

STEIN MART INC
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FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
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(Last) (First) (Middle)
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ATLANTA, GA 30342
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
STEIN MART INC [SMRT]

3. Date of Earliest Transaction
(Month/Day/Year)
01/10/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount (D) Price		
Common Stock	01/10/2017		A		10,152 (1)	A	\$ 0 10,152 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

company not operating in other gas activities (such as Stoccaggi Gas Italia SpA) or by companies which only engage in transmission and dispatching, provided the accounts of these two activities are clearly separated from the accounts of storage. Existing storage concessions are subject to the Decree. Their original term was confirmed and includes relevant production concessions; (iii) the need for strategic storage in Italy is defined explicitly; the burden of strategic storage is imposed upon companies importing from non-EU countries, which have to provide a strategic storage capacity in Italy corresponding to 10% of the amount of natural gas imported each year; (iv) holders of storage concessions are required to provide storage capacity for domestic production, for strategic use and for modulation to eligible users without discriminations, where technically and economically viable; (v) modulation storage costs are charged to shippers which have to provide modulation services adequate to the requirements of final customers; (vi) storage tariffs criteria are determined by the Authority for Electricity and Gas in order to ensure a proper return on capital employed, taking into account the typical risk inherent in upstream activities, as well as volumes stored for ensuring peak supplies and provides incentives to capital expenditure for the upgrading of the system; (vii) in the transitional period until the publication of the Authority's decision, storage companies determine and publish their own tariffs; and (viii) the Authority for Electricity and Gas has to establish the criteria and priority of access most storage operators have to include in their storage codes.

In compliance with the provisions of Article 21 of Decree No. 164/2000, on October 21, 2001 all storage activities carried out within the Eni Group were conferred to Stoccaggi Gas Italia SpA ("Stogit"), which holds ten storage concessions.

In implementation of Decree 164, the Decree of the Minister of Productive Activities of September 26, 2001 defined the criteria for the determination and use of strategic storage. The utilization of natural gas volumes held under strategic storage becomes mandatory in case of interruption or reduction of imports from non-EU countries due to technical and unpredictable causes, in case of emergency on the national gas network, in case of winters colder than those expected by the Authority for Electricity and Gas in its periodic statements concerning the determination of modulation obligations for seasonal consumption peaks.

With Decision No. 26 dated February 27, 2002, the Authority for Electricity and Gas determined tariff criteria for natural gas storage for the first regulated period (from April 1, 2002 to March 31, 2006) on the basis of the costs of the service, plus a weighted average pre-tax rate of return of 8.33%. Tariffs are adjusted through a price cap mechanism that takes into account inflation and a productivity recovery of 2.75% per year. The tariff structure for modulation consists of two fixed elements, one based on the annual capacity used (space occupied in the reservoir) and one based on maximum output capacity demand for one day in the year, as well as a variable element calculated on the basis of the quantities entering and leaving the field. On the basis of these criteria on March 18, 2002, Stoccaggi Gas Italia SpA presented its suggested tariffs for cyclical modulation, upstream and strategic storage services for the first regulatory period. The Authority for Electricity and Gas rejected Stoccaggi Gas Italia proposal and set storage tariffs for the first regulatory period with Decision No. 49 of March 26, 2002. In 2002, Stoccaggi Gas Italia appealed against both decisions to the Regional Administrative Court of Lombardia in order to obtain their cancellation. The Regional Administrative Court of Lombardia repealed Stoccaggi Gas Italia's appeal with decision of September 29, 2003. Stoccaggi Gas Italia appealed to the Council of State against this decision on February 3, 2004. Pending the proceeding, Stoccaggi Gas Italia is currently applying the tariffs set by the Authority for Electricity and Gas.

On March 3, 2006, the Authority for Electricity and Gas with Decision No. 50/2006 published the criteria for determining storage tariffs for the second regulated period. This decision changes the regulation in force in the first regulated period, introducing maximum allowed revenues affecting the capacity component (space and flow) and confirming the price cap mechanism for the commodity component. It also establishes a single national tariff. The decision confirms the mechanisms for the evaluation of net capital employed already defined for the first regulated period; the return on capital employed is reduced from 8.33% to 7.1% (pre-tax). Based on the new tariff regime and keeping into account that all the capacity available in 2006 is considered in the calculation of tariffs, revenues expected in the thermal year from April 1, 2006 to March 31, 2007 amount to about euro 280 million, decreasing 20% from the previous thermal year. The decision contains also incentives to capital expenditure for the development of

storage by recognizing an additional rate of return of 4% on the basic rate for 8 years for capital expenditure increasing capacity and for 16 years for the development of new storage sites. Decision No. 56 of March 16, 2006 approved Stogit's tariff proposals for 2006-2007 thermal year.

With Decision No. 119/2005, the Authority for Electricity and Gas regulates ways for the supply of modulation, mineral and strategic storage services on part of storage companies, as well as the service for the operating balancing of transport companies and provides a basic scheme for the preparation of companies' storage code.

By February 1 of each year, the storage company is to publish on its internet site: (i) its plant operating and maintenance program for the following thermal year (the thermal year for storage starts on April 1 and ends on March 31 of the following year); (ii) its upgrading and divestment plan as authorized by the Ministry of Productive Activities; and (iii) storage capacity available for each of the services provided.

As concerns the modulation and mineral storage services, in its storage code the company defines a program for the injection phase and the offtake phase, indicating the optimization criteria and flexibility margins provided to users. The offtake phase takes place between November 1 and March 31, the injection phase between April 1 and October 31. The volumes of gas offtaken by the user cannot be higher than the volumes injected or the volumes the customer is entitled to.

The capacity destined to mineral and strategic storage is determined by the Ministry for Productive Activities. As concerns strategic storage, the company makes available the volumes of natural gas in storage it owned resulting from its closing balance at December 31, 2001. For any additional volumes that can contribute to the reaching of the thresholds set by the Ministry, the price is suggested by the storage company and set with a bid procedure. The user can request only storage capacity and inject own natural gas volumes.

Storage capacity is assigned by the storage company for periods no longer than a thermal year by March 1, of each year. The first requests to be met are those for strategic storage and for the operating balancing of the system. The residual capacity available and the maximum daily offtake capacity is assigned according to the following order of priority to: (i) holders of production concessions requesting mineral storage services; (ii) entities deploying natural gas sale activities who are obliged to provide modulation of their supply to their customers according to Article 18, paragraphs 2 and 3 of Legislative Decree 164/2000, for maximum volumes corresponding to a seasonal demand peak with average temperatures, on the terms and conditions established by a procedure to be issued by the Authority for Electricity and Gas; (iii) to the entities mentioned in (ii) above only for those additional maximum volumes related to a seasonal demand peak in case of certain low temperatures measured on a 20 year period, under the terms and conditions of the procedure mentioned in (ii) above; and (iv) the entities requesting access for services different from the ones mentioned above. A procedure to be issued by the Authority for Electricity and Gas will establish the criteria for assigning capacity when the requests mentioned in (iv) above exceed availability.

During the storage thermal year, the company makes new assignments when new capacity becomes available. Users are allowed to sell to each other volumes of gas injected or capacity assigned. Users are requested to transmit to the storage company one week in advance of the next, programs for injection or offtake, within the limit of assigned capacity, confirming each day the bookings for the following day.

The Decision No. 50/2006 also regulates the charges for balancing and replenishing storage for the first regulated period, while for calculating the tariffs related to balancing and replenishing in the second regulated period the Authority is expected to publish a new decision.

If the user offtakes a peak daily amount higher than the assigned amount, without replenishing by purchasing, the storage company applies, for each month to the maximum difference between peak daily capacity actually used and peak daily capacity entitled, a variable charge depending on the volumes of gas in storage on the day of the offtake and the number of days of exceeding use.

If the volumes input to storage are higher than the capacity assigned and the user does not purchase additional capacity or sell excess natural gas volumes within 15 days from receiving information on its position, the storage company will: (i) apply to the maximum exceeding volume in a month a variable balancing charge depending on the month of injection; and (ii) sell, on behalf of the user that has not yet done it, the volume of gas injected exceeding the assigned capacity in the day or days of the thermal year of storage in which working gas reached its maximum amount, if the transport company reduced the volumes planned by users of transport at one or more interconnection points at the border and the same transport users also hold storage capacity.

If the volumes of gas offtaken by a user are higher than those held in storage and the user fails to replenish by means of a purchase, charges are applied that relate to replenishment of offtake from strategic storage, which include: (i) in case of offtakes allowed by the Ministry of Productive Activities, the replenishment of the first volumes input to storage right after the offtake and the payment by the user of a charge applied to the maximum accumulated volume of offtaken gas, net of an income proportional to volumes replenished, as determined by the Authority, as well as the payment of balancing charges without penalty; and (ii) in case of non authorized offtake, the income recognized to the user for replenishment is reduced by a fixed amount. Proceeds from the replenishment of strategic reserves are subdivided proportionally among users in charge of strategic storage services, except for the proceeds from the replenishment of gas offtaken without authorization that are proportionally distributed to all users. Proceeds to the storage company from the application of balancing charges are proportionally distributed to users.

With Decision No. 21 of January 31, 2006, the Authority for Electricity and Gas increased these charges by different amounts with respect to authorized and unauthorized offtakes. On the basis of these provisions, Eni may incur material charges for storage services in case of unauthorized offtakes from the strategic reserve. Eni appealed against this decision.

With Decision No. 266/2005 the Authority for electricity and gas started an inquiry leading to a possible administrative sanction (fine under Law No. 481/1995) alleging that Stogit's behavior does not conform with the discipline contained in Decision No. 119/2005 concerning access to and provision of storage services.

On the use of storage capacity conferred in 2004/2005 and 2005/2006 With Decision No. 37 of February 23, 2006, the Authority for Electricity and Gas started an inquiry on a few natural gas selling companies, among which Eni, with reference to the use of storage capacity in years 2004-2005 and 2005-2006. For the 2004-2005 thermal year and for the period from October 1, 2005 to December 31, 2005 the Authority for Electricity and Gas deemed improper the use of modulation storage capacity. In fact the Authority for Electricity and Gas judged offtakes to be higher than the volumes considered necessary to satisfy the requirements for which the storage company was awarded priority given the weather of the period.

Eni also held natural gas for strategic reserve purposes in its storage business, as established by Decree No. 164. The strategic reserves of gas are defined as "stock destined to meet situations of deficit/decrease of supply or crisis of the gas system". The Ministry of Productive Activities determines quantities and usage criteria of such reserves. As of December 31, 2005 Eni held approximately 180 BCF of strategic reserves of natural gas (180 BCF at year end 2004).

Gas & Power

Natural gas market in Italy

The European Directive on Natural Gas was implemented into Italian legislation through Legislative Decree No. 164 of May 23, 2000 ("Decree No. 164"), effective from June 21, 2000. As concerns natural gas activities carried out by Eni the most relevant aspects of the decree are as follows: (i) starting in 2003 all customers are eligible customers (with access to the natural gas system and free to choose their supplier of natural gas); (ii) from January 1, 2003 to December 31, 2010 no single operator is allowed to hold a market share higher than 50% of domestic sales to final customers. In addition, no single operator is allowed to supply more than 75% of all natural gas volumes introduced in

the domestic transmission network by 2002, decreasing by 2 percentage points per year until it reaches 61%. Compliance with these ceilings is verified annually by comparing the allowed average percentage on a three year basis for volumes input or sold to the average percentage obtained by each operator in the same three year period. Allowed percentages are calculated net of losses (in the case of sales) and volumes of natural gas consumed in own operations. In accordance with Article 19, paragraph 4 of Legislative Decree No. 164/2000 the volumes of natural gas consumed in own operations by a company or its subsidiaries are excluded from the calculation of ceilings for sales to end customers and for volumes input into the Italian network to be sold in Italy; (iii) imports from the European Union are free, while natural gas imported from outside the European Union is subject to an authorization of the Ministry of Productive Activities. Subjects importing from countries outside the EU must secure a certain availability of strategic storage. Such constraints apply also to the import contracts entered into before the coming into effect of Decree No. 164, these contracts are automatically considered authorized since this date; (iv) natural gas transport and dispatching activities have to be carried out by a separate company that is not allowed to carry out any other activity in the natural gas field, with the only exception of storage, for which, however, accounting and operating separation is envisaged. Also distribution, which includes the transport of natural gas by means of local gas pipeline networks for delivery to customers, has to be carried out by a separate company which may not perform other gas related activities. Sale activity to final customers is compatible only with import, export and production activities and is subject to an authorization from the Ministry of Productive Activities. Concessions for the distribution of natural gas will be assigned only through an auction procedure; and (v) tariff criteria and return on capital employed for transport, dispatching, storage, use of LNG terminals and distribution are determined by the Authority for Electricity and Gas. Third parties are allowed to access transport infrastructure, storage sites, LNG terminals and distribution networks on a regulated basis. As provided for by the decree, a Network Code containing norms and regulations for the operation of and access to infrastructure was prepared by operators on the basis of criteria set by the Authority for Electricity and Gas.

In particular 2005 closes the second three year regulated period for natural gas volumes input in the domestic transmission network (for which the allowed average percentage is 71% of domestic consumption of natural gas) and the first three year regulated period for sales volumes (for which the allowed average percentage is 50% of gas sales). Eni's presence on the Italian market complied with said limit.

Law No. 239 of August 23, 2004 on the restructuring of the energy sector in Italy

This law provides for:

a derogation to third party access granted to companies that make direct or indirect investments for the construction of new infrastructure or the upgrading of existing ones such as: (i) interconnections between EU Member States and national networks; (ii) interconnections between non-EU States and national networks for importing natural gas to Italy; (iii) LNG terminals in Italy; and (iv) underground storage facilities in Italy. Investing companies can obtain priority on the conferral of new capacity for a portion of not less than 80% of the new capacity installed and for a period of at least 20 years.

Paragraph 34 of the single article prohibits undertakings active in the field of natural gas and electricity with a concession for local public services or for the management of networks (excluding all sale activities) from operating in a competitive market for post-counter services, in the areas where they hold the concession for the duration of the concession, including through subsidiaries or affiliates.

Paragraph 51 cancels paragraph 5 of Article 16 of Legislative Decree No. 164/2000, which obliged distribution companies to ascertain the safety of plants which do not only supply gas to productive units and safety of post-counter services.

Paragraph 69 provides the authentic interpretation of the rule introduced by Legislative Decree No. 164/2000 concerning the transitional regime of concessions for natural gas distribution activities in urban centers existing at June 21, 2000, which allows for an anticipated repayment of the distribution service, despite being provided through a bid procedure rather than direct entitlements. This law changes the provisions defined by Legislative Decree No. 164/2000 by: (i) extending to December 31, 2007, the transitional period for the continuation of

existing concessions, with a possible extension of one further year when public interest is considered important by local authorities; and (ii) canceling the adding up of possible extensions, as provided for by Legislative Decree No. 164/2000, in case of certain conditions (business restructuring, size parameters, shareholding composition). The end of concessions awarded on the basis of a bid procedure remains set at December 31, 2012.

Law Decree No. 239/2003 Law Decree No. 239/2003, converted with amendments into Law No. 290/2003, prohibits companies operating in the natural gas and electricity industries to hold stakes higher than 20% in the share capital of companies owning and managing national networks for the transmission of natural gas and electricity from July 1, 2007. Law No. 266/2005 (budget law for 2006) extended this deadline from July 1, 2007 to December 31, 2008. At December 31, 2005 Eni held a 50.05% interest in Snam Rete Gas. Following this provision, Eni will have to sell part of its stake in Snam Rete Gas until it reaches the 20% maximum interest allowed within the end of 2008.

On March 23, 2006 a Law Decree of the President of the Council of Ministers defined criteria and modes for the divestment of the interest held by Eni in Snam Rete Gas SpA, introducing the special powers of the Ministry of Economy and Finance provided for by the regulations on the divestment of interests held by the Italian Government ("golden share") in the by-laws of this company.

Natural gas emergency procedure On December 12, 2005, the Minister of Productive Activities updated the emergency procedure to cope with a natural gas shortage in the event of unfavorable climatic events. In particular the new established procedure set the following sequence of activities:

- an increase of gas availability (maximization of natural gas importation);
- activation of the interruption of customers with interruptible contracts;
- interruption of supplies to "dual-fuel" plants;
- further actions to reduce natural gas consumption of "dual-fuel" plants; and
- further initiatives to reduce natural gas consumption.

In order to manage the natural gas emergency during the 2005-2006 winter opened on December 19, 2005, the following provisions were adopted:

Resolution No. 10/2006: the Authority introduced an auction mechanism to activate an interruption temporary system of the gas natural supply;

Ministerial Decree of January 24, 2006: the Ministry of Productive Activities reduced emissions limits to the power generation plant up till March 31, in favor of the use of oil; and

Ministerial Decree of January 25, 2006: the Ministry of Productive Activities reduced from 1 to 28 of February the allowed limits of temperature in the residential buildings.

The Ministry of Productive Activities declared the end of the emergency procedure on March 22, 2006.

Natural Gas prices

Prices of natural gas sold to industrial and thermoelectric customers as well as to wholesalers are freely established among buyers and sellers following the liberalization of the natural gas sector introduced by Decree No. 164. Eni applies a multi-choice price structure to its individual customers or groups of customers who are able to choose among various forms of price indexation. This price structure aims at reducing the impact of the volatility of raw material prices due to fluctuations in the prices of energy parameters and in exchange rates by introducing mechanisms that minimize commodity risks. The Authority for Electricity and Gas holds a power of surveillance on this matter (see below) under Law No. 481/1995 (establishing the Authority for Electricity and Gas) and Legislative Decree No. 164/2000. See below for a discussion of natural gas prices of sales of natural gas to residential and commercial customers which were not eligible customers until December 31, 2002.

The Decree of the President of the Council of Ministers of October 31, 2002 conferred to the Authority for Electricity and Gas the powers to: (i) define, calculate and update and gas selling prices also after the opening up of markets set at January 1, 2003 for customers who were not-eligible customers until December 31, 2002; (ii) define methods for

updating selling prices with reference to variable costs that minimize the impact of inflation; and (iii) define criteria for allocating the costs deriving from social support measures, in order to reduce the aggregate net cost of interventions as much as possible and to ensure neutrality in the application of selling prices to the various groups of users. Consistently with this decree, the Authority for Electricity and Gas: (i) with Decision No. 195 of November 29, 2002 changed the methods for periodically updating selling prices for natural gas in connection with changes in international prices of crude oil and refined products. Such changes concern the schedules update process (from every two months to every three), and the duration of the reference period for the calculation of changes in average international prices as compared to the application quarter (from the preceding six months to the preceding nine months). The invariance threshold, beyond which tariffs are updated, remained at 5%; and (ii) with Decision No. 207 of December 12, 2002, it decided that companies selling natural gas through local networks have to maintain the conditions applied to non-eligible customers until December 31, 2002 until the customer accepts a new contract offer. In addition, the Authority for Electricity and Gas decided that these companies can propose their own new contract offers and the tariffs determined according to the criteria established by the Authority for Electricity and Gas, adequately advertising them before March 31, 2003 (such offers must be published on the companies web page, on at least one newspaper of general circulation and on the Official Gazette of their region or autonomous province).

With Decision No. 248 of December 29, 2004, the Authority for Electricity and Gas changed the indexing mechanism concerning the raw material component in tariffs paid by end customers that were non-eligible customers until December 31, 2002 according to Decision No. 195/2002. The decision introduced the following changes: (i) establishment of a cap set at 75% for the changes in the raw material component if Brent prices fall outside the 20-35 dollar/barrel range; (ii) change of the relative weight of the three products making up the reference index of energy prices whose variations when higher or lower than 5% as compared to the same index in the preceding period determine the adjustment of raw material costs; (iii) substitution of one of the three products included in the index (a pool of crudes) with Brent crude; and (iv) reduction in the value of the variable wholesale component of the selling price by euro 0.26 cents per cubic meter in order to foster the negotiation of prices consistent with average European prices in gas import contracts starting from October 2005. Decision No. 248/2004 obliges Italian suppliers to wholesalers to renegotiate supply contracts in light of the price revision introduced by same decision in supply contracts between wholesalers and end users. This decision also states that the Authority may review these clauses in the light of import contracts. Eni provided the Authority with the terms of its import contracts that may lead the Authority to reconsider its decision, as Eni is one of the largest importers to Italy.

In May-October 2005 the Regional Administrative Court of Lombardy, based on claims of Eni and other operators, annulled Decision No. 248/2004. In March 2006, the Council of State annulled the decision of the Regional Administrative Court of Lombardy in the case of a single operator and, at the same time, postponed to the plenary meeting of the Council of State the case of an association of natural gas wholesalers and local selling companies, taking into account a possible procedural flaw. Furthermore, the Council of State postponed its decision on the appeal proposed by the Authority against the decision of the Regional Administrative Court of Lombardy in favor of Eni after the decision of the plenary meeting of the Council of State on said procedural issues (expected to occur late in 2006).

In December 2005 the Authority for Electricity and Gas implemented Decision No. 248 for the first quarter 2006 through Decision No. 298/2005. The Regional Administrative Court of Lombardia initially suspended Decision No. 298/2005 based on claims of Eni and other operators. Then the same Court cancelled the suspension it had initially granted. Therefore Decision No. 298/2005 is now fully effective. On March 28, 2006, the Authority for Electricity and Gas issued Decision No. 63/2006 which updates tariffs for the April-June 2006 quarter, in application of Decision No. 248/2004. Eni appealed also this decision for the reasons stated above.

Eni's management expects a negative outcome of this matter. In fact Eni accrued a material provision in its 2005 Consolidated Financial Statements in order to reflect the risks associated with this matter. In 2006 management expects Eni's results of operation to be adversely impacted by a material amount in light of the high Brent crude oil prices, in the event Decision 248/2004 is implemented in its original form. Actually Eni's results of operations for the

first quarter 2006 were negatively affected by this matter. See "Item 3 Risk Factors" and "Item 5 Results of Operations and Recent Developments".

With Decision No. 65/2006, the Authority started a consultation with operators to redefine mechanisms for the updating of the raw material component in natural gas prices to households and established provisions concerning partial adjustments for final customers related to differences between Decision No. 248/2004 and the previous Decision No. 195/2002. Consistently with the appeal against Decision No. 248/2004, Eni appealed also against Decision No. 65/2006 with the Regional Administrative Court of Lombardia. The Authority, in the consultation document published on May 17, 2006, proposed the followings: (i) while confirming a quarterly basis mechanism for the updating of the raw material component in natural gas price formulas, with a five percentage points of invariance threshold as provided for by Decision No. 195/2002, a monthly updating mechanism is proposed for the recognition of purchase costs borne by operators with an half percentage point invariance threshold; (ii) the establishment of a compensatory fund which will redistribute among operators the differences between natural gas prices recognized to end customers and the raw material costs incurred by operators; and (iii) the fixation of a range of \$35-60 per barrel of Brent crude oil to which selling companies apply the 75% cap, limiting the ability to pass increases in the purchase cost onto final customers. Beyond \$60, increases in the purchase cost are proposed to be transferred to end customers with a 90-95% cap for a maximum two year transition period. In addition the Authority confirmed the obligation of suppliers to wholesalers to renegotiate supply contracts taking account of the new price mechanism introduced by Decision No. 248/2004. Management expects the proposed changes to partially mitigate the impact of Decision No. 248/2004, as they do not enable Eni to fully recover the purchase cost of natural gas in selling prices.

Inquiry of the Authority for Electricity and Gas on import purchase prices With Decision No. 107/2005 the Authority for Electricity and Gas started a formal inquiry under Law No. 481/1995 against Eni and other gas importers alleging their failure to comply with the Authority information requirements contained in its Decision No. 188/2004 of October 27, 2004, by which it required natural gas importers, among which Eni, to give information concerning: (i) dates and supplier for each supply contract for the import of natural gas; (ii) FOB purchase prices; (iii) price updating formulas; and (iv) volumes supplied and FOB purchase average prices on a monthly basis for each supplying contract relating to the period October 2002-September 2004. Under Law 481/1995, the Authority for Electricity and Gas can impose a fine on Eni. Eni appealed this decision with the Regional Administrative Court of Lombardia that on March 22, 2005 cancelled the obligation for Eni to communicate dates and supplier for each contract and FOB purchase prices. Accordingly, Eni initially gave the Authority for Electricity and Gas only part of the information required. On April 6, 2006 a final hearing was held in front of the Authority Eni confirmed its position that it has provided adequate information, but with the intention of full collaboration it provided the data concerning average monthly fob prices for the October 2002-September 2004 period.

Inquiry of the Authority for Electricity and Gas on behaviors of operators selling natural gas to end customers With Decision No. 225 of October 28, 2005, the Authority for Electricity and Gas started an inquiry on the behaviors of companies selling natural gas to end customers aimed at acquiring new customers or re-acquiring customers transferred to other sellers, with particular reference to hurdles posed by companies to customers wishing to leave one distributor or to the entry of competitors on the market. The inquiry aims at identifying any measure the Authority should take in this area and is expected to close before July 31, 2006.

Inquiries by the Italian and European Antitrust Authorities

Sale contracts outside Italy With a decision of November 21, 2002, the Antitrust Authority judged that Eni had violated competition rules by entering in 2001 into contracts outside Italy with other operators importing into Italy the supplied volumes and thus limiting third party access to natural gas transport infrastructure. The Antitrust Authority considered that these contracts infringe the rationale of Article 19 of Legislative Decree No. 164/2000 which defines the limits for volumes to be input by single operators into the national network. With the same decision and taken into account the lack of clarity of Italian regulations and Eni's availability to increase the transmission capacity of gaslines outside Italy, the Antitrust Authority imposed on Eni a symbolic fine amounting to euro 1,000 and requested Eni to

submit "implement measures to eliminate infringing behaviors with specific attention to the upgrading of the transmission network or equivalent actions".

On June 18, 2004, Eni submitted to the Antitrust Authority a proposal entailing the sale to third parties of a total of 9.2 BCM of natural gas in the four-thermal year period starting in October 1, 2004 through September 30, 2008, corresponding to 2.3 BCM for each thermal year, before such natural gas enters the national transmission network at Tarvisio. With a decision of June 24, 2004, the Antitrust Authority judged this proposal adequate to end the effects of the violation of competition rules highlighted in the November 21, 2002 decision. With the decision of October 7, 2004 that closed the above mentioned procedure, the Antitrust Authority acknowledged that Eni had taken proper measures for executing the decision of November 21, 2002 by signing gas release contracts. However, it fined Eni euro 4.5 million alleging that Eni had complied belatedly with the Antitrust Authority's indications. On December 6, 2004, Eni filed a claim with the Regional Administrative Court of Lazio against this decision requesting the annulment of the fine that was however recorded in Eni's accounts. In May 2005 the Regional Administrative Court repealed this claim. Eni paid the fine imposed on it by the Antitrust Authority. In June 2006, the appeal proposed by Eni before the Council of State against the decision of the Regional Administrative Court was rejected. A claim filed by Eni with the Regional Administrative Court of Lazio against the decision of November 21, 2002 is still pending.

