

VAALCO ENERGY INC /DE/

Form 10-K/A

May 04, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 10-K/A**

Amendment No. 1

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(Mark One)

ANNUAL REPORT UNDER TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF  
1934

For the fiscal year ended December 31, 2005

OR

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF  
1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 0-20928

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**VAALCO Energy, Inc.**

(Exact name of registrant as specified on its charter)

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Delaware  
(State or other jurisdiction of

76-0274813  
(I.R.S. Employer

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incorporation or organization)

Identification No.)

4600 Post Oak Place

Suite 309

Houston, Texas 77027

(Address of principal executive offices) (Zip Code)

(Registrant's telephone number, including area code): (713) 623-0801

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Securities registered under Section 12(b) of the Exchange Act:

Title of each class	Name of exchange on which registered
Common Stock, \$.10 par value	American Stock Exchange

Securities registered under Section 12(g) of the Exchange Act: None

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Indicate by check mark if the registrant is a well-known seasoned issuer as defined in Rule 405 of the Securities Act Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15d of the Act Yes  No

Indicate by check mark whether the registrant (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark if no disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act) Yes  No

The aggregate market value of the voting and non-voting common equity of the registrant held by non-affiliates, as of March 1, 2006 was \$364,394,350.

As of March 1, 2006, there were outstanding 57,576,315 shares of common stock, \$0.10 par value per share, of the registrant.

Documents incorporated by reference: Definitive proxy statement of VAALCO Energy, Inc. relating to the Annual Meeting of Stockholders to be filed within 120 days after the end of the fiscal year covered by this Form, which is incorporated into Part III of this 10-K.

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We are providing this Amendment to Form 10-K to amend certain incorrect dates in the Report of Independent Registered Public Accounting Firm within Item 9A. Controls and Procedures.

**PART I**

**Item 1. Business**

**BACKGROUND**

VAALCO Energy, Inc., a Delaware corporation incorporated in 1985, is a Houston-based independent energy company principally engaged in the acquisition, exploration, development and production of crude oil and natural gas. VAALCO owns producing properties and conducts exploration activities as operator in Gabon, West Africa. Domestically, the Company has minor interests in the Texas Gulf Coast area. As used herein, the terms Company and VAALCO mean VAALCO Energy, Inc. and its subsidiaries, unless the context otherwise requires. The Company's corporate headquarters are located at 4600 Post Oak Place, Suite 309, Houston, Texas 77027 where the telephone number is (713) 623-0801.

VAALCO's Gabon subsidiaries are VAALCO Gabon (Etame), Inc. and VAALCO Production (Gabon), Inc. VAALCO Energy (USA), Inc. holds interests in certain properties located in the United States.

In connection with a merger with 1818 Oil Corp. in 1998, the Company issued to the 1818 Fund II, L.P. (the 1818 Fund ) common stock and preferred stock, representing approximately 65% of the outstanding voting power of the Company on an as converted basis (excluding options and warrants). On March 17, 2005, the 1818 Fund converted its remaining preferred stock into common stock at the rate of 2,750 shares of common stock per share of preferred stock, resulting in 18,334,250 shares of common stock being issued. In connection with the transaction, the holder exercised warrants to purchase 5,250,000 shares of common stock under a cashless exercise procedure and was issued 4,635,244 shares of common stock. The 614,756 shares which were used to pay the purchase price under the cashless exercise were placed in the treasury. The stock acquired by the conversion of preferred stock and exercise of the warrants and shares of common stock already held by the 1818 Fund, totaled 35,898,685 shares. These shares were sold in March 2005 in block sales over the American Stock Exchange with all proceeds going to the 1818 Fund. With the completion of the conversion of preferred stock and exercises of warrants, the Company has no preferred stock or warrants outstanding.

**RECENT DEVELOPMENTS**

The Company's primary source of revenue is from the Etame field located offshore the Republic of Gabon. The Company drilled one additional development well in the Etame field during 2005, the Etame 6H well. During 2005, the Etame field produced approximately 6.9 million bbls (1.6 million bbls net to the Company). The Etame field is located within the Etame Marin Block, where the Company discovered two additional fields in 2004, the Avouma field and the Ebouri field. The Avouma discovery is adjacent to the South Tchibala discovery drilled in the late 1970's by a previous operator, but never developed.

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During 2005, the Company received approval from the Gabon government for a joint development plan for the Avouma and South Tchibala discoveries. A platform is currently being constructed for installation during the summer of 2006, with first production from the Avouma/South Tchibala fields expected to occur in the fourth quarter of 2006. The Company anticipates receiving approval for a development plan for the Ebouri field in 2006. The Company drilled one exploration well on the Etame Block in 2005, the Avouma South No. 1, which did not encounter hydrocarbons.

In November 2005, the Company signed a production sharing contract for the Mutamba Irou block onshore Gabon. The five year contract awards the Company exploration rights to approximately 270,000 acres along the central coast of Gabon. The Company is currently gathering data from past operators of the area for interpretation and prospect delineation.

**AVAILABLE INFORMATION**

The Company files annual, quarterly and current reports, proxy statements and other information with the SEC. You may read and copy any document the Company files at the SEC's Public Reference Room at 450 Fifth Street, N.W., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the SEC's Public Reference Room. The Company's SEC filings are also available to the public at the SEC's website at [www.sec.gov](http://www.sec.gov).

You may also obtain copies of the Company's annual, quarterly and current reports, proxy statements and certain other information filed with the SEC, as well as amendments thereto, free of charge from the Company's website at [www.vaalco.com](http://www.vaalco.com). No information from the SEC or the Company's website is incorporated by reference herein. The Company has placed on its website copies of its Audit Committee Charter, Code of Business Conduct and Ethics, and Code of Ethics for the Chief Executive Officer and Chief Financial Officer. Stockholders may request a printed copy of these governance materials by writing to the Corporate Secretary, VAALCO Energy Company, 4600 Post Oak Place, Suite 309, Houston, TX 77027.

**GENERAL**

The Company's current strategy is to maximize the value of the reserves discovered in Gabon through exploitation of the Etame field, and development of the Avouma, South Tchibala and Ebouri discoveries. The Company has recently established an office in Aberdeen, Scotland with the intention of participating in the June 2006 bidding round for entrance into the Central Oil Basin and the Southern Gas Basin in the United Kingdom sector of the North Sea. The Company is also actively seeking additional opportunities in West Africa.

***International***

The Company's international strategy is to pursue selected opportunities that are characterized by reasonable entry costs, favorable economic terms, high reserve potential relative to capital expenditures and the availability of existing technical data that may be further developed using current technology. The Company believes that it has unique management and technical expertise in identifying international opportunities and establishing favorable operating

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relationships with host governments and local partners familiar with the local practices and infrastructure. The Company owns producing properties and conducts exploration activities as operator of two exploration licenses internationally in Gabon.

***Domestic***

The Company's domestic strategy is to produce existing reserves. There are no plans to drill new domestic wells at this time.

**CUSTOMERS**

Substantially all of the Company's crude oil and natural gas is sold at the well head at posted or indexed prices under short-term contracts, as is customary in the industry. In Gabon, the Company sells crude oil under a contract with Trafigura Beheer B.V. which runs for the calendar year 2006. While the loss of Trafigura as a buyer might have a material effect on the Company in the short term, management believes that the Company would be able to obtain other customers for its crude oil. Domestic production is sold under two contracts, one for oil and one for gas. The Company has access to several alternative buyers for oil and gas sales domestically.

**EMPLOYEES**

As of December 31, 2005, the Company had 16 full-time employees, nine of whom were located in Gabon. The Company also utilizes contractors to staff its international operations. The Company is not subject to any collective bargaining agreements and believes its relations with its employees are satisfactory.

**COMPETITION**

The oil and gas industry is highly competitive. Competition is particularly intense with respect to acquisitions of desirable oil and gas reserves. There is also competition for the acquisition of oil and gas leases suitable for exploration and the hiring of experienced personnel. In addition, the producing, processing and marketing of oil and gas is affected by a number of factors beyond the control of the Company, the effects of which cannot be accurately predicted.

The Company's competition for acquisitions, exploration, development and production include the major oil and gas companies in addition to numerous independent oil companies, individual proprietors, drilling and acquisition programs and others. Many of these competitors possess financial and personnel resources substantially in excess of those available to the Company, giving those competitors an enhanced ability to pay for desirable leases and to evaluate, bid for and purchase properties or prospects. The ability of the Company to generate reserves in the future will depend on its ability to select and acquire suitable producing properties and prospects for future drilling and exploration.

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**ENVIRONMENTAL REGULATIONS**

***General***

The Company's activities are subject to federal, state and local laws and regulations governing environmental quality and pollution control in the United States and also are subject to the laws and regulations of Gabon. In addition the Company is subject to the International Finance Corporation environmental guidelines. Although no assurances can be made, the Company believes that, absent the occurrence of an extraordinary event, compliance with existing laws, rules and regulations and the International Finance Corporation environmental guidelines regulating the release of materials in the environment or otherwise relating to the protection of the environment will not have a material effect upon the Company's capital expenditures, earnings or competitive position with respect to its existing assets and operations. The Company cannot predict what effect future regulation or legislation, enforcement policies, changes in International Finance Corporation environmental guidelines, and claims for damages to property, employees, other persons and the environment resulting from the Company's operations could have on its activities. In part because it is a developing country, it is unclear how quickly and to what extent Gabon will increase its regulation of environmental issues in the future; any significant increase in the regulation or enforcement of environmental issues by Gabon could have a material effect on the Company. Developing countries, in certain instances, have patterned environmental laws after those in the United States. However, the extent to which any environmental laws are enforced in developing countries varies significantly.

***Solid and Hazardous Waste***

The Company currently owns or leases, and in the past has owned or leased, properties that have been used for the exploration and production of oil and gas for many years. Although the Company has utilized operating and disposal practices that were standard in the industry at the time, hydrocarbons or other solid wastes may have been disposed or released on or under the properties owned or leased by the Company or on or under locations where such wastes have been taken for disposal. In addition, some of these properties are or have been operated by third parties. The Company has no control over such entities' treatment of hydrocarbons or other solid wastes and the manner in which such substances may have been disposed or released. State and federal laws applicable to oil and gas wastes and properties have gradually become stricter over time. The Company could in the future be required to remediate property, including groundwater, containing or impacted by previously disposed wastes (including wastes disposed or released by prior owners or operators, or property contamination, including groundwater contamination by prior owners or operators) or to perform remedial plugging operations to prevent future or mitigate existing contamination.

The Company generates wastes, including hazardous wastes that are subject to the federal Resource Conservation and Recovery Act ( RCRA ) and comparable state statutes. The Environmental Protection Agency ( EPA ) and various state agencies have limited the disposal options for certain wastes, including wastes designated as hazardous under RCRA and state analogs ( Hazardous Wastes ). Furthermore, it is possible that certain wastes generated by the Company's oil and gas operations that are currently exempt from treatment as Hazardous Wastes may in the future be designated as Hazardous Wastes under RCRA or other applicable statutes and, therefore, may be subject to more rigorous and costly disposal requirements.

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***Superfund***

The federal Comprehensive Environmental Response, Compensation and Liability Act ( CERCLA ), also known as the Superfund law, generally imposes joint and several liability for costs of investigation and remediation and for natural resource damages, without regard to fault or the legality of the original conduct, on certain classes of persons with respect to the release into the environment of substances designated under CERCLA as hazardous substances ( Hazardous Substances ). These classes of persons, or so-called potentially responsible parties ( PRPs ), include the current and certain past owners and operators of a facility where there has been a release or threat of release of a Hazardous Substance and persons who disposed of or arranged for the disposal of Hazardous Substances found at a site. CERCLA also authorizes the EPA and, in some cases, third parties to take actions in response to threats to the public health or the environment and to seek to recover from the PRPs the costs of such action. Although CERCLA generally exempts petroleum from the definition of Hazardous Substance, in the course of its operations, the Company has generated and will generate wastes that may fall within CERCLA's definition of Hazardous Substance. The Company may also be the owner or operator of sites on which Hazardous Substances have been released. To its knowledge, neither the Company nor its predecessors have been designated as a PRP by the EPA under CERCLA; the Company also does not know of any prior owners or operators of its properties that are named as PRPs related to their ownership or operation of such properties. States such as Texas have comparable statutes. In the event contamination is discovered at a site on which the Company is or has been an owner or operator, the Company could be liable for costs of investigation and remediation and material resource damages.

***Clean Water Act***

The Clean Water Act ( CWA ) imposes restrictions and strict controls regarding the discharge of wastes, including produced waters and other oil and natural gas wastes, into waters of the United States, a term broadly defined. These controls have become more stringent over the years, and it is probable that additional restrictions will be imposed in the future. Permits must be obtained to discharge pollutants into federal waters. The CWA provides for civil, criminal and administrative penalties for unauthorized discharges of oil and hazardous substances and of other pollutants. It imposes substantial potential liability for the costs of removal or remediation associated with discharges of oil or hazardous substances and other pollutants. State laws governing discharges to water also provide varying civil, criminal and administrative penalties and impose liabilities in the case of a discharge of petroleum or its derivatives, or other hazardous substances, into state waters. In addition, the EPA has promulgated regulations that may require the Company to obtain permits to discharge storm water runoff, including discharges associated with construction activities. In the event of an unauthorized discharge of wastes, the Company may be liable for penalties and costs.



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***Oil Pollution Act***

The Oil Pollution Act of 1990 ( OPA ), which amends and augments oil spill provisions of CWA, imposes certain duties and liabilities on certain responsible parties related to the prevention of oil spills and damages resulting from such spills in or threatening United States waters or adjoining shorelines. A liable responsible party includes the owner or operator of a facility, vessel or pipeline that is a source of an oil discharge or that poses the substantial threat of discharge, or in the case of offshore facilities, the lessee or permittee of the area in which a discharging facility is located. OPA assigns joint and several liability, without regard to fault, to each liable party for oil removal costs and a variety of public and private damages. Although defenses exist to the liability imposed by OPA, they are limited. In the event of an oil discharge or substantial threat of discharge, the Company may be liable for costs and damages.

The OPA also imposes ongoing requirements on a responsible party, including proof of financial responsibility to cover at least some costs in a potential spill. Certain amendments to the OPA that were enacted in 1996 require owners and operators of offshore facilities that have a worst case oil spill potential of more than 1,000 bbls to demonstrate financial responsibility in amounts ranging from \$10 million in specified state waters and \$35 million in federal outer continental shelf ( OCS ) waters, with higher amounts, up to \$150 million based upon worst case oil-spill discharge volume calculations. The Company believes that it has established adequate proof of financial responsibility for its offshore facilities.

***Air Emissions***

The Company's operations are subject to local, state and federal regulations for the control of emissions from sources of air pollution. Federal and state laws require new and modified sources of air pollutants to obtain permits prior to commencing construction. Major sources of air pollutants are subject to more stringent, federally imposed requirements including additional permits. Federal and state laws designed to control hazardous (toxic) air pollutants, might require installation of additional controls. Administrative enforcement actions for failure to comply strictly with air pollution regulations or permits are generally resolved by payment of monetary fines and correction of any identified deficiencies. Alternatively, regulatory agencies could bring lawsuits for civil penalties or require the Company to forego construction, modification or operation of certain air emission sources.

***Coastal Coordination***

There are various federal and state programs that regulate the conservation and development of coastal resources. The federal Coastal Zone Management Act ( CZMA ) was passed in 1972 to preserve and, where possible, restore the natural resources of the Nation's coastal zone. The CZMA provides for federal grants for state management programs that regulate land use, water use and coastal development.

In Texas, the Legislature enacted the Coastal Coordination Act ( CCA ), which provides for the coordination among local and state authorities to protect coastal resources through regulating land use, water, and coastal development. The act establishes the Texas Coastal Management Program ( CMP ). The CMP is limited to the nineteen counties that border the

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Gulf of Mexico and its tidal bays. The act provides for the review of state and federal agency rules and agency actions for consistency with the goals and policies of the Coastal Management Plan. This review may impact agency permitting and review activities and add an additional layer of review to certain activities undertaken by the Company.

***OSHA and other Regulations***

The Company is subject to the requirements of the federal Occupational Safety and Health Act ( OSHA ) and comparable state statutes. The OSHA hazard communication standard, the EPA community right-to-know regulations under Title III of CERCLA and similar state statutes require the Company to organize and/or disclose information about hazardous materials used or produced in its operations. The Company believes that it is in substantial compliance with these applicable requirements.

***International Finance Corporation Environmental Guidelines***

The loan agreement dated April 19, 2002 between one of the Company s subsidiaries and the International Finance Corporation requires the Company to comply with specified environmental guidelines. These guidelines set maximum air emission levels and liquid effluent amounts, impose requirements for proper onshore disposal of all solid and hazardous wastes, and require compliance with other similar environmental guidelines. In addition, the Company is required to utilize environmental best practices for drilling activities and produced water and chemical management, prepare emergency response and oil spill response plans, and implement monitoring and reporting procedures. The Company believes that it is in substantial compliance with all applicable International Finance Corporation environmental guidelines. However, if a project were found to be not in compliance with the guidelines, the International Finance Corporation financing could be in jeopardy.

**FORWARD-LOOKING STATEMENTS**

This Report includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, which are intended to be covered by the safe harbors created by those laws. The Company has based these forward-looking statements on its current expectations and projections about future events. These forward-looking statements include information about possible or assumed future results of the Company s operations. All statements, other than statements of historical facts, included in this Report that address activities, events or developments that the Company expects or anticipates may occur in the future, including without limitation, statements regarding the Company s financial position, reserve quantities and net present values, business strategy, plans and objectives of the Company s management for future operations are forward-looking statements. When the Company uses words such as anticipate, believe, estimate, expect, intend, plan, probably or similar expressions, the Company is making forward-looking statements. Risks and uncertainties may impact the matters addressed in these forward-looking statements.

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Some of the events or factors that could affect the Company's future results and could cause results to differ materially from those expressed in the Company's forward-looking statements include:

the volatility of oil and natural gas prices;

the uncertainty of estimates of oil and natural gas reserves;

the impact of competition;

the availability and cost of seismic, drilling and other equipment;

operating hazards inherent in the exploration for and production of oil and natural gas;

difficulties encountered during the exploration for and production of oil and natural gas;

difficulties encountered in delivering oil to commercial markets;

general economic conditions;

changes in customer demand and producers' supply;

the uncertainty of the Company's ability to attract capital;

compliance with, or the effect of changes in, the foreign governmental regulations regarding the Company's exploration and production;

actions of operators of the Company's oil and gas properties; and

weather conditions.

The information contained in this Report, including the information set forth under the heading "Risk Factors," identifies additional factors that could cause the Company's results or performance to differ materially from those the Company expresses in its forward-looking statements. Although the Company believes that the assumptions underlying its forward-looking statements are reasonable, any of these assumptions and therefore also the forward-looking statements based on these assumptions, could themselves prove to be inaccurate. In light of the significant uncertainties inherent in the forward-looking statements which are included in this Report, the Company's inclusion of this information is not a representation by the Company or any other person that the Company's objectives and plans will be achieved. When you consider the Company's forward-looking statements, you should keep in mind these risk factors and the other cautionary statements in this Report.

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The Company's forward-looking statements speak only as of the date made and the Company will not update these forward-looking statements unless the securities laws require the Company to do so. The Company's forward-looking statements are expressly qualified in their entirety by this cautionary statement. In light of these risks, uncertainties and assumptions, any forward-looking events discussed in this Report may not occur.

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**Item 1A. Risk Factors**

You should carefully consider the following risk factors in addition to the other information included in this report. If any of these risks or uncertainties actually occur, our business, financial condition and results of operations could be materially adversely affected. Additional risks not presently known to us or which we consider immaterial based on information currently available to us may also materially adversely affect us. In this section, the terms Vaalco, we, us and our refer to Vaalco and its subsidiaries, unless the context clearly indicates otherwise.

*Almost all of the value of our production and reserves is concentrated in a single field offshore Gabon, and any production problems or inaccuracies in reserve estimates related to this property would adversely impact our business.*

The Etame field, consisting of four producing wells, constituted almost 100% of our total production for the year ended December 31, 2005. In addition, at December 31, 2005, almost 100% of our total net proved reserves were attributable to this field. If mechanical problems, storms or other events curtailed a substantial portion of this production, or if the actual reserves associated with this producing property are less than our estimated reserves, our results of operations and financial condition could be materially adversely affected.

*Our results of operations and financial condition could be adversely affected by changes in currency exchange rates.*

Our results of operations and financial condition are affected by currency exchange rates. While oil sales are denominated in U.S. dollars, portions of our operating costs in Gabon are denominated in the local currency. An increase in the exchange rate of the local currency to the dollar will have the effect of increasing operating costs while a decrease in the exchange rate will reduce operating costs. The Gabon local currency is tied to the Euro. The exchange rate between the Euro and the U.S. dollar has fluctuated widely in response to international political conditions, general economic conditions and other factors beyond our control. The Euro appreciated substantially against the U.S. dollar in 2003 and 2004, while in 2005 the U.S. dollar appreciated against the Euro.

*A decrease in oil and gas prices may adversely affect our results of operations and financial condition.*

Our revenues, cash flow, profitability and future rate of growth are substantially dependent upon prevailing prices for oil and gas. Our ability to borrow funds and to obtain additional capital on attractive terms is also substantially dependent on oil and gas prices. Historically, world-wide oil and gas prices and markets have been volatile and are likely to continue to be volatile in the future. In 2005, medium/heavy sweet crude oils, which produce higher amounts of residual fuel oil, experienced weaker demand in the marketplace. This has resulted in those crude oils trading at a discount to their traditional benchmark. These crude oils are similar to those produced from the Etame Field, and the lower market price may have an adverse impact upon our results of operations.

Prices for oil and gas are subject to wide fluctuations in response to relatively minor changes in the supply of and demand for oil and gas, market uncertainty and a variety of additional factors

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that are beyond our control. These factors include international political conditions, the domestic and foreign supply of oil and gas, the level of consumer demand, weather conditions, domestic and foreign governmental regulations, the price and availability of alternative fuels and general economic conditions. In addition, various factors, including the effect of federal, state and foreign regulation of production and transportation, general economic conditions, changes in supply due to drilling by other producers and changes in demand may adversely affect our ability to market our oil and gas production. Any significant decline in the price of oil or gas would adversely affect our revenues, operating income, cash flows and borrowing capacity and may require a reduction in the carrying value of our oil and gas properties and our planned level of capital expenditures.

*Unless we are able to replace reserves which we have produced, our cash flows and production will decrease over time.*

Our future success depends upon our ability to find, develop or acquire additional oil and gas reserves that are economically recoverable. Except to the extent that we conduct successful exploration or development activities or acquire properties containing proved reserves, our estimated net proved reserves will generally decline as reserves are produced. There can be no assurance that our planned development and exploration projects and acquisition activities will result in significant additional reserves or that we will have continuing success drilling productive wells at economic finding costs. The drilling of oil and gas wells involves a high degree of risk, especially the risk of dry holes or of wells that are not sufficiently productive to provide an economic return on the capital expended to drill the wells. In addition, our drilling operations may be curtailed, delayed or canceled as a result of numerous factors, including title problems, weather conditions, political instability, economic/currency imbalances, compliance with governmental requirements or delays in the delivery of equipment and availability of drilling rigs. Our current domestic oil and gas properties are operated by third parties and, as a result, we have limited control over the nature and timing of exploration and development of such properties or the manner in which operations are conducted on such properties.

*Substantial capital, which may not be available to us in the future, is required to replace and grow reserves.*

We make, and will continue to make, substantial capital expenditures for the acquisition, exploitation, development, exploration and production of oil and gas reserves. Historically, we have financed these expenditures primarily with cash flow from operations, debt, asset sales, and private sales of equity. During 2005, we have participated, and in 2006 we will continue to participate, in the further exploration and development of the Etame Field offshore Gabon. We are the operator for the field and thus responsible for contracting on behalf of all the remaining parties participating in the project. We rely on the timely payment of cash calls by our partners to pay for the 69.65% share of the budget for which they are responsible. However, if lower oil and gas prices, operating difficulties or declines in reserves result in our revenues being less than expected or limit our ability to borrow funds, or our partners fail to pay their share of project costs, we may have a limited ability to expend the capital necessary to undertake or complete future drilling programs. We cannot assure you that additional debt or equity financing or cash generated by operations will be available to meet these requirements.

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*Our drilling activities require us to risk significant amounts of capital that may not be recovered.*

Drilling activities are subject to many risks, including the risk that no commercially productive reservoirs will be encountered. There can be no assurance that new wells drilled by us will be productive or that we will recover all or any portion of our investment. Drilling for oil and natural gas may involve unprofitable efforts, not only from dry wells, but also from wells that are productive but do not produce sufficient net revenues to return a profit after drilling, operating and other costs. The cost of drilling, completing and operating wells is often uncertain and cost overruns are common. Our drilling operations may be curtailed, delayed or canceled as a result of numerous factors, many of which are beyond our control, including title problems, weather conditions, compliance with governmental requirements and shortages or delays in the delivery of equipment and services.

*Weather, unexpected subsurface conditions and other unforeseen operating hazards may adversely impact our oil and gas activities.*

The oil and gas business involves a variety of operating risks, including fire, explosions, blow-outs, pipe failure, casing collapse, abnormally pressured formations and environmental hazards such as oil spills, gas leaks, ruptures and discharges of toxic gases, the occurrence of any of which could result in substantial losses to us due to injury and loss of life, severe damage to and destruction of property, natural resources and equipment, pollution and other environmental damage, clean-up responsibilities, regulatory investigation and penalties and suspension of operations. Our production facilities are also subject to hazards inherent in marine operations, such as capsizing, sinking, grounding, collision and damage from severe weather conditions. The relatively deep offshore drilling conducted by us overseas involves increased drilling risks of high pressures and mechanical difficulties, including stuck pipe, collapsed casing and separated cable. The impact that any of these risks may have upon us is increased due to the low number of producing properties we own.

We maintain insurance against some, but not all, potential risks; however, there can be no assurance that such insurance will be adequate to cover any losses or exposure for liability. The occurrence of a significant unfavorable event not fully covered by insurance could have a material adverse effect on our financial condition, results of operations and cash flows. Furthermore, we cannot predict whether insurance will continue to be available at a reasonable cost or at all.

*Our reserve information represents estimates that may turn out to be incorrect if the assumptions upon which these estimates are based are inaccurate. Any material inaccuracies in these reserve estimates or underlying assumptions will materially affect the quantities and present values of our reserves.*

There are numerous uncertainties inherent in estimating quantities of proved oil and gas reserves, including many factors beyond our control. Reserve engineering is a subjective process of estimating the underground accumulations of oil and gas that cannot be measured in an exact manner. The estimates incorporated by reference into this document are based on various assumptions required by the SEC, including unescalated prices and costs and capital

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expenditures, and, therefore, are inherently imprecise indications of future net revenues. Actual future production, revenues, taxes, operating expenses, development expenditures and quantities of recoverable oil and gas reserves may vary substantially from those assumed in the estimates. Any significant variance in these assumptions could materially affect the estimated quantity and value of reserves incorporated by reference in this document. In addition, our reserves may be subject to downward or upward revision based upon production history, results of future development, availability of funds to acquire additional reserves, prevailing oil and gas prices and other factors. Moreover, the calculation of the estimated present value of the future net revenue using a 10% discount rate as required by the SEC is not necessarily the most appropriate discount factor based on interest rates in effect from time to time and risks associated with our reserves or the oil and gas industry in general. It is also possible that reserve engineers may make different estimates of reserves and future net revenues based on the same available data.

The estimated future net revenues attributable to our net proved reserves are prepared in accordance with SEC guidelines, and are not intended to reflect the fair market value of our reserves. In accordance with the rules of the SEC, our reserve estimates are prepared using period-end prices received for oil and gas. Future reductions in prices below those prevailing at year-end 2005 would result in the estimated quantities and present values of our reserves being reduced.

A substantial portion of our proved reserves are or will be subject to service contracts, production sharing contracts and other arrangements. The quantity of oil and gas that we will ultimately receive under these arrangements will differ based on numerous factors, including the price of oil and gas, production rates, production costs, cost recovery provisions and local tax and royalty regimes. Changes in many of these factors do not affect estimates of U.S. reserves in the same way they affect estimates of proved reserves in foreign jurisdictions, or will have a different effect on reserves in foreign countries than in the United States. As a result, proved reserves in foreign jurisdictions may not be comparable to proved reserve estimates in the United States.

***We have less control over our foreign investments than domestic investments and turmoil in foreign countries may affect our foreign investments.***

Our international assets and operations are subject to various political, economic and other uncertainties, including, among other things, the risks of war, expropriation, nationalization, renegotiation or nullification of existing contracts, taxation policies, foreign exchange restrictions, changing political conditions, international monetary fluctuations, currency controls and foreign governmental regulations that favor or require the awarding of drilling contracts to local contractors or require foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction. In addition, if a dispute arises with foreign operations, we may be subject to the exclusive jurisdiction of foreign courts or may not be successful in subjecting foreign persons, especially foreign oil ministries and national oil companies, to the jurisdiction of the United States.

Private ownership of oil and gas reserves under oil and gas leases in the United States differs distinctly from our ownership of foreign oil and gas properties. In the foreign countries in which we do business, the state generally retains ownership of the minerals and consequently retains control of, and in many cases participates in, the exploration and production of hydrocarbon



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reserves. Accordingly, operations outside the United States may be materially affected by host governments through royalty payments, export taxes and regulations, surcharges, value added taxes, production bonuses and other charges.

Almost all of our proven reserves are located offshore of the Republic of Gabon. As of December 31, 2005, we carried a gross investment of approximately \$52.7 million on our balance sheet associated with the Etame field (\$35.7 million net of accumulated depletion, depreciation and amortization costs). We have operated in Gabon since 1995 and believe we have good relations with the current Gabonese government. However, there can be no assurance that present or future administrations or governmental regulations in Gabon will not materially adversely affect our operations or cash flows.

***Competitive industry conditions may negatively affect our ability to conduct operations.***

We operate in the highly competitive areas of oil exploration, development and production. We compete for the acquisition of exploration and production rights in oil and gas properties from foreign governments and from other oil and gas companies. These properties include exploration prospects as well as properties with proved reserves. Factors that affect our ability to compete in the marketplace include:

our access to the capital necessary to drill wells and acquire properties;

our ability to acquire and analyze seismic, geological and other information relating to a property;

our ability to retain the personnel necessary to properly evaluate seismic and other information relating to a property;

the location of, and our ability to access, platforms, pipelines and other facilities used to produce and transport oil and gas production;  
and

the standards we establish for the minimum projected return on an investment of our capital.

Our competitors include major integrated oil companies and substantial independent energy companies, many of which possess greater financial, technological, personnel and other resources than we do. Our competitors may use superior technology which we may be unable to afford or which would require costly investment by us in order to compete.

***Compliance with environmental and other government regulations could be costly and could negatively impact production.***

The laws and regulations of the United States and Gabon regulate our business. Our operations could result in liability for personal injuries, property damage, oil spills, discharge of hazardous materials, remediation and clean-up costs and other environmental damages. In addition, we could be liable for environmental damages caused by, among others, previous property owners or operators. As a result, substantial liabilities to third parties or governmental entities may be incurred, the payment of which could have a material adverse effect on our financial condition, results of operations and liquidity.

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These laws and governmental regulations, which cover matters including drilling operations, taxation and environmental protection, may be changed from time to time in response to economic or political conditions and could have a significant impact on our operating costs, as well as the oil and gas industry in general. In addition, the Company is subject to International Finance Corporation environmental guidelines published by the World Bank. While we believe that we are currently in compliance with environmental laws and regulations applicable to our operations in Gabon and the U.S., including those required by the International Finance Corporation, no assurances can be given that we will be able to continue to comply with such environmental laws and regulations without incurring substantial costs.

***If our assumptions underlying accruals for abandonment costs are too low, we could be required to expend greater amounts than expected.***

Almost all of our producing properties are located offshore. The costs to abandon offshore wells may be substantial. For financial accounting purposes, we adopted Statement of Financial Accounting Standards 143, *Accounting for Asset Retirement Obligations* on January 1, 2003. This Statement requires that the fair value of a liability for an asset retirement obligation be recognized in the period in which it is incurred by capitalizing it as part of the carrying amount of the long-lived assets. No assurances can be given that such reserves will be sufficient to cover such costs in the future as they are incurred.

***From time to time we may hedge a portion of our production, which may result in our making cash payments or prevent us from receiving the full benefit of increases in prices for oil and gas.***

We may reduce our exposure to the volatility of oil and gas prices by hedging a portion of our production. Hedging also prevents us from receiving the full advantage of increases in oil or gas prices above the maximum fixed amount specified in the hedge agreement. In a typical hedge transaction, we have the right to receive from the hedge counterparty the excess of the maximum fixed price specified in the hedge agreement over a floating price based on a market index, multiplied by the quantity hedged. If the floating price exceeds the maximum fixed price, we must pay the counterparty this difference multiplied by the quantity hedged even if we had insufficient production to cover the quantities specified in the hedge agreement. Accordingly, if we have less production than we have hedged when the floating price exceeds the fixed price, we must make payments against which there are no offsetting sales of production. If these payments become too large, the remainder of our business may be adversely affected. In addition, our hedging agreements expose us to risk of financial loss if the counterparty to a hedging contract defaults on its contract obligations.

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*We rely on our senior management team and the loss of a single member could adversely affect our operations.*

We are highly dependent upon our executive officers and key employees, particularly Messrs. Gerry and Scheirman. The unexpected loss of the services of any of these individuals could have a detrimental effect on us. We do not maintain key man life insurance on any of our employees.

*We rely on a single purchaser of our Gabon production, which could have a material adverse effect on our results of operations.*

We sell all of our crude oil production in Gabon to Trafigura Beheer B.V. The loss of Trafigura as a purchaser of our Gabon production could force the shut in of our Gabon production until the purchaser is replaced, and could have a material adverse effect on our results of operations.

*There are inherent limitations in all control systems, and misstatements due to error or fraud that could seriously harm our business may occur and not be detected.*

Our management, including our Chief Executive Officer and Chief Financial Officer, does not expect that our internal controls and disclosure controls will prevent all possible error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. In addition, the design of a control system must reflect the fact that there are resource constraints and the benefit of controls must be relative to their costs. Because of the inherent limitations in all control systems, an evaluation of controls can only provide reasonable assurance that all material control issues and instances of fraud, if any, in our company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. Further, controls can be circumvented by the individual acts of some persons or by collusion of two or more persons. The design of any system of controls is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Because of inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected. A failure of our controls and procedures to detect error or fraud could seriously harm our business and results of operations.

