clause 53 of the Concession Contract

The Company holds letters of credit for US\$3,887,597 in favor of ETESA guaranteeing the payment of transmission costs and energy purchases on the spot energy exchange market.

**Concession Contract**

The Company has exclusive rights to install, own, and operate an energy distribution network, and to supply energy to end customers other than 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.

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### **Notes to Financial Statements**

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The concession agreement was signed on October 22, 1998 for a 15-year term. On October 22, 2012, the regulator issued the notice of convocation for the competitive process of open participation for the sale of the majority of the shares of the company. The current owner, Panama Distribution Group, S.A. (“PDG”) may participate in this process, and if its bid is equal or higher than the highest bid made by other competitors, it will then retain ownership of the majority of the shares. If on the contrary, another competitor offers a higher price, then the property will be awarded to such competitor and the offered price will be given to the current owner of the shares (“PDG”). In any case, a new 15-year concession will be granted, without any payment to the Panamanian Government. On October 15, 2012, the ASEP issued Resolution No.5655, establishing that the current owners of the majority package are prequalified due to their condition of current operators of the concession. According to the timetable established by the ASEP, the reception of prequalification document was on June 2013. On August 9, 2013, PDG won the concession for 15 more years. This concession period began October 22, 2013.

The Concession Contract establishes provisions related to the Concessionaire’s obligation in the provision of service, the prohibition of the separation of the majority shares package, the obligation to deliver technical and financial information periodically to the ASEP, compliance with the technical quality standards (quality standards, measurement standards, and operation regulations of the CND), payment of a control fee, supervision and monitoring by the ASEP, which cannot be transferred to users through the tariff.

### **Contingencies**

As result of issues arising in the ordinary course of business, the Company is or may be involved in legal, tax and regulatory proceedings before various courts, regulatory commissions, and governmental agencies. The Company recognizes a provision when it is likely that a liability has been incurred and the amount of the associated loss can be reasonably estimated. The Company is unable to predict the outcome of various legal proceedings, ultimate outcome of these proceedings, but after consideration of these provisions it is not expected that the final results of these process will have a material impact on the Company’s financial position or on the result of operations.

As of December 31, 2013 the Company has recorded the sum of US\$129,640 (2012: US\$78,610) to cover potential losses that may occur as a result of third party claims. These reserves are reported in the balance sheet in “Provision for contingencies”. Following is the most representative case:

### **Litigations**

The ASEP through Resolution AN No.3473-Elec of May 10, 2010, modified Resolution JD-5863, dated February 17, 2006, which contains Title IV of the Distribution and Commercialization Regime, which contains a provision on its article number 22, entitling the ASEP to review at the end of each rate period the maximum allowable income “IMP” approved versus actual revenue received to determine whether the variations are within a reasonable range. The variation in sales, in the amount and/or type of customer and/or the cost of supplies or labor will not be taken into consideration, in a different way to the one reflected by the IPC of the Comptroller General of the Republic. Although the procedure for calculating and adjusting any unreasonable excess has yet to be defined and established by the ASEP, the position of the Company’s management is that as of December 31, 2013 there is no contingency loss to be recorded in the Financial Statements as a consequence of this particular provision under the above mentioned resolution. This conclusion is based on: i) the final outcome still in progress related to the appeal of this article filed in the Supreme Court by another power distribution company; ii) in case the regulatory entity approves a resolution to adjust any unreasonable excess, the Company has the right to file an appeal at the Supreme Court which is an independent body and the final instance that will decide on this particular matter; and iii) there is no written nor approved procedure to calculate and adjust what could be deemed by the regulatory body as an unreasonable excess, any calculation would be highly subjective. An unfavorable resolution to that effect could have a significant negative impact on the financial statements of the Company. In spite of the above, the Resolution AN-3574-Elec dated June 25, 2010, which approved the “Maximum Allowed Income” for the July 2010 - June 2014 rate period has no adjustment related to the previous rate period (July 2006 to June 2010).

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**19. Fair Value of Financial Instruments**

The estimated fair values of financial instruments as of December 31, 2013 and 2012 are based on the information available at the date of the balance sheet. The Company has no knowledge of any factors that may significantly affect the estimated fair values of the financial assets and liabilities such as cash, account receivables-customers, severance funds, accounts payable, short-term and long-term debt; and customer deposits. The Company uses the following methods and assumptions for estimating the disclosure of fair value of financial instruments:

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

The cumulative amount is close to the fair value because of the short maturity of those instruments.

**Long-Term Debt**

The fair value of long-term debt with fixed rate for the issuance of "Senior" Bonds for the amount of US\$100,000,000 and the Senior Notes for US\$80,000,000 has been determined with input from level 1 using quoted prices in active markets for identical liabilities to which the Company can be accessed at the measurement date prices.

The fair value of long-term debt with variable interest rates for the issuance of corporate bonds for an amount of US\$20,000,000, has been determined with input from level 3 using a methodology of discounted cash flow based on available market information. These estimates are subjective in nature and involve uncertainties. Therefore, actual results may differ from these estimates.

The estimated fair values of the financial instruments are as follows:

	2013		2012	
	Cumulative Amount	Fair value	Cumulative Amount	Fair value
Long-term debt	200,000,000	208,389,236	200,000,000	222,867,014

**20. Subsequent Events**

The Company evaluated all events and transactions that took place between the date of the balance sheet and the date the financial statements were issued and it determined that additional disclosures were not required.

The Company has begun the process of conversion and evaluation of the adjustments and financial impacts for the adoption of International Financial Reporting Standards, for which the year 2013 has been established as a transition year and the first financial statements in accordance with these rules will be issued on December 31, 2014.

**21. Approval of financial statements**

The financial statements were approved by the Board and authorized for issuance on February 21, 2014.

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