Inquiry of the Authority on the upgrade of the TTPC Pipeline - Appeal to the Regional Administrative Court for Lazio

On February 15, 2006, the Antitrust Authority informed Eni of the closing of an inquiry started in February 2005 to ascertain an alleged abuse of dominant position. The events leading to the opening of the procedure relate to behaviors of Trans Tunisian Pipeline Co Ltd (TTPC), wholly owned by Eni, concerning its decision to consider expired certain ship-or-pay contracts signed on March 31, 2003 by TTPC with four shippers, who had been assigned new transport capacity on TTPC's pipeline, due to the non occurrence of certain suspensive clauses. Therefore TTPC decided to not proceed to the planned upgrade of the pipeline by 2007.

In January 2006 Eni submitted to the Antitrust Authority a proposal containing the actions it intends to perform in order to favor competition on the Italian natural gas market and mitigate the effects of its alleged abuse of dominant position, concerning in particular the upgrade of the TTPC pipeline in Tunisia for the import of natural gas to Italy from Algeria: 3.2 BCM/y from April 1, 2008 and further 3.3 BCM/y from October 1, 2008.

With a decision notified on February 15, 2006 the Antitrust Authority stated that Eni's behavior through its subsidiary TTPC represented an abuse of dominant position under Article 82 of the European Treaty. It therefore fined Eni. The original fine amounted to euro 390 million and was reduced to euro 290 million in consideration of Eni's commitment to perform actions favoring competition as mentioned above. Eni appealed against this decision with the Regional Administrative Court of Lazio. The hearing is scheduled on July 12, 2006. See above "Gas & Power Development Projects".

Eni SpA - GNL Italia SpA On November 18, 2005 the Antitrust Authority notified Eni and its subsidiary GNL Italia the opening of an inquiry, in accordance with Article 14 of Law No. 287/1990, concerning an alleged abuse of dominant position in the assignment and use of the total continuous regasification capacity of the Panigaglia terminal (owned by GNL Italia) in thermal years 2002-2003 and 2003-2004, as evidenced by an inquiry of the Authority for Electricity and Gas which referred Eni to the Antitrust Authority. In a later communication the company was informed that the inquiry has been extended also to thermal year 2004-2005 and to Snam Rete Gas which is the parent company of GNL Italia SpA. The inquiry is due to be closed on October 31, 2006.

Inquiry of the European Commission On May 5, 2006 the European Commission started an inquiry in order to verify an alleged abuse of dominant position on the part of Eni in violation of Article 82 of the EEC Treaty and Article 54 of the CES Agreement in the activities of international gas transport and wholesale and retail supply of gas.

According to the European Commission Eni might have adopted commercial practices that constitute barriers to access to the Italian market for the wholesale supply of natural gas, in particular taking account Eni long-term

purchase contracts. In addition Eni also entered long-term transport contracts which award Eni a majority share of transport capacity of the certain international gaslines and, as a consequence, Eni might have prevented others to access infrastructure.

In addition according to the European Commission, Eni might have delayed or annulled certain plans for the upgrading international transport infrastructure, despite the significant demand for access by third parties. This behavior would have favored natural gas commercial supplies downstream of transport activities thus allowing Eni to keep its dominant position in the market of wholesale sales.

Lastly, based on information held by the Commission, Eni might have subdivided the market with other companies operating in the supply and/or transport of natural gas, in particular by limiting the use of rights of access to entry and exit points of gas pipelines, in particular TENP and TAG.

Officials from the European Commission conducted inspections at headquarters of Eni and of certain Eni's subsidiaries and collected documents.

If the existence of the alleged anti-competitive practices is confirmed, the European Commission could fine Eni.

Transport

Transport tariffs With Decision No. 120 of May 30, 2001, the Authority for Electricity and Gas published the criteria which transport companies have to apply in determining natural gas transport and dispatching tariffs on national and regional transportation networks, for the first regulatory period made up of four thermal year (each thermal year begins on October 1 of each calendar year and ends on September 30), as provided for by Decree No. 164/2000. Tariffs are subject to approval by the same Authority, which ensures their compliance with preset criteria. This tariff system substituted preceding agreements between Eni and customers of any category. Within the first quarter of each calendar year, transport companies submit the tariff proposal to the Authority for Electricity and Gas which in turn approves or rejects the proposal of transport companies.

Criteria established by the Authority for Electricity and Gas provide for a cap on revenues from transport and dispatching activity ("allowed revenues") which is adjusted annually; those criteria also provide for a separate treatment of revenues on existing assets and on new capital expenditure on expansions and extension of infrastructure. In the first thermal year allowed revenues are calculated as the sum of: (i) operating costs including storage and modulation costs; (ii) amortization and depreciation of transport assets; and (iii) return on net capital employed. Net capital employed is calculated by revaluating historic costs of transport infrastructure (pipelines, compressor stations and other support equipment) on the basis of certain inflationary indexes; resulting amounts are adjusted to take into account the residual useful life of assets (pipelines are estimated to have a useful life of 40 years) and also subtracting State grants. The application of this methodology implies an estimated value of Eni's transport assets of approximately euro 9.6 billion. This, however, is a valuation for regulatory purposes and should not be read as an indication of the market value of Snam Rete Gas. The rate of return on capital employed set by the Authority for Electricity and Gas was 7.94% (pre-tax), for the first regulatory period. Once established, allowed revenues for the first year are divided into two components: (i) capacity revenues equal to 70% of allowed revenues which are the maximum amount of revenues collectable from the sale of transport capacity to customers; and (ii) commodity revenues equal to 30% of allowed revenues which are the maximum amount of revenues collectable from transported volumes. Starting from the second year these two components are adjusted on a yearly basis to take into account inflation and certain reduction factors (set at 2% and 4.5% for capacity revenues and commodity revenues, respectively); commodity revenues are also adjusted to transported volumes of the current regulatory period. The 2% reduction factor on capacity revenues provides scope for improving results of operations of the transport company if cost reductions exceed the set amount, whereas the 4.5% reduction factor on commodity revenues provides scope for improving results of operations of the transport company if transported volumes grow more than the reduction factor. New capital expenditure in extension and expansion enable transport companies to increase the capacity revenue by a stated

percentage in the regulatory period following the period in which new capital expenditure is incurred. In addition, those capital expenditures give rise to a six year fixed increase in allowed commodity revenues. At the end of the first regulatory period, all transport cost components were recalculated and 50% of higher cost reductions with respect to established efficiency improvements were recognized to transport companies and 50% were transferred to customers. Once the allowed revenues are established, transport companies define individual tariffs to clients which are based on a charge for the capacity used at the entry location (border, fields, storage sites) and the capacity used at interconnection nodes with regional networks (divided into 17 zones) and on a charge for the capacity used at regional level, providing for discounts to those outgoing the network at less than 15 kilometers from the interconnection point between regional and national networks. A further charge (commodity charge) is related to the amounts of gas transported plus an annual fixed charge varying according to the delivery points. This tariff system regulated the four-thermal year period starting October 1, 2001 and ending on September 30, 2005.

With the Decision No. 166/2005, the Authority for Electricity and Gas revised the outlined tariff regime for the second regulatory period (October 1, 2005-September 30, 2008). The new tariff structure confirms the breakdown of the tariff into two components: capacity and commodity in a ratio of 70 to 30 and the entry-exit model for the determination of the capacity component on the national pipeline network, already present in the previous tariff regime established by Decision No. 120/2001. The major new elements of the new regime are the following: (i) a reduction of the rate of return of capital employed in transport activities from 7.94% to 6.7% (pre-tax); (ii) a new set of incentives for new capital expenditure. In the previous regime, the return on upgrade and capacity expansion expenditure was 7.47% for one year only included in the calculation of the capacity component of the transport tariff and 4.98% for 6 years in the calculation of the commodity component. The new tariff structure provides an additional rate of return depending on the type of expenditure on the return rate recognized for capital employed: from a minimum of 1% for safety measures that do not increase transport capacity, applied for 5 years, to a maximum of 3% for expenditure that increases capacity at entry points into the national network, applied for 15 years. The additional return is part of the determination of the maximum allowed revenues in the calculation of the capacity component of the tariff and therefore is not influenced by changes in volumes transported; (iii) the updating by means of a price cap mechanism of the allowed revenues the transport undertaking is entitled to and the annual recalculation of the portion of allowed revenues relating to costs incurred for capital expenditure. This price cap mechanism applies to operating costs and amortization charges (previously it applied to all the allowed revenues). The annual rate of recovery of productivity was confirmed at 2%; this is used to reduce the effect of changes in the consumer price index on the updating of the preceding year's allowed revenues; instead the preset annual rate of change of productivity recovery for the updating of the commodity component of the tariff was reduced from 4.5% to 3.5% of; and (iv) confirmation of the tariff reduction for start-ups (construction/upgrade of combined cycle plants for electricity generation) and for off take in low season periods (from May 1, to October 31) already contained in Decisions No. 5/2005 and 6/2005 which updated the previous tariff regime. The companies active in the field of gas transport submit their tariff proposals to the Authority who grants approval, within the first quarter of each calendar year.

Network code With Decision No. 75 of July 1, 2003, the Authority for Electricity and Gas approved Snam Rete Gas Network Code, which defines rules and regulations for the operation and management of the transmission network. The Network Code, in accordance with Legislative Decree No. 164/2000, is based on the criteria set by the Authority for Electricity and Gas with Decision No. 137/2002, aimed at guaranteeing equal access to all customers, maximum impartiality and neutrality in transport and dispatching activities. The Network Code regulates entitlement of transport capacity, obligations of transporter and customer and the procedures through which customers can sell capacity to other users. Transport capacity at entry points in the national gasline network (point of interconnection with import gaslines) is assigned on an annual basis and can last up to five thermal years. Entities eligible to be assigned transport capacity on a multi-year basis are those having multi-year import contracts within the limit of their daily average contract volumes. Priority criteria envisage that available capacity is assigned first to parties in multi-year import contracts containing take-or-pay clauses signed before August 10, 1998 (date of coming in force of European Directive 98/30/CE). If requests for capacity in a given thermal year are higher than available capacity, a pro-rata mechanism is applied in compliance with the aforementioned priority.

Parties in annual or shorter import contracts and parties in multi-year import contracts are entitled to annual capacity conferrals corresponding to maximum daily contract volumes and the difference between maximum daily contract volumes and average daily contract volumes, respectively. Available transport capacity is assigned first to parties in annual import contracts and parties in multi-year import contracts. If requests for capacity in a given thermal are higher than available capacity, a pro-rata mechanism is applied in compliance with the aforementioned priority.

Eni filed a claim against this decision with the Regional Administrative Court of Lombardia, that was partially accepted with a decision of December 2004. The Authority filed a claim against this decision with the Council of State and informed Eni on February 19, 2005. This proceeding is still pending.

New tax criteria for the determination of amortizations for companies operating in transport and distribution of natural gas The criteria for the determination of the annual share of amortizations of natural gas transport and distribution assets deductible in the determination of income taxes have been changed starting in 2005 onwards by Law Decree No. 203 of September 30, 2005, converted into Law No. 248 of December 2, 2005 and Law No. 266 of December 23, 2005 (budget law for 2006). Due to these changes, the share of amortizations that was previously calculated based on rates set by a decree of the Minister of Finance of December 31, 1988, is now determined by dividing the relevant asset gross book value in accordance with the useful lives determined by the Authority for Electricity and Gas and reducing the amount obtained after tax by 20%. The alignment of the fiscal lives of natural gas transport and distribution assets to their useful lives entails the anticipation of the payment of income taxes given the postponement of the deductibility of amortization without impacting on net profit of companies involved (mainly Snam Rete Gas and Italgas), except for the financial charges related to this cash anticipation.

Regulation (EC) No. 1775/2005 On November 3, 2005 Regulation (EC) No. 1775/2005 concerning conditions for accessing international natural gas transport networks was published. The Regulation establishes non discriminatory access rules and will be effective starting on July 1, 2006. The Regulation will be directly applicable in each Member State and national regulatory authorities will be responsible for its enactment.

Preliminary investigation on the management and operation of the Panigaglia LNG regasification terminal The Authority for Electricity and Gas with Decision No. 204 of November 18, 2004, started a preliminary investigation on the management and operation of Eni's Panigaglia LNG regasification terminal and on LNG supplies to the Italian market in the thermal years from 2001 to 2004 in order to ascertain any behavior infringing the rules of equal access and equal conditions and neutrality in providing the regasification services.

Adoption of guarantees for free access to LNG regasification services and rules for the regasification code With Decision No. 167 of August 1, 2005, the Authority for Electricity and Gas published the criteria for access to LNG regasification services. The Decision also defines criteria for the allocation of regasification capacity. In particular it establishes that take-or-pay contracts entered into before 1998, as in the case of Eni, are assigned a priority access limited to the minimum amount of volumes that have been regasified in the period starting from thermal year 2001-2002. Eni filed a claim against this decision with the Regional Administrative Court of Lombardia.

Regasification tariffs Tariffs for both the continuous and spot regasification services are based on treated volumes of LNG, number of discharges carried out and energy associated to volumes input in the national transport network. Tariffs for the spot service are 30% lower than those for continuous service.

Distribution

Distribution is the activity of delivering natural gas to residential and commercial customers of urban centers through low pressure networks. Distribution is considered a public service operated in concession and is regulated on the basis of Law Decree No. 164/2000.

Distribution tariffs With Decision No. 237 dated December 28, 2000 as amended, the Authority for Electricity and Gas determined tariff criteria for natural gas distribution activity for the first regulated period ending on September 30, 2004. Tariffs are determined so that annual revenues from natural gas distribution activity cover operating costs and the remuneration of capital employed and are adjusted yearly according to the price cap method based on parameters and formulas determined by the Authority for Electricity and Gas. Capital employed is determined by applying a parameter-based method or, alternatively, a method of revalued historical cost for those companies that published audited financial statements starting with the fiscal year ended before January 1, 1991 (which include Italgas). With Decision No. 170 of September 29, 2004 the Authority for Electricity and Gas defined gas distribution tariffs for the second regulated period from October 1, 2004 to September 20, 2008, setting at 7.5% the rate of return on capital employed of distribution companies, as compared to the 8.8% rate set for the preceding regulated period. The rate of productivity recovery – one of the components of the annual adjustment mechanism of tariffs – was set at 5% of operating expenses and amortization charges (as compared to the 3% rate applied to total expenses and charges in the preceding regulated period). With Decision No. 122 of June 21, 2005, the Authority integrated and changed Decision No. 170/2004 defining a new determination mechanism for distribution tariffs that takes account of capital expenditure incurred by distributing companies.

Distribution network code With Decision No. 138/2004 the Authority for Electricity and Gas defined a set of rules to ensure free access to the distribution networks and neutrality of the distribution service, as well as criteria for the definition of distribution network codes.

With Decision No. 108/2006 the Authority for Electricity and Gas approved the Gas Distribution Master Code which will be used as a standard contract between distribution companies and shippers (natural gas selling companies). Within three months from its publication, distribution companies are due to issue their own gas distribution code adopting either the Gas Distribution Master Code or the scheme provided for by the Decision No. 138/2004.

Refining and Marketing of Petroleum Products

Refining Under Decree No. 112, companies that seek to establish refining operations in Italy or to expand the capacity of existing refining operations must obtain an operating concession from the relevant Region, while companies that seek to build or operate new plants that do not increase refining capacity must obtain an authorization from the relevant Region. Management expects no material delays in obtaining relevant concessions for the upgrading of the Sannazzaro and Taranto refineries as planned in the medium term.

Service Stations Decree No. 32 of February 11, 1998, as amended by Legislative Decree No. 348 of September 8, 1999 and Law Decree No. 383 of October 29, 1999, significantly changed Italian regulation of service stations. The Decree replaces the system of concessions granted by the Ministry of Industry, regional and local authorities with an authorization granted by city authorities. Legislative Decree No. 112/1998 confers the power to grant concessions for the construction and operation of service stations on highways to Regions. Decree No. 32 also requires that contracts between license holders and service station operators have a duration of not less than six years and be drafted in accordance with arrangements agreed by the relevant trade group of license holders and the union representatives for the service station operators. Decree No. 32 also provides for: (i) the testing of compatibility of existing service stations with local planning and environmental regulations and with those concerning traffic safety to be performed by city authorities; (ii) upon the closure of at least 7,000 service stations, the option to extend by 50% the opening hours (currently 52 hours per week) and a generally increased flexibility in scheduling opening hours; (iii) simplification of regulations concerning the sale of non-oil products and the permission to perform simple maintenance and repair operations at service stations; (iv) establishment of a fund for the restructuring of the sales network, in part financed through a contribution, in the 1998-2000 period. In 2002 the fund received new financings: the decree of the Minister of Productive Activities of August 7, 2003, implementing Law No. 237 of December 12, 2002, defined the amount of euro 0.0003 and euro 0.0001 for each liter of automotive fuel (gasoline, diesel fuel and LPG) sold in 2002 in the ordinary distribution network to be paid by authorization holders and service station managers, respectively. The latest payment date was set at December 31, 2003; (v) the opening up of the logistics segment by permitting third party

access to unused storage capacity for petroleum products; and (vi) measures designed to increase competition on the market for LPG for residential, industrial and agricultural users. With the goal of renewing the Italian distribution network, Law No. 57/2001 provides that the Ministry of Productive Activities is to prepare guidelines for the modernization of the network, and the Regions shall follow those guidelines in the preparation of regional plans. The Decree was issued on October 31, 2001 and established the criteria for the closing down of incompatible stations, the approval of the plan, the renewal of the network, the opening up of new stations and the regulations of the operations of service stations on matters such as automation, working hours and non oil activities.

Petroleum Product Prices Petroleum product prices were completely deregulated in May 1994 and are now freely established by operators. Oil and gas companies periodically report their recommended prices to the Ministry of Productive Activities and service station operators, and such recommendations are considered by service station operators in establishing retail prices for petroleum products. With Ministerial Decree dated February 16, 2000, an entity was established that supports the Ministry of Productive Activities in monitoring trends in domestic and international prices of oil and oil products. Furthermore, in order to avoid initiatives inhibiting competition, Law No. 57/2001 provides the compliance with EU Regulation No. 2790/1999 concerning "vertical agreements" on economic relations between operators in this area. To date, this regulation has had no significant impact on Eni's operations.

Compulsory Stocks According to Legislative Decree of January 31, 2001, No. 22 ("Decree 22/2001") enacting European Directive No. 98/1993 (which regulates the obligation of member states to keep a minimum amount of stocks of crude oil and/or petroleum products) compulsory stocks, must be at least equal to the quantities required by 90 days of consumption of the Italian market (net of oil products obtained by domestically produced oil). In order to satisfy the agreement with the International Energy Agency (Law No. 883/1977), Decree 22/2001 increased the level of compulsory stocks to reach at least 90 days of net import, including a 10% deduction for minimum operational requirements. Decree 22/2001 states that compulsory stocks are determined each year by a decree of the Minister of Productive Activities based on domestic consumption data of the previous year, defining also the amounts to be held by each oil company on a site-by-site basis.

Decree No. 32 of February 11, 1998 established an entity responsible for the maintenance and management of this compulsory stock whose main tasks are to: (i) distribute stocks on the national territory according to available storage sites and consumption levels; (ii) meet the demand for refined products in case of crisis; (iii) guarantee storage volumes to operators; and (iv) record demand for refined products in the various areas of Italy. The Agency has been created on June 14, 2001; its by-laws had been approved with a Ministerial Decree of January 29, 2001 and its operating regulation has been approved on May 20, 2003 by the general meeting of the Agency's members.

At December 31, 2005 Eni owned 7.2 million tonnes of oil products inventories, of which 4.8 million tonnes as "compulsory stocks", 1.0 million tonnes related to operating inventories in refineries and depots (including 0.2 million tonnes of oil products contained in facilities and pipelines), 1.1 million tonnes related to oil products contained in ships and 0.3 million tonnes related to specialty products.

Eni's compulsory stocks (at December 31, 2005) were held in term of crude oil (27%), light and medium distillates (44%), fuel oil (22%) and other products (7%) and they were located throughout the Italian territory both in refineries (75%) and in storage sites (25%).

Property, Plant and Equipment

Eni has freehold and leasehold interests in real estate in numerous countries throughout the world, but no one individual property is material to Eni as a whole. See "Exploration & Production" above for a description of Eni's reserves and sources of crude oil and natural gas.

Organizational Structure

Eni SpA is the parent company of the Eni group companies. As of December 31, 2005, there were 257 fully consolidated subsidiaries, 94 subsidiaries accounted for under either the equity method or the cost method and 176 affiliates accounted for under either the equity method or the cost method. The significant subsidiaries, associated undertakings and joint ventures of the Eni Group controlled directly or indirectly by Eni at December 31, 2005 and included in the scope of consolidation, as well as Eni's percentage of equity capital or joint venture interest (rounded to the nearest whole number) are set forth in the table below. The principal country of operation is generally indicated by the company's country of incorporation or by its name.

<u>Company/Undertaking</u>	<u>Country of Incorporation</u>	<u>%</u>
<i>Exploration & Production</i>		
Stoccaggi Gas Italia SpA	Italy	100
Eni Oil Algeria Ltd	the Netherlands	100
Eni Angola Exploration BV	the Netherlands	100
Agip Caspian Sea BV	the Netherlands	100
Eni Congo SA	the Netherlands	100
Eni Dación BV	the Netherlands	100
Lasmo Sanga Sanga Ltd	Bermuda	100
Eni Iran BV	the Netherlands	100
Agip Karachaganak BV	the Netherlands	100
Eni Lasmo Plc	the United Kingdom	100
Eni LNS Ltd	the United Kingdom	100
Eni North Africa BV	the Netherlands	100
Agip Oil Ecuador BV	the Netherlands	100
Eni Petroleum Co Inc	USA	100
Eni UK Ltd	the United Kingdom	100
Ieoc Production BV	the Netherlands	100
NAOC Nigerian Agip Oil Co Ltd	Nigeria	100
Eni Norge A/S	Norway	100
<i>Gas & Power</i>		
Snam Rete Gas SpA	Italy	50
Società Italiana per il Gas pA	Italy	100
Distribuidora de Gas Cuyana SA	Argentina	46
Gas Brasileiro Distribuidora SA	Brazil	100
Greenstream BV	the Netherlands	75
Inversora de Gas Cuyana SA	Argentina	76
Tigáz Rt Tiszántúli Gázszolgáltató Részvénytársaság	Hungary	50

EniPower SpA	Italy	100
<i>Refining & Marketing</i>		
AgipFuel SpA	Italy	100
Ecofuel SpA	Italy	100
Eni Portugal Investment SpA	Italy	100
Agip Deutschland GmbH	Germany	100
Agip España SA	Spain	100
Agip Française SA	France	100
American Agip Co Inc	USA	100
<i>Petrochemicals</i>		
Polimeri Europa SpA	Italy	100
Dunastyr Polystyrene Manufacturing Co Ltd	Hungary	100
Polimeri Europa Benelux SA	Belgium	100
Polimeri Europa Elastomères France SA	France	100
Polimeri Europa UK Ltd	the United Kingdom	100
<i>Oilfield Services Construction and Engineering</i>		
Saipem SpA	Italy	43
Snamprogetti SpA	Italy	100
CEPAV (Consorzio Eni per l'Alta Velocità) Uno	Italy	50
Saipem SA	France	43
<i>Other Activities</i>		
Syndial SpA - Attività Diversificate	Italy	100
EniTecnologie SpA	Italy	100
Sieco SpA	Italy	100
Tecnomare - Società per lo Sviluppo delle Tecnologie Marine SpA	Italy	57
<i>Corporate and financial companies</i>		
Eni International BV	the Netherlands	100
Eni Coordination Center SA	Belgium	100
Società Finanziaria Eni SpA - Enifin	Italy	100
Società Finanziamenti Idrocarburi - Sofid-SpA	Italy	100

Item 4A. UNRESOLVED STAFF COMMENTS

None.

Item 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

The information in this item should be read together with the Key Information presented in Item 3 and the Consolidated Financial Statements and related Notes thereto included in Item 18.

Executive Summary

Eni recorded a net profit of euro 8.8 billion in 2005, an increase of 24.5% over 2004. Operating profit in 2005 amounted to euro 16.8 billion, up 35.7% from 2004 reflecting volume growth and performance improvements in Eni's main businesses combined with a favorable trading environment characterized by strong gains both in crude oil prices and in refining margins.

On the basis of the results achieved, Eni's management proposed at the Annual General Shareholder Meeting a dividend of euro 1.1 per share, of which euro 0.45 was already paid as an interim dividend in October 2005. This dividend is 22% higher than in 2004 (euro 0.90 per share) and was approved by the Annual General Shareholder Meeting on May 25, 2006.

In Exploration & Production, Eni continued to build on its established position in some of the world's fastest-growing producing nations of oil and natural gas. Eni's daily production of oil and natural gas available for sale increased by 6.7% over 2004 to 1,693 KBOE. Net proved reserves of oil and natural gas were 6,837 mmBOE at year end 2005 (55% crude and condensates), down 381 mmBOE from 2004 due principally to an adverse entitlement impact in certain production sharing agreements and buy-back contracts as a result of higher oil prices which reduced Eni's entitlement to volumes of oil and natural gas to recover costs incurred by Eni for the development of certain oil fields. The reserve replacement ratio was 40%. The reserves life index at year end 2005 was 10.8 years (12.1 years at December 31, 2004).

Eni increased its interest in the Kashagan project (Kazakhstan) from 16.67% to 18.52%. Management believes Kashagan to be a very important project for the future growth of Eni's production of oil and natural gas. The development of the project, of which Eni is the sole operator, is on track, with 40% of work completed, and management plans to achieve first oil production by end-2008. Management is currently reviewing the planned \$29 billion capital expenditure for the development of this large field in order to take account of changing market conditions.

Eni added to its exploration portfolio with the acquisition of assets in areas such as Libya, Nigeria and Angola where Eni's presence is already established, and in new basins such as Alaska and India.

In Gas & Power, Eni continued to leverage on its assets consisting of access to infrastructure, availability of gas both from owned facilities and from long term purchase contracts and large customer base, to increase natural gas sales in European gas markets.

Overall gas sales in 2005 totalled 91.15 BCM, up 8.8% from 2004. This growth has been driven by European gas sales and by larger volumes sold in Italy:

gas sales across Europe (31.29 BCM) rose 11.2% as compared to 2004, driven also by the build up of the Greenstream project; and

Italian gas sales (58.01 BCM, including own consumption) increased by 8% from 2004, mainly driven by gas consumption in our power business, and gas sales in South America were stable at 2 BCM.

Electricity sales (22.8 TWh) increased by 64% in volume terms from 2004 as a result of the start-up of two power units at the Mantova power plant and the first unit of the Brindisi plant, as well as full commercial operation at the

Ravenna and Ferrera Erbognone plants.

In Refining & Marketing, Eni is seeking to increase return from assets by upgrading its refining system, increasing integration with Exploration & Production activities and strengthening its competitive position in marketing.