**Item 1B. Unresolved Staff Comments**

None.

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**Item 2. Properties**

***Gabon***

**Etame Marin**

VAALCO has an interest in a 1,186 square mile offshore block in Gabon, the Etame Marin Block where it signed a production sharing contract in 1995. The block contains five discoveries including the Etame field, which is on production, the Avouma and Ebouri discoveries and two former Gulf Oil Company discoveries, the North and South Tchibala discoveries. These discoveries consist of subsalt reservoirs that lie 20 miles offshore in approximately 250 feet of water depth.

VAALCO operates the Etame block on behalf of a consortium of companies. At December 31, 2005, VAALCO owned a 30.35% interest in the production-sharing contract covering the Etame Block, a 28.1% interest in the development area surrounding the Etame field development and a 30.35% interest in the development area surrounding the Avouma/South Tchibala discoveries. The development areas are subject to a 7.5% back-in by the Government of Gabon, which occurred for the Etame field upon commencement of production.

The Etame consortium approved the development of Etame field in 2001. An application for commerciality was filed with the government of Gabon, and in November 2001, the consortium was awarded a 19 square mile exploitation area surrounding the field. The exploitation area has a term of up to 20 years (through 2021).

The Etame field has been developed in two phases. The Phase 1 development consisted of completing three subsea wells connected to a Floating Production, Storage and Offloading vessel ( FPSO ) at a cost of approximately \$57.3 million (\$17.4 million net to the Company).

The Phase 2 Etame field development plan was submitted to the Gabon government for approval in October 2003. The Company drilled two new development wells (the Etame-5H well in 2004 and the Etame 6H well in 2005). The cost of adding the Etame 5H and 6H wells was approximately \$60.0 million (\$18.2 million net to the Company) and included laying two new flowlines and umbilicals from the well sites to the FPSO onsite in the Etame field.

The Company has sold a total of 19.3 million gross bbls (4.4 million net bbls) since field startup through December 31, 2005. During 2005, the Etame field produced approximately 6.9 million gross bbls (1.6 million net bbls). Production continues at rates of approximately 17,500 BOPD as of the date of this filing.

In April 2005, a development plan for the joint development of the Avouma and South Tchibala discoveries was approved by the Gabon government. The Company was awarded a 20 square mile exploitation area which has a term of twenty years (until 2025). The Company plans to drill two development wells from a platform. The two development wells are expected to be tied back to the Etame FPSO via a pipeline. The platform is currently under construction in Louisiana and is expected to be installed during the summer of 2006. First production is anticipated for the fourth quarter of 2006. The budget for the development of the Avouma field is \$102.0 million (\$31.0 net to the Company).

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The Company drilled the Ebouri discovery well to total depth in January 2004. The well resulted in a new Gamba sand discovery logging 46 feet of oil pay in a 55 foot Gamba sand. Two sidetracks were performed to delineate the discovery, each of which logged a comparable amount of oil pay in the Gamba. The Company has recently completed processing new seismic data acquired in 2005 over the Ebouri discovery. Based on the results of the seismic data and the well results, a development plan for the Ebouri discovery is currently being prepared for submission to the Gabon government later in 2006.

**Mutamba Iroru**

In November 2005, the Company signed a production sharing contract for the Mutamba Iroru block onshore Gabon. The five year contract awards the Company exploration rights to approximately 270,000 acres along the central coast of Gabon. The block was previously held by Shell Gabon. The Company is currently gathering data from past operators of the area for interpretation and prospect delineation. The Company currently has a 100% interest in the Mutamba Iroru block.

***Domestic Properties***

The Company has interests in seven producing wells in Brazos County, Frio County and Dimmit County, Texas producing from the Buda/Georgetown formations. The Company also owns certain non-operated interests in Ship Shoal areas of the Gulf of Mexico. During 2005 the wells produced approximately 2,300 bbls of oil and 17 million cubic feet of gas net to the Company. No capital expenditures are anticipated in 2006 for these properties.

***Aggregate Production***

Aggregate production data (net to the Company) for all of the Company's operations for the years 2005 and 2004 are shown below. The production figures exclude discontinued operations:

**Company Owned Production**

	Year Ended December 31,								
	2005			2004			2003		
	BOE	Bbl	Mcf	BOE	Bbl	Mcf	BOE	Bbl	Mcf
Average Daily Production (Oil in BOPD, gas in MCFD)	4,488	4,480	47	4,036	4,026	59	3,393	3,370	139
Average Sales Price (\$/unit)	52.02	52.04	6.88	38.36	38.37	5.63	28.54	28.54	5.50
Average Production Cost (\$/unit)	6.46	6.46	1.08	6.74	6.74	1.12	7.24	7.24	1.21

**Table of Contents****Index to Financial Statements****RESERVE INFORMATION**

A reserve report as of December 31, 2005 has been opined on by Netherland Sewell & Associates, independent petroleum engineers. There have been no estimates of total proved net oil or gas reserves filed with or included in reports to any federal authority or agency other than the Commission since the beginning of the last fiscal year. The reserves are located in Gabon and in Texas (onshore and offshore).

	As of December 31,		
	2005	2004	2003
<b><u>Crude Oil</u></b>			
Proved Developed Reserves (MBbls)	5,326	4,738	6,492 <sup>(1)</sup>
Proved Undeveloped Reserves (MBbls)	2,501	3,996	2,519
 Total Proved Reserves (MBbls)	 7,827	 8,734	 9,011
 <b><u>Natural Gas</u></b>			
Proved Developed Reserves (MMcf)	21	54	140
Proved Undeveloped Reserves (MMcf)			
 Total Proved Reserves (MMcf)	 21	 54	 140
 Standard measure of proved reserves	 \$ 161,209	 \$ 123,321	 \$ 101,610

(1) Includes 351 Mbbls in the Philippines which was sold in February 2004

The following tables set forth the net proved reserves of the Company as of December 31, 2005 and 2004, and the changes during such periods.

	Oil (MBbls)	Gas (MMcf)
<b>PROVED RESERVES:</b>		
BALANCE AT JANUARY 1, 2003	5,453	77
Production	(1,266)	(51)
Revisions	4,824	114
 BALANCE AT DECEMBER 31, 2003	 9,011	 140
Production	(1,469)	(22)
Revisions	96	(64)
Additions	1,447	
Sale of reserves in place	(351)	
 BALANCE AT DECEMBER 31, 2004	 8,734	 54
Production	(1,635)	(17)
Revisions	728	(16)
 BALANCE AT DECEMBER 31, 2005	 7,827	 21

**PROVED DEVELOPED RESERVES:**

	<b>Oil (MBbls)</b>	<b>Gas (MMcf)</b>
Balance at December 31, 2002	3,467	77
Balance at December 31, 2003	6,492	140
Balance at December 31, 2004	4,738	54
Balance at December 31, 2005	5,326	21

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The Company maintains a policy of not booking proved reserves on discoveries until such time as a development plan has been prepared and approved by the Company's partners in the discovery. Furthermore, if a government agreement that the reserves are commercial is required to develop the field, this approval must have been received prior to booking any reserves.

In 2004, the Company made two discoveries offshore Gabon, the Ebouri and the Avouma discoveries. The Avouma discovery is adjacent to a previous discovery known as the South Tchibala discovery. The Company has received approval of the Avouma/South Tchibala joint development plan from the Gabon government and booked additions to proven reserves of 1,447,000 bbls for the South Tchibala/Avouma field offshore Gabon in at year-end 2004.

For the Ebouri discovery, because of the decision to participate in a seismic shoot over Ebouri and other areas in the northern part of the Etame Block, the Company did not request any approvals for the development of the Ebouri discovery from its partners or the government, pending the results of the seismic. Therefore, the Company has not booked any reserves for the Ebouri discovery at December 31, 2005. The Company is preparing a development plan for Ebouri to be filed with the Gabon government in 2006. The Company also has not booked any reserves associated with the North Tchibala discovery on the Etame block.

There are numerous uncertainties inherent in estimating quantities of proved reserves and in projecting future rates of production and timing of development expenditures, including many factors beyond the control of the Company. Reserve engineering is a subjective process of estimating underground accumulations of oil and gas that cannot be measured in an exact manner and the accuracy of any reserve estimate is a function of the quality of available data and of engineering and geological interpretation and judgment. The quantities of oil and gas that are ultimately recovered, production and operating costs, the amount and timing of future development expenditures and future oil and gas sales prices may all differ from those assumed in these estimates. The standardized measure of discounted future net cash flow should not be construed as the current market value of the estimated oil and natural gas reserves attributable to the Company's properties. The information set forth in the foregoing tables includes revisions for certain reserve estimates attributable to proved properties included in the preceding year's estimates. Such revisions are the result of additional information from subsequent completions and production history from the properties involved or the result of a decrease (or increase) in the projected economic life of such properties resulting from changes in product prices. Moreover, crude oil amounts shown for Gabon are recoverable under a service contract and the reserves in place remain the property of the Gabon government.

In accordance with the guidelines of the Securities and Exchange Commission, the Company's estimates of future net cash flow from the Company's properties and the present value thereof are made using oil and gas contract prices in effect as of year end and are held constant throughout the life of the properties except where such guidelines permit alternate treatment, including the use of fixed and determinable contractual price escalations. In Gabon, the price was \$56.80 per bbl representing a \$1.41 discount to the spot price of Dated Brent Crude at December 31, 2005. In Texas, the price was \$54.61 per barrel of oil and \$9.07 per Mcf of gas. See *Supplemental Information on Oil and Gas Producing Properties* for certain additional information concerning the proved reserves of the Company.



**Table of Contents****Index to Financial Statements*****Drilling History***

The Company participated in one exploration well and one development well in Gabon during 2005.

Wells Drilled	United States						International					
	Gross		Net		Gross		Net		Gross		Net	
Exploration Wells	2005	2004	2003	2005	2004	2003	2005	2004	2003	2005	2004	2003
Productive	0.0	0.0	0.0	0.0	0.0	0.0	0.0	2.0	0.0	0.00	0.61	0.0
Dry	0.0	0.0	0.0	0.0	0.0	0.0	1.0	0.0	0.0	0.30	0.00	0.0
Production Wells												
Productive	0.0	0.0	0.0	0.0	0.0	0.0	1.0	1.0	0.0	0.28	0.28	0.0
Dry	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.00	0.00	0.0
Total Wells	0.0	0.0	0.0	0.0	0.0	0.0	2.0	3.0	0.0	0.58	0.89	0.0

***Acreage and Productive Wells***

Below is the total acreage under lease and the total number of productive oil and gas wells of the Company as of December 31, 2005:

	United States		International	
	Gross	Net <sup>(1)</sup>	Gross	Net <sup>(1)</sup>
(In thousands except wells)				
Developed acreage	8.9	1.2	25.0	7.0
Undeveloped acreage	0.0	0.0	1,004.3	493.1
Productive gas wells	2	0.4	0	0
Productive oil wells	11	1.8	4	1.1

(1) Net acreage and net productive wells are based upon the Company's working interest in the properties.

***Office Space***

The Company leases its offices in Houston, Texas (approximately 8,000 square feet) and in Port Gentil, Gabon (approximately 6,000 square feet), which management believes are suitable and adequate for the Company's operations.

***Available Information***

Our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act are made available free of charge on our website at <http://www.vaalco.com> as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC.

**Item 3. Legal Proceedings**

The Company is currently not a party to any material litigation.

**Item 4. Submission of Matters to a Vote of Security Holders**

None.



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Since July 2004, the Company's common stock has traded on the American Stock Exchange under the symbol EGY. Prior to such time the Company's common stock traded on the OTCBB under the symbol VEIX. The following table sets forth the range of high and low sales prices of the common stock for the periods indicated and the high and low bid prices on the OTCBB. OTCBB quotations represent adjusted prices between dealers, do not include retail markups, markdowns or commissions and do not necessarily represent actual transactions.

<b>Period</b>	<b>High</b>	<b>Low</b>
<b><u>2004:</u></b>		
First Quarter	\$ 2.25	\$ 1.55
Second Quarter	2.01	1.79
Third Quarter	5.51	1.88
Fourth Quarter	5.39	3.83
<b><u>2005:</u></b>		
First Quarter	\$ 5.09	\$ 3.60
Second Quarter	4.06	3.10
Third Quarter	4.88	3.49
Fourth Quarter	4.24	3.07
<b><u>2006:</u></b>		
First Quarter (through March 1, 2006)	\$ 7.30	\$ 4.40

On February 28, 2006 the last reported sale price of the common stock on the American Stock Exchange was \$6.55 per share.

As of February 28, 2005 there were approximately 16,000 holders of record of the Company's common stock.

***Dividends***

The Company has not paid cash dividends and does not anticipate paying cash dividends on the common stock in the foreseeable future.

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The following table sets forth, as of the dates and for the periods indicated, selected financial information about the Company. The financial information for each of the five years in the period ended December 31, 2005 has been derived from the Company's audited Consolidated Financial Statements for such periods. The information should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations and the Consolidated Financial Statements and Notes thereto. The following information is not necessarily indicative of the Company's future results.

## VAALCO ENERGY COMPANY

## SELECTED HISTORICAL FINANCIAL INFORMATION

(In thousands, except per share amounts)

	2005	Years Ended December 31,			2001
	2004	2003	2002		
<b>Revenues:</b>					
Oil and gas sales	\$ 84,935	\$ 56,502	\$ 35,481	\$ 9,359	\$ 808
Gain on sale of assets				12	215
<b>Total revenues</b>	<b>84,935</b>	<b>56,502</b>	<b>35,481</b>	<b>9,371</b>	<b>1,023</b>
<b>Operating costs and expenses:</b>					
Production expenses	10,584	9,958	8,969	2,414	256
Exploration expense	2,709	267	2,096	240	434
Depreciation, depletion and amortization	5,369	4,749	5,785	2,124	1,176
General and administrative expenses	2,696	1,260	2,007	1,496	1,013
<b>Total operating costs and expenses</b>	<b>21,358</b>	<b>16,234</b>	<b>18,857</b>	<b>6,274</b>	<b>2,879</b>
<b>Operating income</b>	<b>63,577</b>	<b>40,268</b>	<b>16,624</b>	<b>3,097</b>	<b>(1,856)</b>
<b>Other income (expense):</b>					
Interest income	1,099	265	80	137	313
Interest expense	(418)	(485)	(2,630)	(828)	
Other, net	131	22		(15)	(953)
<b>Total other income (expense)</b>	<b>812</b>	<b>(198)</b>	<b>(2,550)</b>	<b>(706)</b>	<b>(640)</b>
<b>Income from continuing operations before taxes, minority interest and cumulative effect of accounting change</b>					
	64,389	40,070	14,074	2,391	(2,496)
Income tax expense	31,491	11,972	5,514	1,385	
<b>Income from continuing operations before minority interest and cumulative effect of accounting change</b>					
	32,898	28,098	8,560	1,006	(2,496)
Minority interest in earnings of subsidiaries	(3,647)	(3,069)	(1,306)	(341)	
<b>Income from continuing operations</b>	<b>29,251</b>	<b>25,029</b>	<b>7,254</b>	<b>665</b>	<b>(2,496)</b>
<b>Discontinued operations:</b>					
Loss from discontinued operations before income taxes					
(including loss on disposal of \$125 in 2004)	(69)	(327)	(244)	(209)	(537)

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Income taxes		(1,764)	209	11	66
Loss on discontinued operations <sup>(1)</sup>	(69)	(2,091)	(35)	(220)	(603)
Cumulative effect of accounting change <sup>(2)</sup>			1,717		
Net income	\$ 29,182	\$ 22,938	\$ 8,936	\$ 445	\$ (3,099)

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	Years Ended December 31,				
	2005	2004	2003	2002	2001
Basic income per common share from continuing operations before cumulative effect of accounting change	\$ 0.56	\$ 0.94	\$ 0.34	\$ 0.03	\$ (0.12)
Loss from discontinued operations		(0.08)		(0.01)	(0.03)
Cumulative effect of accounting change			0.08		
Basic income per common share	\$ 0.56	\$ 0.86	\$ 0.42	\$ 0.02	\$ (0.15)
Diluted income per common share from continuing operations before cumulative effect of accounting change	\$ 0.50	\$ 0.43	\$ 0.13	\$ 0.01	\$ (0.12)
Loss from discontinued operations		(0.04)			(0.03)
Cumulative effect of accounting change			0.03		
Diluted income per common share	\$ 0.50	\$ 0.39	\$ 0.16	\$ 0.01	\$ (0.15)
Basic weighted average common shares outstanding	51,772	26,604	21,237	20,778	20,745
Diluted weighted average common shares outstanding	58,253	58,157	55,355	53,992	20,745

	As of December 31,				
	2005	2004	2003	2002	2001
<b>Balance Sheet Data</b>					
Cash and cash equivalents	\$ 43,880	\$ 27,574	\$ 22,995	\$ 7,724	\$ 9,804
Working capital	48,999	26,010	8,552	11,279	5,070
Net property and equipment	37,198	26,349	16,609	21,296	7,871
Total assets	98,162	68,371	46,367	48,563	19,190
Total debt	1,500	3,750	7,000	18,376	
Total liabilities	14,061	16,427	20,416	32,684	9,062
Stockholders' equity	78,315	47,808	24,554	15,198	10,115

- (1) In February 2004, the Company sold all of its assets in the Philippines and incurred a net loss on discontinued operations in that year of \$2.1 million. Prior years have been restated to reflect the discontinued operations.
- (2) Effective January 1, 2003, the Company adopted SFAS 143 and recorded a cumulative effect of the change in accounting principle as an increase in earnings of \$1.7 million.

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**Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

**INTRODUCTION**

The Company's results of operations are dependent upon the difference between prices received for its oil and gas production and the costs to find and produce such oil and gas. Oil and gas prices have been and are expected in the future to be volatile and subject to fluctuations based on a number of factors beyond the control of the Company.

The Company operates the Etame field on behalf of a consortium of five companies offshore of the Republic of Gabon. The Phase 1 development of the field occurred in 2002 and consisted of completing three wells producing into an FPSO. The Phase 2 development commenced in 2004 and consisted of adding two wells to the Etame field, one in 2004 and one in 2005.

In 2006, the Company will jointly develop the Avouma/South Tchibala discoveries by setting a platform and tying the field back to the FPSO via a pipeline. The platform is currently under construction in Louisiana and will be installed during the summer of 2006, with first production expected in the fourth quarter of 2006.

The Company's results of operations and financial condition are affected by currency exchange rates. While oil sales are denominated in U.S. dollars, portions of the operating costs in Gabon are denominated in the local currency. An increase in the exchange rate of the local currency to the dollar will have the effect of increasing operating costs while a decrease in the exchange rate will reduce operating costs. The Gabon local currency is tied to the Euro. The exchange rate between the Euro and the U.S. dollar has fluctuated widely in response to international political conditions, general economic conditions and other factors beyond our control. The Euro appreciated substantially against the U.S. dollar in 2003 and 2004, while in 2005 the U.S. dollar appreciated against the Euro.

A substantial portion of the Company's oil production is located offshore Gabon. In Gabon, the Company produces into a 1.1 million barrel FPSO and sells cargos to Trafigura Beheer, B.V. at spot market prices.

**CRITICAL ACCOUNTING POLICIES**

The following describes the critical accounting policies used by VAALCO in reporting its financial condition and results of operations. In some cases, accounting standards allow more than one alternative accounting method for reporting, such is the case with accounting for oil and gas activities described below. In those cases, the Company's reported results of operations would be different should it employ an alternative accounting method.

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**SUCCESSFUL EFFORTS METHOD OF ACCOUNTING FOR OIL AND GAS ACTIVITIES**

The SEC prescribes in Regulation S-X the financial accounting and reporting standards for companies engaged in oil and gas producing activities. Two methods are prescribed: the successful efforts method and the full cost method. Like many other oil and gas companies, the Company has chosen to follow the successful efforts method. Management believes that this method is preferable, as the Company has focused on exploration activities wherein there is risk associated with future success and as such earnings are best represented by attachment to the drilling operations of the Company. Costs of successful wells, development dry holes and leases containing productive reserves are capitalized and amortized on a unit-of-production basis over the life of the related reserves.

For financial accounting purposes the Company adopted SFAS 143 Accounting for Asset Retirement Obligations on January 1, 2003. This Statement requires that the fair value of a liability for an asset retirement obligation be recognized in the period in which it is incurred by capitalizing it as part of the carrying amount of the long-lived assets. Other exploration costs, including geological and geophysical expenses applicable to undeveloped leasehold, leasehold expiration costs and delay rentals are expensed as incurred.

In accordance with accounting under successful efforts, the Company reviews proved oil and gas properties for indications of impairment whenever events or circumstances indicate that the carrying value of its oil and gas properties may not be recoverable. When it is determined that an oil and gas property's estimated future net cash flows will not be sufficient to recover its carrying amount, an impairment charge must be recorded to reduce the carrying amount of the asset to its estimated fair value. This may occur if a field discovers lower than anticipated reserves or if commodity prices fall below a level that significantly effects anticipated future cash flows on the field.

**SUSPENDED WELL COSTS**

FASB Statement No. 19 - Under the successful efforts method of accounting used by the Company for its oil and gas exploration and development costs, all expenditures related to exploration, with the exception of costs of drilling exploratory wells are charged to expense as incurred. The costs of exploratory wells are capitalized on the balance sheet pending determination of whether commercially producible oil and gas reserves have been discovered. If the determination is made that a well did not encounter potentially economic oil and gas quantities, the well costs are charged to expense. These determinations are re-evaluated quarterly.

For capitalized exploration drilling costs, if it is determined that a development plan is feasible, and the development plan is approved by the Gabon government, costs associated with the exploratory wells will be transferred along with the costs spent on the development to wells, platforms and other production facilities at the time of first production. The costs will subsequently be amortized on a unit of production based method over the life of the reserves as they are produced. In the event it were determined that the discoveries are not commercial, the costs of the exploratory wells would be expensed.



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For offshore exploratory discoveries, it is not unusual to have exploratory well costs remain suspended while additional appraisal and engineering work on the potential oil and gas field is performed and regulatory and government approvals are sought. In Gabon, the government must approve the commerciality of the reserves, assign a development area and approve a formal development plan prior to a field being developed.

On April 4, 2005, the Financial Accounting Standards Board ( FASB ) issued FASB Staff Position No. FAS 19-1 ( FSP FAS 19-1 ), which addressed a discussion that was ongoing within the oil industry regarding capitalization of costs of drilling exploratory wells. Paragraph 19 of FASB Statement No. 19, *Financial Accounting and Reporting by Oil and Gas Producing Companies* ( FASB No. 19 ), requires costs of drilling exploratory wells to be capitalized pending determination of whether the well has found proved reserves. If the well has found proved reserves, the capitalized costs become part of the entity's wells, equipment, and facilities. If, however, the well has not found proved reserves, the capitalized costs of drilling the well are expensed. Questions arose in practice about the application of this guidance due to changes in oil and gas exploration processes and lifecycles. The issue was whether there are circumstances that would permit the continued capitalization of exploratory well costs if reserves cannot be classified as proved within one year following the completion of drilling, other than when additional exploration wells are necessary to justify major capital expenditures and those wells are underway or firmly planned for the near future. FSP FAS 19-1 amends FASB No. 19 to allow for the continued capitalization of suspended well costs when the well has found a sufficient quantity of reserves to justify its completion as a producing well and the enterprise is making sufficient progress assessing the reserves and the economic and operating viability of the plan. The issuance of this amendment did not result in an adjustment to the Company's suspended well costs.

The Company had \$6.5 million of suspended well costs associated with exploration wells at Avouma and Ebouri in Gabon at December 31, 2005, which is being carried as work in progress. In February 2005, the Company received approval to declare the Avouma reserves commercial from the Gabon government and in April 2005 the Gabon government approved a joint development plan for the Avouma/South Tchibala discoveries, and assigned a twenty year development area. Construction of the platform facilities to develop Avouma/South Tchibala is ongoing.

For Ebouri, the Company acquired new seismic data over the discovery in January 2005 and completed processing of the seismic in December 2005. Based on the results of the seismic data, the Company believes the discovery is commercial and intends to seek government approval of commerciality of the discovery, file for a development area and submit a development plan in 2006.

**CAPITAL RESOURCES AND LIQUIDITY**

**Cash Flows**

Net cash provided by operating activities for 2005 was \$35.9 million, as compared to \$22.8 million in 2004 and \$22.6 million in 2003. Net cash provided by operations in 2005

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consisted of net income of \$29.2 million, non-cash depreciation, depletion and amortization of \$5.4 million and add back of non-cash exploration expense of \$2.7 million associated with the Avouma South exploration well. Working capital, other than cash, decreased \$5.0 million in 2005, primarily associated with Gabon operations. A non-cash add back of \$3.6 million was associated with minority interest in VAALCO Gabon (Etame), Inc.

Net cash provided by operations in 2004 included net income of \$22.9 million, non-cash depreciation, depletion and amortization of \$4.8 million and working capital decreases net of taxes payable of \$8.4 million, which was primarily associated with Gabon operations. Non cash exploration expense added 0.3 million and non-cash loss on the sale of the Philippines assets added back \$0.2 million. Also, a non-cash add back of \$3.1 million was associated with minority interests in Gabon.

Net funds provided by operations in 2003 included net income of \$8.9 million, non-cash depreciation, depletion and amortization of \$5.9 million and working capital increases of \$4.1 million, which was primarily as a result of operations in the Etame field. Net funds provided by operations also included the add back of non-cash exploration expense of \$1.8 million associated with the write off of the Etame 2V well in Gabon and certain acreage acquired prior to 2003, and non-cash add back of \$1.3 million of minority interest expense, as well as non-cash compensation expense of \$0.4 million, non-cash amortization of debt discount adding back \$1.6 million and the cumulative effect of accounting change use of \$1.7 million.

Net cash used in investing activities for 2005 was \$16.7 million compared to \$14.7 net cash used in investing activities in 2004 and \$6.0 million provided by investing activities in 2003. In 2005, the primary components of the \$13.3 million of cash used for property and equipment were \$6.9 million to drill the Etame 6H development well, \$5.6 million to commence construction of the Avouma platform and \$0.8 million to add a gas lift compressor to the FPSO. The Company also used \$2.7 million to drill the Avouma South exploration well. In 2004, the Company invested \$9.7 million to fund its share of the Phase 2 development of the Etame Block, and \$4.6 million to drill the Ebouri and Avouma exploration wells. The Ebouri and Avouma wells were subsequently suspended as discovery wells in 2004. An additional amount of \$1.2 million was used for discontinued operations transaction expense in 2004 and a net of \$1.0 million was sourced from funds in escrow. In 2003, the Company added to its investment in Gabon by participating in the Ebouri exploration well, which was classified as work in progress at year end 2003 and finished drilling in 2004. The Company received \$7.9 million net funds in escrow.

In 2005, net cash used in financing activities was \$2.9 million consisting of \$2.3 million of debt repayment and \$2.0 million of distributions to a minority interest holder, offset by \$1.4 million of proceeds from the issuance of common stock. In 2004, net cash used by financing activities was \$3.5 million, consisting of \$3.3 million in debt repayment and \$0.6 million in distributions to a minority interest holder, which was offset by \$0.3 million proceeds from the issuance of common stock. In 2003, net cash used by financing activities was \$13.3 million consisting primarily of \$13.0 million of debt reduction and \$0.3 million of distributions to a minority interest holder.

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**Capital Expenditures**

During 2005, the Company spent \$6.9 million to drill and hookup the Etame 6H well, \$5.6 million on Avouma platform design and construction and \$0.8 on gas lift compressor installation on the FPSO and other FPSO modifications. During 2004, the Company spent \$9.7 million on activities associated with the Etame Phase 2 development program, and \$4.6 million on the Ebouri and Avouma exploration wells. During 2003, the Company spent \$1.9 million on activities associated with the Phase 2 development and to commence the drilling of an exploration well. During 2006, the Company anticipates spending \$26.4 million for its share of the development of the Avouma field. The Company may also participate in other exploration activities in Gabon or the North Sea, although no projects have been firmly designated at the time of this filing.

Historically, the Company's primary sources of capital resources has been from cash flows from operations, private sales of equity, borrowings and purchase money debt. On December 31, 2005, the Company had cash balances of \$43.9 million. The Company believes that this cash balance combined with cash flow from operations will be sufficient to fund the Company's 2006 capital expenditure budget of approximately \$26.4 million to develop the Avouma field and additional investments in working capital resulting from potential growth. As operator of Etame field the Company enters into project related activities on behalf of its working interest partners. The Company generally obtains advances from its partners prior to significant funding commitments.

To fund its share of the Phase 1 Etame field development costs, on April 19, 2002, the Company entered into a \$10.0 million credit facility with the International Finance Corporation ( IFC ), a subsidiary of the World Bank. During the year ended December 31, 2005 the Company repaid \$2.25 million of the loan as called for under the facility repayment schedule and had a remaining due to \$1.5 million at December 31, 2005.

In June 2005, the Company executed a loan agreement for a \$30.0 million revolving credit facility secured by the assets of the Company's Gabon subsidiary. The facility will be utilized to finance a portion of the Avouma and Ebouri field development activities. The facility extends through June 2008 at which point it can be extended, or converted to a term loan. This facility became effective during the first quarter of 2006. This facility replaced the existing term credit facility, which was repaid on February 15, 2006 in connection with a borrowing from this revolving facility. The Company will incur a charge of \$159,000 to write off capitalized finance charges associated with the early repayment of the term credit facility in the first quarter of 2006.

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In addition to its lending relationships and obligations, the Company has contractual obligations under operating leases. The table below summarizes these obligations and commitments at December 31, 2005:

## Payment Period

<i>(in thousands)</i>	2006	2007	2008	Thereafter
Long term debt <sup>1</sup>	\$ 1,250	\$ 250		
Interest on long term debt	51 <sup>2</sup>	4		
Operating leases	19,558 <sup>3</sup>			
		17,584	16,038	28,720

1. The Company refinanced the long term debt on February 15, 2006.
2. Interest is based on rates and principal payments in effect at 12/31/2005
3. The Company is Guarantor of a lease for an FPSO utilized in Gabon, which represents \$78.5 million of the total obligations. The Company can cancel the lease anytime after September 7, 2010, with 12 month prior notice. Approximately 72% of the payment is co-guaranteed by the Company's partners in Gabon.

In addition to the contractual obligations described above, the Company is required to spend \$2.1 million for its share of an exploration well on the Etame block by July 6, 2009 and \$4.0 million for its share of an exploration well on the Mutamba Iroru block by November 11, 2008.

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**RESULTS OF OPERATIONS**

**Year Ended December 31, 2005 Compared to Years Ended December 31, 2004 and 2003**

Amounts stated hereunder have been rounded to the nearest \$100,000.

**Revenues**

Total oil and gas sales for 2005 were \$84.9 million as compared to \$56.5 and \$35.5 million for 2004 and 2003. In 2005, the Company sold 1,633,000 net bbls at an average price of \$52.04 from the Etame field in Gabon. Revenues from Texas amounted to \$0.2 million. In 2004, the Company sold 1,467,000 net bbls at an average price of \$38.36 per barrel from the Etame field in Gabon. Revenues from Texas in 2004 were approximately \$0.25 million. Revenues in 2003 were predominately from production from the Etame field, where the Company sold 1,227,000 net bbls at an average price of \$28.54 per barrel. Revenues from Texas in 2003 were approximately \$0.4 million. The increased oil volumes from Etame in 2005 versus 2004 were due to the addition of the Etame 6H Phase 2 development well completed in July 2005. The increased oil volumes from Etame in 2004 versus 2003 were due to the addition of the Etame 5H Phase 2 development well completed in August 2004.

**Operating Costs and Expenses**

Production expenses for 2005 were \$10.6 million as compared to \$10.0 and \$9.0 million for 2004 and 2003. In 2005, operating expenses increased due to higher support vessel charges associated with crude oil liftings, and an increase in the FPSO lease rate due to addition of the gas lift compressor. In 2004, operating expenses increases for the Etame field due to the devaluation of the dollar versus the Euro. Personnel costs for manning the FPSO are Euro based.

Exploration costs for 2005 were \$2.7 million as compared to \$0.3 and \$2.1 million for 2004 and 2003. In 2005, exploration expenditures were associated with the Avouma South exploration well, which did not encounter hydrocarbons and was plugged and abandoned. In 2004, exploration expenditures were associated with seismic processing and interpretation activities in Gabon. Exploration costs in 2003 included of a \$1.5 million write off of the Etame 2V well, which had previously been carried as work in progress, and the \$0.3 million write off of certain leases that expired in Alabama and Mississippi. In 2003, exploration expense also included \$0.3 million for seismic reprocessing in Gabon.

Depreciation, depletion and amortization expense was \$5.4 million for 2005, and was \$4.7 million and \$5.8 million for 2004 and 2003 respectively. Depletion increased in 2005 versus 2004 primarily due to higher production rates. Depletion in 2004 was lower than in 2003 at the Etame field due to the increase in reserves booked at year end 2003. Depletion in 2003 included Etame production accounting for \$5.6 million of the year's total. The \$0.2 million balance was associated with the Texas wells.

General and administrative expenses for 2005 were \$2.7 million as compared to \$1.3 and \$2.0 million for 2004 and 2003. Expenses increased in 2005 versus 2004 due to increased administrative activity to acquire the Mutamba Iroru block, and the Company's efforts to open a

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new office in Aberdeen to evaluate entrance into the North Sea. Expenses were lower in 2004 than in 2003, as the Company received reimbursement for general and administrative expenses associated with the Phase 2 development project and the Ebouri and Avouma exploration wells.

### Operating Income

Operating income for 2005 was \$63.6 million as compared to a \$40.3 and \$16.6 million operating income for 2004 and 2003. Higher oil sales volumes and prices in Gabon were the primary reason for the increases in each of 2004 and 2005.

### Other Income (Expense)

Interest income for 2005 was \$1.1 million compared to \$0.3 and \$0.1 million in 2004 and 2003. Both the 2004 and 2005 amounts represent interest earned and accrued on cash balances and funds in escrow. Interest rates also increased in 2005 as compared to 2004.

Interest expense of \$0.4 million was recorded in 2005 as compared to \$0.5 and \$2.6 million in 2004 and 2003. Interest in all three years was associated with the financings for the development of the Etame field. In 2003, interest expense included \$1.6 million of non cash amortization of debt discount associated with the issuance of warrants in connection with the 1818 Fund Loan.

### Income Taxes

In 2005, the Company incurred \$31.5 million of income taxes associated with the Etame field production, which were paid in Gabon. In 2004, the Company incurred \$12.0 million of foreign income taxes associated with the Etame field production, which were paid in Gabon. This compared to \$5.5 million paid in Gabon in 2003. The increase in 2005 was due to attaining recovery of all previous costs expended on the Etame block, which results in a higher tax rate per barrel going forward.

### Minority Interest

A provision for minority interest in the Gabon subsidiary of \$3.6 million, \$3.1 million and \$1.3 million was made for in 2005, 2004 and 2003 respectively.

### Loss from Discontinued Operations

Loss from discontinued operation in the Philippines was \$69,000 in 2005 for wind up costs of shutting down the branch offices in Manila. Loss from discontinued operations associated with the sale of the Company's former Philippines assets was \$2.1 million in 2004, consisting of \$1.8 million in branch profit remittance income taxes and \$0.3 million in general and administrative and interest costs associated with closing down the branch offices. Loss from discontinued operations was \$35,000 in 2003.

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**Cumulative Effect of Accounting Change**

In 2003 the Company experienced a one time gain of \$1.7 million associated with the adoption of SFAS No. 143 Accounting for Asset Retirement Obligations.

**Net Income**

Net income for 2005 was \$29.2 million as compared to a net income of \$22.9 and \$8.9 million in 2004 and 2003. The impact of higher oil sales volumes in Gabon from the addition of the Etame 6H development well and higher oil and gas prices was responsible for the increase in net income in 2005 as compared to 2004. The impact of higher oil sales volumes in Gabon from the addition of the Etame 5H development well and higher oil and gas prices was responsible for the increase in net income in 2004 as compared to 2003.

**NEW ACCOUNTING PRONOUNCEMENTS**

**SFAS 123(R), Share Based Payment** - In December 2004, the FASB issued SFAS No. 123(R), *Share-Based Payment*, which establishes accounting standards for all transactions in which an entity exchanges its equity instruments for goods and services. SFAS No. 123(R) focuses primarily on accounting for transactions with employees, and carries forward without change to prior guidance for share-based payments for transactions with non employees.

SFAS No. 123(R) eliminates the intrinsic value measurement objective in APB Opinion 25 and generally requires the Company to measure the cost of employee services received in exchange for an award of equity instruments based on the fair value of the award on the date of the grant. The standard requires grant date fair value to be estimated using either an option-pricing model which is consistent with the terms of the award or a market observed price, if such a price exists. Such cost must be recognized over the period during which an employee is required to provide service in exchange for the award (which is usually the vesting period). The standard also requires the Company to estimate the number of instruments that will ultimately be issued, rather than accounting for forfeitures as they occur.

The Company is required to apply SFAS No. 123(R) to all awards granted, modified or settled in the first reporting period under U.S. GAAP after June 15, 2005. The Company is also required to use either the modified prospective method or the modified retrospective method. Under the modified prospective method, the Company must recognize compensation cost for all awards granted after the Company adopts the standard and for the unvested portion of previously granted awards that are outstanding on that date.

Under the modified retrospective method, the Company must restate previously issued financial statements to recognize the amounts the Company previously calculated and reported on a pro forma basis, as if the prior standard had been adopted. See Note 2 Stock Based Compensation.

Under both methods, the Company is permitted to use either a straight line or an accelerated method to amortize the cost as an expense for awards with graded vesting. The standard permits and encourages early adoption.

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The Company has commenced the analysis of the impact of SFAS 123(R), but has not yet decided: whether the Company will use the modified prospective method or elect to use the modified retrospective method, and whether the Company will elect to use straight line amortization or an accelerated method. Additionally, the Company cannot predict with reasonable certainty the number of options that will be unvested and outstanding upon adoption.

Accordingly, the Company cannot currently quantify with precision the effect that this standard would have on its financial position or results of operations in the future, except that the Company probably will recognize a greater expense for any awards that the Company may grant in the future than the Company would using the current guidance. If the Company were to adopt SFAS No. 123(R) using the modified retrospective method, net income would have been \$2.9 less than reported in the year ended December 31, 2005.

**SFAS 151, Inventory Costs** - In November 2005, the FASB issued SFAS No. 151, *Inventory Costs* an amendment of ARB No. 43, Chapter 4, which amends Chapter 4 of ARB No. 43 that deals with inventory pricing. The statement clarifies the accounting for abnormal amounts of idle facility expenses, freight, handling costs, and spoilage. Under previous guidance, paragraph 5 of ARB No. 43, chapter 4, items such as idle facility expense, excessive spoilage, double freight, and rehandling costs might be considered to be so abnormal, under certain circumstances, as to require treatment as current period charges. This statement eliminates the criterion of so abnormal and requires that those items be recognized as current period charges. This statement is effective for inventory costs incurred during fiscal years beginning after June 15, 2005, although earlier application is permitted for fiscal years beginning after the date of issuance of this statement. Retroactive application is not permitted. Management is analyzing the requirements of this new Statement and believes that its adoption will not have any significant impact on the Company's financial position, results of operations or cash flows.

**SFAS 153, Exchange of Non-Monetary Assets** - In December 2005, the FASB issued SFAS No. 153, *Exchanges of Nonmonetary Assets* an amendment of APB No. 29 ( *Opinion 29* ). This Statement amends Opinion 29 to eliminate the exception for nonmonetary exchanges of similar productive assets and replaces it with a general exception for exchanges of nonmonetary assets that do not have commercial substance. The statement specifies that a nonmonetary exchange has commercial substance if the future cash flows of the entity are expected to change significantly as a result of the exchange. This statement is effective for nonmonetary asset exchanges occurring in fiscal periods beginning after June 15, 2005. Earlier application is permitted for nonmonetary asset exchanges occurring in fiscal periods beginning after the date this statement is issued. Retroactive application is not permitted. Management is analyzing the requirements of this new statement and believes that its adoption will not have any significant impact on the Company's financial position, results of operations or cash flows.

**FASB Statement No. 154, Accounting Changes and Error Corrections** - In May 2005, the FASB issued FASB Statement No. 154, *Accounting Changes and Error Corrections* ( *Statement 154* ). Statement 154 requires companies to recognize changes in accounting principle, including changes required by a new accounting pronouncement when the pronouncement does not include specific transition provisions, retrospectively to prior periods' financial statements. Statement 154 is effective for accounting changes and corrections of errors made in fiscal years beginning after December 15, 2005. The Company does not believe that the adoption of Statement 154 will have a material effect on its financial position or results of operations.



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**FASB Statement No. 19, Financial Accounting and Reporting by Oil and Gas Producing Companies** On April 4, 2005, the FASB issued FASB Staff Position No. FAS 19-1 ( FSP FAS 19-1 ), which addressed a discussion that was ongoing within the oil industry regarding capitalization of costs of drilling exploratory wells. Paragraph 19 of FASB Statement No. 19, *Financial Accounting and Reporting by Oil and Gas Producing Companies* ( FASB No. 19 ), requires costs of drilling exploratory wells to be capitalized pending determination of whether the well has found proved reserves. If the well has found proved reserves, the capitalized costs become part of the entity's wells, equipment, and facilities. If, however, the well has not found proved reserves, the capitalized costs of drilling the well are expensed. Questions arose in practice about the application of this guidance due to changes in oil and gas exploration processes and lifecycles. The issue was whether there are circumstances that would permit the continued capitalization of exploratory well costs if reserves cannot be classified as proved within one year following the completion of drilling, other than when additional exploration wells are necessary to justify major capital expenditures and those wells are underway or firmly planned for the near future. FSP FAS 19-1 amends FASB No. 19 to allow for the continued capitalization of suspended well costs when the well has found a sufficient quantity of reserves to justify its completion as a producing well and the enterprise is making sufficient progress assessing the reserves and the economic and operating viability of the plan. The issuance of this amendment did not result in an adjustment to the Company suspended well costs.

The Company had \$6.5 million of suspended well costs associated with exploration wells at Avouma and Ebouri at December 31, 2005 being carried as work in progress. In February 2005, the Company received approval to declare the Avouma/South Tchibala reserves commercial from the Gabon government and in April 2005 the Gabon government approved a joint development plan for the Avouma/South Tchibala discoveries, and assigned a twenty year development area. Construction of the platform facilities to develop Avouma/South Tchibala is ongoing.

For Ebouri, the Company acquired new seismic over the discovery in January 2005 and completed processing of the seismic in December 2005. Based on the results of the seismic, the Company believes the discovery is commercial and intends to seek government approval of commerciality of the discovery, file for a development area and submit a development plan in 2006.

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The table below provides additional information with respect to the Company's capitalized exploration drilling costs.

	2005	2004	2003
Beginning balance at January 1	\$ 6,508	\$ 1,905	\$ 1,509
Additions to capitalized exploratory drilling costs	2,426	4,603	1,905
Capitalized exploratory drilling costs reclassified to property and equipment			
Capitalized exploratory drilling costs expensed	(2,401)		(1,509)
Ending balance at December 31	\$ 6,533	\$ 6,508	\$ 1,905
Number of wells requiring major capital expenditures where additional drilling efforts are not underway or firmly planned for the near future	1 <sup>(1)</sup>	1 <sup>(2)</sup>	
Amount capitalized for wells requiring major capital expenditures where additional drilling efforts are not underway or firmly planned	\$ 2,607	\$ 2,597	

1) Ebouri No. 1 well, see discussion above.

2) Avouma No. 1 well, see discussion above

**Item 7A. Quantitative and Qualitative Disclosures About Market Risk****Market Risk**

The Company's major market risk exposure continues to be the prices applicable to its oil and natural gas production. Sales prices are primarily driven by the prevailing market price. Historically, prices received for oil and natural gas production have been volatile and unpredictable.

**Interest Rate Market Risk**

At December 31, 2005, total debt was \$1.5 million. The debt is tied to floating or market interest rates. Fluctuations in floating interest rates will cause the Company's annual interest costs to fluctuate. During the fourth quarter of 2005, the interest rate on the Company's bank debt averaged 8.22%. If the balance of the bank debt at December 31, 2005 were to remain constant, a 10% change in market interest rates would impact our cash flow by an estimated \$3,100 per quarter.

**Commodity Risk**

The Company has utilized derivative commodity instruments to hedge future sales prices on a portion of its oil production to achieve a more predictable cash flow, as well as to reduce exposure to adverse price fluctuations of oil. The derivatives were not held for trading purposes. While the use of hedging arrangements limits the downside risk of adverse price movements, it also limits increases in future revenues as a result of favorable price movements. The use of hedging transactions also involves the risk that the counterparties are unable to meet the financial terms of such transactions. Hedging instruments that the Company has used are collars, which the Company generally places with major investment grade financial institutions believed to have minimal credit risks. The Company had no derivatives in place as of the date of this report.

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**Item 8. Financial Statements and Supplementary Data**

The information required here is included in the report as set forth in the Index to Consolidated Financial Information on page F-1.

**Item 9. Changes In and Disagreements with Accountants on Accounting and Financial Disclosure**

None.

**Item 9A. Controls and Procedures Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures.**

Under the supervision and with the participation of our management, including our Chief Executive Officer and our Chief Financial Officer, we conducted an evaluation of our disclosure controls and procedures, as this term is defined under Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the Exchange Act). Based on this evaluation, our Chief Executive Officer and our Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this Annual Report.

**Management's Annual Report on Internal Control Over Financial Reporting**

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting for the Company, as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Under the supervision and with the participation of the Company's management, including the Company's principal executive and principal financial officers, the Company conducted an evaluation of the effectiveness of its internal control over financial reporting based on the framework in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO Framework). Based on this evaluation under the COSO Framework which was completed on March 1, 2006, management concluded that its internal control over financial reporting was effective as of December 31, 2005.

Management's assessment of the effectiveness of the Company's internal control over financial reporting as of December 31, 2005 has been audited by Deloitte and Touche LLP, an independent registered public accounting firm who audited the Company's consolidated financial statements as of and for the year ended December 31, 2005, as stated in their report which appears below.

**Changes in Internal Control Over Financial Reporting**

No change in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) occurred during the fourth quarter of our fiscal year ended December 31, 2005 that has materially affected, or is reasonable likely to materially affect, our internal control over financial reporting.

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Stockholders of VAALCO Energy, Inc.

Houston, Texas

We have audited management's assessment, included in the accompanying Management's report on Internal Control over Financial Reporting, that VAALCO Energy, Inc. and subsidiaries (the Company) maintained effective internal control over financial reporting as of December 31, 2005, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting. Our responsibility is to express an opinion on management's assessment and an opinion on the effectiveness of the Partnership's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, evaluating management's assessment, testing and evaluating the design and operating effectiveness of internal control, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed by, or under the supervision of, the company's principal executive and principal financial officers, or persons performing similar functions, and effected by the company's board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

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In our opinion, management's assessment that the Company maintained effective internal control over financial reporting as of December 31, 2005, is fairly stated, in all material respects, based on the criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2005, based on the criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements as of and for the year ended December 31, 2005 of the Company and our report dated March 8, 2006, expressed an unqualified opinion on those financial statements.

/s/ Deloitte & Touche LLP

Houston, Texas

March 8, 2006

**Item 9B. Other Information**

The Company has disclosed all information required to be disclosed in a current report on Form 8-K during the 4<sup>th</sup> quarter of the year ended December 31, 2005 in previously filed reports on Form 8-K.

**Table of Contents****Index to Financial Statements****PART III****Item 10. Directors and Executive Officers of the Registrant**

Information required by this item will be included in the Company's proxy statement for its 2006 annual meeting, which will be filed with the Commission within 120 days of December 31, 2005, and which is incorporated herein by reference.

**Item 11. Executive Compensation**

Information required by this item will be included in the Company's proxy statement for its 2006 annual meeting, which will be filed with the Commission within 120 days of December 31, 2005, and which is incorporated herein by reference.

**Item 12. Security Ownership of Certain Beneficial Owners and Management**

Information required by this Item 403 of Regulation S-K concerning the security ownership of certain beneficial owners and management will be included in the Company's proxy statement for its 2006 annual meeting, which will be filed with the Commission within 120 days of December 31, 2005, and which is incorporated herein by reference.

The following table provides information as of December 31, 2005 regarding the number of shares of common stock that may be issued under the Company's compensation plans.

<b>Plan Category</b>	<b>Number of securities to be issued upon exercise of outstanding options, warrants and rights</b>	<b>Weighted-average exercise price of outstanding options, warrants and rights</b>	<b>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in the first column)</b>
Equity compensation plans approved by security holders	1,466,252	\$ 2.82	1,882,000
Equity compensation plans not approved by security holders	2,873,083	\$ 1.80	N/A
<b>Total</b>	<b>4,339,535</b>	<b>\$ 2.15</b>	<b>1,882,000</b>

**Item 13. Certain Relationships and Related Transactions**

Information required by this item will be included in the Company's proxy statement for its 2006 annual meeting, which will be filed with the Commission within 120 days of December 31, 2005, and which is incorporated herein by reference.

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**Item 14. Principal Accountant Fees and Services**

The information required by Item 14 is incorporated by reference from the Company's definitive proxy statement for its 2006 annual meeting, which will be filed with the Commission within 120 days of December 31, 2005, and which is incorporated herein by reference.

**PART IV**

**Item 15. Exhibits and Financial Statement Schedules**

(a) 1. The following is an index to the financial statements and financial statement schedules that are filed as part of this Form 10-K.

VAALCO ENERGY, INC. AND SUBSIDIARIES

<u>Report of Independent Registered Public Accounting Firm</u>	F-2
<u>Consolidated Balance Sheets December 31, 2005 and 2004</u>	F-3
<u>Statements of Consolidated Operations Years ended December 31, 2005, 2004 and 2003</u>	F-4
<u>Statements of Consolidated Stockholders' Equity Years ended December 31, 2005, 2004 and 2003</u>	F-5
<u>Statements of Consolidated Cash Flows Years ended December 31, 2005, 2004 and 2003</u>	F-6
<u>Notes to the Consolidated Financial Statements</u>	F-7

(a) 2. Schedules other than those listed above are omitted because they are not required, not applicable or the required information is included in the financial statements or notes thereto.

(a) 3. Exhibits:

2. Plan of acquisition, reorganization, arrangement, liquidation or succession

2.1 (a) Stock Acquisition Agreement and Plan of Reorganization dated February 17, 1998 by and among the Company and the 1818 Fund II, L.P.

2.2 (c) First Amendment to Stock Acquisition Agreement and Plan of Reorganization, dated April 21, 1998

2.3(g) Stock Purchase Agreement between Western Atlas International, Inc., as Seller, and VAALCO Gabon (Etame), Inc. as Purchaser, dated January 4, 2001.

2.4(g) Stock Purchase Agreement between VAALCO Energy, Inc., as Seller and PanAfrican Energy Corporation Ltd., as Purchaser, dated January 15, 2001

2.5(g) Share Sale and Purchase Agreement By and Between VAALCO Gabon (Etame), Inc., and Sasol Petroleum International (Pty) Ltd. dated February 5, 2001.

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3. Articles of Incorporation and Bylaws

- 3.1(b) Restated Certificate of Incorporation
- 3.2(b) Certificate of Amendment to Restated Certificate of Incorporation
- 3.3(b) Bylaws
- 3.4(b) Amendment to Bylaws
- 3.5(c) Designation of Convertible Preferred Stock, Series A

10. Material Contracts

- 10.1(d) Indemnity Agreement entered into among the Company and certain of its officers and directors listed therein.
- 10.2(e) Exploration and Production Sharing contract between the Republic of Gabon and VAALCO Gabon (Etame), Inc. dated July 7, 1995.
- 10.3(e) Deed of Assignment and Assumption between VAALCO Gabon (Etame), Inc., VAALCO Energy (Gabon), Inc. and Petrofields Exploration & Development Co., Inc. dated September 28, 1995.
- 10.4(f) Letter of Intent for Etame Block, Offshore Gabon dated January 22, 1998 between the Company and Western Atlas International, Inc.
- 10.5(h) 2001 Stock Incentive Plan dated August 16, 2001
- 10.6(i) Trustee and Paying Agent Agreement by and between VAALCO Gabon (Etame), Inc., J.P. Morgan Trustee and Depository Company Limited and JPMorgan Chase Bank, London Branch, dated June 26, 2002.
- 10.7(j) Stock Purchase Agreement dated as of August 23, 2002, by and between the Company, VAALCO International, Inc. and Nissho Iwai Corporation.
- 10.8(j) Stockholders Agreement dated August 23, 2002, by and among the Company, VAALCO International, Inc. and Nissho Iwai Corporation.
- 10.9(j) Subscription Agreement between the Company and VAALCO International, Inc. dated August 23, 2002.
- 10.10(k) 2003 Stock Incentive Plan dated December 16, 2003
- 10.11(l) Exploration and Production Sharing contract between the Republic of Gabon and VAALCO Production (Gabon), Inc., Permit Mutamba Iroru dated November 11, 2005.
- 10.12(m) Loan Agreement between VAALCO Gabon (Etame), Inc. and International Finance Corporation dated June 13, 2005



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21. Subsidiaries of the Company

21.1(l) Subsidiaries of the Registrant

23. Consents of Experts and Counsel

23.1 Consent of Deloitte and Touche LLP

23.2 Consent of Netherland Sewell

31. Rule 13a-14(a) Certifications

31.1 Certification pursuant to section 302 of the Sarbanes-Oxley Act of 2002

31.2 Certification pursuant to section 302 of the Sarbanes-Oxley Act of 2002

32. Section 1350 Certifications

32.1 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act Of 2002.

32.2 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act Of 2002.

- 
- (a) Filed as an exhibit to the Company's report on Form 8-K filed with the Commission on March 4, 1998 (file no. 000-20928) and hereby incorporated by reference herein.
  - (b) Filed as an exhibit to the Company's Registration Statement on Form S-3 filed with the Commission on July 15, 1998 and hereby incorporated by reference herein.
  - (c) Filed as an exhibit to the Company's Report on Form 8-K filed with the Commission on May 6, 1998 and hereby incorporated by reference herein.
  - (d) Filed as an exhibit to the Company's Form 10 (File No. 0-20928) filed on December 3, 1992, as amended by Amendment No. 1 on Form 8 on January 7, 1993, and by Amendment No. 2 on Form 8 on January 25, 1993, and hereby incorporated by reference herein.
  - (e) Filed as an exhibit to the Company's Form 10-QSB for the quarterly period ended September 30, 1995, and hereby incorporated by reference herein.

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- (f) Filed as an exhibit to the Company's Form 10-KSB for the annual period ended December 31, 1996, and hereby incorporated by reference herein.
- (h) Filed as an exhibit to the Company's Registration Statement Form S-8 filed with the Commission on August 18, 2001, and incorporated by reference herein
- (i) Filed as an exhibit to the Company's Form 10-QSB for the quarterly period ended June 30, 2002, and hereby incorporated by reference herein.
- (j) Filed as an exhibit to the Company's Form 10-QSB for the quarterly period ended September 30, 2002, and hereby incorporated by reference herein.
- (k) Filed as an exhibit to Form10-KSB for the annual period ended December 31, 2004, and hereby incorporated by reference herein.
- (l) Filed as an exhibit to Form10-K for the annual period ended December 31, 2005, and hereby incorporated by reference herein.
- (m) Filed as an exhibit to the Company's Form 8K filed with the Commission on February 21, 2006, and incorporated by reference herein.

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**Glossary of Oil and Gas Terms**

**Terms used to describe quantities of oil and natural gas**

*Bbl* One stock tank barrel, or 42 US gallons liquid volume, of crude oil or other liquid hydrocarbons.

*Bcf* One billion cubic feet of natural gas.

*Bcfe* One billion cubic feet of natural gas equivalent.

*BOE* One barrel of oil equivalent, converting gas to oil at the ratio of 6 Mcf of gas to 1 Bbl of oil.

*BOPD* One barrel of oil per day

*MBbl* One thousand Bbls.

*Mcf* One thousand cubic feet of natural gas.

*McfD* One thousand cubic feet of natural gas per day.

*Mcfe* One thousand cubic feet of natural gas equivalent.

*MMBbl* One million Bbls of oil or other liquid hydrocarbons.

*MMcf* One million cubic feet of natural gas.

*MBOE* One thousand BOE.

*MMBOE* One million BOE.

**Terms used to describe the Company's interests in wells and acreage**

*Gross oil and gas wells or acres* The Company's gross wells or gross acres represent the total number of wells or acres in which the Company owns a working interest.

*Net oil and gas wells or acres* Determined by multiplying gross oil and natural gas wells or acres by the working interest that the Company owns in such wells or acres represented by the underlying properties.

**Terms used to assign a present value to the Company's reserves**

*Standard measure of proved reserves* The present value, discounted at 10%, of the pre-United States income tax future net cash flows attributable to estimated net proved reserves. The Company calculates this amount by assuming that it will sell the oil and gas production attributable to the proved reserves estimated in its independent engineer's reserve report for the prices it received for the production on the date of the report, unless it had a contract to sell the production for a different price. The Company also assumes that the cost to produce the reserves will remain constant at the costs prevailing on the date of the report. The assumed costs are subtracted from the assumed revenues resulting in a stream of future net cash flows. Estimated future income taxes using rates in effect on the date of the report are deducted from the net cash flow stream. The after-tax cash flows are discounted at 10% to result in the standardized measure of the Company's proved reserves.

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**Terms used to classify the Company's reserve quantities**

*Proved reserves* The estimated quantities of crude oil, natural gas and natural gas liquids which, upon analysis of geological and engineering data, appear with reasonable certainty to be recoverable in the future from known oil and natural gas reservoirs under existing economic and operating conditions.

The SEC definition of proved oil and gas reserves, per Article 4-10(a) (2) of Regulation S-X, is as follows:

*Proved oil and gas reserves.* Proved oil and gas reserves are the estimated quantities of crude oil, natural gas, and natural gas liquids which geological and engineering data demonstrate with reasonable certainty to be recoverable in future years from known reservoirs under existing economic and operating conditions, i.e., prices and costs as of the date the estimate is made. Prices include consideration of changes in existing prices provided only by contractual arrangements, but not on escalations based upon future conditions.

(a) Reservoirs are considered proved if economic producibility is supported by either actual production or conclusive formation test. The area of a reservoir considered proved includes (A) that portion delineated by drilling and defined by gas-oil and/or oil-water contacts, if any; and (B) the immediately adjoining portions not yet drilled, but which can be reasonably judged as economically productive on the basis of available geological and engineering data. In the absence of information on fluid contacts, the lowest known structural occurrence of hydrocarbons controls the lower proved limit of the reservoir.

(b) Reserves which can be produced economically through application of improved recovery techniques (such as fluid injection) are included in the proved classification when successful testing by a pilot project, or the operation of an installed program in the reservoir, provides support for the engineering analysis on which the project or program was based.

(c) Estimates of proved reserves do not include the following: (1) oil that may become available from known reservoirs but is classified separately as indicated additional reserves; (2) crude oil, natural gas, and natural gas liquids, the recovery of which is subject to reasonable doubt because of uncertainty as to geology, reservoir characteristics, or economic factors; (3) crude oil, natural gas, and natural gas liquids, that may occur in undrilled prospects; and (4) crude oil, natural gas, and natural gas liquids, that may be recovered from oil shales, coal, gilsonite and other such sources.

*Proved developed reserves* Proved reserves that can be expected to be recovered through existing wells with existing equipment and operating methods.

*Proved undeveloped reserves* Proved reserves that are expected to be recovered from new wells on undrilled acreage, or from existing wells where a relatively major expenditure is required.

**Terms which describe the productive life of a property or group of properties**

*Reserve life* A measure of the productive life of an oil and gas property or a group of oil and gas properties, expressed in years. Reserve life for the years ended December 31, 2005,

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2004 or 2003 equal the estimated net proved reserves attributable to a property or group of properties divided by production from the property or group of properties for the four fiscal quarters preceding the date as of which the proved reserves were estimated.

**Terms used to describe the legal ownership of the Company's oil and gas properties**

*Royalty interest* A real property interest entitling the owner to receive a specified portion of the gross proceeds of the sale of oil and natural gas production or, if the conveyance creating the interest provides, a specific portion of oil and natural gas produced, without any deduction for the costs to explore for, develop or produce the oil and natural gas. A royalty interest owner has no right to consent to or approve the operation and development of the property, while the owners of the working interests have the exclusive right to exploit the mineral on the land.

*Working interest* A real property interest entitling the owner to receive a specified percentage of the proceeds of the sale of oil and natural gas production or a percentage of the production, but requiring the owner of the working interest to bear the cost to explore for, develop and produce such oil and natural gas. A working interest owner who owns a portion of the working interest may participate either as operator or by voting his percentage interest to approve or disapprove the appointment of an operator and drilling and other major activities in connection with the development and operation of a property.

**Terms used to describe seismic operations**

*Seismic data* Oil and gas companies use seismic data as their principal source of information to locate oil and gas deposits, both to aid in exploration for new deposits and to manage or enhance production from known reservoirs. To gather seismic data, an energy source is used to send sound waves into the subsurface strata. These waves are reflected back to the surface by underground formations, where they are detected by geophones which digitize and record the reflected waves. Computers are then used to process the raw data to develop an image of underground formations.

*2-D seismic data* 2-D seismic survey data has been the standard acquisition technique used to image geologic formations over a broad area. 2-D seismic data is collected by a single line of energy sources which reflect seismic waves to a single line of geophones. When processed, 2-D seismic data produces an image of a single vertical plane of sub-surface data.

*3-D seismic data* 3-D seismic data is collected using a grid of energy sources, which are generally spread over several miles. A 3-D survey produces a three dimensional image of the subsurface geology by collecting seismic data along parallel lines and creating a cube of information that can be divided into various planes, thus improving visualization. Consequently, 3-D seismic data is a more reliable indicator of potential oil and natural gas reservoirs in the area evaluated.

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**SIGNATURES**

**In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.**

VAALCO ENERGY, INC.

(Registrant)

By /s/ W. RUSSELL SCHEIRMAN  
**W. Russell Scheirman, President,  
Chief Financial Officer and Director**  
Dated March 8, 2006

**In accordance with the Exchange Act, this report has been signed below on the 8th day of March, by the following persons on behalf of the registrant and in the capacities indicated.**

	Signature	Title
By: /s/ ROBERT L. GERRY, III		Chairman of the Board, Chief Executive Officer and Director (Principal Executive Officer)
	Robert L. Gerry, III.	
By: /s/ W. RUSSELL SCHEIRMAN		President, Chief Financial Officer and Director (Principal Financial Officer and Principal Accounting Officer)
	W. Russell Scheirman	
By: /s/ Robert H. Allen		Director
	Robert H. Allen	
By: /s/ Luigi Caflisch		Director
	Luigi Caflisch	
By: /s/ Donald Chapolton		Director
	Donald Chapolton	
By: /s/ Will S. Farish		Director
	Will S. Farish	
By: /s/ Arne R. Nielsen		Director
	Arne R. Nielsen	





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**VAALCO ENERGY, INC. AND SUBSIDIARIES**

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

**To the Board of Directors and Stockholders of VAALCO Energy, Inc. and Subsidiaries:**

We have audited the consolidated balance sheets of VAALCO Energy, Inc. and its subsidiaries ( VAALCO ) as of December 31, 2005 and 2004, and the related statements of consolidated operations, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2005. These financial statements are the responsibility of VAALCO's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing 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 over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of VAALCO as of December 31, 2005 and 2004, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2005 in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 10 to the consolidated financial statements, effective January 1, 2003, the Company changed its method of accounting for asset retirement obligations.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the effectiveness of the Company's internal control over financial reporting as of December 31, 2005, based on the criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 8, 2006 expressed an unqualified opinion on management's assessment of the effectiveness of the Company's internal control over financial reporting and an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

/s/ Deloitte & Touche LLP

Houston, Texas

March 8, 2006

**Table of Contents****Index to Financial Statements****VAALCO ENERGY, INC. AND SUBSIDIARIES****CONSOLIDATED BALANCE SHEETS***(in thousands of dollars, except number of shares and par value amounts)*

	December 31, 2005	December 31, 2004
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 43,880	\$ 27,574
Funds in escrow	1,130	1,152
Receivables:		
Trade	6,453	5,258
Accounts with partners	2,255	3,138
Other	1,234	209
Crude oil inventory	518	724
Materials and supplies	290	314
Prepayments and other	2,185	1,160
Current assets of discontinued operations		78
<b>Total current assets</b>	<b>57,945</b>	<b>39,607</b>
Property and equipment – successful efforts method:		
Wells, platforms and other production facilities	43,805	32,960
Work in progress	10,832	6,508
Equipment and other	1,783	847
	<b>56,420</b>	40,315
Accumulated depreciation, depletion and amortization	<b>(19,222)</b>	<b>(13,966)</b>
<b>Net property and equipment</b>	<b>37,198</b>	<b>26,349</b>
Other assets:		
Deferred tax asset	1,257	1,290
Funds in escrow	820	807
Other long-term assets	942	319
<b>TOTAL</b>	<b>\$ 98,162</b>	<b>\$ 68,372</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 8,555	\$ 9,280
Current portion of long term debt		2,250
Current liabilities of discontinued operations	391	1,927
Income taxes payable		140
<b>Total current liabilities</b>	<b>8,946</b>	<b>13,597</b>
Long term liabilities of discontinued operations		

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Long term debt	<b>1,500</b>	1,500
Asset retirement obligations	<b>3,615</b>	1,330
<b>Total liabilities</b>	<b>14,061</b>	16,427
<b>Commitments and contingencies (See Note 8)</b>		
Minority interest in consolidated subsidiaries	<b>5,786</b>	4,137
<b>Stockholders' equity:</b>		
Convertible preferred stock, \$25 par value, 500,000 shares authorized; 0 and 6667 shares issued and outstanding at December 31, 2005 and 2004, respectively		167
Common stock, \$0.10 par value, 100,000,000 authorized shares, 58,314,792 and 33,244,244 shares issued with 1,060,342, and 418,294 in treasury at December 31, 2005, and 2004, respectively	<b>5,831</b>	3,324
Additional paid-in capital	<b>44,662</b>	45,612
Retained earnings/(accumulated deficit)	<b>28,088</b>	(1,094)
Less treasury stock, at cost	<b>(266)</b>	(201)
<b>Total stockholders' equity</b>	<b>78,315</b>	47,808
<b>TOTAL</b>	<b>\$ 98,162</b>	\$ 68,372

*See notes to consolidated financial statements.*

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## VAALCO ENERGY, INC. AND SUBSIDIARIES

## STATEMENTS OF CONSOLIDATED OPERATIONS

## FOR THE YEARS ENDED DECEMBER 31, 2005, 2004 AND 2003

*(in thousands of dollars, except per share amounts)*

	Years ended December 31,		
	2005	2004	2003
Revenues:			
Oil and gas sales	\$ 84,935	\$ 56,502	\$ 35,481
Operating costs and expenses:			
Production expenses	10,584	9,958	8,969
Exploration expense	2,709	267	2,096
Depreciation, depletion and amortization	5,369	4,749	5,785
General and administrative expenses	2,696	1,260	2,007
Total operating costs and expenses	21,358	16,234	18,857
Operating income	63,577	40,268	16,624
Other income (expense):			
Interest income	1,099	265	80
Interest expense	(418)	(485)	(2,630)
Other, net	131	22	
Total other income/(expense)	812	(198)	(2,550)
Income from continuing operations before taxes, minority interest and cumulative effect of accounting change	64,389	40,070	14,074
Income tax expense	31,491	11,972	5,514
Income from continuing operations before minority interest and cumulative effect of accounting change	32,898	28,098	8,560
Minority interest in earnings of subsidiaries	(3,647)	(3,069)	(1,306)
Income from continuing operations	29,251	25,029	7,254
Discontinued operations: (Note 10)			
Loss from discontinued operations before income taxes			
(including loss on disposal of \$125 in 2004)	(69)	(327)	(244)
Income taxes		(1,764)	209
Loss from discontinued operations	(69)	(2,091)	(35)
Cumulative effect of change in accounting principle			1,717
<b>Net income</b>	<b>\$ 29,182</b>	<b>\$ 22,938</b>	<b>\$ 8,936</b>
Basic income per common share from continuing operations before cumulative effect of accounting change	\$ 0.56	\$ 0.94	\$ 0.34

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Loss from discontinued operations		(0.08)	
Cumulative effect of accounting change			0.08
Basic income per common share	<b>\$ 0.56</b>	\$ 0.86	\$ 0.42
Diluted income per common share from continuing operations before cumulative effect of accounting change	<b>\$ 0.50</b>	\$ 0.43	\$ 0.13
Loss from discontinued operations		(0.04)	
Cumulative effect of accounting change			0.03
Diluted income common per share	<b>\$ 0.50</b>	\$ 0.39	\$ 0.16
Basic weighted average common shares outstanding	<b>51,772</b>	26,604	21,237
Diluted weighted average common shares outstanding	<b>58,253</b>	58,157	55,355