In 2005, Eni completed the construction of the Sannazzaro gasification plant and the disposal of its wholly-owned subsidiary Italiana Petroli which operates in the retail market in Italy. Overall retail sales in Europe under the Agip brand in 2005 amounted to 16 billion liters, of which 11.3 billion liters were in Italy. Retail sales increased 0.6% from 2004 reflecting higher sales in certain markets of Central Europe and in Spain.

In Engineering & Construction, Saipem was awarded important contracts in complex environments such as Kashagan in Kazakhstan and Sakhalin in Russia. Snamprogetti significantly increased its backlog, closing 2005 with strong financial results.

Capital expenditure totalled 7.4 billion in 2005, in line with 2004; 91% of capital expenditure was carried out in oil and gas activities. The principal projects for the year were:

development of oil and natural gas reserves (euro 3.95 billion), mainly in Kazakhstan, Libya, Angola, Egypt and Italy, as well as exploration (euro 656 million) and the acquisition of proved and unproved property reserves (euro 301 million, of which euro 161 million was for the acquisition of an additional 1.85% share in the consortium developing Kashagan); expansion and improvements of the natural gas transportation and distribution network in Italy (euro 825 million); ongoing power generation construction programme (euro 239 million); and upgrading of our Italian refining and logistics system to enhance flexibility and increase the yields of light products and middle distillates, including completion of the heavy residue gasification plant at the Sannazzaro refinery and improvement of the retail distribution network both in Italy and in the rest of Europe (euro 656 million).

Margin¹⁰

Margin: The difference between the average selling price and direct acquisition cost of a finished product or raw material excluding other production costs (e.g., refining margin, margin on distribution of natural gas and petroleum products or margin of petrochemicals products). Margin trends reflect the trading environment and are, to a certain extent, a gauge of industry profitability.

Trading Environment

	2003	2004	2005
Average price of Brent dated crude oil ⁽¹⁾	28.84	38.22	54.38
Average price in euro of Brent dated crude oil ⁽²⁾	25.50	30.72	43.71
Average EUR/USD exchange rate ⁽³⁾	1.131	1.244	1.244
Average European refining margin ⁽⁴⁾	2.65	4.35	5.78
EURIBOR three month euro rate ⁽³⁾	2.3	2.1	2.2

(1) In U.S. dollars per barrel. Source: Platt's Oilgram.

(2) Source: Eni's calculations.

(3) Source: European Central Bank.

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(4) In U.S. dollars per barrel. FOB Mediterranean Brent dated crude oil. Source: Eni calculations based on Platt's Oilgram data.

Eni's results of operations and the year to year comparability of its financial results are affected by a number of external factors which exist in the industry environment, including changes in oil, natural gas and refined products prices, industry-wide movements in refining and petrochemical margins and fluctuations in exchange rates and interest rates. Changes in weather conditions from year to year can influence demand for natural gas and some petroleum products, thus affecting results of operations of the natural gas business and, to a lesser extent, of the refining and marketing business. See "Item 3 Risk Factors". The trading environment was generally favorable in 2005 with prices of Brent crude oil increasing by approximately 42% compared to 2004. Natural gas demand in Italy increased by approximately seven percentage points over 2004 driven by strong growth in the electricity generation. Natural gas margins in Italy decreased in 2005 as compared to 2004 due to competitive pressure in the domestic natural gas market, offset in part by favorable trends in prices of certain refined products to which natural gas sale and purchase prices are contractually indexed resulting in a higher increase of selling prices as compared to supply costs when comparing 2005 to 2004. In 2005, refining margins increased sharply due to strong demand for refined products, especially in Asia, a shortage of fuels meeting required European specifications due to lags in the upgrading certain refineries and imbalances in the availability of products in different areas of the world. Petrochemical product margins declined in 2005 as compared to 2004, essentially due to the higher cost of oil-based feedstocks not being completely reflected in to selling prices.

Key consolidated financial data

(million euro)	<u>2004</u>	<u>2005</u>
Net sales from operations	57,545	73,728
Operating profit	12,399	16,827
Net profit	7,059	8,788
Net cash provided by operating activities	12,500	14,936
Capital expenditure	7,499	7,414
Investments	316	146
Shareholders' equity including minority interest	35,540	39,217
Net borrowings ⁽¹⁾	10,443	10,475
Net profit per share	(euro per share) 1.87	2.34
Dividend per share	(euro per share) 0.90	1.10
Net borrowings to total shareholders' equity ratio including minority interests (leverage) ⁽¹⁾	0.36	0.33

(1) For a discussion of the usefulness of and a reconciliation of these non-GAAP financial measures with the most directly comparable GAAP financial measures see "Liquidity and Capital Resources Financial Conditions" below.

The adoption of IFRS

The Consolidated Financial Statements of Eni have been prepared in accordance with IFRS issued by the International Accounting Standards Board (IASB) and adopted by the European Commission following the procedure contained in Article 6 of the EC Regulation No. 1606/2002 of the European Parliament and Council of July 19, 2002. The IFRS adopted by Eni differ in certain limited respects from the IFRS sanctioned by the IASB. Until December 31, 2004, Eni prepared its Consolidated Financial Statements and other interim financial information (including quarterly and semi-annual data) in accordance with Italian GAAP. IFRS require adopting companies to restate only one year of past financial statements. Pursuant to SEC Release 33-8567, "First-time Application of International Financial Reporting Standards", Eni is not required to include in this annual report financial statements for any earlier periods.

Accordingly this annual report includes financial information prepared in accordance with IFRS as of and for the two years ended December 31, 2004 and 2005. For hydrocarbon exploration and production, accounting policies generally applied by the oil industry have been adopted, with particular reference to amortization according to the

Unit-Of-Production (UOP) method, buy-back contracts and Production Sharing Agreements. The Consolidated Financial Statements have been prepared by applying the cost method except for items that under IFRS must be recognized at fair value as described in the Notes to the Consolidated Financial Statements under the heading "Evaluation Criteria".

The general principle that should be applied on first-time adoption of IFRS is that standards in force at the transition date (January 1, 2004) should be applied retrospectively. However, IFRS 1 "First-time Adoption of International Financial Reporting Standards" (IFRS 1) contains a number of exemptions that companies are permitted to apply. Eni has taken the following main exemptions:

no retroactive restatement of business combinations that occurred before January 1, 2004. As a result of this exemption, goodwill was not restated to take into account amortization charges recorded in previous periods before the adoption of IFRS; and

the election of January 1, 2005 as the transition date for the first application of IAS 32 and IAS 39, related to the evaluation of financial instruments, including derivatives. As permitted under IFRS 1, Eni has not restated comparative information. In the Consolidated Financial Statements for the year ended December 31, 2005 the impact of recording certain derivative financial instruments at fair value, as is required by IAS 39, was a euro 386 million charge in the profit and loss account. For further information see "Consolidated Financial Statements Effects of the adoption of IFRS and Evaluation Criteria".

The IFRS under which Eni's Consolidated Financial Statements have been prepared differ in certain limited respects from the IFRS adopted by the IASB, the effect of such differences on the Consolidated Financial Statements is not material.

Critical Accounting Estimates

The preparation of these consolidated financial statements requires Management to apply accounting methods and policies that are based on difficult or subjective judgments, estimates based on past experience and assumptions determined to be reasonable and realistic based on the related circumstances. The application of these estimates and assumptions affects the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the balance sheet date and the reported amounts of income and expenses during the reporting period. Key areas where estimates are applied include the determination of oil and gas proved reserves and proved developed reserves, accounting for exploratory drilling costs under U.S. GAAP, impairment of fixed assets, intangible assets and goodwill, asset retirement obligations, business combinations, recognition of environmental liabilities and recognition of revenues in the oilfield services construction and engineering businesses. Actual results may differ from these estimates given the uncertainty surrounding the assumptions and conditions upon which the estimates are based. Summarized below are the accounting estimates that require the more subjective judgment of our management. Such assumptions or estimates regard the effects of matters that are inherently uncertain and for which changes in conditions may significantly affect future results.

Oil and Gas Activities

Engineering estimates of the Company's oil and gas reserves are inherently uncertain. Proved reserves are the estimated volumes of crude oil, natural gas and gas condensates, liquids and associated substances which geological and engineering data demonstrate with reasonable certainty to be recoverable in future years from known reservoirs under existing economic and operating conditions. Although there are authoritative guidelines regarding the engineering criteria that have to be met before estimated oil and gas reserves can be designated as "proved", the accuracy of any reserve estimate is a function of the quality of available data and engineering and geological interpretation and judgment.

Reserves in a field will only be categorized as proved when all the criteria for attribution of proved status have been met, including an internally imposed requirement for project sanction that occurs when a final investment decision is made. At the point of sanction, all booked reserves will be categorized as proved undeveloped. Volumes will subsequently be recategorized from proved undeveloped to proved developed as a consequence of development activity. The first proved developed bookings will occur at the point of first oil or gas production. Major development projects typically take one to four years from the time of initial booking to the start of production. Adjustments may be made to booked reserves due to production, reservoir performance, commercial factors, acquisition and divestment activity and additional reservoir development activity.

Eni reassesses its estimate of proved reserves on an annual basis. The estimated proved reserves of oil and natural gas may be subject to future revision and upward and downward revision may be made to the initial booking of reserves due to production, reservoir performance, commercial factors, acquisition and divestment activity and additional reservoir development activity. In particular, changes in oil and natural gas prices could impact the amount of Eni's proved reserves as regards the initial estimate and, in the case of Production Sharing Agreements and buy-back contracts, the share of production and reserves Eni is entitled to. Accordingly, the estimated reserves could be materially different from the quantities of oil and natural gas that ultimately will be recovered.

Oil and natural gas reserves have a direct impact on certain amounts reported in the financial statements. Estimated proved reserves are used in determining depreciation and depletion expenses and impairment expense. Depreciation rates on oil and gas assets using the UOP basis are determined from the ratio between the amount of hydrocarbons extracted in the year and proved developed reserves existing at the year end increased by the amounts extracted during the year. Assuming all other variables are held constant, an increase in estimated proved reserves decreases depreciation, depletion and amortization expense. On the contrary, a decrease in estimated proved reserves increases

depreciation, depletion and amortization expense. Also, estimated proved reserves are used to calculate future cash flows from oil and gas properties, which serve as an indicator in determining whether a property impairment is to be carried out or not. The larger the volumes of estimated reserves, the less likely the property is impaired. See "Item 3 Risk Factors – Uncertainties in Estimates of Oil and Natural Gas Reserves".

Accounting for Suspended Well Costs under U.S. GAAP

Under U.S. GAAP costs for exploratory wells are initially capitalized pending the determination of whether the well has found proved reserves. If proved reserves are found, the capitalized costs of drilling the well are reclassified to tangible assets and amortized on a UOP basis. If proved reserves are not found, the capitalized costs of drilling the well are charged to expense. However, successful exploratory efforts are, in many cases, not declared to be proved until after an extensive and lengthy evaluation period has been completed. These issues were addressed by the FASB staff in its FSP FAS 19-1, published in April 2005, amending FAS 19, "Financial Accounting and Reporting by Oil and Gas Producing Companies". Under the provisions of FSP FAS 19-1, companies in the oil and gas industry are allowed to continue capitalization of an exploratory well after the completion of drilling when: (a) the well has found a sufficient quantity of reserves to justify completion as a producing well; and (b) the enterprise is making sufficient progress assessing the reserves and the economic and operating viability of the project. If either condition is not met or if an enterprise obtains information that raises substantial doubt about the economic or operational viability of the project, the exploratory well would be assumed to be impaired, and its costs, net of any salvage value, would be charged to expense. Determination of whether an exploratory well should remain capitalized after completion of drilling requires a high degree of judgment on the part of management in assessing whether the Company is making sufficient progress assessing the reserves and the economic and operating viability of a given project. The company evaluates the progress made on the basis of regular project reviews which take account of the following factors: (i) costs are being incurred to assess the reserves and their potential development; (ii) existence (or active negotiations) of sales contracts with customers for oil and natural gas; and (iii) existence of firm plans, established timetables or contractual commitments, which may include seismic testing and drilling of additional exploratory wells. As of December 31, 2005, an amount of euro 403 million remain capitalized relating to approximately 30 exploratory wells for which drilling activities have been completed for more than one year, of this capitalized amount euro 59 million (or 8 wells) relates to projects progressing towards completion of development activities, and the remaining euro 344 million (or 22 wells) relates to projects for which additional exploratory activity is underway or firmly planned. See Note 35 to the Consolidated Financial Statements.

Impairment of Assets

Eni assesses its fixed assets and intangible assets, including goodwill, for possible impairment if there are events or changes in circumstances that indicate the carrying values of the assets are not recoverable. Such indicators include changes in the Group's business plans, changes in commodity prices leading to unprofitable performance and, for oil and gas properties, significant downward revisions of estimated proved reserve quantities. Determination as to whether and how much an asset is impaired involves management estimates on highly uncertain matters such as future commodity prices, the effects of inflation and technology improvements on operating expenses, production profiles and the outlook for global or regional market supply-and-demand conditions for crude oil, natural gas, commodity chemicals and refined products.

Technically, the amount of an impairment charge is determined by comparing the book value of an asset with its recoverable amount. The recoverable amount is the greater of fair value net of disposal costs and value in use. The estimated value in use is usually based on the present values of expected future cash flows using assumptions commensurate with the risks involved in the asset group. The expected future cash flows used for impairment reviews are based on judgmental assessments of future production volumes, prices and costs, considering available information at the date of review and are discounted by using a rate related to the activity involved.

For oil and natural gas properties, the expected future cash flows are estimated based on developed and non-developed proved reserves including, among other elements, production taxes and the costs to be incurred for the reserves yet to be developed. The estimated future level of production is based on assumptions about future commodity prices, lifting and development costs, field decline rates, market demand and supply, economic regulatory climates and other factors.

Under both IFRS and U.S. GAAP, goodwill is not amortized but, like indefinite lived intangible assets, is tested for impairment at least annually. Under IFRS the assessment of goodwill impairment is based on the determination of the fair value of each cash generating units to which goodwill can be attributed on a reasonable and consistent basis. A cash generating unit is a group of assets that generates cash inflows that are largely independent of the cash inflows from other groups of assets. If the fair value of a cash generating unit is lower than the carrying amount, goodwill attributed to that cash generating unit is impaired up to that difference, if the carrying amount of goodwill is less than the amount of impairment, assets of the generating unit are impaired on a pro-rata basis for the residual difference.

Asset Retirement Obligations

Obligations related to the removal of tangible equipment and to the restoration of land or seabeds require significant estimates in calculating the amount of the obligation and determining the amount required to be recorded in the Consolidated Financial Statements. Estimating the future asset removal costs is difficult and requires management to make estimates and judgments because most of the removal obligations are many years into the future and contracts and regulations are often unclear as to what constitutes removal. Asset removal technologies and costs are constantly changing, as well as political, environmental, safety and public relations considerations. The subjectivity of these estimates is also increased by the accounting method used that requires entities to record the fair value of a liability for an asset retirement obligations in the period when it is incurred (typically at the time the asset is installed at the productions location). When liabilities are initially recorded, the related fixed assets are increased by an equal corresponding amount. The liabilities are increased with the passage of time (interest accretion) and any change of the estimates following the modification of the future cash flows and the discount rate adopted. The recognized asset retirement obligations are based upon future retirement cost estimates and incorporate many assumptions such as expected recoverable quantities of crude oil and natural gas, time to abandonment, future inflation rates and the risk-free rate of interest adjusted for the Company's credit costs.

Business Combinations

Accounting for the acquisition of a business requires the allocation of the purchase price to the various assets and liabilities of the acquired business at fair value. Any positive residual difference is recognized as "Goodwill". Negative residual differences are charged against profit and loss account. Management uses all available information to make these fair value determinations and, for major business acquisitions, typically engages an outside appraisal firm to assist in the fair value determination of the acquired long-lived assets.

Environmental Liabilities

Together with other companies in the industries in which it operates, Eni is subject to numerous EU, national, regional and local environmental laws and regulations concerning its oil and gas operations, productions and other activities, including legislation that implements international conventions or protocols. Environmental costs are recognized when it becomes probable that a liability has been incurred and the amount can be reasonably estimated.

Although management, considering the actions already taken, the insurance policies to cover environmental risks and provision for risks accrued, does not expect any material adverse effect on Eni's consolidated results of operations and financial position as a result of such laws and regulations, there can be no assurance that there will not be a material adverse impact on Eni's consolidated results of operations and financial position due to: (i) the possibility of as yet unknown contamination; (ii) the results of the on-going surveys and the other possible effects of statements required

by Decree No. 471/1999 of the Ministry of Environment concerning the remediation of contaminated sites; (iii) the possible effect of future environmental legislation and rules, like the Decree No. 367 of the Ministry of Environment, published on January 8, 2004, that introduces new quality standards for aquatic environment and dangerous substances and those that may derive from the legislative decree that the Italian Government will have to enact in order to implement Directive 2000/60/EC creating a framework for joint European action in the area of water; (iv) the effect of possible technological changes relating to future remediation; and (v) the possibility of litigation and the difficulty of determining Eni's liability, if any, as against other potentially responsible parties with respect to such litigation and the possible insurance recoveries.

Employees post-retirement benefits

Employees benefits (such as pension payments, life insurance payments, medical assistance after retirement, etc.) are evaluated with reference to uncertain events and based upon actuarial assumptions including among others discount rates, expected rates of return on any plan assets, expected rates of salary increases, medical cost trend rates, estimated retirement dates, mortality rates. These assumptions are reviewed annually and may change from year to year impacting future results of operations.

The significant assumptions used to account for pensions and other post-retirement benefits are determined as follows:

discount and inflation rates reflect the rates at which the benefits could be effectively settled, taking into account the duration of the obligation. Indications used in selecting the discount rate include rates of annuity contracts and rates of return on high-quality fixed-income investments (such as government bonds). The inflation rates reflect market conditions observed country by country;

salary increase assumptions (when relevant) are determined by each entity. They reflect an estimate of the actual future salary levels of the individual employees involved, including future changes attributed to general price levels (consistent with inflation rate assumptions), productivity, seniority, promotion and other factors;

healthcare cost trend assumptions (when relevant) reflect an estimate of the actual future changes in the cost of the healthcare related benefits provided to the plan participants and are based on past and current healthcare cost trends including healthcare inflation, changes in healthcare utilization, and changes in health status of the participants;

demographic assumptions such as mortality, disability and turnover reflect the best estimate of these future events for the individual employees involved, based principally on available actuarial data; and

determination of expected rates of return on assets is made through compound averaging. For each plan, there are taken into account the distribution of investments among bonds, equities and cash and the expected rates of return on bonds, equities and cash. A weighted-average rate is then calculated.

Differences between projected and actual costs and between the projected return and the actual return on plan assets routinely occur and are called actuarial gains and losses.

The unrecognized actuarial losses of pension benefits as at December 31, 2005 were euro 144 million compared to euro 41 million in 2004. The euro 103 million increase from 2004 reflected primarily changes in assumptions used to account for pensions and other post-retirement benefits mainly related to the decrease in discount rates (4.0% in 2005 compared with 4.5% in 2004). Pension accounting principles require that such actuarial losses be deferred and amortized over future periods. Eni applies the corridor method to amortize its actuarial losses and gains. This method amortizes the net cumulative actuarial gains and losses that exceed 10% of the greater of (i) the present value of the defined benefit obligation and (ii) the fair value of plan assets, over the average expected remaining working lives of the employees participating in the plan.

In 2005, Eni recognized a charge of euro 126 million (euro 118 million in 2004) in the profit and loss account in connection with its obligations for employee post-retirement benefits.

See Note 20 of the Consolidated Financial Statements for further information about employees post-retirement benefits.

Contingencies

In addition to accruing the estimated costs for asset retirement obligation and environmental liabilities, Eni accrues for all contingencies that are both probable and estimable. These other contingencies are primarily related to employee benefits, litigation and tax issues. Determining appropriate amounts for accrual is a complex estimation process that includes subjective judgments.

Revenue recognition in the Oilfield Services, Construction and Engineering segment

Revenue recognition in the Oilfield Services, Construction and Engineering business segment is based on the stage of completion of a contract as measured on the cost-to-cost basis applied to contractual revenues. Use of the stage of completion method requires estimates of future gross profit on a contract by contract basis. The future gross profit represents the profit remaining after deducing costs attributable to the contract from revenues provided for in the contract. The estimate of future gross profit is based on a complex estimation process, that includes identification of risks related to the geographical region, market condition in that region and any assessment that it is necessary to estimate with sufficient precision the total future costs as well as the expected timetable. Variation in the scope of the work, are included in the total amount of revenues when it is probable that the customer will approve the variation and claims deriving for additional costs are included in the total amount of revenues when it is probable that they will result in additional revenue.

Results of Operations*Profit and loss Account for Two Years ended December 31, 2005*

The table below sets forth a summary of Eni's profit and loss account for the periods indicated. All line items included in the table below are derived from the Consolidated Financial Statements prepared in accordance with IFRS.

	Year ended December 31,	
	2004	2005
	(million euro)	
Net sales from operations	57,545	73,728
Other income and revenues ⁽¹⁾	1,377	798
Total revenues	58,922	74,526
Operating expenses	(41,592)	(51,918)
Depreciation, amortization and writedowns	(4,931)	(5,781)
Operating profit	12,399	16,827
Net financial expense	(156)	(366)
Net income from investments	820	914
Profit before income taxes	13,063	17,375
Income taxes	(5,522)	(8,128)
Net profit	7,541	9,247
Pertaining to:		
- Eni	7,059	8,788
- minority interest	482	459

(1) Includes, among other things, contract penalties, income from contract cancellations, gains on disposal of mineral rights and other fixed assets, compensation for damages and indemnities and other income.

The table below sets forth certain income statement items as a percentage of net sales from operations for the periods indicated.

	Year ended December 31,	
	2004	2005
Operating expenses	72.3%	70.4%
Depreciation, amortization and writedowns	8.6%	7.8%
Operating profit	21.5%	22.8%

2005 compared to 2004 Net profit pertaining to Eni in 2005 was euro 8,788 million with a euro 1,729 million increase over 2004 (up 24.5%) reflecting primarily an increase in operating profit (up euro 4,428 million) recorded particularly

in the Exploration & Production segment, in respect to higher oil and natural gas prices in dollars (Brent up 42.3%) and higher sales volumes of oil and natural gas (up 38.3 mmBOE, or 6.7%). These positives were offset in part by higher environmental provisions (euro 532 million), a provision to the risk reserve concerning the fine imposed on February 15, 2006 by the Antitrust Authority and the estimated impact of the application of Decision No. 248/2004 of the Authority for Electricity and Gas affecting natural gas prices to residential customers and wholesalers (euro 225 million) in force from January 1, 2005 and the recording in 2004 of net gains on the sale of assets by the Exploration & Production segment (euro 320 million).

The effect of the increase in operating profit on net profit was offset in part by higher income taxes (up euro 2,606 million).

Discontinued operations

Discontinued operations under both IFRS and U.S. GAAP in 2005 and 2004 were immaterial.

Analysis of the line items of the profit and loss account:

Revenue recognition

Revenues from sales of products and services rendered are recognized upon transfer of risks and advantages associated with the property or upon settlement of the transaction. In particular, revenues are recognized:

- for crude oil, generally upon shipment;
- for natural gas, when the natural gas is delivered to the customer;
- for petroleum products sold to retail distribution networks, generally upon delivery to the service stations, whereas all other sales are generally recognized upon shipment; and
- for petrochemical products and other products, generally upon shipment.

Revenues are recognized upon shipment when, at that date, the risks of loss are transferred to the acquirer.

Revenues from the sale of crude oil and natural gas produced in properties in which Eni has an interest together with other producers are recognized on the basis of Eni's working interest in those properties (entitlement method). Differences between Eni's net working interest volume and actual production volumes are recognized at current prices at period-end.

Income related to partially rendered services is recognized with respect to the accrued revenues, if it is possible to reasonably determine the state of completion and there are no relevant uncertainties concerning the amounts and the existence of the revenue and related costs; otherwise it is recognized within the limits of the recoverable costs incurred.

The revenues accrued in the period related to construction contracts are recognized on the basis of contractual revenues by reference to the stage of completion of a contract measured on the cost-to-cost basis. Additional revenues, deriving from a change in the scope of the work, are included in the total amount of revenues when it is probable that the customer will approve the variation and the relevant amount; claims deriving for instance from additional costs incurred for reasons attributable to the client are included in the total amount of revenues when it is probable that the counterpart will accept them.

Revenues are stated net of returns, discounts, rebates and bonuses, as well as directly related taxation. Exchanges of goods and services with similar nature and value do not give rise to revenues and costs as they do not represent sale transactions.

a) Total Revenues

Net sales from operations

Eni's total revenues were euro 74,526 and euro 58,922 million in 2005 and 2004, respectively. Total revenues consist of net sales from operations and other income and revenues. Eni's net sales from operations amounted to euro 73,728 and euro 57,545 million in 2005 and 2004, respectively, and its other income and revenues totalled euro 798 and euro 1,377, respectively, in these periods.

The table below sets forth, for the periods indicated, the net sales from operations generated by each of Eni's business segments including intersegment sales, together with consolidated net sales from operations.

	Year ended December 31,	
	2004	2005
	(million euro)	
Exploration & Production	15,346	22,477
Gas & Power	17,302	22,969
Refining & Marketing	26,089	33,732
Petrochemicals	5,331	6,255
Oilfield Services Construction and Engineering	5,696	5,733
Other activities	1,279	1,358
Corporate and financial companies	851	977
Consolidation adjustment ⁽¹⁾	(14,349)	(19,773)
	57,545	73,728

(1) Intersegment sales are included in net sales from operations in order to give a more meaningful indication as to the volume of the activities to which sales from operations by segment may be related. The most substantial intersegment sales are recorded by the Exploration & Production segment. See Note 31 to the Consolidated Financial Statements for a breakdown of intersegment sales by segment for the two reported years.

2005 compared to 2004 Eni's net sales from operations for 2005 totalled euro 73,728 million, with an increase of euro 16,183 million over 2004, up 28.1%, due principally to higher oil prices (denominated in dollars), higher refined product and petrochemical prices and higher volumes sold in Eni's main operating segments.

Revenues generated by the Exploration & Production segment (euro 22,477 million) increased by euro 7,131 million in 2005, up 46.5%, due principally to higher oil prices realized (oil up 41.3%, natural gas up 15.6%) combined with increased hydrocarbon production volumes sold (38.3 mmBOE, or 6.7%).

Revenues generated by the Gas & Power segment (euro 22,969 million) increased by euro 5,667 million in 2005, up 32.8%, due principally to higher natural gas prices and the increase of volumes sold of natural gas (4.29 BCM, or 5.9%), and electricity (up 8.92 terawatthours, or 64.4%).

Revenues generated by the Refining & Marketing segment (euro 33,732 million) increased by euro 7,643 million in 2005, up 29.3%, principally due to higher international prices for oil and refined products, the effects of which were offset in part by lower volumes sold on Italian retail and wholesale markets (down 1.1 million tonnes), the effect of the sale of LPG and refined product distribution activities in Brazil in August 2004 and lower trading activities (down 1.3 million tonnes).

Revenues generated by the Petrochemical segment (euro 6,255 million) increased by euro 924 million in 2005, up 17.3%, due mainly to a 12% increase in the average selling prices of products and a 3.6% increase in sales volumes.

Revenues from the Oilfield Services, Construction and Engineering segment (euro 5,773 million) increased by euro 37 million in 2005, up 0.6%, reflecting mainly higher utilization rates of vessels and drilling rigs and a higher volume of orders fulfilled.

Revenues of Corporate and financial companies (euro 977 million) increased by euro 126 million in 2005, up 14.8%, which essentially consists of invoices for services provided to other group segments. In 2005, Corporate started supplying certain central services amounting to euro 76 million to a merged subsidiary, Italgas Più belonging to the Gas & Power segment. Other increases in revenues were essentially related to IT services (euro 27 million) and general services such as activities related to real estate rentals and maintenance, fleet of cars, company's aircrafts, and other activities (euro 21 million).

Other income and revenues

2005 compared to 2004 Other income and revenues (euro 798 million) declined by euro 579 million in 2005, down 42%, due mainly to lower gains on asset divestment in relation to the fact that in 2004 gains on the sale of mineral assets were recorded by the Exploration & Production segment for euro 373 million, and the fact that starting in 2005 derivative contracts on commodities were accounted for under IFRS No. 32 and 39, under which gains or losses on derivative financial contracts used to manage exposure to fluctuations in commodity prices are accounted for as financial income.

b) Operating Expenses

The table below sets forth the components of Eni's operating expenses for the periods indicated.

	Year ended December 31,	
	2004	2005
	(million euro)	
Purchases, services and other	38,347	48,567
Payroll and related costs	3,245	3,351
Operating expenses	41,592	51,918

2005 compared to 2004 Operating expenses (euro 51,918 million) increased by euro 10,326 million in 2005 compared to 2004, up 24.8%, due mainly to: (i) higher prices for oil-based and petrochemical feedstocks and for natural gas; (ii) higher environmental provisions (euro 532 million), recorded in particular in the Other activities and the Refining & Marketing segment in connection with reclamation and remediation activities of certain industrial plants related to businesses exited by Eni in past years and environmental liabilities relating to refineries and the distribution network in Italy; (iii) an increase in provisions relating to the fine imposed on February 15, 2006 by the Antitrust Authority and the estimated impact of the application of Decision No. 248/2004 of the Authority for Electricity and Gas from January 1, 2005 (euro 515 million); (iv) a euro 87 million increase in insurance charges deriving from the extra premium due for 2005 and for the next five years (assuming normal accident rates) related to the participation of Eni in Oil Insurance Ltd. These higher insurance charges reflect the exceptionally high rate of accidents in the two year period 2004-2005; and (v) increases in provisions relating to certain legal proceedings and contractual obligations (euro 58 million). These increases were partially offset by the sale of activities in Brazil in August 2004.

Payroll and related costs (euro 3,351 million) were up euro 106 million in 2005, or 3.3%, reflecting primarily an increase in unit labor cost in Italy, offset in part by a decline in the average number of employees in Italy and the effect of the sale of refined product distribution activities in Brazil.

c) Depreciation, Amortization and Writedowns

The table below sets forth a breakdown of depreciation, amortization and writedowns by business segment for the periods indicated.

	Year ended December 31,	
	2004	2005
	(million euro)	
Exploration & Production ⁽¹⁾	3,047	3,944
Gas & Power	637	684
Refining & Marketing	465	462
Petrochemicals	114	118
Oilfield Services Construction and Engineering	184	176
Other activities	45	31
Corporate and financial companies	106	98
Unrealized profit in inventory ⁽²⁾		(4)
Total of depreciation and amortization	4,598	5,509
Writedowns	333	272
Depreciation, amortization and writedowns	4,931	5,781

(1) Exploration expenditures of euro 618 and 564 million are included in these amounts relative to the years 2005 and 2004, respectively.

(2) Unrealized profit in inventory concerned intersegment sales of goods and services.

2005 compared to 2004 Depreciation, amortization and writedown charges (euro 5,781 million) increased by euro 850 million in 2005 compared to 2004, up 17.2%. Depreciation and amortization charges (euro 5,509 million) were up euro 911 million, or 19.8%, from 2004 to 2005 mainly in the Exploration & Production segment (up euro 897 million) reflecting primarily: (i) higher development costs for new fields and increased costs incurred to maintain production levels in certain mature fields; (ii) the impact on amortization charges of the revision of previous estimates of asset retirement and removal costs relating to certain fields located in the UK, Norway, Kazakhstan; (iii) the impact of oil prices on amortization in PSAs and buy-back contracts; (iv) higher production; and (v) higher exploration costs (up euro 50 million). In the Gas & Power segment amortization charges increased by euro 47 million due to the coming on stream of the Greenstream gasline and new power generation capacity.

Writedowns (euro 272 million) concerned mainly Exploration & Production (euro 156 million), Other activities (euro 75 million) and Petrochemical (euro 29 million) segments.

d) Operating Profit by Segment

The table below sets forth Eni's operating profit by business segment for the periods indicated.

	Year ended December 31,	
	2004	2005

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	(million euro)	
Exploration & Production	8,185	12,574
Gas & Power	3,428	3,321
Refining & Marketing	1,081	1,857
Petrochemicals	320	202
Oilfield Services Construction and Engineering	203	307
Other activities	(395)	(902)
Corporate and financial companies	(363)	(391)
Unrealized profit in inventory	(59)	(141)
	<hr/>	<hr/>
Operating profit	12,399	16,827

The table below sets forth, for each of Eni's principal business segments, operating profit as a percentage of such segment's net sales from operations (including intersegment sales) for the periods indicated.

	Year ended December 31,	
	2004	2005
Exploration & Production	53.3%	55.9%
Gas & Power	19.8%	14.5%
Refining & Marketing	4.1%	5.5%
Petrochemicals	6.0%	3.2%
Oilfield Services Construction and Engineering	3.6%	5.4%

Exploration & Production Operating profit in 2005 amounted to euro 12,574 million, a euro 4,389 million increase compared to 2004, up 53.65%, due to: (i) higher oil and gas prices (oil prices up 41.3% in dollars, natural gas prices up 15.6% in dollars); (ii) higher production volumes sold (up 38.3 mmBOE, or 6.7%); and (iii) lower asset impairment charges (euro 40 million). These positive factors were offset in part by: (i) higher operating costs and amortization charges; (ii) net gains on divestments recorded in 2004 (euro 320 million); and (iii) higher insurance charges.

Gas & Power Operating profit in 2005 amounted to euro 3,321 million, a euro 107 million decrease compared to 2004, down 3.1%, due mainly to: (i) a provision increase relating to the fine imposed on February 15, 2006 by the Antitrust Authority (euro 290 million) and the estimated impact of the application of Decision No. 248/2004 of the Authority for Electricity and Gas from January 1, 2005 affecting natural gas prices to residential customer and wholesalers (euro 225 million); (ii) weaker realized margins on natural gas sales related to competitive pressure offset in part by favorable trends in prices of certain refined products to which natural gas sale and purchase prices are contractually indexed resulting in a higher increase of selling prices as compared to supply costs when comparing 2005 to 2004; and (iii) other provision increases (euro 46 million). These negative factors were offset in part by: (i) increased natural gas sales volumes (up 6.13 BCM including own consumption, or 8%) and higher natural gas volumes distributed; (ii) a higher operating profit in natural gas transport activities outside Italy; and (iii) a higher operating profit of power generation activities which almost doubled to euro 138 million in 2005, up euro 77 million, reflecting primarily an increase in sold production of electricity (8.92 terawatt-hours, up 64.4%), offset in part by a decline in realized margins related to unfavorable trends in prices of certain refined products to which electricity selling prices and purchase prices of fuels (in particular natural gas) are contractually indexed resulting in a higher increase of supply costs as compared to selling prices when comparing 2005 to 2004.

Refining & Marketing Operating profit in 2005 amounted to euro 1,857 million, a euro 777 million increase compared to 2004, up 71.9%, due essentially to: (i) an inventory holding gain of euro 671 million resulting from the

evaluation of inventories under the weighted-average cost method of inventory accounting in connection with rising international prices of oil and refined products. Inventory holding gains or losses represent the difference between the cost of sales calculated using the average cost of supplies incurred during the period and the cost of sales calculated using the weighted-average method. During 2005 the cost of sales as determined under the weighted-average method was euro 1,064 million lower than a cost of sales assuming a cost based on the current cost of supplies in 2005 (euro 393 million lower in 2004); (ii) higher realized margins in refining (the margin on Brent was up 1.43 dollars/barrel, or 32.9%) combined with higher volumes processed and an improvement in the mix of refined products obtained, the effect of which was offset in part by the impact of the standstill of the Gela refinery in the first part of 2005 owing to the damage caused by a seastorm in December 2004; (iii) higher operating profit in distribution activities in Italy; and (iv) an increase in operating results of refining and marketing activities in the rest of Europe related to a favorable trend of the trading environment for refining and to increased retailing sales in particular in Germany, Spain and the Czech Republic, due to the purchase/construction of service stations. These positive factors were offset in part by a euro 185 million increase in operating expenses related in particular to higher environmental provisions and higher insurance costs and the effect of the sale of Agip do Brasil (euro 28 million) in August 2004.

Petrochemicals Operating profit in 2005 amounted to euro 202 million, a euro 118 million decrease compared to 2004, down 36.9%, due mainly to: (i) higher operating expenses (euro 92 million) recorded in connection with the restructuring of the Champagner plant in view of its shutdown, provisions for litigation and higher insurance costs; and (ii) lower product margins in basic petrochemicals reflecting higher oil-based feedstock purchase costs not fully recovered in selling prices, partly offset by higher margins in elastomers and polyethylene. These negative factors were offset in part by higher sales volumes (up 3.6%) and lower operating costs related to efficiency actions.

Oilfield Services Construction and Engineering Operating profit in 2005 amounted to euro 307 million, a euro 104 million increase compared to 2004, up 51.2%. The oilfield services and construction business reported an operating profit of euro 306 million, up euro 37 million, or 13.8%, achieved in the following areas: (i) offshore construction area, reflecting higher profitability of certain projects completed in North Africa; (ii) onshore drilling area, reflecting higher activity levels; and (iii) offshore drilling area, reflecting tariff increases for the submersible platform Scarabeo 6, higher utilization of the submersible platform Scarabeo 4 and of the jack-up Perro Negro 5. Such gains were partially offset by higher costs on projects in progress in the LNG area and the fact that for 2004 the Leased FPSO area recorded income relating essentially to a contract for the recovery of oil spilled from the Prestige tanker not recorded in 2005.

The engineering business reported an operating profit of euro 1 million, an increase of euro 67 million over 2004, arising from the higher profitability of certain contracts in addition to the share of earnings from certain projects acquired in early 2005.

Other activities These activities include results of operations of Syndial, which manages certain decommissioning and reclamation activities relating to certain shut down industrial sites of Eni, and other Eni subsidiaries (such as, among others, Sieco, Tecnomare, EniTecnologie, Eni Corporate University and AGI) engaged in diversified activities (mainly services to Eni business segments). The Other activities reported an operating loss of euro 902 million for 2005, higher by euro 507 million, or 128% compared to the loss in 2004, due essentially to a euro 504 million increase in Syndial's operating loss relating to: (i) higher provisions for environmental liabilities of euro 328 million reflecting primarily to the clean up of the Porto Marghera site and the settlement agreed with certain Italian authorities for the environmental damages and remediation of the same site, the reclamation of areas belonging to the Mantova plant and the dismantling of inactive plants and tanks in the Porto Torres site; (ii) provisions for contractual risks (euro 71 million) essentially related to the inability to fulfill certain contractual obligations in connection with product supply and litigations (euro 40 million); and (iii) higher asset impairments (up euro 56 million from euro 19 million to euro 75 million); impairments in 2005 related in particular to the Scarlino and Porto Torres plants, up euro 44 million and euro 19 million, respectively.

Corporate and financial companies These activities include results of operation of the headquarter of the parent company Eni SpA and of Eni's subsidiaries engaged in treasury services. These activities reported an operating loss of euro 391 million for 2005, down euro 28 million, or 7.7% from 2004, due essentially to an increase in IT costs, up euro 48 million, arising from higher activity levels, and institutional communication costs, up euro 7 million. These negative factors were partly offset by lower environmental provisions.

e) Net Financial Expense

The table below sets forth a breakdown of Eni's net financial expense for the periods indicated:

	Year ended December 31,	
	2004	2005
	(million euro)	
Exchange gain (loss), net		169
Interest and other financial income	2	74
Income from securities	31	36
Interest and other financial expense	(254)	(309)
Accretion of asset retirement obligation	(109)	(109)
Income (expense) on derivative financial instruments	34	(386)
(Increase)/decrease in risk reserve provision	(62)	
less:		
Interest capitalized	202	159
	(156)	(366)

2005 compared to 2004 Net financial expense (euro 366 million) was up euro 210 million from 2004, or 135%, due to charges pertaining to changes in the fair value of derivative financial contracts and to higher interest rate charges on dollar loans (relating to an increase in LIBOR of 2 percentage points), the effects of which were offset in part by a decrease in average net borrowings¹¹ and the fact that in 2004 a euro 62 million increase in the risk reserve provision was recorded in connection with assignment of a financing receivable to the acquirer of a divested affiliate of Eni which is expected to be unable to repay such receivable on the basis of management estimates.

f) Net Income from Investments

2005 compared to 2004 In 2005 net income from investment was euro 914 million and concerned primarily: (i) Eni's share of income of affiliates accounted for under the equity method (euro 737 million), in particular affiliates in the Gas & Power (euro 358 million) and Refining & Marketing (euro 221 million) segments; (ii) gains on disposal (euro 179 million) relating in particular to the sale of 100% of IP (euro 132 million) and a 2.33% stake in Nuovo Pignone Holding SpA (euro 24 million); and (iii) dividends received by affiliates accounted for under the cost method (euro 33 million).

The euro 94 million increase in net income from investments was due essentially to improved results of operations of affiliates in the Gas & Power segment, in particular Galp Energia SGPS SA (Eni's interest 33.34%), Unión Fenosa Gas SA (Eni's interest 50%) and Blue Stream Pipeline Co BV (Eni's interest 50%) as well as the fact that in 2004 a euro 41 million impairment was recorded in connection with the divestment of Eni's 35% interest in Albacom. These increases were offset in part by lower gains on disposal (euro 257 million) related to the fact that in 2004 the gain on the sale of 9.054% of the share capital of Snam Rete Gas, 100% of Agip do Brasil SA and other minor assets were recorded for a total of euro 437 million, as compared to the euro 179 million gain recorded in 2005.

g) Taxes

2005 compared to 2004 Income taxes were euro 8,128 million, up euro 2,606 million from 2004, or 47.2%, and reflected primarily higher income before taxes (euro 4,312 million). The Group's effective tax rate increased 4.5 percentage points to 46.8% (42.3% in 2004). There were three factors behind this increase. First, the higher share of profit before income taxes earned by subsidiaries in the Exploration & Production segment operating in countries where the statutory tax rate is higher than the Group tax rate. Second, profit for the year was adversely impacted by higher non-deductible charges pertaining to increases in risk reserve provision, relating mainly to a fine imposed by the Italian Antitrust Authority. The third factor was a lower share of non-taxable income pertaining in particular to lower gains on disposals of shareholdings in consolidated subsidiaries and of investments recorded under the item "Net Income from Investments" (see above).

h) Minority Interest

2005 compared to 2004 Minority interests was euro 459 million and concerned primarily Eni's interest in Snam Rete Gas SpA (euro 321 million) and Saipem SpA (euro 115 million).

Liquidity and Capital Resources

The table below sets forth the principal components of Eni's change in cash and cash equivalent for the periods indicated.

	Year ended December 31,	
	2004	2005
	(million euro)	
Net profit	7,541	9,247
<i>Adjustments to reconcile to cash generated from operating profit before changes in working capital:</i>		
Amortization and depreciation and other non-monetary items	5,092	6,518
Net gains on disposals of assets	(793)	(220)
Dividends, interest, and income taxes and other changes	5,740	8,471
Net cash generated from operating profit before changes in working capital	17,580	24,016
Changes in working capital related to operations	(909)	(2,422)
Dividends received, taxes paid, interest (paid) received during the year	(4,171)	(6,658)
Net cash provided by operating activities	12,500	14,936
Capital expenditure	(7,499)	(7,414)
Investments ⁽¹⁾	(316)	(127)
Disposals	1,547	542
Other cash flow related to capital expenditure, investments and divestments	308	184
Changes in short and long-term financial debt	(3,743)	(540)
Dividends paid and changes in minority interests and reserves	(3,175)	(7,284)
Effect of change in consolidation scope and exchange differences	(55)	33
Change in cash and cash equivalent for the year	(433)	330
Cash and cash equivalent at the beginning of the year	1,436	1,003
Cash and cash equivalent at year end	1,003	1,333

(1) This item refers mainly to the acquisition of equity of other companies.

The table below sets forth the principal components of Eni's change in net borrowings⁽²⁾ for the periods indicated.

	Year ended December 31,	
	2004	2005
	(million euro)	
Net cash provided by operating activities	12,500	14,936

Capital expenditure	(7,499)	(7,414)
Investments	(316)	(127)
Disposals	1,547	542
Other cash flow related to capital expenditure, investments and divestments	97	293
Net borrowings ⁽²⁾ of acquired companies		(19)
Net borrowings ⁽²⁾ of divested companies	190	21
Exchange differences on net borrowings and other changes	(64)	(980)
Dividends paid and changes in minority interests and reserves	(3,175)	(7,284)
Change in net borrowings ⁽²⁾	3,280	(32)
Net borrowings ⁽²⁾ at the beginning of the year	7,163	10,443
Net borrowings ⁽²⁾ at year end	10,443	10,475

(2) Net borrowings is a non-GAAP financial measure. For a discussion of the usefulness of net borrowings and its reconciliation with the most directly comparable GAAP financial measures see "Financial Condition" below.

Analysis of Certain Components of Eni's Change in Net Borrowings:

a) Cash generated from Operating Profit before Changes in Working Capital

Cash generated from operating profit before changes in working capital totalled euro 24,016 million in 2005 and euro 17,580 million in 2004. The euro 6,436 million increase from 2004 reflected primarily increased results of operations.

In 2005, net profit has been adjusted to take into account amortization and depreciation and other non-monetary items (euro 6,518 million), which concerned primarily depreciation and amortization of tangible and intangible assets (euro 5,509 million), impairments of fixed assets and investments (euro 272 million) primarily resulting from the impairment of proved and unproved property in the Exploration & Production segment (euro 156 million) and a euro 63 million impairment charge in the Other Activities segment related to certain shutdown plants and to the Porto Torres petrochemical complex, and income taxes and interest expense (euro 8,471 million).

In 2004 net profit has been adjusted to take into account amortization and depreciation and other non-monetary items (euro 5,092 million), which concerned primarily depreciation and amortization of tangible and intangible assets (euro 4,598 million), impairments of fixed assets and investments (euro 333 million) related in particular to the impairment of proved and unproved property in the Exploration & Production segment (euro 287 million), and income taxes and interest expense (euro 5,740 million).

b) Changes in Working Capital Related to Operations

Net working capital related to operations was euro 2,422 million in 2005 and euro 909 million in 2004.

In 2005, the increase in net working capital (euro 2,422 million) was mainly due to a euro 3,576 million increase in trade accounts receivable due essentially to the impact of increased international oil and refined product prices, growth in sales volumes of oil and natural gas and currency translation effects. This increase related in particular to the Gas & Power (up euro 1,671 million), Refining & Marketing (up euro 1,010 million) and the Exploration & Production (up euro 806 million) segments. This increase was partly offset by an increase in the euro value of trade accounts payable (euro 2,333 million) resulting from the same reasons as the increase in trade accounts receivable.

c) Dividends received, taxes paid, interest (paid) received during the year

Dividends, interest and taxes paid (which is net of amounts received) totalled euro 6,658 million in 2005 and euro 4,171 million in 2004 and concerned primarily the payment of income taxes (euro 6,619 million in 2005 and euro 4,199 million in 2004).

d) Capital Expenditure and Investing Activities

Capital expenditure totalled euro 7,414 million in 2005 and euro 7,499 million in 2004. In 2005, 91% of capital expenditure related to the Exploration & Production (euro 4,964 million), Gas & Power (euro 1,152 million) and Refining & Marketing (euro 656 million) segments. In 2004, 93% of capital expenditure related to the Exploration & Production (euro 4,853 million), Gas & Power (euro 1,451 million) and Refining & Marketing (euro 693 million) segments. For a discussion of capital expenditure by business segment and a description of changes from one year to another see below "Capital Expenditure by Segment".

Investments (including net borrowings acquired) totalled euro 146 million in 2005 and 316 million in 2004.

e) Disposals

Disposals (including net debt discharged) totalled euro 563 million in 2005 and euro 1,730 million in 2004.

In 2005, disposals (euro 563 million, including net borrowing) concerned primarily: (i) the Gas & Power segment, related to the divestment of Eni's majority interest (67.05%) in Società Azionaria per la Condotta di Acque Potabili (euro 85 million) and 100% of the share capital of in Acquedotto Vesuviano SpA (euro 20 million); and (ii) the Refining & Marketing segment related to the divestment of 100% of the share capital of IP (euro 190 million) and 28% of the share capital of Erg Raffinerie Mediterranee Srl (euro 97 million).

In 2004, disposals (euro 1,828 million, including net borrowing discharged of euro 279 million) concerned primarily: (i) the Gas & Power segment (euro 676 million), related to the sale of shares representing 9.054% of the share capital of Snam Rete Gas SpA to Mediobanca SpA (euro 650 million) and the disposal of other assets (euro 26 million); (ii) the Exploration & Production segment (euro 492 million) related in particular to the program of rationalization of mineral assets (euro 459 million) and disposal of other minor assets (euro 33 million); (iii) the Refining & Marketing segment (euro 412 million) related to the divestment of the 100% interest in Agip do Brasil SA, a company active in distribution and marketing of refined products and LPG (euro 365 million), the sale of service stations (euro 16 million) and disposal of other minor assets (euro 31 million); (iv) the Other Activities and Corporate and financial companies segments (euro 101 million) related to the sale of the waste disposal business in Ravenna (euro 49 million), the sale of a 2.33% stake in Nuovo Pignone Holding SpA (euro 28 million) and disposal of other minor assets (euro 24 million); and (v) the Petrochemical segment (euro 41 million) related in particular to the sale of the elastomer Baytown plant (euro 31 million) and disposal of other minor assets (euro 10 million).

f) Dividends Paid and Changes in Minority Interests and Reserves

In 2005, dividends paid and changes in minority interests and reserves (euro 7,278 million) related mainly to the dividend distribution for fiscal year 2004 of euro 3,384 million¹² and the payment of an interim dividend of euro 1,686 million¹³ carried out by Eni SpA, the payment of dividends by Snam Rete Gas SpA (euro 1,171 million of which euro 976 million was paid as an extraordinary dividend) and other consolidated subsidiaries (euro 9 million) and the buy-back program (euro 1,034 million).

In 2004, dividends paid and changes in minority interest and reserves (euro 3,175 million) related mainly to the payment of dividends for fiscal year 2003 by Eni SpA for a total amount of euro 2,828 million¹⁴ and other consolidated subsidiaries (euro 248 million).

Financial Condition

Eni evaluates its financial condition by reference to "net borrowings", which is a non-GAAP financial measure. Eni calculates net borrowings as total finance debt (short-term and long-term debt) derived from its Consolidated Financial Statements prepared in accordance with IFRS less: cash, cash equivalents and certain very liquid investments not related to operations including, among others, non-operating financing receivables and securities not related to operations. Non-operating financing receivables consists of amounts due to Eni's financing subsidiaries from banks and other financing institutions and amounts due to other subsidiaries from banks for investing purposes and deposits in escrow. Securities not related to operations consist primarily of government and corporate securities.

Management believes that net borrowings is a useful measure of Eni's financial condition as it provides an indication of the soundness of Eni's capital structure and of how Eni's operating assets are financed. In addition, management utilizes the ratio of net borrowings to total shareholders' equity including minority interest (leverage) to evaluate Eni's financial structure, to analyze whether the ratio between finance debt and shareholders' equity is well balanced according to industry standards and to track management's short-term and medium-term targets. Management constantly monitors trends in net borrowings and trends in leverage in order to optimize the use of internally-generated funds vs. funds from third parties. The measure calculated in accordance with IFRS that is most directly comparable to net borrowings is total debt (short-term and long-term debt). The most directly comparable measure, derived from IFRS reported amounts, to leverage is the ratio of total debt to shareholders' equity (including minority interest). Eni's presentation and calculation of net borrowings and leverage may not be comparable to that of other companies.

The tables below set forth the calculations of net borrowings and leverage for the periods indicated and their reconciliation to the most directly comparable GAAP measure.

	Year ended December 31,					
	2004			2005		
	Short-term	Long-term	Total	Short-term	Long-term	Total
	(million euro)					
Total debt (short-term and long-term debt)	5,077	7,607	12,684	5,345	7,653	12,998
Cash and cash equivalent	(1,003)		(1,003)	(1,333)		(1,333)
Securities not related to operations	(792)	(1)	(793)	(903)	(28)	(931)
Non operating financing receivables	(11)	(240)	(251)	(12)	(247)	(259)
Other, net	(194)		(194)			
Net Borrowings	3,077	7,366	10,443	3,097	7,378	10,475

	As of December 31,	
	2004	2005
Shareholders' equity including minority interests as per Eni's Consolidated Financial Statements prepared in accordance with IFRS (million euro)	35,540	39,217
<i>Ratio of total debt to total shareholders' equity including minority interests</i>	<i>0.36</i>	<i>0.33</i>

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<i>Less: ratio of cash, cash equivalent and certain liquid investments not related to operations to total shareholders' equity including minority interests</i>	(0.07)	(0.06)
<i>Ratio of net borrowing to total shareholders' equity including minority interests (leverage)</i>	0.29	0.27

In 2005, net borrowings amounted to euro 10,475 million, a euro 32 million increase over 2004. Total debt of euro 12,998 million consisted of euro 5,345 million short-term debt (including the portion of long-term debt due within twelve months equal to euro 733 million) and euro 7,653 million of long-term debt.

Total debt included bonds for euro 5,339 million (including accrued interest and discount). Bonds maturing in the next 18 months amounted to euro 436 million (including accrued interest and discount). Bonds issued in 2005 amounted to euro 441 million (including accrued interest and discount). Total debt was denominated in the following currencies: euro (72%), U.S. dollar (16%), pound sterling (8%) and 4% in other currencies.

In 2004, net borrowings amounted to euro 10,443 million. Total debt amounted to euro 12,684 million, of which euro 5,077 million of short-term debt (including the portion of long-term debt due within twelve months for euro 927 million) and euro 7,607 million of long-term debt. Bonds amounted to euro 5,331 million. Total debt was denominated in the following currencies: euro (63%), U.S. dollar (24%), pound sterling (10%) and 3% in other currencies.