*See notes to consolidated financial statements.*

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**VAALCO ENERGY, INC. AND SUBSIDIARIES**  
**STATEMENTS OF CONSOLIDATED STOCKHOLDERS EQUITY**  
**FOR THE YEARS ENDED DECEMBER 31, 2005, 2004 AND 2003**

*(in thousands of dollars, except share data)*

	Preferred Stock		Common Stock		Additional Paid-in Capital	Subscription Receivable	Retained Earnings/ (Accumulated Deficit)	Treasury Stock	Total Stockholders Equity
	Shares	Amount	Shares	Amount					
Balance at January 1, 2003	10,000	\$ 250	20,836,350	\$ 2,084	\$ 46,413	\$ (569)	\$ (32,968)	\$ (12)	\$ 15,198
Proceeds from stock issuance			695,479	69	514				583
Cancellation of subscription									
Receivable					(569)	569			
Purchase of treasury shares								(163)	(163)
Net Income							8,936		8,936
Balance at December 31, 2003	10,000	\$ 250	21,531,829	\$ 2,153	\$ 46,358	\$	\$ (24,032)	\$ (175)	\$ 24,554
Conversion of Preferred Shares	(3,333)	(83)	9,165,750	916	(833)				
Proceeds from stock issuance			2,546,665	255	87				342
Purchase of treasury shares								(26)	(26)
Net Income							22,938		22,938
Balance at December 31, 2004	6,667	\$ 167	33,244,244	\$ 3,324	\$ 45,612	\$	\$ (1,094)	\$ (201)	\$ 47,808
Conversion of Preferred Shares	(6,667)	(167)	18,334,250	1,833	(1,666)				
Proceeds from stock issuance			6,736,298	674	716				1,390
Purchase of treasury shares								(65)	(65)
Net Income							29,182		29,182
Balance at December 31, 2005		\$	58,314,792	\$ 5,831	\$ 44,662	\$	\$ 28,088	\$ (266)	\$ 78,315

*See notes to consolidated financial statements.*

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**VAALCO ENERGY, INC. AND SUBSIDIARIES**  
**STATEMENTS OF CONSOLIDATED CASH FLOWS**

*(in thousands of dollars)*

	Year Ended December 31,		
	2005	2004	2003
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net income	\$ 29,182	\$ 22,938	\$ 8,936
Adjustments to reconcile net income to net cash provided by (used in) operating activities:			
Depreciation, depletion and amortization	5,369	4,749	5,876
Non cash compensation expense			443
Amortization of debt discount			1,624
Cumulative effect of accounting change			(1,717)
Loss on sale of assets		191	
Exploration expense	2,709	267	2,096
Minority interest in earnings of subsidiaries	3,647	3,070	1,306
Change in assets and liabilities that provided (used) cash:			
Trade receivables	(1,117)	(4,786)	3,213
Other receivables	(1,025)	241	1,198
Materials and supplies	24	(364)	184
Crude Oil Inventory	206	(138)	(568)
Prepayments and other	(1,025)	(632)	(160)
Accounts payable and accrued liabilities	(2,845)	2,059	(3,081)
Accounts with partners	883	(6,251)	3,779
Income taxes payable	(140)	1,859	
Provision for deferred income taxes	33	(410)	(497)
<b>Net cash provided by operating activities</b>	<b>35,901</b>	<b>22,787</b>	<b>22,632</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Funds in escrow net	9	992	7,899
Discontinued operations transaction expense		(1,187)	
Exploration expense	(2,709)	(267)	(327)
Additions to property and equipment - successful efforts method	(13,347)	(14,324)	(1,877)
Other net	(625)	113	286
<b>Net cash used in investing activities</b>	<b>(16,672)</b>	<b>(14,673)</b>	<b>5,981</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Proceeds from issuance of common stock	1,325	315	141
Distribution to minority interest	(1,998)	(600)	(320)
Debt repayment	(2,250)	(3,250)	(13,000)
Purchase of treasury shares			(163)
<b>Net used in financing activities</b>	<b>(2,923)</b>	<b>(3,535)</b>	<b>(13,342)</b>
<b>NET CHANGE IN CASH AND CASH EQUIVALENTS</b>	<b>16,306</b>	<b>4,579</b>	<b>15,271</b>



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<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD</b>	<b>27,574</b>	22,995	7,724
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	<b>43,880</b>	\$ 27,574	\$ 22,995

SUPPLEMENTAL DISCLOSURE OF CASH FLOWS INFORMATION:

Interest Paid	\$ 209	\$ 325	\$ 1,140
Income Taxes Paid	\$ 31,598	\$ 12,247	\$ 5,545
Supplemental disclosure of non cash flow information			
Investment in property and equipment not paid	\$ 585	\$	\$
Treasury stock purchase	\$ 65	\$ 26	\$

*See notes to consolidated financial statements.*

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VAALCO ENERGY, INC AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2005, 2004 AND 2003

(in thousands of dollars unless otherwise indicated)

1. ORGANIZATION

VAALCO Energy, Inc., a Delaware corporation, is a Houston-based independent energy company principally engaged in the acquisition, exploration, development and production of crude oil and natural gas. As used herein, the terms Company and VAALCO mean VAALCO Energy, Inc. and its subsidiaries, unless the context otherwise requires. VAALCO owns producing properties and conducts exploration activities as operator of consortiums internationally in Gabon. Domestically, the Company has interests in the Texas Gulf Coast area. In Gabon, VAALCO serves as the operator for a group of companies which own the working interest in the production sharing contract, collectively referred to as a consortium.

VAALCO's subsidiaries include VAALCO Gabon (Etame), Inc., VAALCO Production (Gabon), Inc., VAALCO Energy (USA), Inc., Alcorn (Philippines) Inc., Alcorn (Production) Philippines Inc., Altisima Energy, Inc. and 1818 Oil Corp.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation - The accompanying consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. The portion of the income and net assets applicable to the Company's non-controlling interest in the majority-owned operations of the Company's Gabon subsidiary is reflected as minority interest. All significant transactions within the consolidated group have been eliminated in consolidation.

Cash and Cash Equivalents - For purposes of the statements of consolidated cash flows, the Company considers all highly liquid debt instruments purchased with an original maturity of three months or less to be cash and cash equivalents.

Funds in Escrow - Escrow cash includes cash that is contractually restricted for non-operational purposes such as debt service and capital expenditures. Restricted cash and cash equivalents are classified as a current or non-current asset based on their designated purpose. Current amounts represent an escrow for interest and the a portion of the Company's loan with the International Finance Corporation ( IFC loan ) amounting to (\$1.1 million). Long term amounts represent an escrow to secure charter payments for the Floating Production Storage and Offloading tanker ( FPSO ) in Gabon (\$0.8 million) and for the abandonment of certain Gulf of Mexico properties (\$39). The Company invests funds in escrow and excess cash in certificates of deposit and commercial paper issued by banks with maturities typically not exceeding 90 days.

Inventory - Materials and supplies are valued at the lower of cost, determined by the weighted-average method, or market. Crude oil inventories are carried at the lower of cost or market and represent the Company's share of crude oil production produced and stored on the tanker, but unsold. Inventory cost represents the production expenses excluding depletion.

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VAALCO ENERGY, INC AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

**Income Taxes** VAALCO accounts for income taxes under an asset and liability approach that recognizes deferred income tax assets and liabilities for the estimated future tax consequences of differences between the financial statements and tax bases of assets and liabilities. Valuation allowances are provided against deferred tax assets that are not likely to be realized.

**Property and Equipment** - The Company follows the successful efforts method of accounting for exploration and development costs. Under this method, exploration costs, other than the cost of exploratory wells, are charged to expense as incurred. Exploratory well costs are initially capitalized until a determination as to whether proved reserves have been discovered. If an exploratory well is deemed to not have found proved reserves, the associated costs are expensed at that time. All development costs, including developmental dry hole costs, are capitalized. Provisions for impairment of undeveloped oil and gas leases are based on periodic evaluations and other factors. The Company recognizes gains/losses for the sale of developed properties based upon an allocation of property costs between the interests sold and the interests retained based on the fair value of those interests.

The Company reviews its oil and gas properties for impairment whenever events or changes in circumstances indicate that the carrying amount of such properties may not be recoverable. When it is determined that an oil and gas property's estimated future net cash flows will not be sufficient to recover its carrying amount, an impairment charge must be recorded to reduce the carrying amount of the asset to its estimated fair value. Other exploration costs, including geological and geophysical expenses applicable to undeveloped leasehold, leasehold expiration costs and delay rentals are expensed as incurred.

Depletion of wells, platforms and other production facilities are provided on a field basis under the unit-of-production method based upon estimates of proved developed reserves. For financial accounting purposes the Company adopted Statement of Financial Accounting Standards ( SFAS ) 143 *Accounting for Asset Retirement Obligations* on January 1, 2003 (See Note 10). This Statement requires that the fair value of a liability for an asset retirement obligation be recognized in the period in which it is incurred by capitalizing it as part of the carrying amount of the long-lived assets. Provision for depreciation of other property is made primarily on a straight-line basis over the estimated useful life of the property. The annual rates of depreciation are as follows:

Office and miscellaneous equipment	3 - 5 years
Leasehold improvements	8 -12 years

**Foreign Exchange Transactions** - For financial reporting purposes, the subsidiaries use the United States dollar as their functional currency. Monetary assets and liabilities denominated in foreign currency are translated to U.S. dollars at the rate of exchange in effect at the balance sheet date, and items of income and expense are translated at average monthly rates. Nonmonetary assets and liabilities are translated at the exchange rate in effect at the time such assets were acquired and such liabilities were incurred. Gains and losses on foreign currency transactions are included in income currently. The Company incurred a gain on foreign currency transactions of \$126 in 2005, \$19 in 2004 and \$7 in 2003.

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## VAALCO ENERGY, INC AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

**Accounts With Partners** - Accounts with partners represent cash calls due or excess cash calls paid by the partners for exploration, development and production expenditures made by VAALCO Gabon (Etame), Inc.

**Revenue Recognition** - The Company recognizes revenues from crude oil and natural gas sales upon delivery to the buyer.

**Stock-Based Compensation** - SFAS No. 123, *Accounting for Stock-Based Compensation* encourages, but does not require, companies to record compensation cost for stock-based employee compensation plans at fair value as determined by generally recognized option pricing models such as the Black-Scholes model or the binomial model. Because of the inexact and subjective nature of deriving non-freely traded employee stock option values using these methods, the Company has adopted the disclosure-only provisions of SFAS No. 123 and continues to account for stock-based compensation using the intrinsic value method prescribed in Accounting Principles Board Opinion No. 25, *Accounting for Stock Issued to Employees*. Accordingly, no compensation cost has been recognized for the Company's stock-based plans. Had compensation cost for the Company's stock-based compensation plans been determined based on the fair value at the grant dates for awards under those plans consistent with the optional method prescribed by SFAS No. 123, the Company's net income and net income per share would have been adjusted to the pro forma amounts indicated below (in thousands, except per share data):

Years Ended December 31,	2005	2004	2003
Net income as reported	\$ 29,182	\$ 22,938	\$ 8,936
Deduct: Total stock based employee compensation expense	2,909	959	572
Proforma net income	\$ 26,273	\$ 21,979	\$ 8,364
Basic earnings per share			
As reported	\$ 0.56	\$ 0.86	\$ 0.42
Pro forma	\$ 0.51	\$ 0.83	\$ 0.39
Diluted earnings per share			
As reported	\$ 0.50	\$ 0.39	\$ 0.16
Pro forma	\$ 0.45	\$ 0.38	\$ 0.15

The total stock based employee compensation expense was determined under the fair value based method for all awards, net of related tax effects.

The effects of applying SFAS No. 123 in the disclosure may not be indicative of future amounts as additional awards in future years are anticipated.

The valuation of the options is based upon a Black Scholes model assuming expected volatility ranging from 38% to 62%, risk-free interest rate of 5.5%, expected life of options of 3 to 10 years, depending upon the award and expected dividend yield of 0%.

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VAALCO ENERGY, INC AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

**Fair Value of Financial Instruments** - The Company's financial instruments consist primarily of cash, funds in escrow, trade accounts, note receivables, trade payables and debt. The book values of cash, trade receivables, and trade payables are representative of their respective fair values due to the short-term maturity of these instruments. The book value of the Company's notes receivable and debt instruments are considered to approximate the fair value, as the interest rates are adjusted based on rates currently in effect.

**Risks and Uncertainties** - The Company's interests are located overseas in certain offshore areas in Gabon and in Texas.

Substantially all of the Company's crude oil and natural gas is sold at the well head at posted or index prices under short-term contracts, as is customary in the industry. In Gabon, effective January 1, 2006, the Company sells crude oil under a contract with Trafigura Beheer B.V. In 2005, 2004 and 2003, Shell Western Supply and Trading Limited was the crude oil buyer in Gabon and accounted for all of the Company's revenues in Gabon for those years. While the loss of the Company's buyer might have a material effect on the Company in the near term, management believes that the Company would be able to obtain other customers for its crude oil. Domestic production is sold under two contracts, one for oil and one for gas. The Company has access to several alternative buyers for oil and gas sales domestically.

Estimates of oil and gas reserves as made in the financial statements require extensive judgments and are generally less precise than other estimates made in connection with financial disclosures. Assigning monetary values to such estimates does not reduce the subjectivity and changing nature of such estimates of value. The information set forth herein is therefore subjective and, since judgments are involved, may not be comparable to estimates of value made by other companies. The Company considers its estimates to be reasonable; however, due to inherent uncertainties and the limited nature of data, estimates are imprecise and subject to change over time as additional information become available.

**Use of Estimates in Financial Statement Preparation** - The preparation of financial statements in conformity with generally accepted accounting principles requires estimates and assumptions that affect the reported amounts of assets and liabilities as well as certain disclosures. The Company's financial statements include amounts that are based on management's best estimates and judgments. Actual results could differ from those estimates.

**Reclassifications** - Certain amounts from 2003 have been reclassified to conform to the 2005 presentation.

3. NEW ACCOUNTING PRONOUNCEMENTS

**SFAS No. 123(R), Share Based Payment** - In December 2004, the FASB issued SFAS No. 123(Revised 2004), *Share-Based Payment*, ( SFAS 123(R) ), which establishes accounting standards for all transactions in which an entity exchanges its equity instruments for goods and services. SFAS No. 123(R) focuses primarily on accounting for transactions with employees, and carries forward without change to prior guidance for share-based payments for transactions with non-employees.

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VAALCO ENERGY, INC AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

SFAS No. 123(R) eliminates the intrinsic value measurement objective in APB Opinion 25 and generally requires the Company to measure the cost of employee services received in exchange for an award of equity instruments based on the fair value of the award on the date of the grant. The standard requires grant date fair value to be estimated using either an option-pricing model which is consistent with the terms of the award or a market observed price, if such a price exists. Such cost must be recognized over the period during which an employee is required to provide service in exchange for the award (which is usually the vesting period). The standard also requires the Company to estimate the number of instruments that will ultimately be issued, rather than accounting for forfeitures as they occur.

The Company is required to apply SFAS No. 123(R) to all awards granted, modified or settled in the first reporting period under U.S. GAAP after June 15, 2005. The Company is also required to use either the modified prospective method or the modified retrospective method. Under the modified prospective method, the Company must recognize compensation cost for all awards granted after the Company adopts the standard and for the unvested portion of previously granted awards that are outstanding on that date. Under the modified retrospective method, the Company must restate previously issued financial statements to recognize the amounts the Company previously calculated and reported on a pro forma basis, as if the prior standard had been adopted. See Note 2 Stock Based Compensation.

Under both methods, the Company is permitted to use either a straight line or an accelerated method to amortize the cost as an expense for awards with graded vesting. The standard permits and encourages early adoption.

The Company has commenced the analysis of the impact of SFAS 123(R), but has not yet decided: whether the Company will use the modified prospective method or elect to use the modified retrospective method, and whether the Company will elect to use straight line amortization or an accelerated method.

Accordingly, the Company cannot currently quantify with precision the effect that this standard would have on its financial position or results of operations in the future, except that the Company probably will recognize a greater expense for any awards that the Company may grant in the future than the Company would using the current guidance. If the Company were to adopt SFAS No. 123(R) using the modified retrospective method, net income would have been \$2.9 million less than reported in the year ended December 31, 2005.

**SFAS 151, Inventory Costs** - In November 2005, the FASB issued SFAS No. 151, *Inventory Costs* an amendment of ARB No. 43, Chapter 4, which amends Chapter 4 of ARB No. 43 that deals with inventory pricing. The statement clarifies the accounting for abnormal amounts of idle facility expenses, freight, handling costs, and spoilage. Under previous guidance, paragraph 5 of ARB No. 43, chapter 4, items such as idle facility expense, excessive spoilage, double freight, and rehandling costs might be considered to be so abnormal, under certain circumstances, as to require treatment as current period

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VAALCO ENERGY, INC AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

charges. This statement eliminates the criterion of so abnormal and requires that those items be recognized as current period charges. This statement is effective for inventory costs incurred during fiscal years beginning after June 15, 2005, although earlier application is permitted for fiscal years beginning after the date of issuance of this statement. Retroactive application is not permitted. Management is analyzing the requirements of this new Statement and believes that its adoption will not have any significant impact on the Company's financial position, results of operations or cash flows.

**SFAS 153, Exchange of Non-Monetary Assets** - In December 2005, the FASB issued SFAS No. 153, *Exchanges of Nonmonetary Assets* an amendment of APB No. 29 ( *Opinion 29* ). This statement amends *Opinion 29* to eliminate the exception for nonmonetary exchanges of similar productive assets and replaces it with a general exception for exchanges of nonmonetary assets that do not have commercial substance. The statement specifies that a nonmonetary exchange has commercial substance if the future cash flows of the entity are expected to change significantly as a result of the exchange. This statement is effective for nonmonetary asset exchanges occurring in fiscal periods beginning after June 15, 2005. Earlier application is permitted for nonmonetary asset exchanges occurring in fiscal periods beginning after the date this Statement is issued. Retroactive application is not permitted. Management is analyzing the requirements of this new Statement and believes that its adoption will not have any significant impact on the Company's financial position, results of operations or cash flows.

**FASB Statement No. 154, Accounting Changes and Error Corrections** - In May 2005, the FASB issued FASB Statement No. 154, *Accounting Changes and Error Corrections* ( *Statement 154* ). Statement 154 requires companies to recognize changes in accounting principles, including changes required by a new accounting pronouncement when the pronouncement does not include specific transition provisions, retrospectively to prior periods' financial statements. Statement 154 is effective for accounting changes and corrections of errors made in fiscal years beginning after December 15, 2005. The Company does not believe that the adoption of Statement 154 will have a material effect on its financial position or results of operations.

4. SUSPENDED WELL COSTS

**FASB Statement No. 19, Financial Accounting and Reporting by Oil and Gas Producing Companies** - On April 4, 2005, the FASB issued FASB Staff Position No. FAS 19-1 ( *FSP FAS 19-1* ), which addressed a discussion that was ongoing within the oil industry regarding capitalization of costs of drilling exploratory wells. Paragraph 19 of FASB Statement No. 19, *Financial Accounting and Reporting by Oil and Gas Producing Companies* ( *FASB No. 19* ), requires costs of drilling exploratory wells to be capitalized pending determination of whether the well has found proved reserves. If the well has found proved reserves, the capitalized costs become part of the entity's wells, equipment, and facilities. If, however, the well has not found proved reserves, the capitalized costs of drilling the well are expensed. Questions arose in practice about the application of this guidance due to changes in oil and gas exploration processes and lifecycles. The issue was whether there are circumstances that would permit the continued

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## VAALCO ENERGY, INC AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

capitalization of exploratory well costs if reserves cannot be classified as proved within one year following the completion of drilling, other than when additional exploration wells are necessary to justify major capital expenditures and those wells are underway or firmly planned for the near future. FSP FAS 19-1 amends FASB No. 19 to allow for the continued capitalization of suspended well costs when the well has found a sufficient quantity of reserves to justify its completion as a producing well and the enterprise is making sufficient progress assessing the reserves and the economic and operating viability of the plan. The issuance of this amendment did not result in an adjustment to the Company suspended well costs.

The Company had \$6.5 million of suspended well costs associated with exploration wells at Avouma (\$3.9 million) and Ebouri (\$2.6 million) in Gabon at December 31, 2005 being carried as work in progress. In February 2005, the Company received approval to declare the Avouma reserves commercial from the Gabon government and in April 2005 the Gabon government approved a joint development plan for the Avouma/South Tchibala discoveries, and assigned a twenty year development area. Construction of the platform facilities to develop Avouma/South Tchibala is ongoing.

For Ebouri, the Company acquired new seismic over the discovery in January 2005 and completed processing of the seismic in December 2005. Based on the results of the seismic, the Company believes the discovery is commercial and intends to seek government approval of commerciality of the discovery, file for a development area and submit a development plan in 2006.

The table below provides additional information with respect to the Company's capitalized exploration drilling costs.

	2005	2004	2003
Beginning balance at January 1	\$ 6,508	\$ 1,905	\$ 1,509
Additions to capitalized exploratory drilling costs	2,426	4,603	1,905
Capitalized exploratory drilling costs reclassified to property and equipment			
Capitalized exploratory drilling costs expensed	(2,401)		(1,509)
Ending balance at December 31	\$ 6,533	\$ 6,508	\$ 1,905

Number of wells requiring major capital expenditures where additional drilling efforts are not underway or firmly planned for the near future

	1 <sup>(1)</sup>	1 <sup>(2)</sup>	
Amount capitalized for wells requiring major capital expenditures where additional drilling efforts are not underway or firmly planned	\$ 2,607	\$ 2,597	
Amounts capitalized for less than one year	25	4603	1,905
Amounts capitalized for less than two years but more than one year	4,603	1,905	
Amounts capitalized for less than three years but more than two years	1,905		

(1) Ebouri No. 1 well, see discussion above.

(2) Avouma No. 1 well, see discussion above.



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## VAALCO ENERGY, INC AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

**5. STOCKHOLDERS EQUITY**

The Company is authorized to issue up to 100 million shares of common stock. Stockholder's equity consists of preferred stock, common stock, options and warrants. Set out in the table below is a summary of the number of shares on an as converted basis assuming cash exercise of all warrants and options as of December 31, 2005 and 2004. Certain options and warrants have cashless exercise features that would alter the number of shares issued if this feature were utilized.

	2005	2004
Common shares issued and Outstanding <sup>(1)</sup>	57,254,450	32,825,950
Preferred shares convertible to common stock		18,334,250
Options	4,339,535	4,019,335
Warrants		5,500,000
<b>Total shares on an as converted, as exercised basis</b>	<b>61,593,985</b>	<b>60,679,535</b>

(1) Net of treasury shares

On March 17, 2005, the 1818 Fund converted its remaining preferred stock into common stock at the rate of 2,750 shares of common stock per share of preferred stock, resulting in 18,334,250 shares of common stock being issued. In connection with the transaction, the holder exercised warrants to purchase 5,250,000 shares of common stock under a cashless exercise procedure and was issued 4,635,244 shares of common stock. The 614,756 shares which were used to pay the purchase price under the cashless exercise were placed in the treasury. The stock acquired by the conversion of preferred stock and exercise of the warrants and shares of common stock already held by the 1818 Fund, totaled 35,898,685 shares. These shares were sold in March 2005 in block sales over the American Stock Exchange with all proceeds going to the 1818 Fund. With the completion of the conversion of preferred stock and exercises of warrants, the Company has no preferred stock or warrants outstanding.

In 1996, a former officer of the Company was granted warrants to purchase shares of the Company's Common Stock. The warrants expired August 31, 2003 and consisted of the right to purchase 250,000 shares of Common Stock at an exercise price of \$0.50 per share; 250,000 shares of Common Stock at an exercise price of \$2.50 per share; 250,000 shares of Common Stock at an exercise price of \$5.00 per share; and 250,000 shares of Common Stock at an exercise price of \$7.50 per share. The 250,000 warrants at \$0.50 per share were exercised in 2003. The remainder of the warrants expired unexercised.

An investment banking firm was granted 345,325 warrants to purchase the Company's Common Stock on July 31, 1997 in connection with the private placement of Common Stock. The warrants had a term of five years from the date of issuance and consist of the right to purchase shares at \$1.00 per share. The same investment banking firm was granted 100,000 warrants to purchase the Company's Common Stock on April 1, 1998 in connection with the private placement of Common Stock. The warrants had a term of

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## VAALCO ENERGY, INC AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

five years from the date of issuance and consist of the right to purchase shares at \$2.00 per share. The banking firm exercised 345,325 warrants in 2003 under the cashless exercise feature and received a total of 31,386 shares of common stock. The remaining 100,000 warrants expired unexercised in 2003.

On June 10, 2002 and August 30, 2002 respectively, 15,000,000 and 4,500,000 warrants to purchase common stock at \$0.50 per share were issued in connection with a loan for the development of the Etame field. 12,000,000 of the warrants were surrendered back to the Company upon the project completion of the Etame field in 2003. During 2004, 2,000,000 of the warrants were exercised and the remaining 5,500,000 warrants were exercised in 2005.

Information with respect to the Company's warrants and stock options is as follows:

	Vested Warrants Exercisable	Vested Options Exercisable	Total Shares Under Option	Weighted Average Option Exercise Price
Balance, January 1, 2003	20,945,325	1,379,675	2,825,000	0.66
Issued		1,365,328	3,771,000	1.16
Exercised	(595,325)	(100,154)	(695,479)	0.61
Redeemed in cashless exercise		(584,521)	(584,521)	0.65
Forfeited	(12,850,000)			0.77
Balance, December 31, 2003	7,500,000	2,060,328	4,466,000	0.56
Vested/Issued		1,190,332	100,000	4.26
Exercised	(2,000,000)	(546,665)	(546,665)	0.58
Balance, December 31, 2004	5,500,000	2,703,995	4,019,335	0.78
Vested/Issued		1,967,500	1,556,500	3.82
Exercised	(5,500,000)	(1,236,298)	(1,236,300)	0.62
Balance, December 31, 2005		3,435,197	4,339,535	2.15

The following table summarizes information about stock options outstanding as of December 31, 2005:

Range of Exercise Price	Weighted-		Weighted-		Weighted-		Exercisable
	Number	Average	Number	Average	Number	Average	Weighted-
	Outstanding	Remaining	Outstanding	Exercise	Outstanding	Exercise	Exercise
	At 12/31/05	Life	At 12/31/04	Price	At 12/31/03	Price	Price
\$ 0.30 to 1.00	200,000	8.45 years	5,825,000	\$ 0.30	8,195,000	\$ 0.49	\$ 0.48

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1.01 to 2.50	2,483,035	1.82 years	1.15	3,594,335	1.16	3,771,000	1.16
2.5 to 5.00	1,656,500	4.35 years	3.86	100,000	4.26		
\$ 0.30 to 5.00	4,339,535	3.09 years	\$ 2.15	9,519,335	\$ 0.78	11,966,000	\$ 0.70

The Company follows SFAS No. 128 Earnings per Share, which establishes the requirements for presenting earnings per share ( EPS ). SFAS No. 128 requires the presentations of basic and diluted EPS on the face of the income statement.

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## VAALCO ENERGY, INC AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The following schedule is presented as a reconciliation of the numerators and denominators of basic and diluted earnings per share computations.

*(In thousands except per share amounts)*

	For the Year Ended December 31, 2005		
	Per-Share		
	Amount	Net Income (Numerator)	Shares (Denominator)
<b>Basic EPS</b>			
Net income from continuing operations attributable to common shareholders	\$ 0.56	\$ 29,251	51,772
Net loss from discontinued operations attributable to common shareholders		(69)	51,772
Net income attributable To common Shareholders	0.56	29,182	51,772
<b>Effect of Dilutive Securities</b>			
Preferred stock, common stock options and warrants	(0.06)		6,481
<b>Diluted EPS</b>			
Net income attributable to common shareholders	\$ 0.50	\$ 29,182	58,253

*(In thousands except per share amounts)*

	For the Year Ended December 31, 2004		
	Per-Share		
	Amount	Net Income (Numerator)	Shares (Denominator)
<b>Basic EPS</b>			
Net income from continuing operations attributable to common shareholders	\$ 0.94	\$ 25,029	26,604
Net loss from discontinued operations attributable to common shareholders	(0.08)	(2,091)	26,604
Net income attributable To common Shareholders	0.86	22,938	26,604
<b>Effect of Dilutive Securities</b>			
Preferred stock, common stock options and warrants	(0.47)		31,553
<b>Diluted EPS</b>			
Net income attributable to common shareholders	\$ 0.39	\$ 22,938	58,157

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## VAALCO ENERGY, INC AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

*(In thousands except per share amounts)*For the Year Ended December 31, 2003  
Shares

	Per-Share Amount	Net Income (Numerator)	(Denominator)
<b>Basic EPS</b>			
Net income from continuing operations attributable to common shareholders	\$ 0.34	\$ 7,254	21,237
Net loss from discontinued operations attributable to common shareholders	0.00	(35)	21,237
Cumulative effect of change in accounting principle attributable to common shareholders	0.08	1,717	21,237
Net income attributable To common Shareholders	0.42	8,936	21,237
Effect of Dilutive Securities			
Common stock options and warrants	(0.26)		34,118
Diluted EPS			
Net income attributable to common shareholders	\$ 0.16	\$ 8,936	55,355

Diluted Shares consist of the following:

Item	Year Ended		
	December 31, 2005	December 31, 2004	December 31, 2003
Basic weighted average Common Stock issued and outstanding	51,772,219	26,604,299	21,236,658
Preferred stock convertible to Common stock	3,817,542	22,942,168	27,500,000
Dilutive Warrants	977,504	5,831,837	5,888,504
Dilutive Options	1,686,170	2,779,075	730,352
Total Diluted Shares	58,253,435	58,157,379	55,355,514

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## VAALCO ENERGY, INC AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 6. INCOME TAXES

The Company and its domestic subsidiaries file a consolidated United States income tax return. Certain subsidiaries' operations are also subject to foreign income taxes. Provision for income taxes consists of the following:

<i>(In thousands)</i>	Year Ended December 31,		
	2005	2004	2003
U.S. federal:			
Current	\$	\$ 370	\$ 285
Deferred	33	(370)	(285)
Foreign:			
Current	31,458	11,972	5,514
Deferred			
Total	\$ 31,491	\$ 11,972	\$ 5,514

The primary differences between the financial statement and tax bases of assets and liabilities at December 31, 2005 and 2004 are as follows:

	\$ 2005	\$ 2004
Deferred Tax Assets:		
Reserves not currently deductible	157	260
Foreign tax credit carry forwards	17,929	617
Alternative minimum tax credit carryover	1,257	1,290
Asset retirement obligations	1,265	465
	20,608	2,632
Valuation allowance	(19,351)	(1,342)
Total deferred tax asset	\$ 1,257	\$ 1,290

Pretax income (loss) is comprised of the following:

<i>(In thousands)</i>	Year Ended December 31,		
	2005	2004	2003
United States	\$ 95	\$ 131	\$ (4,228)
Foreign	64,294	39,939	18,302
	\$ 64,389	\$ 40,070	\$ 14,074

The statutory rate reconciliation is as follows:

<i>(In thousands)</i>	Year Ended December 31,		
	2005	2004	2003
Pre-tax income multiplied by 35%	\$ 22,536	\$ 14,024	\$ 4,926
Foreign taxes not offset by U.S. foreign tax credits	8,922	98	588
U.S. net operating losses benefited		(2,150)	
Return to provision adjustment	33		
<b>Total income tax</b>	<b>\$ 31,491</b>	<b>\$ 11,972</b>	<b>\$ 5,514</b>

At December 31, 2005, the Company was subject to foreign and federal taxes only, with no allocations made to state and local taxes.

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## VAALCO ENERGY, INC AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

**7. RELATED-PARTY TRANSACTIONS**

During the year ended December 31, 2003, the Company incurred interest costs on a loan from the 1818 Fund associated with the Phase 1 development of the Etame field of \$311.

**8. COMMITMENTS AND CONTINGENCIES**

In connection with the charter of the FPSO at Etame, the Company as operator of the Etame field guaranteed the charter payments through September 2010. The charter continues for two years beyond that period unless one year's prior notice is given to the owner of the FPSO. The Company obtained several guarantees from its partners for their share of the charter payment. The Company's share of the charter payment is 28.1%. The Company believes the need for performance under the charter guarantee is remote. The estimated obligations for the annual charter payment and the Company's share of the charter payments for the next five years are as follows:

<b>Year</b>	<b>Full Charter Payment</b>	<b>Company Share</b>
2006	\$ 17,297	\$ 4,856
2007	\$ 17,112	\$ 4,804
2008	\$ 15,759	\$ 4,424
2009	\$ 16,124	\$ 4,527
2010	\$ 12,267	\$ 3,444

The Company has recorded a liability of \$0.5 million at December 31, 2005 representing the guarantee's fair value.

The Company's share of charter expense, including a \$0.25 per barrel charter fee was \$5,506, \$5,466 and \$5,384 for the years ending December 31, 2005, 2004 and 2003 respectively.

The Company has operating lease obligations for rentals as follows:

<b>2006</b>	<b>2007</b>	<b>2008</b>	<b>2009</b>	<b>2010</b>	<b>Total</b>
2,261	472	279	175	153	3,340

The Company incurred rent expense of \$1,141, \$989 and \$874 under operating leases during the years ending December 31, 2005, 2004 and 2003 respectively.

In January 2006 the consortium elected to extend the Etame block for an additional five-year term commencing July 2006. The extension consists of a three-year and a two-year follow-on term. The first term carries a minimum work obligation of one exploration well for a minimum \$7.0 million exploration expenditure commitment (\$2.1 million net to the Company). An additional exploration well is required during the optional two year extension.

Under the terms of the Etame Production Sharing Contract, the Contractor is required to provide to the local government refinery a volume of crude at a 25% discount to market



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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

price (the Domestic Obligation). The volume required to be furnished is the amount of the Etame production divided by the total Gabon production times the volume of oil refined by the refinery per year. In 2005, the Company paid \$859 for its share of the 2004 obligation. In 2004, the Company paid \$747 for its share of the 2002 and 2003 Domestic Obligation. The Company accrues an amount for the Domestic Obligation based on management's best estimate of the volume of crude required, because the refinery does not publish its throughput figures. The amount accrued at December 31, 2005 is \$859.

The Company believes it is substantially in compliance with all environmental regulations.

In November 2005, the Company signed a production sharing contract for the Mutamba Irou block onshore Gabon. The five year contract awards the Company exploration rights along the central coast of Gabon. During the first three years of the contract the Company is required to drill one exploration well and expend a minimum of \$4.0 million. During the optional two year extension to the contract, the Company is required to acquire specified levels of seismic data, drill one exploration well and expend a minimum of \$5.0 million. The Company is currently gathering data from past operators of the area for interpretation and prospect delineation.