Short-term Debt

As of December 31, 2005, short-term debt of euro 4,612 million (excluding the portion of long-term debt due within twelve months) increased by euro 462 million over 2004. The weighted average interest rate of Eni's short-term debt was 2.5% and 2.8% for the years ended December 31, 2004 and 2005, respectively.

As of December 31, 2005, Eni maintained committed and uncommitted unused lines of credit for euro 5,855 and euro 4,783 million, respectively (euro 5,304 million and euro 7,771 million, respectively, at December 31, 2004). These agreements provide for interest charges based on prevailing market conditions. Commission fees on unused lines of credit are not significant.

Long-term Debt

As of December 31, 2005, long-term debt of euro 8,386 million decreased by euro 148 million over 2004.

Eni entered into financing arrangements with the European Investment Bank, relating to bank debt that requires maintenance of certain financial ratios generally based on Eni's Consolidated Financial Statements or of a rating not inferior to A- (S&P) and A3 (Moody's). The amount of this financing arrangement subject to said restrictive covenants was euro 1,104 million and euro 1,258 million, as of December 31, 2004 and 2005, respectively. In 2005, those covenants primarily concern Eni's financing arrangements (euro 1,235 million, as of December 31, 2005, of which euro 110 million as comprised a portion of long-term debt due within twelve months). Eni was in compliance with said covenants. Also Saipem SpA entered into financing arrangements with banks for euro 275 million (euro 300 million as of December 31, 2004), that require maintenance of certain financial ratios generally based on Saipem's consolidated financial condition and results of operations. Saipem was in compliance with said covenants.

As of December 31, 2005, bonds of euro 5,339 million included bonds issued under the Medium Term Notes Program for a total of euro 4,365 million and other bonds for a total of euro 974 million.

As of December 31, 2004 bonds of euro 5,331 million included bonds issued under the Medium Term Notes Program for a total of euro 4,296 million and other bonds for a total of euro 1,039 million.

The weighted average interest rate on Eni's long-term debt (including current maturities) at December 31, 2005 was approximately 4.5% (4.2% at December 31, 2004).

Capital Expenditure by Segment

The table below sets forth a breakdown, by segment, of capital expenditure.

	Year ended December 31,	
	2004	2005
	(million euro)	
Exploration & Production	4,853	4,964
Gas & Power	1,451	1,152
Refining & Marketing	693	656
Petrochemicals	148	112
Oilfield Services Construction and Engineering	186	349
Other activities	49	69
Corporate and financial companies	119	112
Total	7,499	7,414

In 2005, capital expenditure of the Exploration & Production segment amounted to euro 4,964 million, representing an increase of euro 111 million, or 2.3%, from 2004 due primarily to higher unit development costs in connection with a higher rate of development activity for new fields in complex environments and in mature areas, and higher costs of certain productive factors (e.g. tariffs of drilling rigs). Capital expenditure for 2005 concerned mainly development expenditure (euro 3,952 million, compared to euro 4,310 million in 2004) directed mainly outside Italy (euro 3,541 million), in particular in Kazakhstan, Libya, Angola and Egypt. Development expenditure in Italy (euro 411 million) concerned in particular the completion of work for plant and infrastructure in Val d'Agri and sidetrack and infilling actions in mature areas. Exploration expenditure amounted to euro 656 million (euro 499 million in 2004), of which about 96% was directed outside Italy. Outside Italy exploration concerned in particular the following countries: Norway, Egypt, the United States, Brazil and Indonesia. In Italy exploration concerned essentially Northern Italy.

Expenditure for the purchase of proved and unproved property amounted to euro 301 million and concerned the acquisition of: (i) a further 1.85% stake in the Kashagan project for dollar 200 million; (ii) 104 exploration blocks and two fields in pre-development phase in Northern Alaska; (iii) a 40% stake in the OML 120 and OML 121 concessions under development in the Nigerian offshore; and (iv) a 50% interest in WA-313-P and a 53.8% interest in WA-280-P permits in Australia. Capital expenditure for capital goods amounted to euro 55 million.

In 2004, capital expenditure in the Exploration & Production segment amounted to euro 4,853 million and largely concerned development expenditure mainly directed outside Italy (euro 3,991 million): in particular in Libya (the Wafa and Bahr Essalam project), Iran (the South Pars project, phases 4 and 5), Angola (fields in Block 15), Kazakhstan, Egypt, Nigeria and Norway. Development expenditure in Italy (euro 378 million) concerned in particular the continuation of the drilling program and work for plant and infrastructure in Val d'Agri and sidetrack and infilling activities in mature areas. About 90% of exploration expenditure (euro 499 million) was directed outside Italy. Outside Italy exploration concerned in particular the following countries: Egypt, the United States, Nigeria, Norway, Indonesia and Kazakhstan. In Italy exploration was focused onshore in Sicily and Central Italy. A further euro 17 million (Eni's share) was expensed by affiliates for exploration projects in Saudi Arabia, Russia and Spain.

In 2005, capital expenditure in the Gas & Power segment totalled euro 1,152 million and related in particular to: (i) development and improvement of Eni's transmission network in Italy (euro 643 million); (ii) the continuation of the construction of combined cycle power plants (euro 239 million); (iii) development and improvement of Eni's distribution network in Italy (euro 182 million); and (iv) development of Eni's transport network outside Italy (euro 48 million). As compared to 2004, capital expenditure declined by euro 299 million, down 20.6%, due essentially to the completion of the Greenstream gasline in 2004 and of the power generation development plan.

In 2004, capital expenditure in the Gas & Power segment totalled euro 1,451 million and related mainly to: (i) development and improvement of Eni's natural gas transportation network in Italy (euro 553 million); (ii) the continuation of the construction of combined cycle power plants (euro 451 million) in particular at Brindisi, Ferrara, Ferrera Erbognone, Mantova and Ravenna; (iii) development and improvement of Eni's natural gas distribution network in Italy (euro 168 million); and (iv) the completion of the Greenstream gasline (euro 159 million) that started operations in October 2004.

In 2005, capital expenditure in the Refining & Marketing segment amounted to euro 656 million and concerned: (i) refining and logistics (euro 349 million), in particular plant efficiency and flexibility improvement actions including the completion of the tar gasification plant at the Sannazzaro refinery; (ii) the upgrade of the distribution network and the construction of new service stations in Italy (euro 154 million); and (iii) the upgrade of the distribution network and to a lesser extent the purchase of service stations in the rest of Europe (euro 71 million). As compared to 2004, capital expenditure declined by euro 37 million, or 5.3%, due essentially to the completion of the plant in Sannazzaro.

In 2004, capital expenditure in the Refining & Marketing segment amounted to euro 693 million and concerned essentially: (i) refining and logistics (euro 420 million), in particular the construction of the tar gasification plant at the Sannazzaro refinery, efficiency improvement actions and adjustment of automotive fuel characteristics to new European specifications; (ii) the upgrade of the refined product distribution network in Italy (euro 164 million); and (iii) the upgrade of the refined product distribution network and the purchase of service stations in the rest of Europe (euro 69 million).

In 2005, capital expenditure in the Petrochemicals segment amounted to euro 112 million and concerned in particular actions for extraordinary (euro 37 million) and periodical (euro 27 million) improvement, actions for environmental protection and for complying with safety and environmental regulations (euro 25 million) and improving the efficiency of plants (euro 23 million).

In 2004, capital expenditure in the Petrochemicals segment amounted to euro 148 million, and concerned in particular actions for improving the efficiency of plants (euro 58 million) and actions for environmental protection and for complying with safety and environmental regulations (euro 41 million).

In 2005, capital expenditure in the Oilfield Services, Construction and Engineering segment amounted to euro 349 million, up 87.6% from 2004 and concerned mainly oilfield services and construction (euro 346 million), in particular: (i) improvement and upgrade of equipment; (ii) vessels and logistical support means for specific contracts, in particular Kashagan; (iii) upgrade of operating structures in Kazakhstan and West Africa; and (iv) the purchase of the Margaux tanker ship and the beginning of its conversion into an FPSO unit that will operate in Brazil on the Golfinho field.

In 2004, capital expenditure in the Oilfield Services, Construction and Engineering segment amounted to euro 186 million and concerned mainly: (i) the construction and upgrade of logistical support means in Kazakhstan, Angola and Nigeria; (ii) the completion of interventions on the semi-submersible platforms Scarabeo 3 and Scarabeo 4, on the Perro Negro 3 jack-up and on the Castoro 8 pipelaying vessel; and (iii) the purchase of plant and equipment required for the Sakhalin project in Russia.

Recent Developments

The table below sets forth certain indicators of the trading environment for the periods indicated:

	Three months ended March 31,		Two months April-May,	
	2005	2006	2005	2006
Average price of Brent dated crude oil ⁽¹⁾	47.50	61.75	50.19	70.09
Average price in euro of Brent dated crude oil	36.23	51.37	39.15	55.98
Average EUR/USD Exchange rate ⁽²⁾	1.311	1.202	1.282	1.252
Average European refining margin ⁽³⁾	4.26	2.95	6.92	5.11
EURIBOR three month euro rate %	2.1	2.6	2.1	2.8

(1) In U.S. dollars per barrel. Source: Platt's Oilgram.

(2) Source: European Central Bank.

(3) In U.S. dollars per barrel. FOB Mediterranean Brent dated crude oil. Source: Eni calculations based on Platt's Oilgram data.

Eni's results of operations for the first quarter 2006

Net profit for the first quarter of 2006 increased by 21.6% over the first quarter of 2005, reflecting higher operating profit (up 25.7%), partially offset by a higher Group effective tax rate, up 4.1% (from 42.6 to 46.7%). The increase in the effective tax rate was due principally to a higher share of profit before income taxes earned by subsidiaries in the Exploration & Production division operating in countries where the statutory tax rate is higher than the average tax rate for the Group.

Eni's results benefited from a favorable trading environment with a higher Brent crude oil price (up 30%) and a depreciation of the euro versus the dollar (down 8.3%). These positive factors were partially offset by declining refining margins (down 30.8%), lower petrochemical products margins and declining selling margins on natural gas as a consequence of the new regulatory regime established by the Italian Authority for Electricity and Gas. In the subsequent months of April and May, the trend in the euro versus U.S. dollar exchange rate reversed with the euro appreciating considerably versus the dollar. Should this trend of appreciation continue for the rest of the year, Eni's results of operation will be adversely impacted as compared to the first quarter of 2006.

The increase in Eni's operating profit for the first quarter 2006 was largely attributable to Exploration & Production division (up 67.6%) due to higher oil prices (oil up 33.4% in dollars, natural gas up 24.4% in dollars) combined with increased production volumes sold (up 7.8%), and to the favorable impact of the depreciation of the euro versus the U.S. dollar, offset in part by higher operating costs and amortization charges.

These increases were partly offset by lower operating profit in:

the Gas & Power division (down 23%) due primarily to a decrease in natural gas margins as a consequence of the new regulatory regime established by the Italian Authority for Electricity and Gas with Decision No. 248/2004 affecting natural gas prices to residential customers and wholesalers combined with higher purchasing costs. See "Item 4 Regulation Gas & Power Natural gas prices". On the positive side, sales of natural gas were up 1.87 BCM, or 7.2%, and electricity production sold was up 1.44 terawatt-hours, or 28.9%. Transported natural gas

volumes outside Italy were also higher reflecting the coming-on-line of volumes transported through the Greenstream pipeline from Libya; the Petrochemical division (down 75.3%) affected by the significantly higher cost of oil-based feedstocks not completely transferred to selling prices; and the Refining & Marketing division (down 67%) due primarily to declining refining margins (margins on Brent were down 1.31 dollars/barrel, or 30.8%), the effect of longer maintenance outages of refineries and higher environmental provisions (euro 21 million). These factors were offset in part by the impact of the appreciation of the dollar over the euro.

Eni's net sales from operations (revenues) for the first quarter of 2006 increase by 35.2% from the first quarter of 2005, primarily reflecting higher realized prices and higher sales volumes in virtually all of Eni's operating segments. Also contributing was the favorable impact of the depreciation of the euro versus the dollar.

The appreciation of the euro over other currencies, in particular the U.S. dollar (at March 31, 2006 the EUR/USD exchange rate was up 2.5% over December 31, 2005) resulted in decrease in the book value of net capital employed, in net equity and in net borrowings at 2005 year end.

Net borrowings at March 31, 2006 declined by 39.9% from December 31, 2005, due to cash inflow provided by operating activities, and was also influenced by seasonality factors, cash from asset divestments and currency translation effects. These inflows were offset in part by financial requirements for capital expenditure and investments and the repurchase of own shares.

In the first quarter of 2006 hydrocarbon production increased by approximately 7% as compared to the first quarter of 2005. This increase was driven by organic growth in Libya, Angola and Egypt. Production for the quarter was adversely impacted by: (i) an estimated 29 KBOE/d reduction due to lower entitlements in certain PSAs and buy-back contracts; (ii) field declines in mature areas, mainly in natural gas production in Italy; and (iii) residual hurricane impacts on production in the Gulf of Mexico and outages and disruptions in Nigeria due to social unrest.

Natural gas sales (included gas consumed by Eni and Eni's share of sales of its affiliates) increased by 5.8% as compared to the first quarter of 2005. Electricity production sold increased by 28.98% as compared to the first quarter of 2005.

Cancellation of the Dación oil field contract on part of the Venezuelan State Oil Company

With effective date April 1, 2006, the Venezuelan State oil company Petróleos de Venezuela SA (PDVSA) unilaterally terminated the service contract governing activities at the Dación oil field where Eni acted as a contractor, holding a 100% working interest. As a consequence, starting on the same day, operations at the Dación oil field are conducted by PDVSA which replaced Eni Dación BV, Eni's wholly-owned subsidiary that had been operating the field until that date.

Eni believes that it is entitled to a market value compensation for the expropriation of the Dación field. On these basis, Eni is available to reach an agreement with the Venezuelan authorities. In case an amicable settlement is not possible, Eni will take any other action in order to protect its interest in Venezuela. Based on internal and external independent evaluation, Eni is confident that a fair market compensation will not be lower than the book value of the Dación related assets. Accordingly, management decided not to impair the book value of Eni's Dación assets. In 2005 and in the first quarter 2006, the Dación field production rate was about 60 KBBL/d. Management expects Eni's proved reserves of hydrocarbons to be reduced by an amount of approximately 175 mmBBL corresponding to Eni's net proved reserves of the Dación field as of December 31, 2005 as a consequence of the loss of Eni's title to the field.

Management Expectations of Operations

The following are the forecasts for Eni's key production and sales metrics in 2006:

production of liquids and natural gas is expected to increase from the 1,693 KBOE/d level of 2005. Management plans to increase production mainly in Libya, Angola and Egypt due to full production from fields that commenced production in the second half of 2005. These increases will be partly offset by natural field declines, residual hurricane impacts on production in the Gulf of Mexico and outages and disruptions in Nigeria due to social unrest and the impact of the unilateral cancellation by the Venezuelan national oil company PDVSA of the service contract for the Dación oil field effective from April 1, 2006. Despite the adverse impact of the unforeseen events in Venezuela and Nigeria, production growth rate for the year is expected to be 3% assuming an average Brent crude oil price of 54.5 dollars per barrel in 2006. Management believes this growth rate to be consistent with Eni's planned average growth rate of 4% for its oil and natural gas production in the four year period 2006-2009; sales volumes of natural gas are expected to increase by approximately 2% from the 91.15 BCM level of 2005. Management plans to increase natural gas sales volumes mainly in Turkey, Germany and Spain; sold production of electricity is expected to increase by approximately 15% from the 22.77 terawatthours level of 2005. Management plans to increase sold production of electricity thanks to the ramp-up of new production capacity at the Brindisi and Mantova sites; lower production is expected at the Ravenna and Ferrera Erbognone plants due to planned maintenance; refining throughputs on Eni's account are expected to decline slightly from 2005, due mainly to planned maintenance at the Sannazzaro, Livorno and Taranto refineries. Otherwise Eni's refineries are expected to run at full capacity; and retail sales of refined products on the Agip branded network in Italy are expected to remain stable at 8.8 million tonnes; according to management's plans the impact of the expected decline in domestic consumption is projected to be offset by a higher network performance. In the rest of Europe management plans to increase sales from the 3.7 million tonnes level of 2005 despite the expected stagnation in consumption; in particular higher sales are expected in Spain, France and Central Eastern Europe also due to the construction/acquisition of service stations. In 2006, capital expenditure is expected to amount to euro 9.7 billion, representing a 31% increase from 2005. Approximately 91% of capital expenditure is planned in Eni's Exploration & Production, Gas & Power and Refining & Marketing business segments; the main increases are expected in exploration projects, the development of oil and natural gas reserves, upgrading of natural gas transport and import infrastructure and upgrading of refineries.

Overall, in the next four year period management plans to invest approximately euro 35.2 billion in new capital expenditure; approximately 69%, 12% and 10% of this new capital expenditure is planned to be made in the Exploration & Production, Gas & Power and Refining & Marketing segments, respectively. Key planned projects are as follows: (i) development of reserves of hydrocarbons in Kazakhstan, Angola, Nigeria, Libya, Italy and Egypt; (ii) exploration in selected areas; (iii) increase of Eni's import capacity of natural gas from Algeria and Russia and upgrading of the Italian natural gas transport and distribution networks; (iv) interventions aimed at upgrading primary distillation capacity and conversion capacity and the degree of flexibility of Eni's refining system; and (v) upgrading and development of Eni's Italian and European networks of service stations for the marketing of petroleum products.

In order to evaluate the profitability of individual capital expenditure projects, management uses a long-term reference oil price of 30 dollars per barrel. The internal rate of return of each project is compared to the relevant hurdle rate, differentiated by business segment and country of operation. These hurdle rates are calculated taking into account: (i) Eni's weighted average cost of capital which is differentiated for each business segment; (ii) a country risk premium which reflects the riskiness of each country of operation in terms of macroeconomic, business and social current conditions and outlook; and (iii) a premium for the business risk.

In the next four year period management plans to pay dividends in line with the euro 1.1 dividend per share paid to shareholders for fiscal year 2005, of which euro 0.45 per share was paid in October 2005 as an interim dividend with the balance be paid late in June 2006. Total cash outlay is expected at euro 4.1 billion (including the euro 1.7 billion already paid in October 2005). See "Item 8 Dividend Policy" for more details on Eni's dividend policy and the uncertainties and constraints to which it is subject.

Management plans to cover financial requirements for capital expenditure and dividends by means of net cash provided by operating activities. Management expects crude oil prices to remain high and volatile in the next two years assuming a level of 54.5 and 45 dollars per barrel for 2006 and 2007, respectively; then in following years management expects crude oil prices to stabilize until settling on the long term level of 30 dollars per barrel. Management's planned target of an oil and natural gas production level of 2 mmBOE/d in 2009, implying an average growth rate of 4% in the 2006-2009 four year period, assumed a Brent crude oil price of \$32 per barrel in 2009, under which management has used to estimate entitlements to production in certain PSAs and buy-back contracts. In the 2006-2009 four year period management expects an exchange rate of approximately 1.30 U.S. dollars per euro.

Management expects to maintain a stable financial structure. See the paragraph "Financial condition" above, for a discussion of how Eni's management assess Eni's financial structure.

Discussion of certain business trends expected for 2006 and beyond

Decision No. 248/2004 the Authority for Electricity and Gas established, among other things: (i) that an increase in the international price of Brent crude oil may only be partially transferred on to residential and commercial users of natural gas in case international prices of Brent crude oil exceed the 35 dollars per barrel threshold; and (ii) that Italian natural gas importers including Eni must renegotiate supply contracts to wholesalers in order to take account of the reduction of the price of natural gas sold to residential and commercial users. A proceeding has commenced between the Authority for Electricity and Gas and Eni, which appealed this decision to an administrative court. Management believes a negative outcome of this matter to be likely. Accordingly, in 2006, management expects Eni's natural gas selling margins to be adversely impacted by a material amount in light of the high Brent crude oil prices.

In addition, Eni is experiencing some pricing pressure in its core natural gas business in Italy as a consequence of increasing competition and the need to comply with the mandatory ceilings provided for by the Italian regulatory system by selling natural gas volumes available under take-or-pay purchase contracts to certain Italian natural gas importers who resell those volumes on the Italian natural gas market (see "Item 4 Regulation of the Italian Natural Gas Market" and "Item 3 Risk Factors").

However, management expects declining natural gas selling margins to be offset almost completely by the planned growth in natural gas sales in European markets and in supplies for the production of electricity, cost savings deriving from planned efficiency improvement actions and higher volumes of natural gas transport outside Italy.

In the medium term, taking into account the mandatory ceilings provided for by the Italian regulatory system for natural gas operators and the possibility of further regulatory constraints, developments in the supply and demand of natural gas in Italy could pose some risks to Eni's ability to fulfill its contractual obligations under take-or-pay contracts for the purchase of natural gas. In addition, management expects natural gas sales in Italy to decline from the 58 BCM level of 2005 due to increased competition. Management plans to manage Eni's growing portion of natural gas purchased under take-or-pay contracts which cannot be sold in Italy and to compensate for the expected decline in natural gas sales in Italy by means of: (i) a better commercial offer based on the integration of Eni marketing policy in natural gas and electricity generation businesses, aiming at customer satisfaction; (ii) increasing sales in European natural gas markets where Eni's presence is established, as a result of supply contracts already signed, expected demand growth and marketing efforts directed to expand Eni's market shares in relevant areas; (iii) developing Eni's presence in recently entered markets; (iv) exploiting the growing importance of natural gas spot markets (the so called continental hubs for natural gas); and (v) developing the business of LNG.

For a discussion of certain risks relating to the impact of the evolution of Italian regulation of the natural gas sector on Eni's take-or-pay contracts see "Item 3 Risk Factors Liberalization of the Italian Natural Gas Market".

In 2006, management expects the Group effective tax rate to increase from the 46.8% level recorded in 2005. The expected increase in the Group effective tax rate will be driven principally by the increasing share of profit before income taxes which is expected to be earned by subsidiaries in the Exploration & Production division operating in countries where the statutory tax rate is higher than the average tax rate for the Group. In addition, a further rise in Eni's Group effective tax rate is likely in light of a proposed fiscal reform impacting profits of corporations in the United Kingdom. See "Item 4 Exploration & Production North Sea".

The expectations described above are subject to risks, uncertainties and assumptions associated with the oil and gas industry, and economic, monetary and political developments in Italy and globally that are difficult to predict. There are a number of factors that could cause actual results and developments to differ materially, including, but not limited to, crude oil and natural gas prices; demand for oil and gas in Italy and other markets; developments in electricity generation; price fluctuations; drilling and production results; refining margins and marketing margins; currency exchange rates; general economic conditions; political and economic policies and climates in countries and regions where Eni operates; regulatory developments; the risk of doing business in developing countries; governmental approvals; global political events and actions, including war, terrorism and sanctions; project delays; material differences from reserves estimates; inability to find and develop reserves; technological development; technical difficulties; market competition; the actions of field partners, including the inability of joint venture partners to fund their share of operating or developments activities; industrial actions by workers; environmental risks, including adverse weather and natural disasters; and other changes to business conditions.

Off-Balance Sheet Arrangements

Eni has entered into certain off-balance sheet arrangements, including guarantees, commitments and risks, as described in Note 24 to the Consolidated Financial Statements. Eni's principal financial obligations, including commitments under take-or-pay or ship-or-pay clauses, are described under "Contractual Obligations" below. See the Glossary for a definition of take-or-pay or ship-or-pay clauses.

Off-balance sheet arrangements comprise those arrangements that may potentially impact Eni's liquidity, capital resources and results of operations, even though such arrangements are not recorded as liabilities under generally accepted accounting principles. Although off-balance sheet arrangements serve a variety of Eni's business purposes, Eni is not dependent on these arrangements to maintain its liquidity and capital resources; nor is management aware of any circumstances that are reasonably likely to cause the off-balance sheet arrangements to have a material adverse effect on the company's financial condition, results of operations, liquidity or capital resources.

Eni has provided various forms of guarantees on behalf of unconsolidated subsidiaries and affiliated companies, mainly relating to guarantees for loans, lines of credit and performance under contracts. In addition, Eni has provided guarantees on the behalf of consolidated companies, primarily relating to performance under contracts. These arrangements are described in Note 24 to the Consolidated Financial Statements.

Contractual Obligations

The following table summarizes the principal financial obligations which are described in Item 18 Financial Statements Note 14, 18 and 24.

	Total	2006	2007	2008	2009	2010	Thereafter
	(million euro)						
Long-term Debt	8,386	733	1,339	661	524	1,370	3,759

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Short-term Debt	4,612	4,612					
Sub total	12,998	5,345	1,339	661	524	1,370	3,759
Operating leases relating to real estate rental in Italy	663	89	91	88	83	70	242
Other Commitments (off balance sheet):							
Take-or-pay	119,444	11,527	10,970	9,559	8,620	7,697	71,071
Ship-or-pay	6,094	338	361	372	373	374	4,276
Others	296	116	13	13	13	13	128
<i>of which:</i>							
- Purchase of investments	103	103					
- Memorandum of intent relating Val d Agri	193	13	13	13	13	13	128

"Other commitments" relating to natural gas take-or-pay and ship-or-pay contracts were calculated by applying the forecasted prices of energy or services included in the long and medium term market scenarios used by Eni for planning purposes to minimum take and minimum ship quantities. Management expects amounts due under Eni take-or-pay and ship-or-pay contractual obligations in years subsequent to year 2010 will be roughly in line with the average amounts expected to be paid in the 2006-2010 period. See "Item 4 Gas & Power Natural Gas Purchases" and "Item 3 Risk Factors Liberalization of the Italian Natural Gas Market" for a discussion of the nature and importance of Eni's take-or-pay contracts and the related risks from the evolving regulatory environment that could negatively impact Eni's results.

Liquidity Risk

Eni's financial operations are managed according to a centralized model where financial subsidiaries have specific roles and assignments. Eni's Treasury Department coordinates and controls all activities, defines objectives and constraints in terms of financial structure, programs and risk management.

Liquidity risk is the risk that suitable sources of funding for the Group's business activities may not be available. The Group has access to a wide range of funding at competitive rates through the capital markets and banks. The Group believes it has access to sufficient funding and has also both committed and uncommitted borrowing facilities to meet currently foreseeable borrowing requirements.

Working Capital

Management believes that, taking into account unutilized market facilities, Eni has sufficient working capital for its foreseeable requirements.

Credit Risk

Credit risk is the potential exposure of the Group to loss in the event of non-performance by a counterparty. The credit risk arising from the Group's normal commercial operations is controlled by individual operating units within Group-approved guidelines. Eni's financial companies follow guidelines approved by Eni's treasury department on the choice of highly credit-rated counterparties in their use of financial and commodity instruments, including derivatives. Eni has not experienced material nonperformance by any counterparty. As of December 31, 2005, Eni has no significant concentrations of credit risk.

Hedging

The most important currencies for Eni are the euro and the U.S. dollar. See "Item 3 Risk Factors Exchange Rates". Eni's hedging policy is to minimize foreign exchange rate exposure through a policy of matching assets and liabilities where appropriate. Eni also enters into certain derivative financial contracts to hedge existing receivables and

payables, including deposits and borrowings denominated in currencies other than the currency used in the relevant financial statements.

Eni enters into various types of derivative financial contracts (primarily interest rate swaps, forward rate agreements and interest rate collars) to manage its interest rate risk, to lower its funding costs and diversify its sources of funding and to minimize interest rate exposures arising from mismatches between assets and liabilities.

Eni enters into certain derivative financial contracts and commodity hedging contracts for the purpose of reducing its exposure to changes in commodity prices in connection with specific transactions, including, to a limited extent, to mitigate the effects of petroleum price fluctuations. For an in-depth analysis of market risks exposure and policies used by Eni to manage its exposure to market risk see "Item 11 Quantitative and Qualitative Disclosures About Market Risk".

Research and Development

For a description of Eni's research and development operations in 2005, see "Item 4 Research and Development".

Summary of Significant Differences Between Italian GAAP and U.S. GAAP

Eni's Consolidated Financial Statements have been prepared in accordance with IFRS issued by the IASB as adopted by the EU, which differs in certain respects from U.S. GAAP. The significant differences between IFRS and U.S. GAAP, as applied to Eni's Consolidated Financial Statements, are: A) consolidation policy; B) exploration & production activities; C) asset impairment and subsequent asset write-up; D) deferred tax assets and liabilities; E) intangible assets; and F) accounting for inventory evaluation. See Note 33 to the Consolidated Financial Statements for a more detailed discussion of the significant differences between IFRS and U.S. GAAP that affect Eni's Consolidated Financial Statements, and Note 34 to the Consolidated Financial Statements for a reconciliation of net profit and shareholders' equity between IFRS and U.S. GAAP.

Consolidated operating profit under U.S. GAAP was euro 15,528 million and euro 11,739 million in 2005 and 2004, respectively, compared with consolidated operating profit under IFRS of euro 16,827 million and euro 12,399 million for the same years. The significant reconciling items are as follows: (i) Saipem SpA, including its subsidiaries, accounted for under the equity method for U.S. GAAP purposes, but fully consolidated under IFRS; 50-50 owned joint ventures and other entities in which Eni's ownership equals that of other partners are accounted for under the equity method accounting for both IFRS and U.S. GAAP; (ii) the capitalization of certain oil and natural gas exploration and development costs that were fully or differently amortized in the same period under IFRS; and (iii) the impact of the different accounting method for determining the cost of inventory on hand (last-in-first-out method of accounting under U.S. GAAP versus average cost method of accounting under IFRS). See Note 34 to the Consolidated Financial Statements for a breakdown of operating profit by segment under U.S. GAAP for the years 2005 and 2004.

Consolidated net profit under U.S. GAAP was euro 7,583 million and euro 6,401 million in 2005 and 2004, respectively, compared with consolidated net profit under IFRS of euro 8,788 million and euro 7,059 million for the same years. In addition to the effects discussed above, the reconciliation of consolidated net profit to U.S. GAAP was affected in all years presented by the tax effect of reconciling items and the differences in deferred income tax treatment of distributable reserves.

Item 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES**Directors and Senior Management**

The Board of Directors of Eni SpA currently in office consists of nine members. The table below sets forth the names of the nine members of the Board of Directors, their positions, the year when each was initially appointed as a Director and their ages. This Board of Directors was appointed by the Ordinary Shareholders Meeting held on May 27, 2005 for a three year period; it will therefore expire at the date of the General Shareholders Meeting approving Eni's financial statements for the financial year 2007.

Name	Position	Year First Appointed to Board of Directors	Age
Roberto Poli	Chairman	2002	68
Paolo Scaroni	CEO	2005	60
Alberto Clô	Director	1999	59
Renzo Costi	Director	1996	69
Dario Fruscio	Director	2002	69
Marco Pinto	Director	2005	44
Marco Reboa	Director	2005	51
Mario Resca	Director	2002	61
Pierluigi Scibetta	Director	2005	45

While it remains a significant shareholder, the Ministry of Economy and Finance intends to continue to participate in the nomination and election of Eni's Board of Directors in order to protect its investment as a shareholder. During whatever period the Ministry of Economy and Finance remains a majority shareholder, according to Italian law, as confirmed by Decision No. 466/1993 of the Corte Costituzionale (Constitutional Court), the Corte dei conti (Court of Accounts) has the right and duty to exercise a role as financial controller of Eni's operations in order to protect the interest of the State as a shareholder. In order for the Court of Accounts to exercise such control, a representative of the Court of Accounts attends the meetings of the Board of Directors and the Board of Statutory Auditors of Eni without the right to vote and Eni has the obligation to send to the Court of Accounts its financial statements together with the reports of the Board of Directors, the Board of Statutory Auditors and its external auditors. The representative of the Court of Accounts who attends the meetings of the Board of Directors and Board of Statutory Auditors of Eni is Luigi Schiavello (alternate Angelo Antonio Parente).

On the basis of Eni's By-Laws as amended on April 13, 2005, the Minister of Economy and Finance in agreement with the Minister of Productive Activities may appoint another member of the Board of Directors, with no voting rights.

On June 1, 2005, the new Board of Directors delegated to the Chairman, Roberto Poli, powers for researching and promoting integrated projects and strategic international agreements, and appointed Paolo Scaroni Managing Director of the parent company Eni SpA and CEO of Eni Group, confirming the powers already delegated to the previous CEO.

On December 14, 2005, the Board of Directors of Eni appointed Domenico Dispenza as General Manager of the Gas & Power Division with those powers as defined by the Board from January 1, 2006. Mr. Dispenza may be removed by the Board of Directors of Eni without cause. Mr. Dispenza replaced Mr. Sgubini, who reached the mandatory

retirement age.

The table below sets forth Eni SpA's, General Manager, the executive officers and the General Managers of Eni's three divisions, their positions within Eni, the year they were appointed to such positions, their total years of service at Eni and their ages. The executive officers of Eni are appointed by the CEO of Eni and may be removed without cause.

Name	Management Position	Year First Appointed to Current Position	Total Number of Year of Service at Eni	Age
Paolo Scaroni	General Manager of Eni	2005	1	60
Stefano Cao	General Manager for the Exploration & Production Division	2000	30	55
Domenico Dispenza	General Manager for the Gas & Power Division	2005	32	60
Angelo Taraborrelli	General Manager for the Refining & Marketing Division	2004	33	58
Marco Mangiagalli	Chief Financial Officer	2006	27	56
Massimo Mantovani	The Group Senior Vice President for Legal Affairs	2006	13	43
Stefano Lucchini	The Group Senior Vice President for Public Affairs and Communication	2005	1	44
Leonardo Maugeri	The Group Senior Vice President for Strategies and International Relations	2000	11	41
Amedeo Santucci	The Group Senior Vice President for Supply Operations	2005	26	61
Salvatore Sardo	The Group Senior Vice President for Human Resources	2005	1	54
Roberto Ulissi	The Group Senior Vice President for Corporate Affairs and Governance	2006	0	44

The biographies of Eni's directors and executive officers are set out below.

Roberto Poli was appointed Chairman of Eni SpA on May 30, 2002. He is Chairman of the Board of Directors of Polie Associati SpA, a major consulting firm in the area of corporate finance, business mergers and acquisitions and business restructuring. From 1966 to 1998 he was Professor of Business Finance at the Università Cattolica of Milan. He is a Member of the Board of Directors of Fininvest SpA, Mondadori SpA, Merloni Termosanitari SpA and G.D. SpA and general partner of Brafina S.A.P.A. He has been Chairman of Rizzoli-Corriere della Sera SpA and Publitalia SpA.

Paolo Scaroni graduated from the Università Bocconi in Milan and obtained a masters degree in business administration from Columbia University in New York. After working as consultant with McKinsey, in 1973 he joined the Saint Gobain Group, where he held various managing positions in Italy and outside Italy, until in 1976 he was appointed general manager of the "Vetro piano" division in Paris with the responsibility of managing all of Saint Gobain's international activities. From 1985 to 1996 worked with Techint where he was appointed vice-president and managing director, following the privatization of SIV, Italmimpianti and Dalmine. He joined Pilkington in 1996 and until 2002 was managing director of the group's head company in Great Britain. From 2002 to 2005 he was managing director and general manager of Enel. At present, Mr. Scaroni is a director of "Il Sole 24 Ore" and Marzotto, a member of the managing committee of Confindustria and chairman of Unindustria Venezia in Italy, while outside Italy is chairman of the Board of Directors of Alliance UniChem, a member of the Supervisory Board of ABN AMRO, and a member of the Board of Columbia University's Business School.

Alberto Clò is a professor of Industrial Economy at the University of Bologna and was Minister of Industry and Minister of Foreign Trade ad interim in 1995 and 1996. During the Italian presidency of the European Union he was chairman of the Council of Ministers of Industry and Energy of the European Union. In 1996 he was awarded the title of Cavaliere di Gran Croce al Merito of the Republic of Italy. He is a Member of the Board of Directors of ASM Brescia SpA, De Longhi SpA, Italcementi SpA and Società Autostrade SpA. He is also President of the Scientific Committee of Eni Corporate University.

Renzo Costi is an attorney and consultant. He served as a magistrate from 1964 to 1968 and is currently professor of commercial law at the University of Bologna. He was founder, and currently is co-director, of the magazines "Giurisprudenza Commerciale", "Banca Impresa e Società" and "Banca, Borsa e titoli di credito". He is a member of the Board of Directors of Editrice Il Mulino SpA.

Dario Fruscio is a chartered accountant, public auditor and consultant; he is currently Professor of Economy and Management at the University of Pavia and taught at the Accademia Nazionale della Guardia di Finanza of Bergamo. He is Chairman of Italia Turismo SpA and a member of the Board of Sviluppo Italia SpA.

Marco Pinto is a magistrate and notary and has previously held various positions at Regional Administrative Courts and the Council of State. He is a professor and dean of the department for economic sciences at the Scuola Superiore dell'economia e delle finanze. Since 1994 he has been a legal counsel and head of the legislative office of the Ministry of Economy and Finance. From December 2004 to April 2005 he was head of the technical secretariat of the vice-president of the Council of Ministers.

Marco Reboa is a chartered accountant and auditor. He is a professor at the Libero Istituto Universitario Carlo Cattaneo in Castellanza and author of essays on corporate governance, economic evaluation and financial statements. He is a member of the Board of Directors of Seat PG SpA, Interpump SpA, IMMSI SpA and Intesa Private Banking. He is a statutory auditor of Autogrill SpA and Galbani SpA.

Mario Resca is Chairman and Managing Director of McDonald's Italia SpA and Chairman of Italia Zuccheri SpA (formerly Eridania SpA), of the American Chamber of Commerce in Italy and of Confimprese, National Board member of U.P.A. (Union of Associated Advertising Operators), and Director of Mondadori SpA and a Member of the Board of liquidators of Cirio Del Monte Group under special management. He is also chairman of the RMCH foundation for children. In 2002 was awarded the title of Cavaliere del Lavoro. After working for Chase Manhattan bank, he was appointed director of Biondi Finanziaria (Fiat Group), from 1976 to 1991 was a partner at Egon Zehnder, director of Lancome Italia and a director of certain companies of the RCS-Corriere della Sera Group and Versace Group. He is chairman of Finanziaria Sambonet SpA, Kenwood Italia SpA and a founding member of Eric Salmon and Partners.

Pierluigi Scibetta is a chartered accountant and auditor and has been director and auditor of various companies. In 2003 was appointed director of the Istituto Superiore per la previdenza e la sicurezza sul lavoro and of the Gestore del

Mercato Elettrico SpA. In 2004, he was appointed director of Nucleco SpA. He is a professor of Energy Engineering at the University of Perugia.

Stefano Cao joined the Eni Group as a technical engineer active mainly in offshore construction. He then became general manager, managing director and chairman of Saipem SpA, and is at present General Manager of Eni's Exploration & Production Division.

Domenico Dispenza is an engineer and joined Snam's study department in 1974. He served in various managing positions in Eni group companies engaged in natural gas activities. In 2004 he was elected Chairman of Snam Rete Gas SpA and in 2006 he was appointed General Manager of Eni's Gas & Power Division.

Angelo Taraborrelli, graduated in law, joined the Eni group in 1973 as an expert in analysis evaluation and control of investments in the oil market. After the merger of AgipPetroli with Eni he was appointed Deputy Chief Operating Officer of Eni's Refining & Marketing Division for Marketing Operations and on April 14, 2004 he became General Manager of Eni's Refining & Marketing Division replacing Gilberto Callera who retired.

Marco Mangiagalli worked for the Barclays Group and other Italian merchant banks before joining the Eni Group in 1979. He is a member of the Board of Directors of various Eni companies. He is responsible for Eni's administration, financial reporting and accounting, planning and control, and treasury operations.

Stefano Lucchini graduated in economics and joined the study department of Montedison. After a period in the United States, where he was assistant to the Chairman of the Energy and Commerce Commission of the U.S. Congress, he was head of communications at Montedison USA. In 1993 he returned to Italy and was head of the investor relations department for the Ferruzzi and Montedison Group. He was then Director for external relations at Enel and later at Confindustria and Banca Intesa. He joined Eni as Director for communications in 2005. He is also a professor at the High School for Journalism of the Università Cattolica in Milan.

Massimo Mantovani is an attorney at law and worked as a legal counsel for international activities before joining Snam's legal office in 1993. He was responsible for legal affairs at Eni's Gas & Power Division until he was appointed Eni's Senior vice president for legal affairs in 2005, replacing Carlo Grande who retired.

Leonardo Maugeri, after extensive academic experience acquired in Italy and abroad, joined the Eni Group in 1994, holding various positions mainly as counsel for strategic decisions. He is a member of the executive council of Censis and of the Commission on international relations at Confindustria.

Amedeo Santucci, graduated in engineering, joined the Group in 1979 and served various positions in the areas of maintenance and procurement. He was Chairman of Eurosolare.

Salvatore Sardo graduated in economics and started his career as an auditor for Coopers & Lybrand. He later joined Telecom Italia where, after the privatization of the company, he was responsible for administration and control. He was Chairman of Pagine Gialle from 1998 to 2001 and returned to Telecom Italia as manager of the group's real estate and general services. From 2003 he was procurement and security manager at Enel until 2005 when he joined Eni. He replaced Renato Roffi who retired.

Roberto Ulissi is an attorney at law. After some years at the Banca d'Italia as legal counsel he was transferred to the Ministry of Economy and Finance as an expert in legal and banking matters for the privatization of state-owned industrial companies. He then became Director General of the Ministry, head of the banking and financial markets department. He was appointed Senior Vice President for corporate affairs and governance of Eni on May 12, 2006.

Auditors

Statutory Auditors

The Italian legislation requires Italian listed corporations to have a board of statutory auditors composed of independent experts in accounting matters and in matters specified in such corporations' by-laws. Eni SpA's Board of Statutory Auditors is elected by the shareholders meeting, who also appoints the Chairman of the Board. Eni SpA's by-laws currently provide that the Board of Statutory Auditors consists of five effective statutory auditors and two alternate auditors (each of them automatically substitutes an effective auditor who resigns or is otherwise unable to serve as an auditor elected in the same list).

The following table sets forth the names, positions and year of appointment of the members of the Board of Statutory Auditors of Eni who were appointed by the Ordinary Shareholders' Meeting held on May 27, 2005 for a three year period; therefore this Board of Statutory Auditors will expire at the date of the General Shareholders' Meeting approving Eni's financial statements for the financial year 2007. For a description of the duties of the Board of Statutory Auditors see below.

Name	Position	Year First Appointed to Board of Statutory Auditors
Paolo Andrea Colombo	Chairman	2002
Filippo Duodo	Auditor	1998
Edoardo Grisolia	Auditor	2005
Riccardo Perotta	Auditor	1999
Giorgio Silva	Auditor	1999
Francesco Bilotti	Alternate Auditor	2005
Massimo Gentile	Alternate Auditor	2006

External Auditors

As provided for by Italian law, external auditors must be a chartered company and are appointed by the Shareholders Meeting. Eni's external auditors, PricewaterhouseCoopers SpA, were appointed by the Shareholders' Meeting of June 1, 2001 for a three year term ending with the Shareholders' Meeting approving financial statements for 2003. Eni's Shareholders' Meeting of May 28, 2004 confirmed the appointment of PricewaterhouseCoopers SpA for a further three year period ending with the Shareholders' Meeting approving financial statements for 2006.

Board Practices*Appropriate Conduct*

Due to the diverse circumstances in which Eni operates, the Board of Directors has deemed it appropriate to provide a clear definition of the value system that Eni recognizes, accepts and upholds and the responsibilities that Eni assumes within its Group and externally in order to ensure that all Group activities are conducted in compliance with laws, in a context of fair competition, with honesty, integrity, correctness and in good faith, respecting the legitimate interests of shareholders, employees, suppliers, customers, commercial and financial partners and the communities where Eni operates. All those working for Eni, without exception or distinction, are committed to observing these principles within their function and responsibility and to make others observe them. The belief of working for the advantage of Eni cannot be a justification for behaviors contrary to such principles. These values are stated in a "Code of Conduct" whose observance by employees is evaluated by the Board of Directors, based on the annual report of the Guarantor for the Code of Conduct. The Code of Conduct is published on Eni's internet site (www.eni.it).

In its meeting of January 20, 2000, Eni's Board of Directors resolved to adopt the Self-discipline Code of Listed Companies (the "Code") and, pursuant to a thorough review of the matter, underscored how Eni's organizational model is essentially in line with the principles expounded in the Code, as well as with related recommendations issued by Consob.

In accordance with the requirements of Borsa Italiana SpA, in particular the "Guidelines for the preparation of the yearly report on corporate governance" of February 12, 2003, Eni's corporate governance system is described below. In preparing this report account has been taken also of the "Guide to the preparation of the report on corporate governance" published by Assonime and Emittenti Titoli SpA in March 2004.

The Board of Directors: Competencies, Delegate Powers and Composition

Eni's organizational structure follows the traditional model of Italian companies in which management is exclusively entrusted to the Board of Directors, which is the central element of Eni's corporate governance system. Monitoring functions are entrusted to the Board of Statutory Auditors and the audit of the financial statements is entrusted to the external auditors appointed by the Shareholders' Meeting.

The Board of Directors delegated specific powers to the Chairman and Managing Director, who are the representatives of the company in accordance with Article 25 of Eni's by-laws.

In accordance with internationally accepted principles of corporate governance, the Board of Directors established committees with consulting and proposing functions.

Competencies

In its meetings of June 1 and October 11, 2005, in addition to exclusive competencies entrusted to it by Article 2381 of the Civil Code, the Board of Directors has reserved the following tasks:

1. to define corporate governance rules for the Company and Group companies, including the appointment, definition of functions and regulations of Board Committees;
2. to define guidelines for the internal control system, based on indications provided by the relevant Board Committee, and to monitor the effectiveness and modes of managing main corporate risks;
3. to examine and approve the main features of corporate and Group organization, checking the effectiveness of the organization and administration setup prepared by the CEO;

4. to determine on proposal of the CEO strategic guidelines and objectives at the Company and Group level;
5. to examine and approve multi-annual strategic, industrial and financial plans at the Company and Group level;
6. to examine and approve yearly budgets of Divisions, of the Company and the consolidated Group budget;
7. to evaluate and approve quarterly accounts and related disclosures and any other period accounts and related disclosures provided for by the law and to compare quarterly results with planned results;
8. to evaluate the general trends in operations with specific attention to possible conflicts of interest;
9. to examine and approve strategically relevant agreements;
10. to receive from Directors entrusted with specific powers timely reports describing the activities performed under such powers and the most relevant transactions, according to a specific previously agreed definition, and any atypical or unusual relations and transactions with related parties;
11. to receive from Board Committees periodic reports on activities performed, according to previously agreed definitions and timetables;
12. to attribute, modify and revoke powers to Directors, defining their limits and modes of execution, determining the compensation related to such powers, after consultation with the Board of Statutory Auditors. To deliver guidelines to empowered Directors and to recall to itself transactions included in the delegated power;
13. to approve, based on the indications of the relevant Board Committee, the adoption and implementation of share incentive plans and to define the compensation criteria of top managers;
14. to appoint, revoke and delegate powers to general managers, on proposal of the CEO and in agreement with the Chairman;
15. to decide major sale and purchase transactions of the Company and to provide a pre-emptive evaluation of those concerning Group companies, in particular:
 - a) sale and purchase transactions, as well as conferral of real estate, investments, companies of amounts exceeding euro 50 million;
 - b) capital expenditure projects amounting to over euro 100 million, such capital expenditure projects deemed to entail strategic impact and risks for the Group, and any portfolio and exploration initiatives of the Exploration & Production segment in new areas;
 - c) the provision of loans from Eni or its subsidiaries to third parties;
 - d) the provision from Eni of personal and real guarantees to third parties in the interest of Eni or its subsidiaries of amounts exceeding euro 50 million;
 - e) the provision of loans from Eni or its subsidiaries to affiliates, as well as of real and personal guarantees on their bonds of amounts exceeding euro 50 million and, in any case, if the amount is not proportional to the stake held in the affiliate; and
 - f) purchase and sale agreements for goods and services not intended as capital expenditure of amounts exceeding euro 1 billion and of a duration longer than 20 years;
16. to examine and decide any proposal of the CEO concerning voting and appointment of members of the Board of Directors and the Board of Statutory Auditors of major subsidiaries; and
17. to formulate all the proposals of decisions to be presented to the Shareholders Meeting.

In accordance with Article 27 of Eni's by-laws, the Chairman chairs Shareholders Meetings, convenes and chairs Board of Directors meetings and oversees the implementation of decisions made by the Board of Directors.

In accordance with Article 23, paragraph 3 of Eni's by-laws, the Chairman and the CEO report timely to the Board of Statutory Auditors, at least quarterly and at each Board meeting, on activities performed by and major transactions of Eni and its subsidiaries.

In accordance with Article 2391 of the Italian Civil Code, Directors inform other Directors and the Board of Statutory Auditors of any interest they may have, directly or on behalf of third parties, in any transaction of Eni.

Appointment

In accordance with Article 17 of Eni's by-laws, as amended by the Board on April 13, 2005, the Board of Directors is made up of 3 to 9 members. The Shareholders Meeting determines the number of Directors within said limits. As per

Article 6, paragraph 2, letter d) of Eni's by-laws the Minister for Economy and Finance, in agreement with the Minister of Productive Activities, may appoint one member of the Board without voting right in addition to those appointed by the Shareholders' Meeting. The Minister for Economy and Finance chose not to appoint a member at this time.

The appointment of the Board of Directors calls for a list vote. Only shareholders who, alone or with others represent at least 1% of voting shares at an ordinary meeting have the right to present lists for the appointment of directors, as well as the Board of Directors. Each shareholder can present or participate in presenting only one list. Companies controlling a shareholder and joint controlled companies cannot present, nor participate in presenting other lists, meaning by controlled companies the companies described in Article 2359, paragraph 1 of the Civil Code. The lists must be deposited at Eni's headquarters at least ten days before the date set for the Shareholders' Meeting on first call (20 days in case of the Board of Directors presenting a list) and published on national newspapers and must include a resume of each candidate.

On June 1, 2005, Eni's Board of Directors, in accordance with the provisions of the Code, evaluated the statements presented by Board members and established that the Chairman and non executive Board members Alberto Clò, Renzo Costi, Dario Fruscio, Marco Pinto, Marco Reboa, Mario Resca, and Pierluigi Scibetta are independent as they do not have any economic relationship with Eni and Eni Group companies, with the CEO and with the Ministry of Economy and Finance, Eni's major shareholder, such as to bias their autonomous judgment nor are they close relatives of the CEO. Director Marco Pinto is an employee of the Ministry for Economy and Finance. The CEO of Eni is an employee of Eni and holds the position of General Manager of the parent company Eni SpA.

On March 30, 2006, the Board verified that its members were independent on the basis of their own statements and that they possess the honorability required by articles 147 ter and 147 quinquies of Legislative Decree No. 58 of February 24, 1998 and included in Law No. 262 of December 28, 2005 ("law for the protection of savings") and acknowledged that its members continued being independent as verified on June 1, 2005 and possessing the honorability required by Law.

Eni's by-laws were amended by Eni's Extraordinary Shareholders' Meeting held on May 25, 2006 in order to reflect the provisions of Law No. 262/2005. Amendments made on that occasion established that Eni's Board members must have honorability and independence requirements as required by the norms in force for the Statutory Auditors (see below). At least one Board member, if the Board members are no more than five, or at least three Board members if they are more than five, shall meet the independence requirement. The Board of Directors evaluates periodically the independence and the honorability of its members. If these requirements are not met by a Director and, if the minimum number of independent Board members set by these by-laws is not met, the Board of Directors removes a Board member who does not meet the independence requirement and resolves to appoint a substitute Director. At the date of the Meeting, Eni's Board was already compliant with the honorability and independence requirements of its members as prescribed by applicable laws.

In addition Eni's by-laws, as amended on May 25, 2006, established that the General Managers appointed by the Board must possess the same honorability requirements as the members of the Board, in order to make the appointment effective. The General Managers not meeting such requirement shall be removed.

Eni's by-laws do not indicate a specific frequency of meetings. In 2005 the Board of Directors met 21 times (18 in 2004) for an average length of four hours per meeting. The public is informed of: (i) the dates of meetings convened for the approval of interim results; (ii) the dates of general Shareholders' Meetings; and (iii) the dates when the amount of interim dividends and final dividends are announced and related payment dates.

Functioning

The Board of Directors defined the rules for the calling of its meetings; in particular, the Chairman convenes Board meetings, and, in concert with the CEO, defines agenda items. Notice is sent by mail, fax or e-mail within five days of

the meeting's date, at least 24 hours in advance in case of urgency. Eni's by-laws allow meetings to be held by video or teleconference, provided that all participants can be identified and are allowed to participate in real time. The meeting is deemed held in the location where the Chairman and Secretary are present.

Board members receive in advance adequate and thorough information on all issues subject to Board evaluation and resolutions, except for urgent cases and those for which confidentiality is deemed necessary. During meetings directors can meet managers of Eni and its subsidiaries in order to obtain information on the features and the organization of their businesses.

In 2005 on average 88% of Board members participated in Board meetings. On average 85% of independent non executive Board members.

Board Committees

In order to carry out its tasks more effectively, the Board of Directors has instituted three advisory Committees: the Internal Control Committee and Compensation Committee, composed exclusively of independent, non-executive Board members, except for Marco Pinto, a member of both committees, and the International Oil Committee in which the CEO also participates.

In the meeting of June 1, 2005 membership of the Committees was as follows:

Internal Control Committee: Marco Reboa (Chairman), Alberto , Renzo Costi, Marco Pinto and Pierluigi Scibetta.

Compensation Committee: Mario Resca (Chairman), Renzo Costi, Marco Pinto and Pierluigi Scibetta.

International Oil Committee: Alberto Clô (Chairman), Dario Fruscio, Marco Reboa and Paolo Scaroni.