**9. LONG TERM DEBT**

To fund its share of the Etame field development costs, on April 19, 2002, the Company entered into a \$10.0 million credit facility with the International Finance Corporation (IFC), a subsidiary of the World Bank. The credit facility bears interest at LIBOR plus 4.25% and contains standard covenants for secured loans, including debt coverage ratios based on World Bank price forecasts. At year end 2005 the Company the remaining balance of the loan was \$1.5 million is due as follows, 2006 - \$1.25 million, 2007 - \$0.25 million.

In June 2005, the Company executed a loan agreement for a \$30.0 million revolving credit facility secured by the assets of the Company's Gabon subsidiary. The facility will be utilized to finance a portion of the Avouma and Ebouri development activities. The facility extends through June 2008 at which point it can be extended, or converted to a term loan. This facility became effective during the first quarter of 2006 and replaced the term credit facility, which was paid in full on February 15, 2006. The Company will incur a charge of \$159 to write off capitalized finance charges associated with the early repayment of the term credit facility in the first quarter of 2006. The Company reclassified \$1.25 million of short term debt to long term debt associated with the refinancing at December 31, 2005.

Under the loan agreements, the IFC holds a pledge of the Company's interest in the Etame Block, and pledge of the shares of VAALCO Gabon (Etame), Inc. the subsidiary which owns the Company's interest in the Etame Block. The IFC also has a security interest in the crude oil sales contract with Trafigura.

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## VAALCO ENERGY, INC AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 10. ASSET RETIREMENT OBLIGATIONS

In August 2001, the FASB issued SFAS No. 143, *Accounting for Asset Retirement Obligations*. SFAS No. 143 addresses financial accounting and reporting for obligations associated with the retirement of tangible, long-lived assets and the associated asset retirement costs. This statement requires that the fair value of a liability for an asset retirement obligation be recognized in the period in which it is incurred by capitalizing it as part of the carrying amount of the long-lived assets. As required by SFAS No. 143, the Company adopted this new accounting standard on January 1, 2003. The statement requires the systematic, accretion and depreciation of future abandonment costs of tangible assets such as platforms, wells, service assets, pipelines, and other facilities. SFAS No. 143 requires that the fair value of a liability for an asset's retirement obligation be recorded in the period in which it is incurred if a reasonable estimate of fair value can be made, and that the corresponding cost is capitalized as part of the carrying amount of the related long-lived asset. The liability is accreted to its then present value each period, and the capitalized cost is depreciated over the useful life of the related asset. If the liability is settled for an amount other than the recorded amount, a gain or loss is recognized.

A summary of the recording of the estimated fair value of the Company's asset retirement obligations is presented as follows:

	2005	2004	2003
Balance January 1,	\$ 1,330	\$ 1,165	\$ 3,294
Change in accounting principle			(574)
Accretion Expense	113	65	168
Additions	528	294	
Revisions	1,644	(194)	(225)
Discontinued Operations			(1,498)
Balance December 31,	\$ 3,615	\$ 1,330	\$ 1,165

During the year ended December 31, 2005 the Company increased ARO liabilities by \$2,285 to reflect the fair value of the ARO at December 31, 2005. The increase was due to accretion expense, increased liability associated with the addition of the ET-6H well and due to increases in oil service prices resulting in higher abandonment cost estimates. During the year ended December 31, 2004 the Company increased the ARO liabilities by \$165 to reflect the fair value of the ARO at December 31, 2004. The increase was due to accretion expense, increased liability associated with addition of the Etame 5H well at the Etame field partially offset by revisions to abandonment timing. During the year ending December 31, 2003, the Company decreased ARO liabilities by \$57 to reflect the fair value of the ARO at December 31, 2003. The decrease was due to reduced liability associated with the Etame field due to the present value impact of the extended field life associated with increased reserves.

Pursuant to the January 1, 2003 adoption of SFAS No. 143 the Company:

recognized a gain during the first quarter of 2003 of \$1.7 million for the cumulative effect of accounting change. Of this amount, discontinued operations in the Philippines contributed a \$1.9 million gain offset by \$0.2 million in losses in Gabon and the United States.

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## VAALCO ENERGY, INC AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

increased assets by \$1.3 million to add the net asset retirement costs to the carrying costs of the Company's oil and gas properties;

reduced the accrued liability for future abandonment costs by \$0.6 million to reflect the present value of the asset retirement obligation ( ARO ) liability. The discontinued operations in the Philippines accounted for a \$1.9 million liability reduction, offset by \$1.3 million increase in the United States and Gabon;

increased accumulated depletion by \$0.1 million to record prior period depletion of the ARO asset. Adopting SFAS No. 143 had no impact on our reported cash flows.

As of December 31, 2005, the Company had \$39 legally restricted for settling asset retirement obligations in the United States.

**11. DISCONTINUED OPERATIONS**

On April 30, 2004, the Company closed the sale to its former partners of all of its assets associated with Service Contract 6 and Service Contract 14 in the Philippines (Matinloc and Nido fields). Terms of the sale included the assumption by the partners of the Company's entire share of any abandonment, environmental or other liabilities associated with the Service Contracts. The Company gave its share of \$1.5 million of funds held by the operator for working capital and abandonment liabilities (approximately \$0.5 million) to the new operator. During the fourth quarter of 2004, the Company recorded a charge of \$1.8 million for branch profit remittance taxes and interest based on the preliminary results of an audit by the Philippines Bureau of Internal Revenues (BIR). The BIR, the equivalent of the IRS in the United States, assessed the taxes in association with the closing of the branch offices in the Philippines. The Company has reclassified earnings to break out the results of discontinued operations. The Company realized a loss of \$125,000 after paying transaction costs of \$1,253,000 which was recorded in 2004 as follows.

	<b>(thousands of dollars)</b>
Future asset retirement obligations assumed by buyer	\$ 1,498
Book value of assets transferred to buyer	
Materials and supplies	(321)
Prepaid expenses	(2)
Notes receivable	1
Property and equipment	(4)
Deposits and other assets	(12)
Accounts due partners	(98)
Payments required under the purchase and sale agreement	
Payment to contingency fund	(198)
Payment to operating account	(136)
Severance benefits	(747)
Other closing costs	(106)
Loss on asset sale	\$ (125)



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## VAALCO ENERGY, INC AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

	Year ended December 31, (thousands of dollars)		
	2005	2004	2003
<b><u>Loss from discontinued operations</u></b>			
Revenues from oil sales	\$	\$ 40	\$ 502
Operating costs and expenses:			
Production expenses		71	373
Exploration expenses			
Depreciation, depletion and amortization			91
General and administrative expenses	55	37	260
Total operating costs and expenses	(55)	108	724
Other revenues (expenses):			
Interest income		6	17
Interest expense		(136)	
Other expenses (net)	(14)	(4)	(39)
Loss from discontinued operations before income taxes	(14)	(202)	(244)
Loss on asset sale		(125)	
Income tax expense (credit)		1,764	(209)
Loss from discontinued operations	\$ (69)	\$ (2,091)	\$ (35)

A summary of account balances for discontinued operations is presented as follows below in thousands:

	December 31, 2005	December 31, 2004
Current Assets Other receivables	\$	\$ 78
Total current assets	\$	\$ 78
Current liabilities		
Accounts payable	\$ 11	\$ 27
Interest payable		136
Income tax payable	380	1,764
Total current liabilities	\$ 391	\$ 1,927

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## VAALCO ENERGY, INC AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 12. QUARTERLY FINANCIAL INFORMATION (UNAUDITED)

The following represents our unaudited quarterly results for years ended December 31, 2005 and 2004. The quarterly results were prepared in accordance with GAAP and reflect all adjustments that are, in the opinion of management, necessary for a fair statement of the results. These adjustments are of a normal recurring nature.

(In thousands of dollars except per share information)	1 <sup>st</sup> Quarter	2 <sup>nd</sup> Quarter	3 <sup>rd</sup> Quarter	4 <sup>th</sup> Quarter
<b>2005</b>				
Total revenues	\$ 23,144	\$ 16,599	\$ 26,240	\$ 18,952
Total operating costs and expenses	5,257	6,238	4,743	5,120
Operating Income	17,887	10,361	21,497	13,832
Income from continuing operations	8,132	5,637	13,362	5,767
Minority interest	(878)	(640)	(1,434)	(695)
Income (loss) on discontinued operations	8	1	(25)	(53)
Net income	\$ 7,262	\$ 4,998	\$ 11,903	\$ 5,019
Basic income per share from continuing operations before discontinued operations	\$ 0.20	\$ 0.09	\$ 0.21	\$ 0.09
Income (loss) from discontinued operations				
Basic income per common share	\$ 0.20	\$ 0.09	\$ 0.21	\$ 0.09
Diluted income per share from continuing operations before discontinued operations	\$ 0.12	\$ 0.09	\$ 0.20	\$ 0.09
Income (loss) from discontinued operations				
Diluted income per common share	\$ 0.12	\$ 0.09	\$ 0.20	\$ 0.09
<b>2004</b>				
Total revenues	\$ 8,160	\$ 11,608	\$ 18,253	\$ 18,481
Total operating costs and expenses	2,863	3,341	4,732	5,298
Operating Income	5,297	8,267	13,321	13,183
Income from continuing operations	3,893	6,288	10,526	7,391
Minority interest	(434)	(662)	(1,121)	(852)
Income (loss) on discontinued operations	(206)	229	(164)	(1,950)
Net income	\$ 3,253	\$ 5,855	\$ 9,241	\$ 4,589
Basic income per share from continuing operations before discontinued operations	\$ 0.16	\$ 0.26	\$ 0.31	\$ 0.20
Income (loss) from discontinued operations	(0.01)	0.01	(0.01)	(0.06)
Basic income per common share	\$ 0.15	\$ 0.27	\$ 0.30	\$ 0.14
Diluted income per share from continuing operations before discontinued operations	\$ 0.06	\$ 0.10	\$ 0.16	\$ 0.11

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Income (loss) from discontinued operations	(0.01)				(0.03)
Diluted income per common share	\$ 0.05	\$ 0.10	\$ 0.20	\$ 0.08	

Quarterly earnings per share are based on the weighted average number of shares outstanding during the quarter. Because of changes in the number of shares outstanding during the quarters due to the exercise of stock options, warrants, conversion of preferred stock and/or the issuance or repurchase of common stock, the sum of quarterly earnings per share may not equal earnings per share for the year.

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## VAALCO ENERGY, INC AND SUBSIDIARIES

## SUPPLEMENTAL INFORMATION ON OIL AND GAS PRODUCING PROPERTIES

(Unaudited)

(in thousands of dollars unless otherwise indicated)

## 13. SUPPLEMENTAL INFORMATION ON OIL AND GAS PRODUCING ACTIVITIES

The following information is being provided as supplemental information in accordance with certain provisions of SFAS No. 69, *Disclosures about Oil and Gas Producing Activities*. The Company's reserves are located offshore of Gabon and Texas. The following tables set forth costs incurred, capitalized costs, and results of operations relating to oil and natural gas producing activities for each of the periods. (See Footnote 1 ORGANIZATION )

**Costs Incurred in Oil and Gas Property****Acquisition, Exploration and Development Activities**

<i>(In thousands)</i>	United States		
	2005	2004	2003
Costs incurred during the year:			
Exploration capitalized	\$	\$	\$
Exploration expensed			
Development			38
Asset retirement costs	1	1	20
Total	\$ 1	\$ 1	\$ 58

<i>(In thousands)</i>	Gabon		
	2005	2004	2003
Costs incurred during the year:			
Exploration capitalized	\$ 25	\$ 5,182	\$ 1,326
Exploration expensed	2,709	267	327
Development	13,347	9,142	513
Asset retirement costs	2,172	100	1,233
Total	\$ 18,253	\$ 14,691	\$ 3,399

No costs were incurred for acquisitions, exploration and development activities associated with the discontinued operation in the Philippines in 2005, 2004 and 2003. Exploration expense includes \$2,401 for dry hole expense in 2005. No amounts of exploration costs were for dry hole expense in 2004 or 2003.

**Capitalized Costs Relating to Oil and Gas Producing Activities:**

Year Ended

Year Ended



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	Year Ended December 31, 2005	December 31, 2004	December 31, 2003
Capitalized costs -			
Properties not being amortized	\$ 10,832	\$ 6,508	\$ 1,905
Properties being amortized <sup>(1)</sup>	43,805	33,222	23,393
Total capitalized costs	54,637	39,730	25,298
Less accumulated depreciation, depletion, and amortization	(19,222)	(13,940)	(9,273)
Net capitalized costs	\$ 35,415	\$ 25,790	\$ 16,025

(1) Includes \$3,527, \$1,354 and \$1,253 of asset retirement cost in 2005, 2004 and 2003 respectively.

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## VAALCO ENERGY, INC AND SUBSIDIARIES

## SUPPLEMENTAL INFORMATION ON OIL AND GAS PRODUCING PROPERTIES

(Unaudited)

(in thousands of dollars unless otherwise indicated)

The capitalized costs pertain to the Company's producing activities in Gabon and U.S. activities.

**Results of Operations for Oil and Gas Producing Activities:**

	United States			International		
	2005	2004	2003	2005 Gabon	2004 Gabon	2003 Gabon
Crude oil and gas sales	\$ 236	\$ 245	\$ 480	\$ 84,700	\$ 56,257	\$ 35,001
Production expense	(97)	(69)	(158)	(10,485)	(9,889)	(8,811)
Exploration expense				(2,631)	(267)	(2,096)
Depreciation, depletion and Amortization	(44)	(38)	(147)	(5,212)	(4,600)	(5,638)
Income (loss) before taxes	95	138	175	66,372	41,501	18,456
Income tax (provision)	33			31,458	(11,972)	(5,514)
Results from oil and gas producing activities	\$ 62	\$ 138	\$ 175	\$ 34,914	\$ 29,529	\$ 12,942

**Proved Reserves**

A reserve report as of December 31, 2005 has been opined on by Netherland Sewell & Associates, independent petroleum engineers. The following tables set forth the net proved reserves of VAALCO Energy, Inc. as of December 31, 2005, 2004 and 2003, and the changes therein during the periods then ended.

	Oil (MBbls)	Gas (MMcf)
<b>PROVED RESERVES:</b>		
BALANCE AT JANUARY 1, 2003	5,453	77
Production	(1,266)	(51)
Revisions	4,824	114
BALANCE AT DECEMBER 31, 2003	9,011	140
Production	(1,469)	(22)
Revisions	96	(64)
Additions	1,447	
Sale of reserves in place	(351)	
BALANCE AT DECEMBER 31, 2004	8,734	54
Production	(1,635)	(17)
Revisions	728	(16)
BALANCE AT DECEMBER 31, 2005	7,827	21

<b>PROVED DEVELOPED RESERVES</b>	<b>Oil (MBbls)</b>	<b>Gas (MMcf)</b>
Balance at December 31, 2002	3,467	77
Balance at December 31, 2003	6,492	140
Balance at December 31, 2004	4,738	54
Balance at December 31, 2005	5,326	21

The Company's proved developed reserves are located offshore Gabon and in Texas. The reserves in Gabon include the minority interest share of reserves held by the 9.99% owner of VAALCO International, Inc., which owns VAALCO Gabon (Etame), Inc. Proved oil reserves associated with discontinued operations in the Philippines were 351 thousand bbls in 2003 and were sold in 2004. There were no gas reserves in the Philippines in 2004 or 2003.

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SUPPLEMENTAL INFORMATION ON OIL AND GAS PRODUCING PROPERTIES

(Unaudited)

(in thousands of dollars unless otherwise indicated)

The revisions in 2003 and 2004 were predominately associated with better than expected reservoir performance from the Etame field offshore Gabon. Revisions in 2005 were associated with the Etame field and the Texas properties performance.

The Company maintains a policy of not booking proved reserves on discoveries until such time as a development plan has been prepared for the discovery. Additionally, the development plan is required to have the approval of the Company's partners in the discovery. Furthermore, if a government agreement that the reserves are commercial is required to develop the field, this approval must have been received prior to booking any reserves.

In 2004, the Company made two discoveries offshore Gabon, the Ebouri and the Avouma discoveries. The Avouma discovery was adjacent to a previous discovery known as the South Tchibala discovery. The Company has received approval of the Avouma/South Tchibala joint development plan from the Gabon government and booked additions to proven reserves of 1,447,000 bbls for the South Tchibala/Avouma field offshore Gabon in 2004.

For the Ebouri discovery, because of the decision to participate in a seismic shoot over Ebouri and other areas in the northern part of the Etame Block, the Company did not request any approvals for the development of the Ebouri discovery from its partners or the government, pending the results of the seismic. Therefore, the Company has not booked any reserves for the Ebouri discovery at December 31, 2005. The Company is preparing a development plan for Ebouri to be filed with the Gabon government in 2006. The Company also has not booked any reserves associated with the North Tchibala discovery on the Etame block.

**Standardized Measure of Discounted Future Net Cash Flows Relating to Proved Oil Reserves**

The information that follows has been developed pursuant to procedures prescribed by SFAS No. 69 and utilizes reserve and production data estimated by independent petroleum consultants. The information may be useful for certain comparison purposes, but should not be solely relied upon in evaluating VAALCO Energy, Inc. or its performance.

The future cash flows are based on sales prices and costs in existence at the dates of the projections, excluding Gabon royalties, and the interests of the Philippine government and the other consortium members. Future production costs do not include overhead charges allowed under joint operating agreements or headquarters general and administrative overhead expenses. Future development costs include \$5,858 attributable to future abandonment when the wells become uneconomic to produce. The standardized measure of discounted cash flows does not include the costs of abandoning the Company's non-producing properties.

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## SUPPLEMENTAL INFORMATION ON OIL AND GAS PRODUCING PROPERTIES

(Unaudited)

(in thousands of dollars unless otherwise indicated)

	United States December 31,			International December 31,			Total December 31,			
	2005	2004	2003	2005	2004	2003	2005	2004	2003	
					Gabon	Gabon	Philippines			
Future cash inflows	\$ 533	\$ 977	\$ 1,292	\$ 444,249	\$ 350,234	\$ 259,909	4,978	\$ 444,782	351,211	266,179
Future production costs	(204)	(344)	(482)	(121,531)	(98,143)	(56,752)	(1,999)	(121,735)	(98,487)	(59,233)
Future development costs				(30,927)	(27,554)	(14,037)	(1,378)	(30,927)	(27,554)	(15,415)
Future income tax expense	(48)	(86)	(126)	(76,467)	(58,520)	(49,522)		(76,515)	(58,606)	(49,648)
Future net cash flows	281	547	684	215,324	166,017	139,598	1,601	215,605	166,564	141,833
Discount to present value at 10% annual rate	(82)	(127)	(136)	(54,314)	(43,116)	(39,956)	(181)	(54,396)	(43,243)	(40,273)
Standardized measure of discounted future net cash flows	\$ 199	\$ 420	\$ 548	\$ 161,010	\$ 122,901	\$ 99,642	1,420	\$ 161,209	123,321	101,610

Income taxes represent amounts payable to the Government of Gabon on profit oil as final payment of corporate income taxes and for severance taxes in Texas.

**Changes in Standardized Measure of Discounted Future Net Cash Flows:**

The following table sets forth the changes in standardized measure of discounted future net cash flows as follows:

	December 31,		
	2005	2004	2003
BALANCE AT BEGINNING OF PERIOD	\$ 123,321	\$ 101,610	\$ 66,427
Sales of oil and gas, net of production costs	(74,321)	(46,544)	(26,538)
Net changes in prices and production costs	87,991	48,242	3,995
Revisions of previous quantity estimates	24,780	1,437	53,370
Additions		33,887	
Sale of reserves in place		(1,451)	
Changes in estimated future development costs	(4,358)	(11,154)	1,966
Development costs incurred during the period	11,852	9,721	552
Accretion of discount	12,332	10,019	6,507
Net change in income taxes	(14,506)	(9,064)	(7,170)
Change in production rates (timing) and other	(5,882)	(13,413)	2,438
Discontinued Operations		31	63
BALANCE AT END OF PERIOD	\$ 161,209	\$ 123,321	\$ 101,610

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There are numerous uncertainties inherent in estimating quantities of proved reserves and in projecting future rates of production and timing of development expenditures, including many factors beyond the control of the Company. Reserve engineering is a subjective process of estimating underground accumulations of crude oil and natural gas that cannot be measured in an exact manner and the accuracy of any reserve estimate is a function of the quality of available data and of engineering and geological interpretation and judgment. The quantities of oil and natural gas that are ultimately recovered, production and operating costs, the amount and timing of future development expenditures and future oil and natural gas sales prices may all differ from those assumed in these estimates. The standardized measure of discounted future net cash flow should not be construed as the current market value of the estimated oil and natural gas reserves attributable to the Company's properties. The information set forth in the foregoing tables includes revisions for certain reserve estimates attributable to proved properties included in the preceding year's estimates. Such revisions are the result of additional information from

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VAALCO ENERGY, INC AND SUBSIDIARIES

SUPPLEMENTAL INFORMATION ON OIL AND GAS PRODUCING PROPERTIES

(Unaudited)

(in thousands of dollars unless otherwise indicated)

subsequent completions and production history from the properties involved or the result of a decrease (or increase) in the projected economic life of such properties resulting from changes in product prices. Moreover, crude oil amounts shown are recoverable under the service contracts and the reserves in place remain the property of the Gabon.

In accordance with the guidelines of the U.S. Securities and Exchange Commission, the Company's estimates of future net cash flows from the Company's properties and the present value thereof are made using oil and natural gas contract prices in effect as of year end and are held constant throughout the life of the properties except where such guidelines permit alternate treatment, including the use of fixed and determinable contractual price escalations. The contract price as of December 31, 2005 in Gabon was \$56.80 per Bbl oil, representing a \$1.41 discount to the spot price of Dated Brent Crude at December 31, 2005.

Under the Production Sharing Contract in Gabon, the Gabonese government is the owner of all oil and gas mineral rights. The right to produce the oil and gas is stewarded by the Directorate Generale de Hydrocarbeures and the Production Sharing contract was awarded by a decree from the State. Pursuant to the service contract, the Gabon government receives a variable royalty depending on production rate.

The consortium maintains a Cost Account, which entitles it to receive 70% of the production remaining after deducting the royalty so long as there are amounts remaining in the cost account. At December 31, 2005 there was \$4.8 million in the cost account (\$1.5 million net to the Company). As payment of corporate income taxes the consortium pays the government an allocation of the remaining profit oil production from the contract area ranging from 50% to 60% of the oil remaining after deducting the royalty and the cost oil. The percentage of profit oil paid to the government as tax is a function of production rates. So long as amounts remain in the Cost Account, the net share that the consortium receives from production can range from a low of 67.7% of production at production rate in excess of 25,000 BOPD to a high of 82.5% of production at rates below 5,000 barrel per day. However, when the cost account becomes substantially recovered, the Company only recovers ongoing operating expenses and new project capital expenditures, resulting in a higher tax rate. The Cost Account has been substantially recovered since the first quarter of 2005. During 2005, the Company cost recovered 502,000 bbls for ongoing operating expenses and capital expenditures out of a theoretical maximum Cost Oil of 1,143,000 bbls which would have been recoverable if the Cost Account was full. Also because of the nature of the Cost Account, decreases in oil prices result in a greater number of bbls required to recover costs, therefore at lower oil prices, the Company's net reserves would increase.

The Etame Production Sharing Contract allows for the carve-out of a development area, which was performed for the Etame field and for the Avouma field. The Etame development area has a term of 20 years and will expire in 2021. The Avouma field development area has a term of 20 years and will expire in 2025. The balance of the Etame Block comprises the exploration area, which expires in July 2009 but is extendable to 2011 via an exploration well work commitment.

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SUPPLEMENTAL INFORMATION ON OIL AND GAS PRODUCING PROPERTIES

(Unaudited)

(in thousands of dollars unless otherwise indicated)

Under the service contract, it is not anticipated that the Gabonese government will take physical delivery of its allocated production. Instead, the Company is authorized to sell the Gabonese government's share of production and remit the proceeds to the Gabonese government.

The Mutamba Iroru service contract entitles the Company to receive 70% of the any future production remaining after deducting the royalty so long as there are amounts remaining in the cost account. At December 31, 2005 there was \$0.1 million in the cost account. As payment of corporate income taxes the consortium pays the government an allocation of the remaining profit oil production from the contract area ranging from 50% to 63% of the oil remaining after deducting the royalty and the cost oil. The percentage of profit oil paid to the government as tax is a function of production rates. So long as amounts remain in the Cost Account, the net share that the consortium receives from production can range from a low of 72% of production at production rate in excess of 20,000 BOPD to a high of 85% of production at rates below 7,500 barrel per day. However, when the cost account becomes substantially recovered, the Company only recovers ongoing operating expenses and new project capital expenditures, resulting in a higher tax rate. The Mutamba Iroru service contract provides for a discovery to be reclassified into a development area with a term of twenty years.

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ING: -0.95pt" face=georgia> 6.7%. Lands are not depreciated.

The depreciation average rate was 11.4% in 2014 and 2013.

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**Companhia de Saneamento Básico do Estado de São Paulo - SABESP****Notes to the Financial Statements****Years Ended December 31, 2014 and 2013**

Amounts in thousands of reais, unless otherwise indicated

**16 Loans and financing**

Loans and financing outstanding balance	December 31, 2014			December 31, 2013		
	Current	Noncurrent	Total	Current	Noncurrent	Total
<b>Financial institution</b>						
<b>DOMESTIC CURRENCY</b>						
Banco do Brasil	-	-	-	100,497	-	100,497
10th issue debentures	38,027	187,352	225,379	37,171	220,109	257,280
12th issue debentures	45,450	431,174	476,624	22,727	476,702	499,429
14th issue debentures	37,038	239,192	276,230	20,079	269,862	289,941
15th issue debentures	94,819	761,497	856,316	-	820,887	820,887
16th issue debentures	498,731	-	498,731	-	499,434	499,434
17 th issue debentures	-	1,067,760	1,067,760	-	1,027,925	1,027,925
18 th issue debentures	-	202,145	202,145	-	160,859	160,859
19 th issue debentures	-	497,793	497,793	-	-	-
Brazilian Federal Savings Bank	67,085	1,031,438	1,098,523	83,267	959,853	1,043,120
Brazilian Development Bank - BNDES BAIXADA SANTISTA	16,309	65,237	81,546	16,309	81,546	97,855
Brazilian Development Bank - BNDES PAC	10,287	76,975	87,262	9,370	79,644	89,014
Brazilian Development Bank - BNDES PAC II 9751	4,068	35,318	39,386	2,308	29,192	31,500
Brazilian Development Bank - BNDES PAC II 9752	1,725	25,875	27,600	-	20,400	20,400
Brazilian Development Bank - BNDES ONDA LIMPA	20,183	186,374	206,557	19,230	196,821	216,051
Brazilian Development Bank - BNDES TIETE III	-	187,420	187,420	-	98,404	98,404
Leases	8,997	473,593	482,590	-	382,492	382,492
Others	716	1,886	2,602	498	2,431	2,929
Interest and charges	125,011	-	125,011	113,504	-	113,504
<b>TOTAL IN DOMESTIC CURRENCY</b>	<b>968,446</b>	<b>5,471,029</b>	<b>6,439,475</b>	<b>424,960</b>	<b>5,326,561</b>	<b>5,751,521</b>

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**Companhia de Saneamento Básico do Estado de São Paulo - SABESP****Notes to the Financial Statements****Years Ended December 31, 2014 and 2013****Amounts in thousands of reais, unless otherwise indicated**

<b>Loans and financing outstanding balance</b>	<b>December 31, 2014</b>			<b>December 31, 2013</b>		
	<b>Current</b>	<b>Noncurrent</b>	<b>Total</b>	<b>Current</b>	<b>Noncurrent</b>	<b>Total</b>
<b>Financial institution</b>						
<b>FOREIGN CURRENCY</b>						
Inter-American Development Bank - BID 713 – US\$75,293 thousand (US\$100,391 thousand in December 2013)	66,664	133,329	199,993	58,794	176,382	235,176
Inter-American Development Bank - BID 896 – US\$5,555 thousand (US\$8,333 thousand in December 2013)	7,377	7,378	14,755	6,507	13,014	19,521
Inter-American Development Bank - BID 1212 – US\$113,059 thousand (US\$123,337 thousand in December 2013)	27,301	273,007	300,308	24,077	264,854	288,931
Inter-American Development Bank - BID 2202 – US\$347,190 thousand (US\$243,687 thousand in December 2013)	-	914,189	914,189	-	564,443	564,443
International Bank for Reconstruction and Development - IBRD – US\$45,860 thousand (US\$37,335 thousand in December 2013)	-	121,447	121,447	-	87,077	87,077
Eurobonds – US\$140,000 thousand (US\$140,000 in December 2013)	-	371,655	371,655	-	327,640	327,640
Eurobonds – US\$350,000 thousand (US\$350,000 thousand in December 2013)	-	924,741	924,741	-	813,650	813,650
JICA 15 – ¥17,286,450 thousand (¥18,438,880 thousand in December 2013)	25,619	358,659	384,278	25,733	386,007	411,740
JICA 18 – ¥15,542,400 thousand (¥16,578,560 thousand in December 2013)	23,034	322,166	345,200	23,137	346,733	369,870
JICA 17 – ¥1,029,992 thousand (¥450,484 thousand in December 2013)	-	22,437	22,437	-	9,704	9,704
JICA 19 – ¥14,208,068 thousand (¥6,036,325 thousand in December 2013)	-	314,526	314,526	-	134,010	134,010
IDB 1983AB – US\$154,231 thousand (US\$178,173 thousand in December 2013)	63,596	344,078	407,674	56,087	359,059	415,146
Interest and charges	25,089	-	25,089	21,645	-	21,645
<b>TOTAL IN FOREIGN CURRENCY</b>	<b>238,680</b>	<b>4,107,612</b>	<b>4,346,292</b>	<b>215,980</b>	<b>3,482,573</b>	<b>3,698,553</b>
<b>TOTAL LOANS AND FINANCING</b>	<b>1,207,126</b>	<b>9,578,641</b>	<b>10,785,767</b>	<b>640,940</b>	<b>8,809,134</b>	<b>9,450,074</b>

*Exchange rate on December 31, 2014 US\$2.6562; ¥0.022230 (US\$2.34260; ¥0,022330 on December 31, 2013)*

*On December 31, 2014, the Company did not record balances of loans and financing raised in 2014 to mature within 12 months.*

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## Companhia de Saneamento Básico do Estado de São Paulo - SABESP

## Notes to the Financial Statements

Years Ended December 31, 2014 and 2013

Amounts in thousands of reais, unless otherwise indicated

	GUARANTEES	MATURITY	ANNUAL INTEREST RATES	INFLATION ADJUSTMENT
<b>DOMESTIC CURRENCY</b>				
	OWN FUNDS	2020	TJLP +1.92% (series 1 and 3) and 9.53% (series 2)	IPCA (series 2)
10th issue debentures				
12th issue debentures	OWN FUNDS	2025	TR + 9.5%	
	OWN FUNDS	2022	TJLP +1.92% (series 1 and 3) and 9.19% (series 2)	IPCA (series 2)
14th issue debentures				
15th issue debentures	OWN FUNDS	2019	CDI + 0.99% (series 1) and 6.2% (series 2)	IPCA (series 2)
16th issue debentures	OWN FUNDS	2015	CDI + 0.30% to 0.70%	
	OWN FUNDS	2023	CDI +0.75 (series 1) and 4.5% (series 2) and+4.75% (series 3)	IPCA (series 2 and 3)
17 th issue debentures				
18 th issue debentures	OWN FUNDS	2024	TJLP + 1.92 % (series 1 and 3)and 8.25% (series 2)	IPCA (series 2)
19 th issue debentures	OWN FUNDS	2017	CDI + 0.80% to 1.08%	
Brazilian Federal Savings Bank	OWN FUNDS	2015/2037	5% to 9.5%	TR
Brazilian Development Bank - BNCDES BAIXADA SANTISTA	OWN FUNDS	2019	2.5% + TJLP	
Brazilian Development Bank - BNCDES PAC	OWN FUNDS	2023	2.15% + TJLP	
Brazilian Development Bank - BNCDES PAC II 9751	OWN FUNDS	2027	1.72%+TJLP	
Brazilian Development Bank - BNCDES PAC II 9752	OWN FUNDS	2027	1.72%+TJLP	
Brazilian Development Bank - BNCDES ONDA LIMPA	OWN FUNDS	2025	1.92% + TJLP	
Brazilian Development Bank - BNCDES TIETE III	OWN FUNDS	2028	1,66% + TJLP	
Leases		2035	7.73% to 10.12%	IPC
Others	OWN FUNDS	2015/2018	TJLP + 2% (Fehidro) and 12% (Presidente Prudente)	TR

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**Companhia de Saneamento Básico do Estado de São Paulo - SABESP**

**Notes to the Financial Statements**

**Years Ended December 31, 2014 and 2013**

**Amounts in thousands of reais, unless otherwise indicated**

**GUARANTEES MATUR**

**FOREIGN CURRENCY**

Inter-American Development Bank - BID 713 - US\$75,293 thousand	FEDERALGOVERNMENT	2
Inter-American Development Bank - BID 896 - US\$5,555 thousand	FEDERALGOVERNMENT	2
Inter-American Development Bank - BID 1212 - US\$113,059 thousand	FEDERALGOVERNMENT	2
Inter-American Development Bank - BID 2202 - US\$347,190 thousand	FEDERALGOVERNMENT	2
International Bank for Reconstruction and Development - IBRD US\$45,860 thousand	FEDERALGOVERNMENT	2
Eurobonds – US\$140,000 thousand	-	2
Eurobonds – US\$350,000 thousand	-	2
JICA 15 – ¥17,286,450 thousand	FEDERALGOVERNMENT	2
JICA 18– ¥15,542,400 thousand	FEDERALGOVERNMENT	2
JICA 17– ¥1,029,992 thousand	FEDERALGOVERNMENT	2
JICA 19– ¥14,208,068 thousand	FEDERALGOVERNMENT	2
IDB 1983AB – US\$154,231 thousand	-	2

## Companhia de Saneamento Básico do Estado de São Paulo - SABESP

## Notes to the Financial Statements

## Years Ended December 31, 2014 and 2013

## Amounts in thousands of reais, unless otherwise indicated

(i) Payment schedule – accounting balances on December 31, 2014

	2015	2016	2017	2018	2019	2020	2021 to 2037	TOTAL
<b>IN DOMESTIC CURRENCY</b>								
Debentures	714,065	357,831	880,837	574,842	651,485	363,759	558,159	4,100,978
Brazilian Federal Savings Bank	67,085	67,921	71,757	75,741	79,015	82,732	654,272	1,098,523
BNDES	52,572	65,056	68,965	68,965	68,966	51,350	253,897	629,771
Leasing	8,997	21,851	22,675	23,571	24,543	26,313	354,640	482,590
Other	716	638	719	529	-	-	-	2,602
Interest and other charges	125,011	-	-	-	-	-	-	125,011
<b>TOTAL IN DOMESTIC CURRENCY</b>	<b>968,446</b>	<b>513,297</b>	<b>1,044,953</b>	<b>743,648</b>	<b>824,009</b>	<b>524,154</b>	<b>1,820,968</b>	<b>6,439,475</b>
<b>IN FOREIGN CURRENCY</b>								
IDB	101,342	101,343	142,502	75,838	75,838	75,838	856,544	1,429,245
IBRD	-	-	-	-	4,060	8,121	109,266	121,447
Eurobonds	-	371,655	-	-	-	924,741	-	1,296,396
JICA	48,653	48,652	49,271	49,890	66,963	66,963	736,049	1,066,441
IDB 1983AB	63,596	63,596	63,596	63,302	46,994	46,231	60,359	407,674
Interests and other charges	25,089	-	-	-	-	-	-	25,089
<b>TOTAL IN FOREIGN CURRENCY</b>	<b>238,680</b>	<b>585,246</b>	<b>255,369</b>	<b>189,030</b>	<b>193,855</b>	<b>1,121,894</b>	<b>1,762,218</b>	<b>4,346,292</b>
<b>Overall total</b>	<b>1,207,126</b>	<b>1,098,543</b>	<b>1,300,322</b>	<b>932,678</b>	<b>1,017,864</b>	<b>1,646,048</b>	<b>3,583,186</b>	<b>10,785,767</b>



**Companhia de Saneamento Básico do Estado de São Paulo - SABESP**

**Notes to the Financial Statements**

**Years Ended December 31, 2014 and 2013**

**Amounts in thousands of reais, unless otherwise indicated**

**(a) Debentures**

Balance is stated net of funding costs in the amount of R\$8,770 (2013 – R\$6,402), which will be amortized during the same maturity period of each contract.