The Code suggests the creation of a "Nominating Committee" in companies with shares held widely by the public, especially when the Board notices that shareholders find it difficult to prepare proposals for appointments. This committee has not been formed in consideration of the shareholding characteristics of Eni and of the fact that Directors are appointed on the basis of candidate lists submitted by shareholders or by the Board of Directors.

Internal Control Committee

The Internal Control Committee, established by the Board of Directors in 1994, holds functions of supervision, counsel and proposal in the area of monitoring general management issues.

In its meeting of June 1, 2005, the Board appointed Marco Reboa as chairman of this Committee.

In its meeting of June 29, 2005 the Board approved its new charter (available on Eni's internet site) in order to modify its role in accordance with the Board's resolution of March 22, 2005 that appointed the Board of Statutory Auditors to perform the functions attributed by the Sarbanes-Oxley Act and SEC rules to audit committees of U.S. issuers, within the limits set by Italian legislation, from June 1, 2005.

In the course of 2005 the Internal Control Committee convened 14 times, with an average participation of 87% of its members, and has accomplished the following: (i) reviewed the audit programs prepared by Eni SpA's and Group companies' internal audit functions and their progress; (ii) reviewed and evaluated results of Eni SpA's and Group companies' internal auditing procedures; (iii) monitored the actions taken and their effects aimed at eliminating the deficiencies identified by audit reports; (iv) examined the results of audit procedures applied to the framework agreement between Eni and Gazprom/Gazexport of June 16, 2005; (v) met with top level representatives of administrative functions in the main subsidiaries, chairmen of boards of statutory auditors and partners responsible for

external audit companies to examine the essential features of 2004 financial statements with specific reference to extraordinary transactions and relations among functions entrusted with controlling functions at Eni SpA and its subsidiaries; (vi) met the partners responsible of Eni's external auditors for an analysis of Eni's 2005 Half Year Report; (vii) examined the conditions necessary to avail itself of the exemption from the Sarbanes-Oxley Act and the relevant regulations concerning the Audit Committee; (viii) reviewed the committee's charter; (ix) examined the report presented by an internal the Watch Structure; (x) examined the reports prepared in accordance with audit document No. 260 concerning the communication of facts and events on auditing activities to those responsible for governance; (xi) monitored the appointment of additional functions to Eni's external auditors and companies belonging to the network of the external auditors, expressing its opinion; (xii) reviewed the situation of appointments conferred in 2004 by Eni and its consolidated subsidiaries and affiliates to external auditors registered with Consob and related subjects; (xiii) reviewed the situation of appointments of external auditors of main group companies, the relevant accounts and the opinions contained in the reports of external auditors of Eni's Italian subsidiaries; (xiv) examined the organizational structure of the internal audit functions with specific focus on operating audits; and (xv) examined the information flows to the Internal Control Committee from the various functions of Eni and its subsidiaries as well as from external auditors.

Compensation Committee

The Compensation Committee, established by the Board of Directors in 1996, is entrusted with advising the Board in relation to the compensation of the Chairman and CEO as well as of the Board Committee members; examining the indications of the CEO and presenting proposals on: (i) equity based incentive plans; (ii) criteria for the compensation of top managers of the Group; and (iii) objectives and results evaluation of performance and incentive plans.

In its meeting of June 29, 2005 the Board approved its new regulation (available on Eni's internet site) and appointed Mario Resca as Chairman.

In 2005, the Compensation Committee met 7 times with an average participation of 96% of its members, and accomplished the following: (i) reviewed the objectives of the 2005 Group Incentive Plan and the performance of 2004; (ii) drafted a proposal to be submitted to the Board of Directors for determining the variable part of the remuneration of the Chairman and CEO based on 2004 performance; (iii) drafted a proposal based on which the Board of Directors requested the Shareholders' Meeting to authorize it to use treasury shares for servicing stock option and stock grant plans for 2005 (see "Stock compensation" above); (iv) drafted a proposal submitted to the Board of Directors concerning compensation related to the termination of employment of Eni's former Managing Director Vittorio Mincato; (v) examined the compensation to be paid to Eni's new CEO Paolo Scaroni, employed by Eni with the function of General Manager, in order to draft a proposal to submit to the Board of Directors; and (vi) examined the benchmarks for top management remuneration and reviewed the criteria of the remuneration policy for Group managers, as well as the stock option and stock grant plans in order to draft a proposal to submit to the Board of Directors.

International Oil Committee

The International Oil Committee established by the Board of Directors in 2002, is entrusted with the monitoring of trends in oil markets and the study of their aspects.

In its meeting of June 1, 2005, the Board approved its new regulation (available on Eni's internet site) and appointed Alberto Clò as Chairman of the Committee.

In 2005 the International Oil Committee met 3 times with a 100% participation of its members. The meetings concerned: (i) a plan of activities aimed at analyzing the trends of the oil and gas industry; (ii) an in-depth analysis of China in terms of market prospects and effects on competition in the oil industry; and (iii) an analysis of the structure and dynamics of oil and gas markets on which to base the energy scenarios for Eni's strategic plan.

Board of Statutory Auditors

The Board of Statutory Auditors, in accordance with Article 149 of Legislative Decree No. 58/1998, monitors: (i) the respect of laws and of Eni's memorandum of association; (ii) the respect of the principles of proper administration; (iii) the adequacy of the Company's organizational structure for the parts concerning administration and accounting, internal controls and administration and accounting systems as well as its reliability in presenting information properly; and (iv) the adequacy of regulations imposed to subsidiaries according to Article 114, paragraph 2 of the mentioned decree. The law on the protection of savings also entrusted the Board of Statutory Auditors with the monitoring of the proper implementation of corporate governance rules envisaged by the codes of conduct published by the Italian stock exchange and the associations the Company belongs to and with which the Company has declared its intention to comply.

The Board of Directors in its meeting of March 22, 2005, in accordance with SEC Rule 10A-(c)(3) for foreign companies listed on the New York Stock Exchange, selected the Board of Statutory Auditors to fulfil the role attributed to the audit committee of a U.S. company under the Sarbanes-Oxley Act and other applicable laws, within the limits set by the Italian legislation from June 1, 2005. On June 15, 2005, the Board of Statutory Auditors approved the regulations for carrying out the functions attributed to the audit committee under U.S. laws. This regulation is published on Eni's internet site. The key functions performed by the Board of Statutory Auditors acting as an audit committee as provided for by SEC rules are as follows:

- evaluating the proposals presented by the external auditors for their appointment and making its recommendation to the Board of Directors about the proposal for the appointment or the retention of the external auditor to be submitted to the Shareholders Meeting;
- performing the activities of oversight of the work of the external auditor engaged for the audit or performing other audit, review or attest services;
- making recommendations to the Board of Directors on the resolution of disagreements between management and the auditor regarding financial reporting;
- approving the procedures for: (a) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;
- approving the procedures for the pre-approval of admissible non-audit services, analytically identified, and examine the information on the execution of the authorized services;
- evaluating any request to have recourse to the external auditor engaged for the audit for admissible non audit services and expresses its opinion to the Board of Directors;
- examining the periodical communications from the external auditor relating to: (a) all critical accounting policies and practices to be used; (b) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management officials of the Company, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the external auditor; and (c) other material written communication between the external auditor and the management;
- examining complaints received by the CEO and the CFO concerning any significant deficiency in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data and any material weakness in internal controls; and
- examining complaints received by the CEO and the CFO concerning any fraud that involves management or other employees who have a significant role in the issuer's internal controls.

The Board can engage external advisors or other experts to the extent it determines necessary to carry out its duties. The Board is provided with the funds it deems necessary for payment of compensation to independent advisors or other experts and of ordinary administrative expenses involved by the execution of the Board's duties.

The Board of Statutory Auditors comprises five auditors and two substitute auditors, appointed by the Shareholders Meeting for a three year term.

On May 27, 2005, Eni's Shareholders Meeting appointed the following statutory auditors for three years and however until the Shareholders Meeting approving financial statements for fiscal year 2007: Paolo Andrea Colombo (Chairman), Filippo Duodo, Edoardo Grisolia, Riccardo Perotta and Giorgio Silva. Francesco Bilotti and Massimo Gentile are alternate auditors. A curriculum of these auditors is published on Eni's internet site. The same Meeting also determined the yearly compensation for the Chairman of the Board of Statutory Auditors and each Auditor amounting to euro 115,000 and euro 80,000, respectively.

Paolo Andrea Colombo, Filippo Duodo, Edoardo Grisolia and Francesco Bilotti were candidates in the list presented by the Ministry of Economy and Finance; Riccardo Perotta, Giorgio Silva and Massimo Gentile were candidates in the list presented by institutional investors coordinated by Fineco Asset Management SpA.

Statutory Auditors are appointed in accordance with Eni's by-laws with a list vote; at least two auditors and one substitute are chosen from minority candidates. Chairman of the Board is the first candidate of the list that received the highest number of votes. Auditors are autonomous and independent even from the shareholders who elected them. The lists of candidates include a resume of each candidate and are deposited at the Company's headquarters at least 10 days before the date of the Shareholders Meeting on first call and are published on national newspapers.

Article 28 of Eni's by-laws, consistent with the provisions contained in the Decree of the Minister of Justice No. 162 of March 30, 2000, states that at least two auditors and one substitute auditor are chosen among chartered auditors and must have performed auditing activities for at least three years and that auditors not meeting these requirements must be chosen among those provided with the level of professionalism described in Decree No. 162/2000. For the purposes of said Decree, the by-laws define as related subjects commercial law, corporate economy and finance, engineering and geology. Eni's auditors are all chartered auditors.

Article 28 of Eni's by-laws also prohibits the appointment as statutory auditor of persons that are statutory auditors or members of the supervisory board or members of the control committee of at least five companies listed in regulated markets that are not subsidiaries of Eni SpA. At least two effective Auditors are empowered to convene the Shareholders Meetings and at least one effective Auditor is empowered to convene the Board meetings.

Statutory auditors receive in advance of meetings of the Board of Directors adequate and thorough information on all issues subject to Board evaluation and resolutions.

Eni's by-laws allow meetings to be held by teleconference.

In 2005 the Board met 22 times with an average participation of 83% of its members.

In 2005, Eni's external auditors met with Eni statutory auditors in order to discuss: (i) critical accounting policies and practices applied for the purpose of a proper representation of Eni's results of operations and financial condition; (ii) alternative accounting treatments provided for by generally accepted accounting principles concerning material items discussed with management, including ramifications of the use of, the impact deriving from the application of said alternative disclosures and treatments and relevant information, as well as the treatments preferred by external auditors; and (iii) the contents of any other material written communication between external auditors, and management.

For a description of the special powers of the State, see "Item 10 Memorandum and Articles of Association Limitations on Voting and Shareholdings Special Powers of the State" below.

Significant differences in corporate governance practices as per Section 303A.11 of the New York Stock Exchange Listed Company Manual

Corporate governance standards followed by Italian listed companies are set forth in the Civil Code and in the Legislative Decree No. 58 of February 24, 1998, "Single text containing the provisions concerning financial intermediation" (Testo unico delle disposizioni in materia di intermediazione finanziaria, the "TUF"), as well as by the Self-discipline Code of listed companies (the "Code") issued by the Committee for corporate governance of listed companies. As discussed below, Italian corporate governance standards differ in certain aspects from NYSE standards.

The civil code and the TUF assign specific binding and irrevocable powers and responsibilities to company's corporate bodies. The Code, based on this regulatory framework, provides recommendations on corporate governance intended to reflect generally accepted best practices. Although these recommendations are not binding, Borsa Italiana SpA requests listed companies to publish an Annual Report on corporate governance which contains, besides a general description of the corporate governance system adopted, also any recommendation that was not followed and the reasons for this choice. Eni adopted the Code.

Eni's organizational structure follows the traditional Italian model of companies which provides for two main separate corporate bodies, the Board of Directors and the Board of Statutory Auditors to whom are respectively entrusted management and monitoring duties. This model differs from the U.S. unitary model which provides for the Board of Directors as the sole corporate body responsible for management and, through an audit committee established within the same Board, for monitoring.

Below is a description of the most significant differences between corporate governance practices followed by U.S. domestic companies under the NYSE standards and those followed by Eni.

INDEPENDENT DIRECTORS

NYSE Standards Under NYSE standards listed U.S. companies' Boards must have a majority of independent directors. A director qualifies as independent when the Board affirmatively determines that such director does not have a material relationship with the listed company (and its subsidiaries), either directly, or indirectly. In particular, a director may not be deemed independent if he/she or an immediate family member has a certain specific relationship with the issuer, its auditors or companies that have material business relationships with the issuer (e.g. he/she is an employee of the issuer or a partner of the auditor). In addition, a director cannot be considered independent in the three year "cooling-off" period following the termination of any relationship that compromised a director's independence.

Eni Standards In Italy, the Code recommends that the Board of Directors includes an adequate number of independent non-executive directors "in the sense that they: a) do not entertain, directly or indirectly or on behalf of third parties, nor have recently entertained business relationships with the company, its subsidiaries, the executive directors or the shareholder or group of shareholders who controls the company of a significance able to influence their autonomous judgement; b) neither own, directly or indirectly or on behalf of third parties, a quantity of shares enabling them to control the company or exercise a considerable influence over it nor participate in shareholders' agreements to control the company; and c) are not immediate family members of executive directors of the company or of persons in the situations referred to in points a) and b)". The independence of directors is periodically reviewed by the Board of Directors taking into account the information provided by the directors themselves. The Code also recommends that to evaluate independence "in the case of earlier business dealings, reference should be made to the previous financial year and for work relationships and functions of executive director, to the three preceding financial years".

The Code provides for a qualitative evaluation, that considers the whole of the relationships held, in order to check as the case may be if the existing relationships between the issuer and the director are such to impair the director's independence.

In 2005, Eni's Board of Directors judged that the Chairman and its non-executive members comply with the independence standards, as provided for by the Code. Director Marco Pinto is an employee of the Ministry of

Economy and Finance.

MEETINGS OF NON EXECUTIVE DIRECTORS

NYSE Standards Non-executive directors, including those who are not independent, must meet at regularly scheduled executive sessions without management. In addition, if the group of non-executive directors includes directors who are not independent, independent directors should meet separately at least once a year.

Eni Standards Neither Eni's non-executive directors nor Eni's independent directors must meet separately, under the Code's corporate governance rules.

AUDIT COMMITTEE

NYSE Standards Listed U.S. companies must have an audit committee that satisfies the requirements of Rule 10A-3 under the Securities Exchange Act of 1934 and that complies with the further provisions of the Sarbanes-Oxley Act and of Section 303A.07 of the NYSE Listed Company Manual.

Eni Standards In its meeting of March 22, 2005, Eni's Board of Directors, making use of the exemption provided by Rule 10A-3 for non-U.S. private issuers, has identified the Board of Statutory Auditors as the body that, starting from June 1, 2005, is performing the functions required by the SEC rules and the Sarbanes-Oxley Act to be performed by the audit committees of non-U.S. companies listed on the NYSE (see paragraph "Board of Statutory Auditors" earlier). Under Section 303A.07 of the NYSE listed Company Manual audit committees of U.S. companies have further functions and responsibilities which are not mandatory for non-U.S. private issuers and which therefore are not included in the list of functions shown in the paragraph referenced above.

NOMINATING/CORPORATE GOVERNANCE COMMITTEE

NYSE standards U.S. listed companies must have a nominating/corporate governance committee (or equivalent body) composed entirely of independent directors that are entrusted, among others, with the responsibility to identify individuals qualified to become board members and to select or recommend director nominees for submission to the Shareholders' Meeting, as well as to develop and recommend to the Board of Directors a set of corporate governance guidelines.

Eni Standards This provision is not applicable to non-U.S. private issuers. The Code allows listed companies to have within the Board of Directors a committee for directors' nominees proposals, above all when the Board of Directors detects difficulties in the shareholders' submission of nominees proposals, as could happen in publicly-owned companies. Eni has not set up a nominating committee, considering the nature of its shareholding as well as the circumstance that, under Eni by-laws, directors are appointed by the Shareholders' Meeting based on lists presented by shareholders or by the Board of Directors.

Compensation

Board members' compensation is determined by the Shareholders' Meeting, while remuneration levels of the Chairman and CEO are determined by the Board of Directors, based on proposals of the Compensation Committee and after consultation with the Board of Statutory Auditors.

Key element of the compensation of the Chairman, the CEO, the other members of the Board and of Eni's three General Managers are outlined as follows.

CHAIRMAN

The compensation of the Chairman of the Board of Directors has been resolved by Eni's Shareholders' Meeting of May 27, 2005 and it includes:

- a) a fee of euro 265,000 and reimbursement of out of pocket expenses; and
- b) a variable amount up to a maximum of euro 80,000 to be paid in accordance with Eni's positioning among the eight largest international oil companies for market capitalization in terms of total return to shareholders in the previous year.

With respect to the powers delegated to the Chairman, the Board of Directors determined further compensation, as follows:

- a) a fee of euro 500,000; and
 - b) a variable amount dependent on reaching the objectives identified by the Board of Directors on proposal of the Compensation Committee. The target level of such variable amount is 50% of the fixed amount under a) above.
- Compensation of the Chairman also includes an insurance against death or permanent inability caused by injury or sickness in the exercise of his duties or under certain other circumstances as stipulated collectively for all managers of Italian companies producing goods and services. In particular, a specific insurance policy has been underwritten which guarantees euro 500,000 to survivors with an annual charge for Eni of euro 8,000.

In 2005 the Chairman received a total compensation amounting to euro 871,000.

CEO

Compensation for Paolo Scaroni has been resolved by the Board of Directors of Eni in connection with his position both as Chief Executive Officer ("CEO") and as General Manager of Eni SpA. He was appointed to both positions on June 1, 2005.

As General Manager of Eni SpA, his terms of employment are regulated by the "Contratto collettivo nazionale di lavoro per i dirigenti di aziende produttrici di beni e servizi" (the Italian national collective contract for managers of manufacturing companies), as well as by any internal agreement stipulated by the representatives of managers and Eni SpA. He may be appointed as board member of Eni's subsidiaries and affiliates; compensation as provided for by Article No. 2389 of the Italian Civil Code deriving from such appointments is to be repaid to Eni as it is included in his remuneration under section a) below.

Compensation includes the following:

- a) a fixed amount of euro 1,430,000, of which a salary of euro 1,000,000 for the services as General Manager and a fee of euro 430,000 for the services as CEO. In 2005, the amount received by Mr. Scaroni was of euro 840,000 relating to the period June 1-December 31;
- b) a variable amount dependent on reaching the objectives identified by the Board of Directors on proposal of the Compensation Committee. The maximum of such variable amount is 100% of the fixed amount under a) above.

This incentive will be paid from 2006 onwards;

- c) yearly assignment of grants to receive Eni stocks for no consideration in the 2006-2008 period, vesting after three years from the assignment, dependent on reaching the objectives identified by the Board of Directors on proposal of the Compensation Committee. The target level of such amount of stock grant is 50% of the fixed amount under a) above. This incentive is effective starting from 2006. For details of Eni stock grant plan, see below;
- d) a yearly assignment of stock options in the 2005-2007 period for a facial value corresponding to 11 times the fixed amounts under section a) above for the 2005-2007 period. Options are assigned at an exercise price corresponding to the market value at the date of assignment (average of the market prices of the preceding month) and can be exercised beginning from three years after the assignment and within the following five years. In 2005, a total of 699,000 options were assigned at an exercise price of euro 22.509. For details of Eni stock option plan, see below;
- e) severance payment as regulated by Italian laws, which consists in yearly accruals to the reserve for employee benefits that will be paid by the company to the employee when employment ceases. Each annual accrual corresponds to the yearly remuneration received as General Manager (fixed and variable amounts and stock grants assigned) divided by 13.5. These amounts are revaluated yearly at a fixed rate of 1.5% plus the 75% of the yearly official consumer price index increase;
- f) as an integration to the severance payment described above, should the employment contract of Mr. Scaroni as General Manager of Eni SpA be terminated upon expiry of the term of his office as CEO or upon earlier termination of such office, he will be entitled to receive a lump sum of euro 7 million, which is also intended as waiver to any obligation related to advance notice of termination. This integration will not be paid if the termination of office meets the requirement of due cause as per Article No. 2119 of the Italian Civil Code, in case of death and in case of resignation from office other than as the result of a reduction in the powers currently attributed to the CEO. Upon termination of employment Eni will also pay an amount corresponding to the social security payments and severance payment accruals as applied to the fixed amount and to 50% of the variable part of the compensation received as CEO. To this end Eni accrues a yearly provision of euro 204,737.93;
- g) competition clause: the CEO agrees not to be engaged, on his own account and directly, in any business that may be in competition with the businesses of Eni, as per its by-laws, in Italy, Europe and North America for a year after termination of office. In consideration for this agreement, Eni will pay a fee corresponding to the yearly fixed amounts under a) section above. As a consequence of any breach of this clause, the CEO would lose the right to such fee or should reimburse any amount already paid, and shall pay to Eni damages in an amount agreed among the parties to correspond to twice such non-competition fee;
- h) the pension scheme corresponds to the scheme applied to Eni managers and provided by INPS (the Italian state social security entity) to all Italian workers. In addition, the CEO is included in an additional pension scheme under the form of an Eni group pension fund agreed collectively by Eni and Eni managers which provides an integration, in the form of a lump sum payment or a perpetuity, to the pension paid by the State. This integration is proportional to contributions to the fund made by both the manager and the Company in equal amounts. The integration is assigned to the manager when eligible for the payment of the pension from the State, provided that a minimum time period has elapsed according to the fund by-laws. An agreement signed on March 20, 2006, established that the Company's and the manager's payment to this Fund amounts to 3.5% of the total salary of the CEO as General Manager (i.e., the aggregate of the fixed amount, the variable amount and the stock grants up to a maximum of euro 200,000);
- i) like all other Eni managers, Mr. Scaroni is entitled to participate in a health insurance Fund financed by Eni managers and Eni which provides reimbursement of certain medical expenses on the basis of rules and parameters as provided for by the Fund's by-laws; and
- j) insurance against death or permanent inability caused by injury or disease in the exercise of his duties or under certain other circumstances as stipulated collectively for all managers of Italian manufacturing companies. In particular a specific insurance policy has been underwritten on behalf of Mr. Scaroni which guarantees euro 7.5 million to survivors in case of death, however determined, with an annual charge for Eni of euro 62,000.

MEMBERS OF THE BOARD OF DIRECTORS

The compensation of members of the Board of Directors has been determined by Eni's Shareholders' Meeting of May

27, 2005 and includes:

- a) a fee of euro 115,000 and reimbursement of out of pocket expenses; and
- b) a variable amount up to a maximum of euro 20,000 to be paid in accordance with Eni's positioning among the eight largest international oil companies for market capitalization in terms of total return to shareholders in the previous year.

GENERAL MANAGERS

The terms of employment of the General Managers of Eni's Divisions are regulated by the "Contratto collettivo nazionale di lavoro per i dirigenti di aziende produttrici di beni e servizi" (the Italian national collective contract for managers of companies producing goods and services), as well as by any internal agreement stipulated by the representatives of managers and Eni SpA. The General Managers of Divisions may be appointed as members of the Board of Directors of Eni subsidiaries and affiliates; compensation deriving from such appointments as provided for by article No. 2389 of the Italian Civil Code is to be repaid to Eni as it is included in their remuneration under section a) below.

Their remuneration includes:

- a) a salary, reviewed on July 1 of each year taking into account the consistency of performance over time as well as certain market benchmarks;
 - b) a yearly cash incentive of up to approximately 60% of the salary dependent upon objectives identified for each business area;
 - c) a yearly assignment of grants to receive Eni stock for no consideration, vesting after three years from the assignment, dependent upon achieving the objectives identified by the Board of Directors based upon the proposal of the Compensation Committee. The target level of such amount of stock grant is 35% of the salary. For details of Eni stock option plan, see below;
 - d) a yearly assignment of stock options in the 2005-2007 period for a facial value corresponding to 2 times the salary. Options are assigned at an exercise price corresponding to the market value at the date of assignment (average of the market prices of the preceding month) and can be exercised beginning three years after the assignment and within the following five years. Options assigned in 2005 had an exercise price of euro 22.509. For details of Eni stock option plan, see below;
 - e) severance payment as regulated by Italian laws, which consists in yearly accruals to the reserve for employee benefit that will be paid by the company to the employee when employment ceases. Each annual accrual corresponds to the yearly remuneration received as general manager divided by 13.5. These amounts are revaluated yearly at the rate of 1.5% plus the 75% of the official yearly consumer price index increase;
 - f) the pension scheme corresponds to the scheme applied to Eni managers and provided by INPS to all Italian workers. In addition, the General Managers are included in the additional pension scheme of Eni managers which provides an integration to the public pension. For further details see section h) of the description of compensation of the CEO;
 - g) like all other Eni managers, they are entitled to participate in a health insurance Fund financed by Eni managers and Eni which provides reimbursement of certain medical expenses on the basis of rules and parameters as provided for by the Fund's by-laws. For further details see section i) of the description of compensation of the CEO; and
 - h) insurance against death or permanent inability caused by injury or disease in the exercise of his duties or under certain other circumstances as stipulated collectively for all managers of Italian manufacturing companies.
- With the exception of the CEO as described above, none of the Directors of Eni has service contracts with the company or any of its subsidiaries providing for benefits upon termination of employment.

Pursuant to Article 78 of Consob Decision No. 11971 of May 14, 1999, compensation of Directors and Statutory Auditors of Eni and general managers of Eni's divisions, who held the position in 2005 including for a fraction of the year, are reported in the table below.

Pursuant to Consob decisions:

"Compensation in respect of positions held at Eni SpA" are set by the Shareholders Meeting and the remuneration of the Chairman and the CEO is determined by the Board of Directors, in agreement with the Board of Statutory Auditors, in accordance with Article 2389, paragraph 3 of the Italian civil code;

"Non cash benefits" refer to all fringe benefits, including insurance policies;

"Bonuses and other incentives" includes the variable part of the Chairman's compensation and the variable part of the salary of the CEO and of the general managers of Eni's divisions; and

"Other compensation" include the salary of the previous and the current managing director and of the general managers of Eni's divisions, in addition to compensations due in respect of positions on the Boards of Statutory Auditors in Eni's subsidiaries. Indemnities paid upon termination are also included.

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The following table contains details of compensation of directors, statutory auditors and general managers.