**(i) New loans and financing**

**Debentures (19<sup>th</sup> issue)**

On June 30, 2014, the Company conducted the 19<sup>th</sup> issue of unsecured non-convertible debentures, in a single series, for tender offer, in the total amount of R\$500,000, amount of 50,000 debentures, unit value of R\$10, the characteristics of which are the following:

	<b>Number</b>	<b>Adjustment</b>	<b>Interest rates</b>	<b>Payment of interest</b>	<b>Amortization</b>	<b>Maturity</b>
Single series	50,000	-	DI+ 0.80% to 1.08% p.a.	Semiannual (June and December)	Lump sum	June/2017

Funds deriving from funding by means of the 19<sup>th</sup> Issue of Debentures were allocated to the payment of the Company's financial commitments.

**Debentures (18<sup>th</sup> issue – series 3)**

As of October 15, 2013, the Company issued 100 debentures, subscribed exclusively by the Brazilian Development Bank (BNDES). These debentures were distributed in three nonconvertible series, at the unit value of two thousand, seven hundred, fifty-three reais and seventy centavos (R\$2,753.70), totaling R\$275,370. BNDES subscribed and settled the 1st and 2nd series on December 16, 2013. On December 15, 2014, BNDES subscribed and partially settled the 3rd series, in the amount of R\$35,798, corresponding to 13 debentures out of 42 expected. The 29 remaining debentures of the 3rd series must be subscribed until 2016.

The 1st and 3rd series have a total term of 132 months with 36-month grace period and will accrue long-term interest rates (TJLP) + 1.92% p.a. The 2nd series has a total term of 133 months with 37-month grace period, as of October 15, 2014 and will accrue a rate of 8.25% p.a. + IPCA.

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**Companhia de Saneamento Básico do Estado de São Paulo - SABESP****Notes to the Financial Statements****Years Ended December 31, 2014 and 2013****Amounts in thousands of reais, unless otherwise indicated**

	<b>Amount</b>	<b>Adjustment</b>	<b>Interest</b>	<b>Interest payment</b>	<b>Amortization</b>
Series 1	28	-	TJLP + 1.92% p.a.	Quarterly to October 2016 and monthly from then on	Monthly (from November 2016)
Series 2	30	IPCA	8.25% p.a.	Annual	Annual (from November 2017)
Series 3	42	-	TJLP + 1.92% p.a.	Quarterly to October 2016 and monthly from then on	Monthly (from November 2016)

The funds will reimburse expenditures in water supply and sewage systems, comprising the following projects: ETA Rio Grande, Litoral Norte, Vale do Paraíba and Mantiqueira and Bacia do Piracicaba - Capivari - Jundiaí (PCJ), in addition to supporting part of SABESP's losses reduction program.

The early amortization, fully or partially, of the subscribed debentures, when authorized by BNDES and/or BNDESPAR, shall always occur jointly, observing the proportionality between the outstanding balances of Series 1, 2 and 3 Debentures of all issues. The agreement does not include a premium due to early amortization.

**(ii) Covenants**

For the outstanding contracts, the Company has the following restrictive clauses "covenants":

**Applicable to the 10th issue, 14th issue and 18th issue:**

Since 2014, the Company and BNDES have been discussing the standardization of special obligation clauses, related to the maintenance of covenants, with respect with the form of calculation, the rules characterizing default and additional guarantees.

At the end of 2014, the Company and BNDES formalized their intention to standardize the covenants. Thereafter, on February 27, 2015, Sabesp concluded the discussions with BNDES and renegotiated the covenants, effective since December 31, 2014, excluding the EBITDA Margin indicator (over net operating income).

The new renegotiated covenants were:

I) maintenance the following ratios, quarterly calculated and related to accumulated amounts over the last 12 months, upon the disclosure of reviewed interim financial statements or audited annual financial statements:

- Adjusted Ebitda / Adjusted financial expenses: equal or higher than 3.50;
- Adjusted net debt / Adjusted Ebitda: equal to or lower than 3.0;
- Other onerous debt (\*) / Adjusted Ebitda: equal to or lower than 1.0;

(\*) "Other Onerous Debts" correspond to the sum of social security liabilities, health care plan, installment payment of tax debts and installment payment of debts with the Electricity supplier.

**Companhia de Saneamento Básico do Estado de São Paulo - SABESP**

**Notes to the Financial Statements**

**Years Ended December 31, 2014 and 2013**

**Amounts in thousands of reais, unless otherwise indicated**

II) The failure to comply with one or more obligations related to the covenants defined in item (I) will be characterized when:

a) the targets stipulated in item (I), for any of the ratios defined above have not been achieved, for at least, two quarters, consecutive or not, within a 12-month period, within the limits stipulated in item (III).

b) the targets stipulated in the chart of item (I), for any of the ratios defined above have not been achieved, for at least, one (1) quarter within a 12-month period, beyond the limits stipulated in item (III).

III) If the failure to comply with one or more than one of covenants under the terms of (II) (a) is characterized, whose limits are established below, the monthly amount related to the amount of rights assigned on a fiduciary basis pursuant to the “Right Fiduciary Assignment” clause will be automatically increased by 20% to be made by the Company within thirty (30) days as of the publication of the audited and/or reviewed financial statements.

- Adjusted Ebitda/Adjusted financial expenses lower than 3.50, and equal to or higher than 2.80;

- Adjusted net debt/Adjusted Ebitda: equal to or lower than 3.80 and higher than 3.0;

- Other onerous debt/Adjusted Ebitda: equal to or lower than 1.30 and higher than 1.0;

The failure to achieve one or more than one ratio within the range stipulated above, during same period or successive periods to which the automatic reinforcement of guarantee was generated, does not give rise to a new obligation of creating an additional guarantee covenanted.

IV) If the failure to comply with any of the covenants under the terms of item (II) (b) is characterized, and/or the obligation stipulated for the Company of automatic reinforcement of guarantee under the terms of item (III), the debenture holders, at their exclusive discretion: may require the Company to create additional guarantees, within term to be defined by it through notice; suspend the release of funds; and/or declare the early maturity of the Commitment Agreements for the Subscription of Debentures in Private Issues and Other Covenants.

The agreements also have a cross default clause, i.e., the early maturity of any of the Company's debts, the amount of which may anyhow compromise the settlement of its obligations provided for in the Indenture deed shall imply the early maturity of such agreement.

**Applicable to the 12th issue:**

Calculated every quarter upon the disclosure of interim or annual financial statements:

- Adjusted current ratio (current assets divided by current liabilities, excluding from current liabilities the current portion of noncurrent debts incurred by the Company that are recorded in current liabilities) higher than 1.0;

- EBITDA to paid financial expenses ratio equal to or higher than 1.5;

- Disposal of operating assets, extinguishment of license, loss of concession or loss of Issuer's capacity to execute and operate the basic sanitation public utilities in areas of the State of São Paulo territory, which considered individually or jointly during the deed's effectiveness, result in a reduction of net sales revenue and/or services revenue of the Issuer exceeding twenty-five percent (25%). The limit established above will be calculated quarterly, taking into account the Issuer's operating income for the twelve (12) months preceding the end of each quarter and applying the financial information disclosed by the Issuer; and

**Companhia de Saneamento Básico do Estado de São Paulo - SABESP**

**Notes to the Financial Statements**

**Years Ended December 31, 2014 and 2013**

**Amounts in thousands of reais, unless otherwise indicated**

Noncompliance with these obligations only will be characterized when verified in its interim financial statements, during at least, two consecutive quarters, or also two nonconsecutive quarters within a twelve-month period.

In case of noncompliance with the covenants, the trustee should call an extraordinary debenture holders' meeting within 48 hours from the acknowledgement of the noncompliance to resolve on the declaration of early maturity of the debentures.

The agreements have a cross default clause, i.e. the early maturity of any of the Company's debts, equal to or exceeding R\$50 million, adjusted by IPCA variation as of the issue date, due to contractual default, the amount of which may anyhow compromise the settlement of the Company's monetary obligations arising from the Issue, shall imply the early maturity of this agreement.

**Applicable to the 15th issue, 16th issue, 17th issue and 19th issue:**

Calculated every quarter upon the disclosure of interim or annual financial statements:

- Adjusted total Debt/Ebitda: lower than or equal to 3.65;
  
- Ebitda/Paid financial expenses: equal to or higher than 1.5;

- Disposal of operating assets, extinguishment of license, loss of concession or loss of Issuer's capacity to execute and operate the basic sanitation public utilities in areas of the State of São Paulo territory, which considered individually or jointly during the deed's effectiveness, result in a reduction of net sales revenue and/or services revenue of the Issuer exceeding twenty-five percent (25%). The limit established above will be calculated quarterly, taking into account the Issuer's operating income for the twelve (12) months preceding the end of each quarter and applying the financial information disclosed by the Issuer; and

Non-compliance with the covenant clauses, during, at least, two consecutive quarters, or also two nonconsecutive quarters within a twelve-month period shall result in the early maturity of the agreement.

The agreements have a cross default clause, i.e., the early maturity of any of the Company's debts, equal to or exceeding R\$90 million (for the 19<sup>th</sup> issue, amount equal to or exceeding R\$120 million), adjusted by IPCA variation as of the issue date, due to contractual default, the amount of which may compromise the settlement of the Company's monetary obligations arising from the Issue, will result in the early maturity of these agreements.

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**Companhia de Saneamento Básico do Estado de São Paulo - SABESP**

**Notes to the Financial Statements**

**Years Ended December 31, 2014 and 2013**

**Amounts in thousands of reais, unless otherwise indicated**

**(b) Banco do Brasil**

On March 5, 2014, SABESP paid the last installment of the agreement executed with Banco do Brasil.

**(c) Brazilian Federal Savings Bank - CEF**

**(i) Relevant funding**

In 2014, R\$19.0 million were raised to finance the works under Tietê Project and Water Metropolitan Program. The proceeds compose nine loan operations formalized on December 2, 2013 between SABESP and the Brazilian Federal Savings Banks and derive from the “Sanitation for All Program”, selection of the Ministry of Cities – PAC 2012/2013.

The guarantee of the agreements is the partial binding of the collection deriving from the payment of water and sewage tariffs to the debt total amount. For the agreements executed, a reserve account is also recorded with balance not lower than the amount corresponding to the amortization of principal and debt ancillary payment.

**(ii) Covenants**

The agreements have a cross default clause, i.e., the early maturity of any of the Company’s debts, due to contractual default, the occurrence of which may anyhow compromise the settlement of its monetary obligations deriving from these contracts shall imply the early maturity.

For the outstanding contracts, formalized between May 28, 2007 and March 13, 2013, the Company has the following restrictive clauses “covenants”:

AMD – Performance Improvement Agreement (\*)

AMD - Performance Improvement Agreement, calculated on a quarterly basis, upon the disclosure of the interim or annual financial statements:

According to the Normative Ruling no. 05 of January 22, 2008, the agreements which are purpose of investment funds, having as source of fund, the Government Severance Indemnity Fund for Employees (“FGTS”) or Worker Support Fund (“FAT”), which go through a selection process of the Ministry of Cities, shall maintain a valid Performance Improvement Agreement (“AMD”) with financial and operational ratios targets, yearly projected for the following 5 years, based on the average of the last two years.

The Performance Improvement Agreement, dated May 28, 2007 and amended in August 2012, was signed between SABESP and the federal government and Federal Savings Banks and BNDES as intervening parties. According to this agreement, the Company shall comply with, at least, four of eight operational and financial ratios, stipulated for the period between 2012 and 2016. If we fail to comply with five of these ratios, the Federal Savings Bank and BNDES may suspend the disbursements and we would be prevented from executing any other credit facility agreement with these institutions, until new targets are negotiated. The possibility of renegotiating the targets, if necessary, is foreseen.

**Companhia de Saneamento Básico do Estado de São Paulo - SABESP**

**Notes to the Financial Statements**

**Years Ended December 31, 2014 and 2013**

**Amounts in thousands of reais, unless otherwise indicated**

On March 14, 2013, through the Normative Ruling no. 06, the Ministry of Cities revoked the Normative Instruction no. 05 of January 22, 2008, which regulates the Performance Improvement Agreement. Pursuant to Article 2 of the Normative Instruction no. 06, the AMDs signed until March 13, 2013 shall remain valid until the expiration date of their related effectiveness period, not being necessary to execute or renegotiate the AMD in new contracts.

**(d) BNDES**

Balance is stated net of borrowing costs in the amount of R\$1,011 (2013 – R\$531), which will be amortized during the same maturity period of each contract.

**(i) Relevant funding**

In 2014, funding totaled R\$89,000, referring to 12.2.1381.1 agreement (BNDES Tietê III), signed in February 2013.

Loans are collateralized by part of revenues from the provision of water and sewage services, up to the total amount of the outstanding balance.

**(ii) Covenants**

See item (a), (ii), covenants applicable to the 10th issue, 14th issue and 18th issue, of this Note.

**Applicable to Baixada Santista, PAC, Onda Limpa, PAC II 9751, PAC II 9752:**

AMD – Performance Improvement Agreement (\*)

(\*)See item (c), (ii) of this note.

**(e) Leasing**

The Company has lease agreements signed as Assets Lease. During the construction period, works are capitalized to intangible assets in progress and the lease amount is recorded at the same proportion. Works are estimated to be concluded in 2016.

After startup, the lease payment period starts (240 monthly installments), whose amount is periodically restated by contracted price index.

On August 31, 2013, the operation of Campo Limpo Paulista and Várzea Paulista Sewage Systems started and the corresponding amounts on December 31, 2014 and 2013 are R\$138,602 and R\$144,384, respectively.

On March 22, 2014, the Sewage Treatment Station of Campos do Jordão started its operations and its related amount on December 31, 2014 is R\$135,303.

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**Companhia de Saneamento Básico do Estado de São Paulo - SABESP**

**Notes to the Financial Statements**

**Years Ended December 31, 2014 and 2013**

**Amounts in thousands of reais, unless otherwise indicated**

**(f) Eurobonds**

Balance is stated net of funding costs in the amount of R\$5,142 (R\$6,584 in 2013), which will be amortized during the same maturity period of the contract.

**(i) Covenants**

For the outstanding contracts, the Company has the following restrictive clauses “covenants”:

Calculated every quarter upon the disclosure of interim or annual financial statements:

Restrict the funding of new debts so that:

- adjusted total debt to EBITDA does not exceed 3.65;
- the Company's debt service coverage ratio, determined on the date this debt was incurred, shall not be lower than 2.35.

Noncompliance with covenants will accelerate the maturity of the agreement.

The agreement has a cross default clause, i.e., the early maturity of any indebtedness in view of the Company's loans or any of its Subsidiaries (\*) with a total principal amount of US\$ 25,000,000.00 or more (or its corresponding amount

in other currencies) shall imply this agreement's early maturity.

(\* As per agreement, subsidiary is: "the company, partnership or another entity from which over 50% of its voting shares are directly or indirectly owned or controlled by any Person or one or other Person's Subsidiaries, or their combination".

**(g) Inter-American Development Bank (IDB)**

Balance is stated net of borrowing costs amounting to R\$8,017 (R\$6,418 in December 2013), which will be amortized during the same maturity period of each contract.

**(i) Relevant funding**

In 2014, funding totaled R\$244,203, referring to 2202 agreement (BID 2202).

**(ii) Covenants**

For the outstanding contracts, the Company has the following restrictive clauses "covenants":

Calculated every quarter upon the disclosure of interim or annual financial statements:

**Companhia de Saneamento Básico do Estado de São Paulo - SABESP**

**Notes to the Financial Statements**

**Years Ended December 31, 2014 and 2013**

**Amounts in thousands of reais, unless otherwise indicated**

- Loan agreements 713, 896 and 1212 - Tariffs must: (a) produce revenues sufficient to cover the system's operating expenses, including administrative, operating, maintenance, and depreciation expenses; (b) provide a return on property, plant, and equipment no less than 7%; and (c) during project execution, the balances of current loans must not exceed 8.5% of total equity.

Noncompliance with covenants will accelerate the maturity of the contract.

The agreement has a cross default clause among IDB agreements (same financial bank), i.e., the early maturity will occur in the event of failure to comply with any obligation therewith or any other agreement signed with IDB related to project finance.

**(h) Japan International Cooperation Agency - JICA**

**(i) Relevant funding**

In 2014, funding totaled R\$181,653, referring to BZ-P19 agreement (JICA 19).

Balance is stated net of funding costs amounting to R\$2,086 (R\$1,466 in 2013), which will be amortized during the same maturity period of each contract.

**(i) AB Loan (IADB 1983AB)**

The balance stated is net of borrowing costs amounting to R\$1,994 (R\$2,243 in 2013), which will be amortized during the same maturity period of each contract.

**(i) Covenants**

The Company has the following restrictive clauses “covenants”:

Calculated every quarter upon the disclosure of interim or annual financial statements:

- The Company’s ratio of debt service coverage, determined on a consolidated basis, must be higher than or equal to 2.35; and

- Total adjusted debt over Ebitda, determined on a consolidated basis, must be lower than or equal to 3.65.

The agreement has a cross default clause, i.e., if a Default Event occurs and continues (whether voluntarily or involuntarily, whether resulting from the effect of any applicable laws or according to with due to any act or omission to act by any Authority or another one), the IDB through notification to the Borrower may order the early maturity of loan or part of it as specified in the notice (including accrued interest rates) and all other obligations are overdue and shall be promptly payable.

**(j) International Bank for Reconstruction and Development - IBRD**

Balance is stated net of funding costs amounting to R\$366 (R\$384 in 2013), which will be amortized during the same maturity period of each agreement.



**Companhia de Saneamento Básico do Estado de São Paulo - SABESP****Notes to the Financial Statements****Years Ended December 31, 2014 and 2013****Amounts in thousands of reais, unless otherwise indicated****(k) Covenants**

As of December 31, 2014 and 2013, the Company had met the requirements set forth by its loan and financing agreement.

**(l) Loans and financing – Credit Limited**

<b>Agent</b>	<b>December 31, 2014</b> (in millions of reais (*))
Brazilian Federal Savings Bank	2,349
Brazilian Development Bank - BNDES	1,924
Inter-American Development Bank – IDB	672
Japan International Cooperation Agency – JICA	546
International Bank for Reconstruction and Development – IBRD	144
Others	79
<b>TOTAL</b>	<b>5,714</b>

(\* )Exchange rate as of 12/31/2014. (US\$1.00 = R\$2.6562; ¥1.00 = R\$0.02223).

**Brazilian Federal Savings Bank - CEF**

Agreements were signed in June 2014, which total R\$320.8 million financing. These agreements were the purpose of PAC 2013/2014 selection conducted by the Ministry of Cities, and proceeds were allocated to the execution of works of Tietê Project, Water Metropolitan Program, water supply and sewage works in the municipalities of Hortolândia and Itatiba. Total term is up to 24 years, with 4-year grace period and interest rates indexed to TR (benchmark interest rate) plus 6% p.a., plus management fee of 1.4% p.a. and the risk rate of 0.3% p.a..

## **BNDES**

Agreement n° 14.2.0535.1 signed in June 2014, totaling R\$61,143, destined to the implementation works of Gênesis Sector and the execution of interconnection primary network of head offices to the “Fazendinha” Sector, in the municipality of Santana de Parnaíba. Proceeds derive from the “Sanitation for All Program”, selection of the Ministry of Cities – PAC 2013/2014. The contractual conditions are: 36-month grace period, 108-month amortization period and interest rates of 1.76% p.a. + long-term interest rate (TJLP). For this agreement, up to date, no disbursement occurred.

SABESP in order to comply with its investment plan relies on a fund-raising plan.

Financing resources contracted have specific purposes, which have been released for the execution of their respective investments, according to the progress of the works.

**Companhia de Saneamento Básico do Estado de São Paulo - SABESP****Notes to the Financial Statements****Years Ended December 31, 2014 and 2013**

Amounts in thousands of reais, unless otherwise indicated

**17 Taxes and contributions****(a) Current assets**

	<b>December 31, 2014</b>	<b>December 31, 2013</b>
<b>Recoverable taxes</b>		
Cofins and Pasep	10,121	-
Income tax and social contribution	132,447	79,548
Withholding income tax (IRRF) on financial investments	3,718	2,437
Other federal taxes	2,313	4,764
Other municipal taxes	169	656
Total recoverable taxes	148,768	87,405

The increased balance of recoverable taxes, mainly derives from the addition in “Income tax and social contribution”, due to higher amount paid in the year, in view of the effects of declaration of interest on shareholders’ equity and drop in the taxable income occurred in the last quarter of 2014.

**(b) Current liabilities**

	<b>December 31, 2014</b>	<b>December 31, 2013</b>
<b>Taxes and contributions payable</b>		
Cofins and Pasep	-	21,797

INSS (Social Security contribution)	33,324	30,822
IRRF (withholding income tax)	17,377	39,330
Other	23,437	23,433
Total	74,138	115,382

The decrease in taxes payable from current liabilities derives from the recovery of Cofins and Pasep credit, thus, generating a recoverable amount, recorded in current assets under “Taxes recoverable”. In addition, the withholding income tax of interest on shareholders’ equity also decreased, due to the lower amount declared in 2014.

**Companhia de Saneamento Básico do Estado de São Paulo - SABESP****Notes to the Financial Statements****Years Ended December 31, 2014 and 2013**

Amounts in thousands of reais, unless otherwise indicated

**18 Deferred Taxes and Contributions****(a) Financial position balances**

	<b>December 31, 2014</b>	<b>December 31, 2013</b>
<b>Deferred taxes assets</b>		
Provisions	524,728	506,568
Pension obligations – G0 (1)	85,271	85,271
Pension obligations – G1	229,266	215,187
Donations of underlying assets on concession agreements	45,742	43,901
Allowance for loan losses	222,587	172,482
Other	112,566	87,266
Total deferred tax assets	1,220,160	1,110,675
<b>Deferred taxes liabilities</b>		
Temporary difference on concession intangible assets	(559,411)	(595,285)
Capitalization of borrowing costs	(253,581)	(200,343)
Profit on supply to governmental entities	(87,092)	(81,711)
Actuarial gain/loss –G1 Plan	(2,514)	(32,405)
Other	(108,084)	(86,901)
Total deferred tax liabilities	(1,010,682)	(996,645)
Deferred tax asset, net	209,478	114,030

(1) Refers to the installment of R\$250,798 from accounts receivable adjustment (GESP), which was accrued as loss in previous years.

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**Companhia de Saneamento Básico do Estado de São Paulo - SABESP****Notes to the Financial Statements****Years Ended December 31, 2014 and 2013**

Amounts in thousands of reais, unless otherwise indicated

**(b) Realization**

	<b>December 31, 2014</b>	<b>December 31, 2013</b>
<b>Deferred income tax assets</b>		
to be realized within 12 months	216,063	216,515
to be realized after one year	1,004,097	894,160
Total deferred income tax asset	1,220,160	1,110,675
<b>Deferred income tax liabilities</b>		
to be realized within 12 months	(39,836)	(37,126)
to be realized after one year	(970,846)	(959,519)
Total deferred income tax liabilities	(1,010,682)	(996,645)
Deferred income tax assets	209,478	114,030

**(c) Changes**

	<b>December 31, 2013</b>	<b>Net Variation</b>	<b>December 31, 2014</b>
<b>Deferred income tax assets</b>			
Provisions	506,568	18,160	524,728
Pension obligations – G0	85,271	-	85,271
Pension obligations – G1	215,187	14,079	229,266
Donations of underlying assets on concession agreements	43,901	1,841	45,742
Credit losses	172,482	50,105	222,587
Other	87,266	25,300	112,566
Total	1,110,675	109,485	1,220,160





## Companhia de Saneamento Básico do Estado de São Paulo - SABESP

## Notes to the Financial Statements

## Years Ended December 31, 2014 and 2013

## Amounts in thousands of reais, unless otherwise indicated

	<b>December 31, 2013</b>	<b>Net Variation</b>	<b>December 31, 2014</b>
<b>Deferred income tax liabilities</b>			
Temporary difference on intangible asset concession	(595,285)	35,874	(559,411)
Capitalization of borrowing costs	(200,343)	(53,238)	(253,581)
Profit on supply to governmental entities	(81,711)	(5,381)	(87,092)
Actuarial gain/loss –G1	(32,405)	29,891	(2,514)
Other	(86,901)	(21,183)	(108,084)
Total	(996,645)	(14,037)	(1,010,682)
Deferred tax asset, net	114,030	95,448	209,478

	<b>December 31, 2012</b>	<b>Net Variation</b>	<b>December 31, 2013</b>
<b>Deferred tax assets</b>			
Provisions	512,107	(5,539)	506,568
Pension obligations – G0	85,271	-	85,271
Pension obligations - G1	193,125	22,062	215,187
Donations of underlying assets on concession agreements	41,312	2,589	43,901
Credit losses	162,670	9,812	172,482
Other	97,425	(10,159)	87,266
Total	1,091,910	18,765	1,110,675

**Companhia de Saneamento Básico do Estado de São Paulo - SABESP****Notes to the Financial Statements****Years Ended December 31, 2014 and 2013****Amounts in thousands of reais, unless otherwise indicated**

	<b>December 31, 2012</b>	<b>Net Variation</b>	<b>December 31, 2013</b>
<b>Deferred tax liabilities</b>	<b>Restated</b>		
Temporary difference on intangible asset concession	(650,093)	54,808	(595,285)
Capitalization of borrowing costs	(158,298)	(42,045)	(200,343)
Profit on supply to governmental agencies	(77,827)	(3,884)	(81,711)
Actuarial gain/loss– G1	9,405	(41,810)	(32,405)
Other	(69,795)	(17,106)	(86,901)
Total	(946,608)	(50,037)	(996,645)
Deferred tax assets, net	145,302	(31,272)	114,030

	<b>December 31, 2014</b>	<b>December 31, 2013</b>
<b>Opening balance</b>	<b>114,030</b>	<b>145,302</b>
Net changes in the year:		
- corresponding entry in the statement of income	65,557	10,538
- corresponding entry in equity valuation adjustment	29,891	(41,810)
Total net change	95,448	(31,272)
<b>Closing balance</b>	<b>209,478</b>	<b>114,030</b>

**(d) Reconciliation of the effective tax rate**

The amounts recorded as income and social contribution tax expenses in the financial statements are reconciled to the statutory rates, as shown below:

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**Companhia de Saneamento Básico do Estado de São Paulo - SABESP****Notes to the Financial Statements****Years Ended December 31, 2014 and 2013****Amounts in thousands of reais, unless otherwise indicated**

	<b>2014</b>	<b>2013</b>
Profit before income taxes	1,274,843	2,655,599
Statutory rate	34%	34%
Estimated expenses at statutory rate	(433,447)	(902,904)
Tax benefits from interest on shareholders' equity	100,327	182,596
Permanent difference		
Provision Law 4,819/58 (i)	(48,380)	(33,279)
Donations	(7,080)	(12,218)
Other differences	16,720	33,765
Income tax and social contribution	(371,860)	(732,040)
Current income tax and social contribution	(437,417)	(742,578)
Deferred income tax and social contribution	65,557	10,538
Effective rate	29%	28%

(i) Permanent difference related to the provision for actuarial liability (Note 20 (iii)).

**(e) Transition Tax Regime (RTT) and Law 12,973/2014**

For the purposes of calculating the income tax and the social contribution related to 2009 and 2010, the Company opted to adopt the Transition Tax Regime (RTT), which allow eliminate the accounting effects of the Law 11,638/07 and the Provisional Presidential Decree 449/08, converted into Law No. 11,941/2009, by means of records in the fiscal books – LALUR and auxiliary controls, without any modification in the bookkeeping and it has been adopting the same tax practices since 2008, as RTT started to be mandatory.

On May 13, 2014, the Provisional Presidential Decree nº 627 of November 11, 2013 was converted into Law nº 12.973 which alters the federal tax laws on the Corporate Income Tax - IRPJ, Social Contribution on Net Income -

CSLL, PIS/PASEP Contribution and Contribution of Social Security Financing – Cofins and revokes the Transitory Tax Regime - RTT enacted by Law 11,941 of May 27, 2009.

Pursuant to the law, the legal entity could adopt the rules as of January 1, 2014, by means of option to be expressed irreversibly before the Federal Revenue Service, in relation to the Articles 3, 72 to 75 and 93 to 119, which took effect on the date of publication. The Company has decided not to adopt such anticipated option.

The analyses prepared by the Company do not show relevant impacts on its operations and its financial statements for the year ended December 31, 2014.

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**Companhia de Saneamento Básico do Estado de São Paulo - SABESP****Notes to the Financial Statements****Years Ended December 31, 2014 and 2013****Amounts in thousands of reais, unless otherwise indicated****19 Provisions****(a) Lawsuits with probable likelihood of loss****(i) Financial position balances**

The Company is party to a number of claims and legal proceedings arising in the normal course of business, including civil, tax, labor and environmental matters. Management, recognized provisions at an amount considered sufficient to cover probable losses. These provisions, net of escrow deposits, are as follows:

	<b>Provisions</b>	<b>Escrow deposits</b>	<b>December, 31, 2014</b>	<b>Provisions</b>	<b>Escrow deposits</b>	<b>December, 31, 2013</b>
Customer claims (i)	638,637	(114,463)	524,174	621,999	(110,384)	511,615
Supplier claims (ii)	260,854	(195,478)	65,376	340,100	(183,606)	156,494
Other civil claims (iii)	126,403	(9,990)	116,413	129,400	(11,965)	117,435
Tax claims (iv)	55,554	-	55,554	59,659	(1,956)	57,703
Labor claims (v)	235,466	(2,233)	233,233	156,060	(1,614)	154,446
Environmental claims (vi)	226,404	(807)	225,597	182,689	-	182,689
<b>Total</b>	<b>1,543,318</b>	<b>(322,971)</b>	<b>1,220,347</b>	<b>1,489,907</b>	<b>(309,525)</b>	<b>1,180,382</b>
Current	625,092	-	625,092	631,374	-	631,374
Noncurrent	918,226	(322,971)	595,255	858,533	(309,525)	549,008



**Companhia de Saneamento Básico do Estado de São Paulo - SABESP****Notes to the Financial Statements****Years Ended December 31, 2014 and 2013****Amounts in thousands of reais, unless otherwise indicated****(ii) Changes**

	<b>December, 31, 2013</b>	<b>Additional provisions</b>	<b>Interest and inflation adjustment</b>	<b>Use of the accrual</b>	<b>Amounts not used (reversal)</b>	<b>December, 31, 2014</b>
Customer claims (i)	621,999	66,895	87,987	(74,308)	(63,936)	638,637
Supplier claims (ii)	340,100	1,917	18,922	(66,608)	(33,477)	260,854
Other civil claims (iii)	129,400	31,224	37,607	(14,507)	(57,321)	126,403
Tax claims (iv)	59,659	983	6,818	(2,313)	(9,593)	55,554
Labor claims (v)	156,060	123,631	22,205	(42,107)	(24,323)	235,466
Environmental claims (vi)	182,689	53,829	21,257	(13)	(31,358)	226,404
Subtotal	1,489,907	278,479	194,796	(199,856)	(220,008)	1,543,318
Escrow deposits	(309,525)	(24,999)	(21,613)	28,698	4,468	(322,971)
Total	1,180,382	253,480	173,183	(171,158)	(215,540)	1,220,347

**(b) Lawsuits with possible likelihood of loss**

The Company is party to lawsuits and administrative proceedings, which are assessed by Management whose chances of loss are possible and are not recorded as accruals. Liability contingencies, classified as possible loss, are represented as follows:

	<b>December 31, 2014</b>	<b>December 31, 2013</b>
Customer claims (i)	461,900	737,800
Supplier claims (ii)	1,346,400	1,071,000
Other civil claims (iii)	447,900	422,400



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Tax claims (iv)	632,100	570,700
Labor claims (v)	304,000	278,700
Environmental claims (vi)	586,800	163,900
Total	3,779,100	3,244,500

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**Companhia de Saneamento Básico do Estado de São Paulo - SABESP**

**Notes to the Financial Statements**

**Years Ended December 31, 2014 and 2013**

**Amounts in thousands of reais, unless otherwise indicated**

**(c) Explanation on the nature of main classes of lawsuits**

**(i) Customer claims**

Approximately 1,240 lawsuits were filed by commercial customers, which claim that their tariffs should correspond to other consumer categories, 720 lawsuits which claim a reduction in the sewage tariff due to losses in the system, consequently requesting the refund of amounts charged by the Company and 60 lawsuits where customers plead the reduction in tariff under the category as “Social Welfare Entity”. The Company was granted both favorable and unfavorable final decisions at several court levels and recognized provisions when the chances of losses are probable. The R\$12,559 increase in the lawsuits classified as probable loss (net of escrow deposits) is related to the new lawsuits filed and interest rates, fees and updates of lawsuits in progress, partially mitigated by payments made in the period and revisions of expectations caused by favorable decisions to the Company in 2014. The R\$275,900 decrease in lawsuits with chances of possible losses is mainly related to revisions of expectations caused by favorable decisions to the Company.

**(ii) Supplier claims**

Suppliers’ claims include lawsuits filed by some suppliers alleging underpayment of inflation adjustment, withholding of amounts related to the understated inflation rates deriving from Real economic plan, and the economic and financial imbalance of the agreements. These lawsuits are in progress at different courts and a provision is recognized when the chances of losses are probable. The R\$91,118 decrease in lawsuits whose chances of losses is considered probable (net of escrow deposits) is mainly related to the payments made in the period and reviews of expectations caused by favorable decisions to the Company during 2014. The R\$275,400 increase in lawsuits whose chances of losses is considered possible is related to new lawsuits filed in 2014, as well as interest rates, fees and update of lawsuits in progress.

**(iii) Other civil claims**

These mainly refer to indemnities for property damage, pain and suffering, and loss of profits allegedly caused to third parties, filed at different court levels, dully accrued when classified as probable losses. The R\$25,500 increase in the lawsuits with expectation of possible losses is related to interest rates, fees and update of lawsuits in progress, and an increase in the number of lawsuits filed in 2014.

**(iv) Tax claims**

Tax claims refer mainly to issues related to tax collections challenged due to differences in the interpretation of legislation by the Company's Management, accrued when classified as probable loss. The R\$61,400 increase in lawsuits with chances of possible losses is related to an increase in the number of lawsuits filed in 2014, and mainly to the re-measurement deriving from lawsuits filed by the municipality of São Paulo, as outlined in item "b" below.

(a) In 2006, the Federal Revenue Service, by means of a tax execution, inspected the Company's compliance with the tax obligations related to income tax and social contribution for calendar year 2001, and issued a tax assessment adjusted through December 31, 2014 in the amount of R\$431,853 (R\$411,890 in December 2013). The Company filed a timely objection and will appeal against the tax assessment at administrative level and in courts. Management considers that the chances of losses of this administrative proceeding is approximately 90% considered remote and 10% possible.

**Companhia de Saneamento Básico do Estado de São Paulo - SABESP**

**Notes to the Financial Statements**

**Years Ended December 31, 2014 and 2013**

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(b)The municipality of São Paulo through law revoked the services tax exemption which until then the company withheld and thereafter issued tax deficiency notices related to the sewage service and ancillary activities, in the updated amount of R\$357,528 (R\$307,817 in December 2013), which currently are subject-matter of Tax Foreclosures, classified by the Management as possible losses. SABESP filed a writ of mandamus against this revocation, which was rejected, and currently is under phase of appealability of Special and Extraordinary Appeals filed. Writs of prevention and actions for annulment were also filed, aiming the suspension of enforceability of credits and the annulment of tax deficiency notices, as it understands that notwithstanding the exemption revocation, the sewage activities and ancillary activities are not included in the list of activities subject to taxation by municipality. Since there is no final court decision on the merits, the Company's Management assessed the risk as possible losses.

(c)The Federal Revenue Service rejected some offset requests made by the Company for the extinction of IRPJ/CSLL payable, using favorable amounts, arising from undue payments of IRPJ/CSLL, which were paid based on monthly estimates. The amount involved was adjusted through December 31, 2014 and is R\$53,486 (R\$50,065 in December 2013). Management assessed it as a possible loss.

(d) The Company's request for an authorization to offset taxes was rejected, overdue in the periods of July, August and September 2002 against the amount of IRPJ paid in excess in 1997 and 1998, due to inflation adjustment over the financial statements (Law 8,200/91), which was anticipated in 1996 due to an injunction, after excluded due discontinuance of proceeding and application of Provisional Measure 38/02. The Administrative Council of Tax Appeals rejected the credit from 1997. The amount involved was adjusted through December 31, 2014 and is estimated at R\$45,401 (R\$43,689 in December 2013). The Company's Management assessed this claim as a possible loss.

(e) On June 23, 2010, the Company and the municipality of São Paulo signed an agreement to provide water supply and sewage services. The negotiation of this agreement led to the extinction of some judicial lawsuits, but others were not part of the referred agreement, and lawsuit proceeds as usual. The remaining judicial lawsuits considered as possible and probable loss are mainly related to taxes and fines. As of December 31, 2014 the amounts of such judicial lawsuits were R\$15,746 (R\$13,696 in December 2013) and R\$71,677 (R\$62,979 in December 2013), respectively.

(f) In 2005, the Federal Revenue Service partially rejected the Company's request of offsetting tax credits related to the Corporate Income Tax (IRPJ) and the Social Contribution on Net Income (CSLL) in the amount of approximately R\$56,118, and R\$8,659, respectively, which relate to the period from January to April 2003, for which the Company offset prior year IRPJ and CSLL negative balances. The amounts not ratified by the authority of IRPJ and CSLL are R\$11,164 and R\$698, totaling R\$11,862 million. As the company was granted a partial relief in this matter, the Company's legal counsels believe the chances of losses amount to R\$7,288 on December 31, 2014 (R\$6,999 in December 2013) R\$1,243 (R\$1,194 in December 2013), and these are possible and probable, respectively.

(g) SABESP filed two writs of mandamus pleading the declaration of unconstitutional municipal laws that levy the collection of taxes deriving from the use of public areas in the water and sewage network installation for the rendering of basic sanitation public utilities. The first writ of mandamus was judged groundless at the lower court and the Court of Justice of São Paulo, in the appeal's records, partially granted relief to recognize the impossibility of charging the monthly contribution, due to unconstitutionality, deeming as valid the need of security and other requirements to issue the Statement of Use Permit– TPU, however, this decision had no effect since the rules, subject-matter of the first writ of mandamus were revoked. The second writ of mandamus was granted partial relief to prohibit the enforceability of public price and the security for the use of public areas deriving from the municipal laws. The municipality's appeal was rejected and is pending judgment at the higher court. The Management assessed the risk as possible loss, but it was not possible to estimate the amount involved, as it would be necessary to know the extension of water and sewage networks and other equipment installed in the municipality's urban soil (public areas), as well as define the amount of related property based on the length applied.

**Companhia de Saneamento Básico do Estado de São Paulo - SABESP**

**Notes to the Financial Statements**

**Years Ended December 31, 2014 and 2013**

**Amounts in thousands of reais, unless otherwise indicated**

**(v) Labor claims**

The Company is a party to labor lawsuits, involving issues such as overtime, shift schedule, health hazard premium and hazardous duty premium, prior notice, change of function, salary equalization, and other. Part of the amount involved is in provisional or final execution at various court levels, and thus is classified as probable loss, and accordingly, accrued. The R\$78,787 increase in lawsuits with probable chances of losses (net of escrow deposits) and the R\$25,300 increase in the lawsuits with possible chances of losses are due to interest rates, fees and updates on lawsuits in progress and the increased number of suits filed in 2014.

**(vi) Environmental claims**

Environmental claims refer to several administrative proceedings and lawsuits filed by government entities, including Companhia de Tecnologia de Saneamento Ambiental – Cetesb, Public Prosecution Office of the State of São Paulo and others, that aim affirmative and negative covenants and penalty is estimated due to failure to comply in addition to the imposition of indemnity due to environmental damages allegedly caused by the Company. The amounts accrued represent the best estimate of the Company at this moment, however, may differ from the amount to be disbursed as indemnity to alleged damages, in view of the current stage of referred proceedings. The R\$42,908 increase in lawsuits with expectation of probable losses (net of escrow deposits) is mainly related to the complementary estimates of lawsuits in progress and an increase in the number of lawsuits filed in 2014. The R\$422,900 increase in the lawsuits with possible losses is due to the increase in the number of lawsuits filed in 2014 and the complementary estimates of lawsuits in progress.

Among the main lawsuits the Company is involved, there are five public civil actions the subject-matters of which are: a) sentence SABESP to restrain itself from discharging or releasing sewage without due treatment; b) invest in the water and sewage treatment system of the municipality, under the penalty of paying a fine; c) payment of indemnity due to environmental damages, amongst others. Management classified part of lawsuits as probable chances of losses, in the amount of R\$187,669 (R\$169,939 in December 2013) and another seven lawsuits as possible losses in the amount of R\$558,872 (R\$145,107 in December 2013), and the main variation refers to a new lawsuit filed in fourth

quarter of 2014, where the amount considered for disclosure purposes refers to the amount objected by adverse party, and it not possible yet to estimate the Company's involved amount, in view of the initial stage of lawsuit.

**(vii) Settlements reached in 2014**

During 2014, the Company settled several legal and administrative proceedings, and most of them totaled R\$28,982. Out of this amount, R\$25,532 refer to works and R\$3,450 refer to environmental compensations, the later, recorded as "other liabilities", under the Statement of Financial Position. The accumulated balance on December 31, 2014, referring to these environmental liabilities amounted to R\$18,497.

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**Companhia de Saneamento Básico do Estado de São Paulo - SABESP**

**Notes to the Financial Statements**

**Years Ended December 31, 2014 and 2013**

**Amounts in thousands of reais, unless otherwise indicated**

**(viii) Other concession-related legal proceedings**

The Company is party in concessions-related proceedings, cases in which it can lose the right of operating water supply and sewage collection services in few municipalities, among which we point out: a) the municipality of Cajobi filed action to recover possession against SABESP, which was granted relief at the lower court and appellate court to maintain the municipality in the possession of water and sewage assets and services. The Special Appeal filed by SABESP is pending decision but the chances are probable loss; b) the municipality of Tarumã filed a writ of prevention against SABESP, which was judged groundless, without appeal by plaintiff, reason that the chances of losses changed to remote loss. The operation is maintained; c) the Company filed an ordinary action against the municipality of Santos, with favorable decision to Sabesp at the appellate court. On July 11, 2014, the court decision dismissing the execution proceeding was made available and records were remitted to the general archives; d) The Company filed a lawsuit to recover possession against the municipality of Álvares Florence, and appellate court decision was unfavorable to SABESP; the operation is not maintained. Filing of appeals, with expected probable losses; e) The municipality of Macatuba filed against SABESP an action to recover possession aiming with injunction return to the possession of facilities under concession, the injunction was granted relief, at the lower and appellate courts. SABESP no longer operates in the municipality up to this present date, with expected probable losses; f) The Company filed an action to maintain possession against the municipality of Iperó, which was deemed groundless at lower and appellate courts. Currently, the Company awaits the acceptance of appeals, however, the lawsuit is suspended for eventual settlement between the parties. The chances are of probable loss; g) The municipality of Embaúba filed a repossession action against Sabesp, pleading for injunction to keep it in the possession and the motion was granted relief and complied with on May 20, 2013. The decision was questioned and Sabesp filed an interlocutory appeal against the injunction decision, which was upheld by the court. The repossession lawsuit is pending judgment, with expectation of probable losses.

See information about EMAE lawsuits in Note 10(c).

**20 Employee Benefits**



**(a) Health benefit plan**

The health benefit plan is managed by Sabesprev and consists of optional, free choice, health plans sponsored by contributions of SABESP and the active participants, as follows:

- . Company: 7.2% (December 31, 2013 – 7.3%) on average, of gross payroll;
  
- . Participating employees: 3.21% of base salary and premiums, equivalent to 2.1% of payroll, on average.

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**Companhia de Saneamento Básico do Estado de São Paulo - SABESP****Notes to the Financial Statements****Years Ended December 31, 2014 and 2013****Amounts in thousands of reais, unless otherwise indicated****(b) Pension plan benefits**

	<b>December 31, 2014</b>	<b>December 31, 2013</b>
<b>Funded plan – G1 (i)</b>		
Present value of defined benefit obligations	2,249,794	1,988,912
Fair value of the plan assets	(1,573,723)	(1,442,164)
Net liabilities recognized for defined benefit obligations	676,071	546,748
<b>Unfunded plan – G0 (iii)</b>		
Present value of defined benefit obligations	2,053,527	1,780,268
Net liabilities recognized for defined benefit obligations	2,053,527	1,780,268
<b>Liability as per statement of financial position – pension obligations (*)</b>	<b>2,729,598</b>	<b>2,327,016</b>

(\*) The increase of liabilities in 2014 is mainly due to the impact of real increase of salaries and benefits and decrease in the discount rate to 6.11% and 6.09% in 2014 versus 6.36% and 6.46% in 2013, respectively, for G1 and G0 plans.

Pursuant to CPC33 (R1) and IAS19, the Company recognizes (gains)/losses under equity, as equity valuation adjustment, as shown below:

	<b>G1 Plan</b>	<b>G0 Plan</b>	<b>Total</b>
As at December 31, 2014			
Actuarial gain/(loss) on obligations	(113,727)	(198,192)	(311,919)

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Gains/(losses) on financial assets	28,208	-	28,208
Other	(2,397)	-	(2,397)
Total gains/(losses)	(87,916)	(198,192)	(286,108)
Deferred income tax and social contribution – G1 Plan	29,891	-	29,891
Equity valuation adjustment	(58,025)	(198,192)	(256,217)

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**Companhia de Saneamento Básico do Estado de São Paulo - SABESP****Notes to the Financial Statements****Years Ended December 31, 2014 and 2013****Amounts in thousands of reais, unless otherwise indicated**

	<b>G1 Plan</b>	<b>G0 Plan</b>	<b>Total</b>
As at December 31, 2013			
Actuarial gain/(loss) on obligations	432,426	244,121	676,547
Gains/(losses) on financial assets	(312,857)	-	(312,857)
Other	3,404	-	3,404
Total gains/(losses)	122,973	244,121	367,094
Deferred income tax and social contribution – Plan G1	(41,810)	-	(41,810)
Other comprehensive income	81,163	244,121	325,284

**(i) Plan G1**

The Company sponsors a defined benefit pension plan for its employees ("Plan G1"), which is managed by Sabesprev, receives similar contributions established in a plan of subsidy of actuarial study of SABESPREV, as follows:

- 1.19% of the portion of the salary of participation up to 20 salaries; and
- 10.13% of the surplus, if any, of the portion of the salary of participation over 20 salaries.

As of December 31, 2014, SABESP had a net actuarial liability of R\$676,071 (R\$546,748 on December 31, 2013) representing the difference between the present value of the Company's defined benefit obligations to the participating employees, retired employees, and pensioners; the fair value of the plan's assets.

	<b>2014</b>	<b>2013</b>
Defined benefit obligation, beginning of the year	1,988,912	2,262,440
Current service cost	30,736	27,947
Interest cost	199,528	206,429
Actuarial (gains)/losses recorded as other comprehensive income	113,727	(432,426)
Benefits paid	(83,109)	(75,478)
Defined benefit obligation, end of the year	2,249,794	1,988,912

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**Companhia de Saneamento Básico do Estado de São Paulo - SABESP****Notes to the Financial Statements****Years Ended December 31, 2014 and 2013****Amounts in thousands of reais, unless otherwise indicated**

Below, the change of fair value of plan assets during the year:

	<b>2014</b>	<b>2013</b>
Fair value of plan's assets, beginning of year	1,442,164	1,657,608
Expected return on the plan assets	144,678	151,139
Expected Company's contributions	21,223	10,876
Expected participants' contributions	20,559	10,876
Benefits paid	(83,109)	(75,478)
Financial gain (loss) recorded as other comprehensive income	28,208	(312,857)
Fair value of plan's assets, end of the year	1,573,723	1,442,164

The amounts recognized in the statement of income are as follows:

	<b>2014</b>
Current service cost	9,513
Interest cost rates	199,528
Expected return on plan assets	(144,678)
<b>Total recognized in the income statement</b>	<b>64,363</b>

In 2014, the expenses related to defined pension plan amounting to R\$43,133, R\$6,168 and R\$15,062, were recorded in operating cost, selling and administrative expenses.

Estimated expenses	<b>2015</b>
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Current service cost	23,303
Interest cost rates	80,755
Participants contribution	(23,052)
Total additional expense to be recognized	81,006

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**Companhia de Saneamento Básico do Estado de São Paulo - SABESP**

**Notes to the Financial Statements**

**Years Ended December 31, 2014 and 2013**

**Amounts in thousands of reais, unless otherwise indicated**

Actuarial assumptions:

	<b>2014</b>	<b>2013</b>
Discount rate – actual rate (NTN-B)	6.11% p.a.	6.36% p.a.
Inflation rate	6.49% p.a.	5.80% p.a.
Expected rate of return on assets	13.00% p.a.	12.53% p.a.
Future salary increase	8.62% p.a.	7.92% p.a.
Mortality table	AT-2000	AT-2000

The number of active participants as of December 31, 2014 was 8,670 (8,885 as of December 31, 2013), and of inactive participants was 6,675 (6,597 as of December 31, 2013).

The benefit to be paid of G1 pension plan, expected for 2015 is R\$86,042.

The contributions of the Company and participants of Plan G1 for the fiscal year ended December 31, 2014 were R\$22,956 (December 2013 – R\$18,348) and R\$23,621 (December 2013 – R\$18,416), respectively.

The Company and Sabesprev are in process of negotiation to resolve the actuarial deficit, by continuing migrating participants from the Defined Benefit Plan to Sabesprev Mais Plan. Management expects to reduce the actuarial deficit due to the change in referred plans.

**Sensitivity analysis of the defined benefit pension plan as of December 31, 2014 regarding the changes in the main assumptions are:**



<b>Funded plan - G1</b>	<b>Change in assumption</b>	<b>Impact on present value of the defined benefit obligations</b>
Discount rate	Increase of 1.0%	Decrease of R\$213,044
	Decrease of 1.0%	Increase of R\$244,103
Wage increase rate	Increase of 1.0%	Increase of \$71,093
	Decrease of 1.0%	Decrease of R\$68,916
Life expectation	Increase of 1 year	Increase of R\$44,096
	Decrease of 1 year	Decrease of R\$43,248

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**Companhia de Saneamento Básico do Estado de São Paulo - SABESP****Notes to the Financial Statements****Years Ended December 31, 2014 and 2013****Amounts in thousands of reais, unless otherwise indicated****Plan's assets**

The plan investment policies and strategies are aimed at getting consistent returns and reduce the risks associated to the utilization of financial assets available on the Capital Markets through diversification, considering factors, such as the liquidity needs and the long-term nature of the plan liability, types and availability of financial instruments in the local and international markets, general economic conditions and forecasts as well as requirements under the law. The plan's asset allocation management strategies are determined with the support of reports and analysis prepared by Sabesprev and independent financial advisors:

		<b>December 31, 2014</b>	<b>December 31, 2013</b>
Fixed income			
- NTNBS's		790,779	712,017
- NTNC's		139,200	132,265
- NTNFS's		6,206	5,858
Government bonds in own portfolio	(a)	936,185	850,140
Fixed income fund quotas	(b)	120,413	80,931
Private credit investment fund quotas	(c)	103,736	78,034
Total fixed income		1,160,334	1,009,105
Equities			
Stocks investment fund quotas	(d)	223,167	259,717
Total equities		223,167	259,717
Structured investments			
Equity investment fund quotas	(e)	83,204	76,338
Real estate investment fund quotas	(f)	30,672	40,220
Multimarket investment fund quotas	(g)	28,206	25,806
Total structured investments		142,082	142,364
Investments abroad	(h)	19,079	-
Other	(i)	29,061	30,978
Fair value of plan assets		1,573,723	1,442,164



**Companhia de Saneamento Básico do Estado de São Paulo - SABESP**

**Notes to the Financial Statements**

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(a) Fixed income: it is composed of government bonds issued by the National Treasury, between 2017 and 2050. These instruments are indexed by NTN-b indexed by IPCA (Extended Consumer Price Index), NTN-c indexed by IGPM (General Market Price Index) and NTN-f which has a fixed index.

(b) Fixed Income Fund Quotas: investment funds that seek return on fixed income assets and shall have at least, 80% of the portfolio in directly related assets, summed up via derivatives to the risk factor.

(c) Private Credit Investment Fund Quotas: funds that seek return by means of the acquisition of operations representing corporate debts or disseminated receivables portfolios (rights or bonds), originated and sold by several assignors who anticipate funds and have receivables from several business activities as guarantee.

(d) Equities: equity fund composed of Brazilian companies' stocks listed at BM&FBovespa.

(e) Equity Investment Fund Quotas: it is composed of a closed-ended investment fund. The assets under its management are destined to the acquisition of stocks, debentures, warrants or other securities convertible or swappable into shares issued by publicly- or closely-held companies.

(f) Real Estate Investment Fund Quotas: Funds investing in real estate projects (commercial buildings, shopping centers, hospitals, etc.). The return on capital invested occurs by sharing the Fund's proceeds or sale of its quotas in the Fund.

(g) Multimarket Investment Fund Quotas: they can be classified as *Multimercados Referenciados DI* or *Multimercado Long & Short*, they seek a basic return of CDI or share arbitration, respectively.

(h) Foreign investment: investment fund quotas in global companies' stocks, mostly, US companies.

(i) Other: basically composed of loans and real estates.

Restrictions with respect to asset portfolio investments, in the case of federal government securities:

i) papers securitized by the National Treasury will not be permitted;

ii) derivative instruments must be used for hedge.

Restrictions with respect to asset portfolio investments, in the case of variable-income securities for internal management, are as follows:

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**Companhia de Saneamento Básico do Estado de São Paulo - SABESP**

**Notes to the Financial Statements**

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- i) day-trade operations will not be permitted;
- ii) sale of uncovered share is prohibited;
- iii) swap operations without guarantee are prohibited;
- iv) leverage will not be permitted, i.e., operations with derivatives representing leverage of asset or selling short, such operations cannot result in losses higher than invested amounts.

At the end of 2014, Sabesprev had in its investment portfolio debentures issued by the Company in the amount of R\$1,893. In 2013, there were no assets issued by the Company in the portfolio. The real estate held in the portfolio is not used by the Company.

The Brazilian capital markets were affected in 2014 by the negative perception about how the macroeconomic policy has been conducted, inflation remaining at high levels and low economic growth; however, despite this scenario, the plan's assets improved by 9.92% in 2014 and 7.43% in 2013, and this positive variation was substantially impacted by government bonds (NTNB's, NTNC's and NTNF's).

Concerning the Fixed Income, investments in fixed income and private credit recorded positive returns impacted by the mark-to-market effect of federal government bonds, which had a relevant value appreciation in 2014 over 2013.

Concerning Equities, stocks of Brazilian companies listed at the BMF&Bovespa had their prices reduced. The return of main Brazilian stock index, the Ibovespa, recorded -2.91% in 2014 against -15.50% in 2013.

Concerning the Structured Investments portfolio, the main factors hindering return were investments in Real Estate Investment Funds and Equity Investment Funds, which had a negative return in the period. The multimarket funds had a return above 2013, however, they also suffered the impacts of the aforementioned scenario.

**(ii) Private pension plan benefits – Defined contribution**

On December 31, 2014, Sabesprev Mais plan, based on defined contribution, had 5,188 active and assisted participants (5,627 in 2013).

With respect to the Sabesprev Mais plan, the contributions from the sponsor represent 100% over the total basic contribution from the participants.

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**Companhia de Saneamento Básico do Estado de São Paulo - SABESP****Notes to the Financial Statements****Years Ended December 31, 2014 and 2013****Amounts in thousands of reais, unless otherwise indicated**

Regarding the Sabesprev Mais plan, the commitment to all participants who migrated up to December 31, 2014 amounted to R\$9,214 (R\$10,613 in December 2013) referred to active participants. The Company has made contributions in the amount of R\$8,936 in 2014 (R\$8,446 in December 2013).

**(iii) Plan G0**

Pursuant to State Law 4,819/58, employees who started providing services prior to May 1974 and were retired as an employee of the Company acquired a legal right to receive supplemental pension payments, which rights are referred as "Plan G0". The Company pays these supplemental benefits on behalf of the State Government and makes claims for reimbursements from the State Government, which are recorded as accounts receivable from related parties, limited to the amounts considered virtually certain that will be reimbursed by the State Government. As of December 31, 2014, the Company recorded a defined benefit obligation for Plan G0 of R\$2,053,527 (R\$1,780,268 in December 2013).

	<b>2014</b>	<b>2013</b>
Defined benefit obligation, beginning of year	1,780,268	1,987,718
Current interest expense and service costs	224,931	176,766
Actuarial gains/(losses) recorded as other comprehensive income	198,192	(244,121)
Benefits paid	(149,864)	(140,095)
Defined benefit obligation, end of the year	2,053,527	1,780,268

The amounts recognized in the statement of income are as follows:

**2014**



Interest expense and service costs	224,931
Amount received from GESP (undisputed amount)	(82,638)
Total	142,293

In 2014, the expense related to the defined benefit obligation under Plan G0 was recorded in administrative expenses.

Estimated expenses	<b>2015</b>
Interest cost rates	247,859
Total additional expenses to be recognized	247,859

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**Companhia de Saneamento Básico do Estado de São Paulo - SABESP**

**Notes to the Financial Statements**

**Years Ended December 31, 2014 and 2013**

**Amounts in thousands of reais, unless otherwise indicated**

The main actuarial assumptions used:

	<b>2014</b>	<b>2013</b>
Discount rate – actual rate (NTN-B)	6.09% p.a.	6.46% p.a.
Inflation rate	6.49% p.a.	5.80% p.a.
Future salary increase	8.62% p.a.	7.92% p.a.
Mortality table	AT-2000	AT-2000

The number of active participants of Plan - Go as of December 31, 2014 was 22 (24 on December 31, 2013). The number of beneficiaries, retirees and survivors as of December 31, 2014 was 2,375 (2,412 on December 31, 2013).

The benefit payable from the Go pension plan expected for 2015 is R\$157,616.

**The sensitivity analysis of defined benefit pension plan on December 31, 2014 to the changes in the main assumptions is:**

<b>Plan– G0</b>	<b>Change in assumption</b>	<b>Impact on present value of the defined benefit obligations</b>
Discount rate	Increase of 1.0%	Decrease of R\$197,768
	Decrease of 1.0%	Increase of R\$194,469
Wages growth rate	Increase of 1.0%	Increase of R\$204,121
	Decrease of 1.0%	Decrease of R\$185,665
Life expectation	Increase of 1 year	Increase of R\$71,258
	Decrease of 1 year	Decrease of R\$68,867

**(c) Profit sharing**

The Company has a profit sharing program in accordance with an agreement with labor union and Sabesp. The period covered represents the Company fiscal year, commence in January to December. The limit of the profit sharing is one month salary for each employee, depending on performance goals reached. As of December 31, 2014 the profit sharing accrued amounted to R\$72,946 (R\$68,495 in December 2013).

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**Companhia de Saneamento Básico do Estado de São Paulo - SABESP**

**Notes to the Financial Statements**

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**21 Servicespayable**

The services account records the balances payable, mainly from services received from third parties, such as supply of electric power, reading of hydrometers and delivery of water and sewage bills, cleaning, surveillance and security services, collection, legal counsel services, audit, marketing and advertising and consulting services, among others. This account also records the amounts payable from the percentage in the revenues of São Paulo local government (Note 14 (d) (v)). The balances on December 31, 2014 and 2013 were R\$318,973 and R\$323,208, respectively.

**22 Equity**

**(a) Authorized capital**

The Company is authorized to increase capital by up to R\$15,000,000 (R\$10,000,000 in December 2013), based on a Board of Directors' resolution, after submission to the Fiscal Council.

In the event of capital increase, issue of convertible debentures and/or warrants by means of private subscription, shareholders will have preemptive right in the proportion of number of shares held, pursuant to Article 171 of Law 6.404/76.

**(b) Subscribed and paid-in capital**

Subscribed and paid-in capital is represented by 683,509,869 registered, book-entry common shares without par value as of December 31, 2014 (683,509,869 in December 2013), held as follows:

	<b>December 31, 2014</b>		<b>December 31, 2013</b>	
	<b>Number of</b>		<b>Number of</b>	
	<b>shares</b>	<b>%</b>	<b>shares</b>	<b>%</b>
State Department of Finance	343,524,285	50.26%	343,524,258	50.26%
Companhia Brasileira de Liquidação e Custódia	169,000,272	24.73%	174,076,755	25.47%
The Bank Of New York ADR Department (equivalent in shares) (*)	170,351,902	24.92%	165,291,202	24.18%
Other	633,410	0.09%	617,654	0.09%
	<b>683,509,869</b>	<b>100.00%</b>	<b>683,509,869</b>	<b>100.00%</b>

(\*) Each ADR corresponds to 1 share.

**Companhia de Saneamento Básico do Estado de São Paulo - SABESP****Notes to the Financial Statements****Years Ended December 31, 2014 and 2013****Amounts in thousands of reais, unless otherwise indicated****(c) Distribution of earnings**

Shareholders are entitled to a minimum mandatory dividend of 25% of the adjusted net income under Brazilian GAAP, calculated according to the Brazilian corporate law. The dividends do not bear interest and the amounts not claimed within three years from the date of the Shareholders' Meeting that approved them mature in favor of the Company.

	<b>2014</b>
Profit for the year	902,983
(-)Legal reserve - 5%	(45,149)
	857,834
Minimum mandatory dividend – 25% (R\$0.3138 per share)	214,458

On April 30, 2014, the Shareholders' General Meeting approved the distribution of dividends as interest on shareholders' equity amounting to R\$537,465, for the 2013 fiscal year. Therefore, the amount of R\$42,862 related to the surplus minimum mandatory dividends of 25%, set forth in the Bylaws, recorded in the 2013 equity under "Additional proposed dividends" was transferred to current liabilities. These amounts started being paid in June 2014.

The Company proposed dividends as interest on shareholders' equity in the amount of R\$214,458, corresponding to R\$0.3138 per common share, net of withholding income tax of R\$15,844, to be resolved on the Shareholders' Meeting to be held on April 30, 2015.

The Company declared dividends payable as interest on shareholders' equity in the amount of R\$214,458, which considers the minimum dividend amount set forth in the Bylaws. The amount exceeding the minimum mandatory dividend due in the year of R\$37,846 was reclassified into equity to the "Additional proposed dividends" account, this amount includes the withholding income tax of R\$15,844.

Pursuant to CVM Resolution n° 207/1996, the Company imputed interest on shareholders' equity to the minimum dividend by its net value of withholding income tax. The amount of R\$15,844 referring to the withholding income tax was recognized in current liabilities, in order to comply with tax liabilities related to the credit of interest on shareholders' equity.

The interest on shareholders' equity balance payable as of December 31, 2014, totaling R\$214,523, refers to the amount of R\$214,458 declared in 2014, net of withholding income tax and R\$65 declared in previous years.

**(d) Capital reserve**

The capital reserve includes tax incentives and donations received by the company and may only be used for future capital increases. The amount of R\$124,255 referring to the balance of December 2013 was fully capitalized in 2014, as per Note 22 (j).

**Companhia de Saneamento Básico do Estado de São Paulo - SABESP**

**Notes to the Financial Statements**

**Years Ended December 31, 2014 and 2013**

**Amounts in thousands of reais, unless otherwise indicated**

**(e) Legal reserve**

Earnings reserve - legal reserve is a requirement for all Brazilian corporations and represents accrual of 5% of annual net income determined based on Brazilian law, up to 20% of capital. However, we are not required to make any allocations to our legal reserve in a year in which the legal reserve, when added to our other established capital and earnings reserves, exceeds 30% of our capital stock. The amounts allocated to such reserve may only be used to increase our capital stock or to offset losses. Therefore, they are not available for the payment of dividends.

**(f) Investments reserve**

Earnings reserve - investments reserve is specifically formed by the portion corresponding to own funds assigned to the expansion of the water supply and sewage treatment systems, based on capital budget approved by the Management.

As of December 31, 2014 and 2013, the balance of investment reserve totaled R\$2,914,008 and R\$5,980,535, respectively.

Pursuant to Paragraph four of Article 28 of the by-laws, the Board of Directors may propose to the Shareholders' Meeting that the remaining balance of profit for the year, after deducting the legal reserve and minimum mandatory dividends, be allocated to an investment reserve that will comply with the following criteria:

I- its balance, jointly with the balance of the other earnings reserves, except for reserves for contingencies and realizable profits, may not exceed the capital stock;

II- the reserve is intended to guarantee the investment plan and its balance may be used:



- a) to absorb losses, whenever necessary;
- b) to distribute dividends, at any moment;
- c) in share redemption, reimbursement or purchase transactions authorized by law;
- d) in incorporation to the capital stock.

**(g) Allocation of profit for the year**

	<b>2014</b>
Profit	
(+) Profit for the year	902,983
(-) Legal reserve – 5%	45,149
(-) Minimum mandatory dividends	214,458
(-) Additional proposed dividends	37,846
Investment reserve recorded in 2014	605,530

**Companhia de Saneamento Básico do Estado de São Paulo - SABESP****Notes to the Financial Statements****Years Ended December 31, 2014 and 2013****Amounts in thousands of reais, unless otherwise indicated**

The Management will send for approval at the Shareholders' Meeting, a proposal to transfer the retained earnings balance, in the amount of R\$605,530 to the Investment Reserve account, in order to meet the investment needs foreseen in the Capital Budget.

**(h) Retained earnings (accumulated losses)**

Retained earnings (accumulated losses): the statutory balance of this account is zero as all retained earnings must be distributed or allocated to an earnings reserve.

**(i) Other comprehensive income**

Gains and losses arising from changes in the actuarial assumptions are accounted for as equity valuation adjustment, net of income tax and social contribution effects. See Note 20 (b), the breakdown of amounts recorded in 2014 and 2013.

	<b>G1</b>	<b>G0</b>	<b>Total</b>
Balance on December 31, 2013	62,905	(196,436)	(133,531)
Actuarial gains (losses) for the year (Note 20 (b))	(58,025)	(198,192)	(256,217)
Balance on December 31 , 2014	4,880	(394,628)	(389,748)

**(j) Capital increase**

The Shareholders' Meeting held on April 30, 2014 approved the capital stock increase from R\$6,203,688 to R\$10,000,000 due to the partial capitalization of the earnings reserve and total capital reserve totaling R\$3,672,057 and R\$124,255, respectively.

In addition, a new limit for the capital increase to R\$15,000,000 was also approved, as per Note 22 (a)

## **23 Earnings perShare**

### **Basic and diluted**

Basic earnings per share is calculated by dividing the income attributable to the Company's shareholders by the weighted average number of outstanding common shares during the year. The Company does not have potentially dilutive common shares outstanding or debts convertible into common shares. Accordingly, basic and diluted earnings per share are equal.

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**Companhia de Saneamento Básico do Estado de São Paulo - SABESP****Notes to the Financial Statements****Years Ended December 31, 2014 and 2013****Amounts in thousands of reais, unless otherwise indicated**

	<b>2014</b>	<b>2013</b>
Income attributable to the Company's shareholders	902,983	1,923,559
Weighted average number of common shares issued	683,509,869	683,509,869
Basic and diluted earnings per share ( <i>reais</i> per share)	1.32	2.81

**24 Segment reporting**

Management, comprised by the Board of Directors and the Board of Executive Officers, has determined the operating segments used to make strategic decisions, such as water supply and sewage services.

**(i) Result**

	<b>2014</b>		
	<b>Water</b>	<b>Sewage</b>	<b>Reconciliation the finan stateme</b>
Gross operating income	4,896,657	4,008,678	2,918,
Gross sales deductions	(335,498)	(274,657)	
Net operating income	4,561,159	3,734,021	2,918,
Costs, selling and administrative expenses	(3,929,755)	(2,511,295)	(2,855,5

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Income from operations before other operating expenses, net and equity accounting	631,404	1,222,726	62,
Other operating income (expenses), net			
Equity accounting			
Financial result, net			
Income from operations before taxes			
Depreciation and amortization	526,876	477,595	

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**Companhia de Saneamento Básico do Estado de São Paulo - SABESP****Notes to the Financial Statements****Years Ended December 31, 2014 and 2013****Amounts in thousands of reais, unless otherwise indicated**

			<b>2013</b>
	<b>Water</b>	<b>Sewage</b>	<b>Reconciliation the finan stateme</b>
Gross operating income	5,276,056	4,263,965	2,444,
Gross sales deductions	(370,091)	(299,098)	
Net operating income	4,905,965	3,964,867	2,444,
Costs, selling and administrative expenses	(3,512,559)	(2,275,437)	(2,394,4
Income from operations before other operating expenses, net and equity accounting	1,393,406	1,689,430	50,
Other operating income (expenses), net			
Equity accounting			
Financial result, net			
Income from operations before taxes			
Depreciation and amortization	461,426	409,647	

Explanation on the reconciliation items for the Financial Statements: the impacts on gross operating income and in costs are as follows:

	<b>2014</b>	<b>2013</b>
Gross revenue from construction recognized under ICPC 1 (R1) (a)	2,918,036	2,444,735
Construction costs recognized under ICPC 1 (R1) (a)	(2,855,516)	(2,394,487)
Construction margin	62,520	50,248

(a) Revenue from concession construction contracts is recognized in accordance with CPC 17 (R1), Construction Contracts (IAS 11), using the percentage-of-completion method. See Note 14 (c) and (f).

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**Companhia de Saneamento Básico do Estado de São Paulo - SABESP****Notes to the Financial Statements****Years Ended December 31, 2014 and 2013****Amounts in thousands of reais, unless otherwise indicated****(ii) Intangible**

Reportable segment's intangible assets are reconciled to total assets as follows:

	<b>December 31, 2014</b>	<b>December 31, 2013</b>
Intangible asset:		
Water supply	10,289,735	9,741,582
Sewage services	13,492,613	12,298,412
Segment assets for reportable segments	23,782,348	22,039,994
Other intangible assets	2,197,178	1,806,237
Total intangible assets	25,979,526	23,846,231

There are no liabilities allocated to the reportable segments.

**25 Operating income****(a) Revenue from water and sewage services:****2014****2013**



Metropolitan region of São Paulo	6,235,276	6,984,364
Regional Systems (i)	2,670,059	2,555,657
Total (ii)	8,905,335	9,540,021

(i) Including the municipalities operated in countryside and at the coast of the State of São Paulo.

(ii) Revenue from water and sewage services decreased by 6.7% as of December 31, 2014 over 2013, due to the Incentive Program for Reduction of Water Consumption (Bonus) and the 2.2% decrease in the Company's total billed volume.

**Companhia de Saneamento Básico do Estado de São Paulo - SABESP**

**Notes to the Financial Statements**

**Years Ended December 31, 2014 and 2013**

**Amounts in thousands of reais, unless otherwise indicated**

\*Bonus: (a) Sabesp's Incentive Program for Reduction of Water Consumption

After ARSESP's approval on an emergency basis by means of Resolution no. 469/2014, SABESP adopted an economic incentive to encourage the population of Greater São Paulo to reduce water consumption. This measure was adopted due to the record heat and the unheard lack of rainfall at the Cantareira System, which is at a critical level and supplies almost 10 million people.

Consumers who reduce by, at least, 20% the average consumption of the twelve-month period, between February 2013 and January 2014, receive 30% discount in their bills. The discount is applied to a smaller amount, since reduced consumption result in cheaper bills.

This measure applies to households, commerce and industries supplied by Cantareira System: the entire north area and São Paulo downtown, part of east and west zones of São Paulo, Barueri, Caieiras, Carapicuíba, Francisco Morato, Franco da Rocha, Itapevi, Jandira, Osasco and Santana de Parnaíba. In Guarulhos and São Caetano do Sul, also supplied by the Cantareira System, distribution relies on the the local governments' responsibilities, which buy water from SABESP. The municipal services shall resolve on granting this incentive.

Initially, the benefit was valid for the bills of reference months from February to August that reached the consumers March and September. In Santana de Parnaíba, this measure was applied in the reference months from March to August and consumers received the bills between April and September.

However, in April 2014, the incentive program for reduction of water consumption was postponed until the end of 2014 to the entire São Paulo metropolitan region, or until water levels at reservoirs are regularized. Due to the dry weather and the low water volume at the Cantareira System, the Department of Water and Electricity of the State of São Paulo (DAEE) and the National Water Agency (ANA) set forth that, as of March 10, 2014, we are temporarily

required to restrict the water outflow caught from the Cantareira System, from 33m<sup>3</sup>/s to 27.9m<sup>3</sup>/s. In order to supply this lower water availability and continue supplying the population, we are expanding the use of water from other water mains. This may increase costs to serve consumers of the metropolitan region of São Paulo. If the situation of the reservoirs affected by dry weather does not improve, we may be forced to take more drastic measures.

On May 26, 2014, the Incentive Program for Reduction of Water Consumption was expanded to the municipalities operated by Sabesp which compose by Piracicaba basins, Capivari and Jaguari rivers, located in the coverage area of the Cantareira System.

Likewise, consumers who reduce by, at least, 20% their monthly consumption will be entitled to bonus, compared to the average consumption of the twelve-month period, between February 2013 and January 2014. These consumers will receive 30% discount on their water and sewage bills. The participating municipalities are Bragança

Paulista, Joanópolis, Nazaré Paulista, Pinhalzinho, Piracaia, Vargem, Hortolândia, Itatiba, Jarinu, Monte Mor, Morungaba and Paulínia.

Such measure included residential, commercial, industrial and public customers and was valid for the bills issued as of June 2014, effective until December 2014.

- **Bonus in stages**

**Companhia de Saneamento Básico do Estado de São Paulo - SABESP**

**Notes to the Financial Statements**

**Years Ended December 31, 2014 and 2013**

**Amounts in thousands of reais, unless otherwise indicated**

On October 22, 2014, ARSESP published the Resolution nº 514 which approved the bonus by consumption reduction levels according to SABESP's Incentive Program for Reduction of Water Consumption.

The bonus by consumption reduction levels during the effectiveness period of the Incentive Program for Reduction of Water Consumption will be:

- (a) Thirty percent (30%) bonus for users whose monthly consumption decreased by at least, twenty percent (20%) in relation to the average consumption of the period between February 2013 and January 2014.
- (b) Twenty percent (20%) bonus for users whose monthly consumption exceeds or is equal to fifteen percent (15%) and lower than twenty percent (20%) in relation to the average consumption of the period between February 2013 and January 2014.
- (c) Ten percent (10%) bonus for users whose monthly consumption exceeds or is equal to ten percent (10%) and lower than fifteen percent (15%) in relation to the average consumption of the period between February 2013 and January 2014.

The bonus by consumption reduction levels has been applied to all the municipalities that currently already receive such bonus over the water and sewage collected amounts.

The new levels of the Bonus Program adopted the consumptions after the November 1, 2014 as reference.

The bonus for the period between January and December 2014 totaled R\$376,414.

- **Bonus effectiveness is postponed**

By means of Resolution 536 of December 18, 2014, ARSESP authorized the postponement of the Incentive Program for Reduction of Water Consumption's effectiveness until the end of 2015 or until the reservoir levels are regularized, which occurs first.

See Note 31 (a), the event after the reporting period about the contingency tariff.

**(b) Reconciliation between gross operating income and net operating income:**

	<b>2014</b>	<b>2013</b>
Revenue from water and sewage services	8,905,335	9,540,021
Construction revenue (Note 14 (c))	2,918,036	2,444,735
Sales tax	(610,155)	(669,189)
Net revenues	11,213,216	11,315,567

**Companhia de Saneamento Básico do Estado de São Paulo - SABESP****Notes to the Financial Statements****Years Ended December 31, 2014 and 2013****Amounts in thousands of reais, unless otherwise indicated****26 Operating Costs and Expenses**

	<b>2014</b>	<b>2013</b>
Operating costs		
Salaries and payroll charges	1,494,147	1,348,933
Pension obligations	47,855	59,237
Construction costs (Note 14 (c))	2,855,516	2,394,487
General supplies	191,723	179,771
Treatment supplies	261,205	240,730
Outsourced services	856,960	786,515
Electricity	597,454	551,630
General expenses	404,367	444,663
Depreciation and amortization	926,372	810,297
	<b>7,635,599</b>	<b>6,816,263</b>
Selling expenses		
Salaries and payroll charges	236,109	215,083
Pension obligations	6,225	8,470
General supplies	4,549	6,995
Outsourced services	252,628	208,943
Electricity	579	557
General expenses	86,590	82,470
Depreciation and amortization	10,339	10,721
Allowance for doubtful accounts, net of recoveries (Note 9 (c))	139,589	103,864
	<b>736,608</b>	<b>637,103</b>
Administrative expenses		
Salaries and payroll charges	180,845	176,845
Pension plan	158,114	118,600
General supplies	5,861	6,700
Outsourced services	205,341	116,735
Electricity	1,032	694
General expenses	228,737	183,874
Depreciation and amortization	67,760	50,055

Tax expenses	76,669	75,614
	924,359	729,117

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**Companhia de Saneamento Básico do Estado de São Paulo - SABESP****Notes to the Financial Statements****Years Ended December 31, 2014 and 2013****Amounts in thousands of reais, unless otherwise indicated**

	<b>2014</b>	<b>2013</b>
Operating costs and expenses		
Salaries and payroll charges	1,911,101	1,740,861
Pension plan	212,194	186,307
Construction costs (Note 14 (c))	2,855,516	2,394,487
General supplies	202,133	193,466
Treatment supplies	261,205	240,730
Outsourced services	1,314,929	1,112,193
Electricity	599,065	552,881
General expenses	719,694	711,007
Depreciation and amortization	1,004,471	871,073
Tax expenses	76,669	75,614
Allowance for doubtful accounts, net of recoveries (Note 9 (c))	139,589	103,864
	<b>9,296,566</b>	<b>8,182,483</b>

**27 Financial Expenses and Income**

	<b>2014</b>	<b>2013</b>
Financial expenses		
Interest and charges on loans and financing – local currency (i)	(272,975)	(294,729)
Interest and charges on loans and financing – foreign currency (ii)	(92,180)	(84,648)
Other financial expenses (iii)	(104,060)	(62,882)
Income tax over international remittance	(14,334)	(10,662)
Inflation adjustment on loans and financing (iv)	(98,309)	(72,657)
Inflation adjustment on Sabesprev Mais deficit (v)	(1,169)	(1,334)
Other inflation adjustments (vi)	(10,597)	(5,731)
Interest and inflation adjustments on provisions (vii)	(118,669)	(70,267)
Total financial expenses	(712,293)	(602,910)
Financial income		
Inflation adjustment gains (viii)	91,930	85,245



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Income on short-term investments (ix)	202,898	151,106
Interest and other income (x)	127,904	149,759
Total financial income	422,732	386,110
Financial, net before foreign exchange changes	(289,561)	(216,800)
Net foreign exchange gains (losses)		
Foreign exchange variation on loans and financing (xi)	(345,105)	(267,835)
Other foreign exchange changes	(625)	(6)
Foreign exchange gains	(575)	1,395
Foreign exchange changes, net	(346,305)	(266,446)
<b>Financial, net</b>	<b>(635,866)</b>	<b>(483,246)</b>

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**Companhia de Saneamento Básico do Estado de São Paulo - SABESP**

**Notes to the Financial Statements**

**Years Ended December 31, 2014 and 2013**

**Amounts in thousands of reais, unless otherwise indicated**

- (i) The variation in interest expenses related to local currency-denominated loans and financing decreased mainly due to higher capitalization of interest rates in 2014 over 2013.
- (ii) The increase in interest expense related to foreign currency-denominated loans and financing mainly reflects the increased balance of debt due to new funding.
- (iii) Other financial expenses increased especially due to the start-up of two sewage treatment stations financed by means of leasing (Campo Limpo Paulista/Várzea Paulista and Campos do Jordão, respectively, in August 2013 and in March 2014), under CPC 20(R1), the interest paid are recognized as financial expense.
- (iv) The monetary variation derives from increase in the indexes defined in loan agreements, such as TR and IPCA, which were 0.9% and 6.4%, respectively, in 2014 (0.2% and 5.9%, respectively, in 2013). The exposures to these rates are shown in Note 5.1 (d).
- (v) The decrease derives from smaller balance of SABESP's commitments in relation to the deficit of the Sabesprev Mais pension plan.
- (vi) Other monetary variation expenses are mainly adjustment to liabilities referring to investment commitments required by the public-private partnerships and mainly from program contracts indexed by the IPC/FIPE and IPCA/IBGE of 5.2% and 6.4%, respectively, in 2014 and 3.9% and 5.9%, respectively, in 2013.
- (vii) The variation mainly derives from the update of customers and environmental lawsuits which are adjusted for inflation by the court of justice's table, considering the consumer price index INPC/IBGE variation which stood at 6.3% in 2014 and 5.6% in 2013.
- (viii) The monetary variations mainly derives from the update of escrow deposits which are adjusted for inflation by INPC/IBGE which recorded a variation of 6.3% in 2014, compared to 5.6% in 2013.
- (ix) The increase in financial investments was due to the Company that kept the amounts invested within a longer term than in 2013, and the market's higher interest rates which positively impacted the income earned in 2014.



**Companhia de Saneamento Básico do Estado de São Paulo - SABESP****Notes to the Financial Statements****Years Ended December 31, 2014 and 2013****Amounts in thousands of reais, unless otherwise indicated**

(x) The variation is mainly due to interest rates on agreements and installment payments.

(xi) The increase in expenses mainly reflect the increase in the debt balance due to new funding. Additionally, in 2014 and 2013, the US dollar appreciated, with a variation of 13.4% and 14.6%, respectively.

**28 Other Operating Income(expenses),net**

	<b>2014</b>	<b>2013</b>
Other net operating income, net (i)	109,329	57,382
Other operating expenses (ii)	(112,817)	(54,086)
Other net operating income (expenses)	(3,488)	3,296

Other operating income is comprised of sale of property, plant and equipment, sale of contracts awarded in public bids, and indemnities and reimbursement of expenses, fines and collaterals, property leases, reuse water, and PURA projects and services.

(i) Other operating income increased by R\$51.9 million, chiefly due to: (a) higher application of fines to suppliers and service providers, totaling R\$25.8 million; and (b) higher revenue obtained through the Rational Water Use Program (PURA), totaling R\$20.9 million.

Other operating expenses consist mainly of write-off of concession assets due to obsolescence, discontinued construction works, unproductive wells, projects considered economically unfeasible, losses on property, plant and equipment.

(ii) Other operating expenses increased by R\$58.7 million, chiefly due to: (a) the provision for works and projects, totaling R\$21.3 million; (b) provision for contractual allowance losses, due to agreement with the municipality of Diadema, totaling R\$15.0 million; (c) write-off of obsolete assets, totaling R\$11.4 million; and (d) provision for the write-off of hydrometers, totaling R\$11.4 million.

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**Companhia de Saneamento Básico do Estado de São Paulo - SABESP****Notes to the Financial Statements****Years Ended December 31, 2014 and 2013****Amounts in thousands of reais, unless otherwise indicated****29 Commitments**

The Company has agreements to manage and maintain its activities, as well as agreements to build new projects aiming at achieving the objectives proposed in its target plan. Below, main committed amounts as of December 31, 2014 are as follows:

	<b>1 year</b>	<b>1-3 years</b>	<b>3-5 years</b>	<b>More than 5 years</b>	<b>Total</b>
Contractual obligations - Expenses	1,279,797	548,538	51,687	3,784,736	5,664,758
Contractual obligations - Investments	1,790,549	1,807,801	97,535	2,188,033	5,883,918
Total	3,070,346	2,356,339	149,222	5,972,769	11,548,676

The main commitment refers to São Lourenço PPP. See Note 14 (h).

**30 Additional information on cashflows**

	<b>2014</b>	<b>2013</b>
Total additions of intangible assets as (Note 14)	3,236,781	2,750,319
Items not affecting cash (see breakdown below)	(577,924)	(445,288)
Total additions to intangible assets as per statement of cash flows	2,658,857	2,305,031
Investments and financing operations affecting intangible assets but not cash:		
Interest capitalized in the period(Note 14 (e))	278,265	205,012

Contractors	48,547	(4,887)
Program contract commitments	62,250	28,197
Public Private Partnership – PPP (Note 14 (h))	22,245	-
Leasing	104,097	166,718
Construction margin (Notes 14 (f) and 24)	62,520	50,248
Total	577,924	445,288

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**Companhia de Saneamento Básico do Estado de São Paulo - SABESP**

**Notes to the Financial Statements**

**Years Ended December 31, 2014 and 2013**

**Amounts in thousands of reais, unless otherwise indicated**

**31 Events after the reporting period**

**(a) Adoption of contingency tariff**

On January 7, 2015, ARSESP published the Resolution n° 545, through which it authorizes the contingency tariff to the users whose monthly consumption exceeds the average seen in the period between February 2013 and January 2014, as follows:

- (i) 40% addition over the tariff amount, applicable to the water consumption that exceed until 20% of average; or
- (ii) 100% addition over the tariff amount, applicable to the water consumption that exceed more than 20% of average.

All the users are subject to the contingency tariff, including those with firm demand contracts, except for the following cases:

- (i) those with water monthly consumption lower than or equal to 10 m<sup>3</sup>; and
- (ii) hospitals, first-aid clinics, nursing homes, police stations, prisons, detention facilities and centers of Fundação CASA (social and educational treatment center for adolescents).

The contingency tariff will take effect for consumption measured as of the publication of Resolution until December 31, 2015 and shall only apply to the municipalities' users:

- (i) where the regulation and inspection of sanitation services are the responsibility of ARSESP; and
- (ii) who have been included in the SABESP's Incentive Program to Reduce Water Consumption.

**(b) Request for extraordinary revision**



On March 6, 2015, the Company filed with ARSESP a request for extraordinary revision seeking the tariff re-balance, due to the drop of billed volume and increased electricity price resulting from the worsening of water crisis in 2014, as foreseen in the Technical Note RTS/01/2012 – Detailed Methodology for SABESP’s Tariff Revision Process- First Tariff Cycle. Until this report’s date of issue, the Company had not obtained approval from the regulatory body about this extraordinary revision.

**(c) Term of Agreement – Uncontroversial accounts receivable**

On March 18, 2015, the Company, the São Paulo State government and the Water and Electricity Department - DAEE, and the Sanitation and Water Resources Department as the intervening party, entered into a Term of Agreement under the terms summarized herein below. See additional information in Note 10 (a), (vi).

On November 17, 2008, the Company, the São Paulo state government and the Water and Electricity Department, and the Sanitation and Energy Secretariat as intervening party, entered into the Third Amendment to the Term of Acknowledgment, Consolidation of Obligations, Commitment and Other Covenants aiming at adjusting the undisputed amount of debts relating to retirement and pension supplementary benefits referred to by São Paulo State Law no. 4,819 of August 26, 1958, paid by the Company and not reimbursed by the State.

In referred document, Taiapuêba, Jundiá, Biritiba, Paraitinga and Ponte Nova reservoirs were given as temporary and partial payment of total undisputed amount. However, up to date, it was not possible to transfer the reservoirs due to a lawsuit pending final and unappealable court decision. Therefore, the State, Sabesp and DAEE, by means of a Term of Agreement signed on March 18, 2015, agreed to replace the Reservoirs with the debt’s installment payment.

**Companhia de Saneamento Básico do Estado de São Paulo - SABESP**

**Notes to the Financial Statements**

**Years Ended December 31, 2014 and 2013**

**Amounts in thousands of reais, unless otherwise indicated**

The agreement's current amount is R\$1,012,310, R\$696,283 referring to the principal amount ("Principal Amount") and R\$316,027 referring to the inflation adjustment of principal until February 2015.

The Principal Amount will be paid in 180 installments, as follows:

a) The first 24 installments will be settled by immediately transferring 2,221,000 preferred shares issued by Companhia de Transmissão de Energia Elétrica Paulista - CTEEP, TRPL4, totaling R\$87,174, based on the share closing price as of March 17, 2015.

b) The amount of R\$609,109 will be adjusted by IPCA (Extended Consumer Price Index) until the date when payments start and paid in cash, by means of other 156 monthly installments, beginning on April 5, 2017. When payment starts, installments will be adjusted by IPCA plus simple interest of 0.5% per month.

Considering the lawsuit which objects the possibility of transferring the reservoirs is pending final and unappealable court decision, the agreement also provides for the following situations:

1) If transfer is possible and the Reservoirs are effectively transferred to Sabesp and registered at the notary's office, Sabesp will reimburse to the State the amounts paid in replacement of Reservoirs (Principal Amount) in 60 monthly installments adjusted by IPCA until the payment date of each installment; and

2) If the transfer of Reservoirs is not possible, the State will pay to Sabesp, in addition to the Principal Amount, the inflation adjustment credit in 60 installments, starting these payments at the end of Principal Amount installment payment. The amount will be adjusted by IPCA to the start date of payments and, as of this date, IPCA will be incurred plus 0.5% simple interest rates/month over the amount of each installment.

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**Companhia de Saneamento Básico do Estado de São Paulo - SABESP**

**Executive Officers' Statement on the Financial Statements**

**STATEMENT**

The executive officers of Companhia de Saneamento Básico do Estado de São Paulo - SABESP, with Corporate Taxpayer's ID (CNPJ/MF): 43.776.517/0001-80, with headquarters located at Rua Costa Carvalho, nº 300, Pinheiros, São Paulo, declare that, in compliance with Paragraph 1 of Article 25, items V and VI of CVM Rule 480 of December 7, 2009 that:

They revised, discussed and agreed with the financial statements for the year ended December 31, 2014.

São Paulo, March 26, 2015.

Companhia de Saneamento Básico do Estado de São Paulo – SABESP

/s/ Jerson Kelman

Chief Executive Officer

/s/ Rui de Britto Álvares Affonso

Chief Financial and Investor Relations Officer

/s/ Manuelito Pereira Magalhães Junior

Corporate Management Officer

/s/ Edson José Pinzan

Technology, Project and Environment Officer

/s/ Paulo Massato Yoshimoto

Metropolitan Officer

/s/ Luiz Paulo de Almeida Neto

Regional Systems Officer

**Companhia de Saneamento Básico do Estado de São Paulo - SABESP**

**Executive Officers' Statement on the Report of Independent Registered Public Accounting Firm**

**STATEMENT**

The executive officers of Companhia de Saneamento Básico do Estado de São Paulo - SABESP, with Corporate Taxpayer's ID (CNPJ/MF): 43.776.517/0001-80, with headquarters located at Rua Costa Carvalho, nº 300, Pinheiros, São Paulo, declare that, in compliance with Paragraph 1 of Article 25, items V and VI of CVM Rule 480 of December 7, 2009 that:

They revised, discussed and agreed with the Report of Independent Registered Public Accounting Firm on the financial statements for the year ended December 31, 2014.

São Paulo, March 26, 2015.

Companhia de Saneamento Básico do Estado de São Paulo – SABESP

/s/ Jerson Kelman

Chief Executive Officer

/s/ Rui de Britto Álvares Affonso

Chief Financial and Investor Relations Officer

/s/ Manuelito Pereira Magalhães Junior

Corporate Management Officer

/s/ Edson José Pinzan

Technology, Project and Environment Officer

/s/ Paulo Massato Yoshimoto

Metropolitan Officer

/s/ Luiz Paulo de Almeida Neto

Regional Systems Officer





**Companhia de Saneamento Básico do Estado de São Paulo - SABESP**

**FISCAL COUNCIL REPORT**

The members of the Fiscal Council of **COMPANHIA DE SANEAMENTO BÁSICO DO ESTADO DE SÃO PAULO – SABESP**, undersigned hereinbelow, within their duties and legal responsibilities, analyzed the Financial Statements, the Annual Management Report and the Management Proposal for the Allocation of Income, for the fiscal year ended December 31, 2014 and based on analysis conducted, additional clarifications rendered by Management and the Audit Committee, also considering the Report of Independent Registered Public Accounting Firm of Deloitte Touche Tohmatsu, dated March 26, 2015, concluded that these are fairly presented, reason that they recommend to be sent for approval at the Shareholders' Meeting.

São Paulo, March 26, 2015.

HORÁCIO JOSÉ FERRAGINO

HUMBERTO MACEDO PUCCINELLI

JOSÉ ANTONIO XAVIER

RUI BRASIL ASSIS

ALEXANDRE LUIZ OLIVEIRA DE TOLEDO

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**Companhia de Saneamento Básico do Estado de São Paulo - SABESP**

**AUDIT COMMITTEE'S SUMMARIZED ANNUAL REPORT - 2014**

To the Board of Directors

Companhia de Saneamento Básico do Estado de São Paulo

**1. PRESENTATION**

The Audit Committee (Committee) of Companhia de Saneamento Básico do Estado de São Paulo – Sabesp is a statutory body created at the Board of Directors' Meeting of June 26, 2006 and is composed of three independent members of the Board of Directors. Pursuant to the U.S. Securities and Exchange Commission – SEC, the Committee performs its duty as Sabesp's Audit Committee, in conformity with provisions of the Sarbanes-Oxley Act.

The Committee reports to the Board of Directors and acts independently in the performance of its duties, working as an auxiliary and advisory body, without decision-making power or executive responsibilities. The Committee's duties and responsibilities are performed in compliance with the applicable legal, statutory duties and defined in its Charter. The Committee's responsibility is related to the review and monitoring, within its capacity of supervising the preparation processes and the publication of financial and audit reports.

The Committee's assessments are based on information received from Management, from independent auditors, internal audit, those in charge of risk management and internal controls and its own analyses deriving from its oversight and monitoring duties.

At the Annual Shareholders' Meeting held on April 30, 2014, Messrs. Jerônimo Antunes, Reinaldo Guerreiro and Francisco Vidal Luna were re-elected as members of the Board of Directors and at the Board of Directors' Meeting of May 14, 2014 they were reallocated as members of the Committee, and Mr. Jerônimo Antunes was also reallocated as expert member, as the Committee's coordinator.

## **2. ACTIVITIES PERFORMED IN THE PERIOD**

In the period between March 28, 2014 and March 26, 2015, the Committee held 25 meetings. These meetings involved Sabesp's officers, superintendents and managers. The minutes of the Committee's meetings are handed over at the Board of Directors' meetings, when the Committee's Coordinator reports and points out to other Board members, when appropriate, the relevant issues identified in the Committee's activities. The main activities performed were:

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**Companhia de Saneamento Básico do Estado de São Paulo - SABESP**

- Review, approval and supervision of the Internal Audit's work plan;
- Approval of Fraud Risk Assessment work plan;
- Monitoring of provisions and legal contingencies;
- Monitoring of corporate risk management activities;
- Monitoring of compliance activities;
- Assessment and monitoring of Internal Controls efficacy;
- Monitoring of verifications and complaints received via the Complaints Channel;
- Supervision of independent auditor's performance;
- Monitoring of implementation of action plans, deriving from recommendations of Internal and Independent Auditors;
- Identification and recommendation on processes improvement, during discussions with several areas involved, as well as the monitoring of these recommendations implementation;
- Monitoring of the reporting process of financial statements, in conformity with the applicable laws and the good corporate governance practices; and
- Review of the Quarterly Financial Information, the Annual Management Report, the Financial Statements and the 20-F Form.

The Committee held four meetings jointly with Sabesp's Fiscal Council to review the Quarterly Financial Information for the quarters ended March 31, June 30 and September 30, 2014 and the Financial Statements for the fiscal year ended December 31, 2014.

**3. RECOMMENDATIONS TO IMPROVE BUSINESSES PROCESSES**

At the meetings held in the aforementioned periods with managers of the Company's areas, several recommendations were given for corrective actions in control processes and business management. The pending issues and related replies to corrective actions are duly recorded in the minutes. The Committee periodically monitors the implementation of these improvements and the adjustments suggested.

#### **4. ASSESSMENT OF EFFECTIVE INTERNAL CONTROL SYSTEMS**

The methodology adopted by Sabesp to analyze the internal controls is in conformity with the Internal Control - Integrated Framework, defined by The Committee of Sponsoring Organizations of the Treadway Commission (COSO) and the Sarbanes-Oxley Act.

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## **Companhia de Saneamento Básico do Estado de São Paulo - SABESP**

Sabesp's Management is liable for designing and implementing internal control policies, processes and practices to enable the safeguarding of assets, the appropriate recognition of liabilities, the adhesion to the rules, integrity and accuracy of information.

The Internal Audit is liable for assessing the level of service or observance by all Sabesp's areas, internal control procedures and practices and if they have been effectively applied.

Deloitte Touche Tohmatsu Auditores Independentes is the audit firm in charge of analyzing the financial statements and issue an opinion as to their preparation in conformity with the accounting practices adopted in Brazil. In addition, as a result of its review of internal controls in order to issue an opinion on the financial statements, the Independent Auditor issues a report of recommendations on the accounting practices and internal controls.

### **5. ASSESSMENT OF EFFECTIVE INDEPENDENT AND INTERNAL AUDITS**

The Committee also maintains a regular channel of communication with internal and independent auditors, allowing a broad discussion on their work results, the accounting aspects and relevant internal controls, and as a result, it assesses as fully satisfactory the volume and the quality of information provided by these professionals, who support their opinion on the adequacy and integrity of internal controls systems and the financial statements. Furthermore, the Committee did not identify situations which could affect the objectivity and independence of independent auditors and/or the autonomy of internal auditors.

The Audit Committee monitored the activities carried out by Internal and Independent Auditors, whether by means of periodic meetings, or review of reports issued. Accordingly, the Audit Committee positively assesses the coverage and the quality of works performed by Internal and Independent Auditors, concerning the financial statements for the fiscal year ended December 31, 2014.

### **6. EVALUATION AND QUALITY OF FINANCIAL STATEMENTS**

Management is liable for defining and implementing the information systems which produce Sabesp's financial statements, in compliance with the Brazilian corporation law, the accounting practices, the standards issued by the Brazilian Securities Exchange Commission – CVM and the international financial reporting standards (IFRS), issued by the International Accounting Standards Board – IASB, and as listed at the NYSE, the compliance with the standards issued by SEC and the Sarbanes-Oxley Act.

The Audit Committee held meetings with those in charge of the accounting department to analyze the procedures, which involved the process of drawing up the financial statements for the fiscal year ended December 31, 2014.

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## **Companhia de Saneamento Básico do Estado de São Paulo - SABESP**

Finally, it discussed with independent auditors the results of works and their conclusions on the auditing of referred financial statements, whose report is unqualified. The main issues discussed also referred to the accounting practices adopted in Brazil, as well as included recommendations and other notes to internal controls and presentation of the financial statements.

The Audit Committee verified that the financial statements are appropriate in relation to the accounting practices and the Brazilian Corporation laws, as well as in relation to the standards issued by the Brazilian Securities and Exchange Commission (CVM) and the international financial reporting standards (IFRS), issued by the International Accounting Standards Board – IASB and the standards issued by SEC and the Sarbanes-Oxley Act.

### **7. CONCLUSION**

During the conduction of its work, the Committee did not identify any situation, which could affect the objectivity and independence of Deloitte Touche Tohmatsu Auditores Independentes in relation to Sabesp. Therefore, pursuant to the Audit Committee's charter, the Committee informs the Board of Directors and that it is not aware of any type of relationship between Deloitte Touche Tohmatsu Auditores Independentes and Sabesp that may have affected its independence when executing the independent auditing of the financial statements for the fiscal year ended December 31, 2014.

The Committee also states that it did not identify any relevant divergence between Sabesp's Management, the Independent Registered Public Accounting Firm, Deloitte Touche Tohmatsu and the Committee itself in relation to the financial statements for the fiscal year ended December 31, 2014.

The Committee's opinions and judgments rely on information provided by Sabesp, particularly from Management, the Accounting and Legal Superintendence, Internal Audit and other oversight boards, besides its Independent Registered Public Accounting Firm (Deloitte Touche Tohmatsu Auditores Independentes). In this regard, the Committee considers that all relevant issues it took cognizance were fairly reported in the Financial Statements for the year ended December 31, 2014 accompanied by the Independent Auditor's Report with unqualified opinion. As a result, the Audit Committee advises the Board of Directors to approve referred audited financial statements.

**São Paulo, March 26, 2015.**

**Jerônimo Antunes**

*Coordinator and Financial Expert*

**Reinaldo Guerreiro**

*Member*

**Francisco Vidal Luna**

*Member*

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## Companhia de Saneamento Básico do Estado de São Paulo - SABESP

**CAPITAL BUDGET**

Department of Planning and Regional Development of the State of São Paulo - SPDR

Cia. Saneamento Básico do Estado de São Paulo - SABESP

Chart III - Loan Structure - 2015

2015 Company Proposal (Budget Approved by Executive Board and Board of Directors)

R\$ mil

Sources Investments	LOAN OPERATION FINANCING			OWN FUNDS	STATE TREASURY	TOTAL
	FOREIGN	DOMESTIC	FOR.+DOM.			
<b>INVESTMENTS</b>	<b>342,772</b>	<b>506,178</b>	<b>848,950</b>	<b>1,512,249</b>	<b>1</b>	<b>2,361,200</b>
Water Supply	141,781	329,917	471,698	1,046,205	1	1,517,904
Sewage Collection	98,892	154,528	253,420	333,854	0	587,274
Collected Sewage Treatment	102,099	21,733	123,832	132,190	0	256,022

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