Name	Position	Term of office	Expiry date of the position ⁽¹⁾	Compensation for service at Eni SpA	Non-cash benefits	Bonuses and other incentives ⁽²⁾	Other compensations	Total
(thousand euro)								
Board of Directors								
Roberto Poli	Chairman	01.01-12.31	05.30.08	831	8	40		879
Vittorio Mincato	CEO	01.01-05.27		230		1,386 ⁽³⁾	9,649 ⁽⁴⁾	11,265
Paolo Scaroni	CEO	06.01-12.31 ⁽⁵⁾	05.30.08	252	62		588	902
Mario Giuseppe Cattaneo	Director	01.01-05.27		57		10		67
Alberto Clò	Director	01.01-12.31	05.30.08	123		10		133
Renzo Costi	Director	01.01-12.31	05.30.08	122		10		132
Dario Fruscio	Director	01.01-12.31	05.30.08	117		10		127
Guglielmo Moscato	Director	01.01-05.27		59		10		69
Mario Resca	Director	01.01-12.31	05.30.08	121		10		131
Marco Pinto	Director	05.28-12.31	05.30.08	68				68
Marco Reboa	Director	05.28-12.31	05.30.08	68				68
Pierluigi Scibetta	Director	05.28-12.31	05.30.08	68				68
Board of Statutory Auditors ⁽⁶⁾								
Andrea Monorchio	Chairman	01.01-05.27		51				51
Paolo Andrea Colombo	Chairman ⁽⁷⁾	01.01-12.31	05.30.08	107			67	174
Luigi Biscozzi	Auditor	01.01-05.27		38			51	89
Filippo Duodo	Auditor	01.01-12.31	05.30.08	91			55	146
Edoardo Grisolia ⁽⁸⁾	Auditor	05.28-12.31	05.30.08	48				48
Riccardo Perotta	Auditor	01.01-12.31	05.30.08	92			59	151
Giorgio Silva	Auditor	05.28-12.31	05.30.08	48			13	61
General Managers								
Stefano Cao	E&P Div.	01.01-12.31				397	797	1,194
Luciano Sgubini	G&P Div.	01.01-12.31				311	2,286 ⁽⁹⁾	2,597
Angelo Taraborrelli	R&M Div.	01.01-12.31				229	566	795
				2,591	70	2,423	14,131	19,215

(1) The term of position ends with the Meeting approving financial statements for the year ending December 31, 2007.

(2) Based on performance achieved in 2004.

(3) Based on performance achieved in 2004 and pro rata performance related to the first five month period of 2005.

(4) In addition to salary also includes indemnities paid upon termination and further compensation determined by the Board of Directors.

(5) Appointed as director on May 28, 2005.

(6) The "Other Compensation" amounts refer to compensation obtained as chairman or as auditor of subsidiaries.

(7) Appointed as Chairman on May 28, 2005. Previously Auditor.

(8) Compensation for the service is paid to the Ministry of Economy and Finance.

(9) In addition to salary also includes indemnities paid upon termination.

For the year ended December 31, 2005, the aggregate compensation paid to or on behalf of the executive officers of Eni SpA was euro 20.06 million. The foregoing amounts include salaries, fees for attending meetings, lump-sum amounts paid in lieu of expense reimbursements, stock options, stock grants, health and pension contributions and amounts accrued to the reserve for employee termination indemnities, which is used to pay severance pay as required by Italian law to employees upon termination of employment. The members of the Board of Directors in their capacity as such are not entitled to receive such severance pay. At December 31, 2005, the total amount accrued to the reserve

for employee termination indemnities with respect to members of the Board of Directors who were also employees of Eni, with respect to three general managers and with respect to the executive officers of Eni SpA was euro 3.36 million.

Stock compensation

Stock grants

With the aim of improving motivation and loyalty of Eni managers through the linking of compensation to the attainment of preset individual and corporate objectives, making management participate in corporate risk and motivating them towards the creation of shareholder value and increasing at the same time their contribution to the management of the Company, beginning in 2003, Eni has offered its own shares purchased under its buy-back program (treasury shares) for no consideration to those managers of Eni SpA and its subsidiaries as defined in Article 2359 of the Civil Code¹⁵ who have achieved corporate and individual objectives.

Assignments vest within 45 days after the end of the third year from the date of the offer.

Under this stock grant plan, on December 31, 2005 a total of 3,127,200 grants were outstanding for the assignment of an equal amount of treasury shares (equal to 0.08% of current capital stock) subdivided as follows: (i) a total of 1,018,400 grants (fair value euro 11.20 per share) related to 2003; (ii) a total of 912,400 grants (fair value euro 14.57 per share) related to 2004; and (iii) a total of 1,196,400 grants (fair value euro 20.08 per share) related to 2005.

Stock options

Eni offers to managers of Eni SpA and its subsidiaries as defined in Article 2359 of the Civil Code¹⁶ who hold positions of significant responsibility for achieving profitability or strategic targets, the opportunity to acquire a shareholding in the Company as an element of remuneration through the assignment of options for the purchase of Eni's treasury shares.

Options provide grantees with the right to purchase Eni shares on a 1 to 1 ratio after three years from the date of the grant and upon a five year vesting period, at a price corresponding to the higher of the arithmetic average of official prices recorded on the Mercato Telematico Azionario in the month preceding the date of the grant and the average cost of the treasury shares as of the day prior to the assignment (strike price). Strike price for the 2005 assignment was euro 22.512 per share.

Grantees are able to make use of an advance from a Group finance company to purchase shares, on condition that at the same time they sign an irrevocable order for selling the shares through the finance company. Proceeds from the sale must then be used to repay the advance.

At December 31, 2005 there were 13,379,600 outstanding options, carrying an average strike price of euro 17.705 per share.

The weighted-average remaining contractual life of options outstanding at December 31, 2003, 2004 and 2005 was 5.6 years, 6.6 years and 7.6 years, respectively. All stock options granted are considered fixed.

The following is a summary of stock option activity for the years 2003, 2004 and 2005:

2003		2004		2005	
Number of shares	Weighted average	Number of shares	Weighted average	Number of shares	Weighted average

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		exercise price ^(a) (euro)		exercise price ^(a) (euro)		exercise price ^(a) (euro)
Options as of January 1	3,518,500	15.216	8,162,000	14.367	11,789,000	15.111
New options granted	4,703,000	13.743	3,993,500	16.576	4,818,500	22.512
Options exercised in the period			(354,000)	14.511	(3,106,400)	15.364
Options cancelled in the period	(59,500)	15.216	(12,500)	14.450	(121,500)	16.530
Options outstanding as of December 31	8,162,000	14.367	11,789,000	15.111	13,379,600	17.705
of which exercisable at December 31	73,000	14.802	-	-	1,540,600	16.104

(a) Below quoted market price.

The fair value of stock options granted during the years ended December 31, 2003, 2004 and 2005 of euro 1.50, euro 2.01 and euro 3.33, respectively, was calculated applying the Black-Scholes method and using the following assumptions:

Fair value of stock options		2003	2004	2005
Risk-free interest rate	(%)	3.16	3.21	2.51
Expected life	(year)	8	8	8
Expected volatility	(%)	22	19	21
Expected dividends	(%)	5.35	4.5	3.98

Stock grant for Eni s CEO and general managers	Grants outstanding at beginning of the period		Grants assigned during the period		Grants exercised during the period		Grants outstanding at end of the period	
	Number of grants	Average maturity in months	Number of grants	Average maturity in months	Number of grants	Average market price at date of exercise (euro)	Number of grants	Average maturity in months
Vittorio Mincato ⁽¹⁾ CEO	104,800	19	40,200	38	145,000	19.951	-	-
Stefano Cao General Manager of the E&P Division	40,500	20	16,000	38	12,800	23.785	43,700	21
Luciano Sgubini General Manager of the G&P Division	40,500	20	16,000	38	56,500	22.784	-	-
Angelo Taraborrelli General Manager of the R&M Division	17,500	20	16,000	38	5,400	23.785	28,100	24

(1) Retired on May 27, 2005.

Stock options for Eni s CEO and general managers	CEO ⁽¹⁾	CEO ⁽²⁾	General Manager for the E&P Division	General Manager for the G&P Division	General Manager for the R&M Division
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	Paolo Scaroni	Vittorio Mincato	Stefano Cao	Luciano Sgubini	Angelo Taraborrelli
Options outstanding at the beginning of the period:					
- number of options	-	499,000	182,000	170,000	96,500
- average exercise price (euro)	-	15.090	15.185	15.086	15.379
- average maturity in months	-	67	79	79	81
Options granted during the period:					
- number of options	699,000	-	75,500	60,500	50,000
- average exercise price (euro)	22.509	-	22.509	22.509	22.509
- average maturity in months	96	-	96	96	96
Options exercised at the end of period:					
- number of options	-	499,000	56,000	230,500	23,500
- average exercise price (euro)	-	15.090	15.216	17.035	15.216
- average market price at date of exercise (euro)	-	19.980	22.784	22.964	22.784
Options outstanding at the end of the period:					
- number of options	699,000	-	201,500	-	123,000
- average exercise price (euro)	22.509	-	17.920	-	18.308
- average maturity in months	91	-	82	-	83

(1) Appointed on June 1, 2005.

(2) Retired on May 27, 2005.

The table below sets forth the amount and maturity of stock options granted to Eni's executive officers in 2005:

	Options granted in the year	Options held at year end
Number of options	1,350,000	2,329,500
Average exercise price (euro)	22.509	19.217
Maturity (days)	1,096	707
Expiration (days)	2,923	2,498
Weighted average exercise price for options existing as of December 31, 2005 (euro)	15.231	

The information in the table above is current as of June 5, 2006. No additional options have been granted from December 31, 2005 to that date. Eni issues only ordinary shares. For further information on Eni's stock compensation see Note 26 to the Consolidated Financial Statements.

Investor relations and information processing

In concert with the launch of its privatization process, Eni adopted a communication policy, confirmed by the Code of Conduct, aimed at promoting an ongoing dialogue with institutional investors, shareholders and the markets to ensure systematic dissemination of exhaustive complete, transparent, selective and prompt information on its activities, with the sole limitation imposed by the confidential nature of certain information. Information made available to investors, markets and the press is provided in the form of press releases, regular meetings with institutional investors and the financial community and the press, in addition to general documentation released and regularly updated on Eni's internet site. Investor and shareholder relations are handled by special Eni functions.

Relations with investors and financial analysts are held by the Investor Relations office. Information is available on Eni's web site and can be requested from investor.relations@eni.it.

Relations with the press are held by the Relations with the press unit.

Relations with shareholders are held by the Corporate Secretary office. Information is available on Eni's web site and can be requested from segreteria.societaria.azionisti@eni.it and the toll-free number 800940924 (Outside Italy 80011223456).

Information regarding periodic reports and major events/transactions is promptly released to the public, also through the internet site. A specific section of Eni's site contains all press releases, procedures concerning corporate governance, presentations provided in meetings with the press and financial analysts, notices to shareholders and bond holders and information concerning shareholders and bond holders meetings, including proceeds thereof. Documents available to the public free of charge are mailed on request.

On February 28, 2006, Eni's Board of Directors updated the "Procedure for the disclosure of information to the market concerning Group activities" approved on December 18, 2002 and published on Eni's internet site. The procedure acknowledges Consob guidelines and the "Guidelines for information to the market" issued in June 2002 by the Ref Forum on company information and those included in the laws implementing the European Directive on market abuse, defines the requirements for disclosure to the public of price sensitive events (materiality, clarity, homogeneity, information symmetry, consistency and timeliness) and the information flows for acquiring data from Group companies and providing adequate and timely information to the Board and the market on price sensitive events. It also contains sanctions applied in case of violation of its rules in accordance with the crimes identified and sanctioned by the new law on the protection of savings.

Eni's Code of Conduct defines confidentiality duties upheld by Group employees relating to the treatment of sensitive information.

Internal dealing

On February 28, 2006 the Board of Directors approved a procedure concerning the creation and updating a register of persons with a right to access privileged information at Eni, as provided for by Article 115 of Legislative Decree No. 58 of February 24, 1998 which states that "listed issuing companies and the subjects who have a control relation with them, or acting in their name, must establish and regularly update a register of the persons that, due to their professional activity or functions performed have access to information as described in Article 114 (privileged information)". The procedure implementing Consob Decision No. 11971/1999, as amended, defines: (i) terms and procedures for the recording and possible cancellation of the persons that, due to their professional activity or functions performed on behalf of Eni, have access to privileged information; and (ii) terms and procedures of information of said persons of their recording or cancellation and relevant reasons. The procedure became effective on April 1, 2006.

In the same meeting the Board approved the "Internal dealing procedure" for the identification of relevant persons and the communication of transactions involving financial instruments issued by Eni SpA and its listed subsidiaries, which substitutes the Internal Dealing Code approved by the Board on December 18, 2002.

The procedure implements the provisions of Article 114, paragraph 7 of Legislative Decree No. 58 of February 24, 1998 which states that "subjects performing administration, control or management activities for a listed issuer and managers having regular access to privileged information as per paragraph 1 and having the power to make operating decisions that can affect the development and future situation of the issuer and whoever holds shares corresponding to at least 10% of the company's share capital and any other person controlling the issuer are obliged to inform Consob and the market of any transaction involving financial instruments issued by the issuer, also when performed by others on their behalf." This communication is due also by spouses not legally separated, children, parents, relatives living with the subject and in the other cases indicated by Consob in implementation of Directive 2004/72/CE of the European Commission. Eni's procedure: (i) identifies relevant persons; (ii) defines the transactions involving financial

instruments issued by Eni SpA; (iii) determines the terms and conditions for the disclosure to the public of such information; and (iv) reports the sanctions introduced by the law for the case of non compliance. The procedure that became effective on April 1, 2006 is published on Eni s internet site.

Employees

At December 31, 2005, Eni's employees numbered 72,258 representing an increase of 1,910 employees from December 31, 2004, or 2.7%, reflecting a 2,479 increase in employees hired and working outside Italy and a 569 decline in employees hired in Italy.

Employees hired in Italy were 40,192 (55.6% of all Group employees), of these 37,493 were working in Italy, 2,480 outside Italy and 219 on board of vessels. As compared to 2004, the 569 unit decline in employees was due mainly to changes in consolidation (723 employees, due to the divestment of the water business, IP and technical services at Porto Marghera) offset in part by the positive balance of persons leaving their job and new hirings and net transfers from unconsolidated subsidiaries.

The process of improvement in the quality mix of employees continued in 2005 with the hiring of 2,099 persons, of which 727 were hired with open-end contracts. A total of 1,372 persons were hired with this type of contract and with apprenticeship contracts, most of them with university qualifications (800 persons of which 509 are engineers) and 533 persons with a high school diploma. During the year 2,027 persons left their job at Eni, of these 1,438 had an open-end contract and 589 a fixed-term contract.

Employees hired and working outside Italy at December 31, 2005 were 32,066 (44.4% of all Group employees), with an increase of 2,479 persons due to the positive balance of new hirings with open-end contracts and persons leaving their job in Saipem and Snamprogetti (2,639 employees) and the negative balance (160 persons) of persons leaving the job and new hirings with open-end contracts in the rest of the Group.

Employees at year end	2003	2004	2005
	(units)		
Exploration & Production	7,492	7,477	7,491
Gas & Power	12,982	12,843	12,324
Refining & Marketing	13,277	9,224	8,894
Petrochemicals	7,050	6,565	6,462
Oilfield Services Construction and Engineering	25,583	25,819	28,684
Other activities	6,380	4,983	4,638
Corporate and financial companies	2,657	3,437	3,765
	75,421	70,348	72,258

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The table below sets forth Eni's employees at December 31, 2003, 2004 and 2005 in Italy and outside Italy:

		2003	2004	2005
		(units)		
Exploration & Production	Italy	4,555	4,539	4,510
	Outside Italy	2,937	2,938	2,981
		7,492	7,477	7,491
Gas & Power	Italy	10,302	10,216	9,733
	Outside Italy	2,680	2,627	2,591
		12,982	12,843	12,324
Refining & Marketing	Italy	6,882	6,879	6,680
	Outside Italy	6,395	2,345	2,214
		13,277	9,224	8,894
Petrochemicals	Italy	5,585	5,237	5,164
	Outside Italy	1,465	1,328	1,298
		7,050	6,565	6,462
Oilfield Services Construction and Engineering	Italy	5,314	5,580	5,799
	Outside Italy	20,269	20,239	22,885
		25,583	25,819	28,684
Other activities	Italy	6,367	4,959	4,616
	Outside Italy	13	24	22
		6,380	4,983	4,638
Corporate and financial companies	Italy	2,577	3,351	3,683
	Outside Italy	80	86	82
		2,657	3,437	3,765
Total	Italy	41,582	40,761	40,185
Total	Outside Italy	33,839	29,587	32,073
		75,421	70,348	72,258
of which senior managers		1,733	1,764	1,748

Share Ownership

As of April 30, 2006, the total number of shares owned by the directors, statutory auditors and executive officers of Eni SpA as a Group was 202,078 equal to approximately 0.005% of Eni's share capital outstanding at December 31, 2005. Eni issues only ordinary shares, each bearing one-vote right; therefore shares held by Eni SpA directors, statutory auditors and executive officers have no different voting rights.

Item 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS**Major Shareholders**

As of May 25, 2006, the Ministry of Economy and Finance, Cassa Depositi e Prestiti SpA and Gruppo Banca Intesa were the only persons known by Eni to own more than 2% of any class of Eni SpA's voting securities. At such date, the total amount of Eni SpA's voting securities owned by these shareholders was:

Title of Class	Number of Shares Owned	Percent of Class
Ministry of Economy and Finance	813,443,277	20.31%
Cassa Depositi e Prestiti	400,288,338	10.00%
Banca Intesa	97,522,352	2.44%

The Ministry of Economy and Finance, in agreement with the Ministry of Productive Activities, retains certain special powers over Eni. See "Item 10. Additional Information – Memorandum and Articles of Association – Limitations on Voting and Shareholdings – Special Powers of the State". For a discussion of Eni share buy-back program see "Item 16E – Purchases of equity securities by the issuer and affiliated purchasers". As of June 10, 2005 there were 15,700,024 ADRs, each representing five Eni ordinary shares, outstanding on the New York Stock Exchange, corresponding to 1.96% of Eni's share capital. See "Item 9 – The Offer and the Listing".

Related Party Transactions

In the ordinary course of its business, Eni enters into transactions concerning the exchange of goods, provision of services and financing with non consolidated subsidiaries and affiliates as well other companies owned or controlled by the Italian Government. All such transactions are conducted on an arm's length basis and in the interest of Eni companies.

Amounts and types of trade and financial transactions with related parties are described in Note 26 to the Consolidated Financial Statements.

Item 8. FINANCIAL INFORMATION

Consolidated Statements and Other Financial Information

See Item 18 Financial Statements.

Legal Proceedings

Eni is a party to a number of civil actions and administrative proceedings arising in the ordinary course of business. Based on information available to date, and taking account of the existing risk provisions, Eni believes that the foregoing will not have an adverse effect on Eni's Consolidated Financial Statements.

Following is a description of the most significant proceedings currently pending; unless otherwise indicated below, no provisions have been made for these legal proceedings as Eni believes that negative outcomes are not probable or because the amount of the provision can not be estimated reliably.

Environment

Eni SpA

In 1999, the public prosecutor of Gela started an investigation in order to ascertain alleged soil and sea pollution caused by the discharge of pollutants by Eni's Gela refinery. In November 2002, "Italia Nostra" and the association "Amici della Terra" filed civil claims related to this proceeding and requested the payment of damage claims for a total of euro 15,050 million. In July 2003, the relevant Court decided for the transmission of the inquiries to the public prosecutor, recognizing a violation of Article 440 of the penal code (water and food substances corruption). Three environmental organizations act as plaintiffs and requested damage payment for euro 551 million. Two of these organizations are also acting against the Gela refinery.

In 2000, the public prosecutor of Gela started an investigation on alleged prohibited emissions from the refinery of Gela, which are purported to have had negative effects on the health of a number of citizens of Gela, and on a lack of declaration of such emissions in violation of Presidential Decree No. 203 of 1988. The investigation ended with an action for events that have occurred since 1997. The Municipality of Gela, the Province of Caltanissetta and others filed civil claims in this proceeding and requested the payment of compensatory damages for a total of euro 878 million. The judgment of first degree before the Court of Gela is pending.

In 2002, the public prosecutor of Gela started an investigation in order to ascertain alleged pollution caused by emissions of the Gela plant, owned by Polimeri Europa SpA, Syndial SpA (former EniChem SpA) and Raffineria di Gela SpA. Some local public entities, environmental NGOs and landowners are acting as plaintiffs. On January 17, 2005, a second inquiry phase aimed at ascertaining which sort of emissions had eventually produced the alleged pollution caused by the refinery of Gela, was completed. On February 3, 2006, the notice of the conclusion of preliminary investigations was filed conclusion of the preliminary inquiry.

In June 2002, in connection with a fire in the refinery of Gela, a criminal investigation began concerning arson, environmental crimes and crimes against natural heritage. On May 12, 2004 the first hearing was held.

In 2002, the public prosecutor of Gela started a penal investigation concerning the refinery of Gela to ascertain the quality of ground water in the area of the refinery. The investigation concerns the environmental rules about the pollution of water and soil and illegal disposal of liquid and solid waste materials. On November 7, 2003 the judge for preliminary investigations accepted to continue the inquiries as requested by the public prosecutor to ascertain the state of the refinery's storage tanks and the presence of infiltrations of refinery products into the deep water-bearing stratum, due to a breakage in some tanks. With a decision of November 3, 2003, the Court for preliminary investigation, in agreement with a request of the public prosecutor of Gela, ordered the preventive seizure of 92 storage tanks, later reopened except for nine tanks that remained under seizure but do not prevent full operations at the refinery. The report filed by experts of the public prosecutor is currently under review.

In March 2002 the public prosecutor of Siracusa started an investigation concerning the activity of the refinery of Priolo for intentional pollution of water used for human consumption and requested a technical opinion, not yet concluded, to ascertain alleged infiltrations of refinery products into the deep water-bearing stratum used for human consumption purposes in the Priolo area. The proceeding is still in the preliminary investigation phase. A qualified company has been given the task to verify the cause, the origin and the extension of the alleged infiltration. For protective purposes, actions have been taken to: (i) create safety measures and clean-up all of the polluted area; (ii) reallocate wells for drinking water in an area farther from and higher than the industrial site; and (iii) install a purification system for drinkable water. With a decision of June 1, 2004 the seizure was lifted on the storage tanks that had been seized on April 17, 2003, except for five storage tanks that are still under seizure. The report of experts has been filed and its findings can be opposed to defendants.

In relation to the investigations concerning a subsidence phenomenon allegedly caused by hydrocarbon exploration, on May 21, 2004, following the decision of the Court of Rovigo, the Nucleo Operativo Ecologico dei Carabinieri of Venice placed under preliminary seizure the Dosso degli Angeli, Angela/Angelina - Ravenna Mare Sud fields and the related wells and platforms. On June 10, 2004 the Court responded to the claim filed by Eni and lifted the seizure of the Angela/Angelina - Ravenna Mare Sud fields and related wells and platforms. On March 10, 2005, the Court of Cassation confirmed this decision. On February 5, 2003, a seizure had already been applied to the Naomi/Pandora platform, the Naomi 4 Dir, Naomi 2 Dir and 3 Dir - Pandora 2 Dir wells, and the underwater pipeline for the transportation of gas to the Casalboretto facility. Eni believes it has always acted in full compliance with existing laws under the required authorizations. Taking account of the observations of the consultants of the Court of Rovigo on which the Public Prosecutor based his case, Eni constituted an independent and interdisciplinary scientific commission, chaired by Prof. Enzo Boschi, professor of seismology at the Università degli Studi di Bologna and chairman of the Istituto nazionale di geofisica e vulcanologia, composed of prominent and highly qualified international experts of subsidence caused by hydrocarbon exploration, with the aim of verifying the size and the effects and any appropriate actions to reduce or to neutralize any subsidence phenomenon in the Ravenna and North Adriatic area both on land and in the sea. The commission produced a study which denies the possibility for any risk for human health and for damage to the environment. It also states that no example is known anywhere in the world of accidents that caused harm to the public safety caused by subsidence induced by hydrocarbon production. The study also shows that Eni employs the most advanced techniques for the monitoring, measuring and control of the soil. On May 11, 2006 the Court of Rovigo accepted as plaintiffs the Veneto Region, the Ente Parco della Provincia del Po, the Ferrara Province, the Venice Province, the city of Venice, the city of Comacchio, the Rovigo Province and two private entities. Eni was accepted as a defendant. The Court of Rovigo rejected the accusation of environmental disaster and therefore transferred the proceeding to the Court of Adria, where the first hearing has been scheduled for October 31, 2006.

EniPower SpA

In autumn 2004 the Public Prosecutor of Rovigo started an investigation for alleged crimes related to unauthorized waste management activities in Loreo relating to samples of the soil used in the construction of the new EniPower s power station in Mantova. EniPower requested the closing of the investigation.

Polimeri Europa SpA

Before the Court of Gela one criminal action took place relating to the alleged violation on part of Eni of environmental regulations on waste management concerning the ACN plant and the disposal of FOK residue deriving from the steam cracking process. The defendant was found guilty and a damage payment in first instance was required to be made to an environmental association acting as plaintiff. The sentence was passed to the civil court for the quantification of any further damage and claim. Eni appealed the Court s decision.

Syndial SpA (Former EniChem SpA)

In 1992, the Ministry of Environment summoned EniChem SpA and Montecatini SpA before the Court of Brescia. The Ministry requested, primarily, to require environmental remediation for the alleged pollution caused by the Mantova plant from 1976 until 1990, and provisionally, in case there was no possibility to remediate, require them to

pay environmental damages. The amount is going to be determined during the proceeding, but it will not be lower than euro 136 million, or determined by the judge as compensatory liquidation. EniChem acquired the Mantova plant in June 1989, as part of the Enimont deal. Edison SpA must hold Eni harmless or pay compensatory damage for any damage caused to third parties by plant operations before Montedison's sale, even if the damage occurred later. Edison agreed on a settlement that quantified damage to be paid covering also Syndial. The proceeding continues for the alleged damage in the 1989-1990 period.

In 2000, the Public Prosecutor of Brindisi started a criminal action against 68 persons who are employees or former employees of companies that owned and managed plants for the manufacture of dichloroethane, vinyl chloride monomer and vinyl polychloride from the early 1960s to date, some of which were managed by EniChem from 1983 to 1993. At the end of the preliminary investigation phase, the Public Prosecutor asked for the dismissal of the case in respect of the employees and the managers of EniChem. Plaintiffs presented oppositions while the prosecutor confirmed his request for dismissal of the case.

On December 18, 2002 EniChem SpA, jointly with Ambiente SpA (now merged in Syndial SpA) and European Vinyls Corporation Italia SpA, was summoned before the Court of Venice by the Province of Venice. The province requested compensation for environmental damages, not quantified, caused to the lagoon of Venice by the Porto Marghera plants, which were already the subject of two previous proceedings against employees and managers. In a related action, European Vinyls Corporation Italia presented an action for recourse against EniChem and Ambiente. The requests for damage of the Province of Venice and that of EVC Italia to EniChem and Ambiente have not been quantified. The final judgment is pending.

On January 16, 2003 the Court of Siracusa issued personal cautionary measures against some employees of EniChem SpA and Polimeri Europa SpA. They are accused of illicit management relating to the production, disposal and treatment of liquid and solid waste materials and of obtaining illicit income. Polimeri Europa and EniChem, will act as plaintiffs. The collection of evidence effected before the hearing starts in Court has been concluded and preliminary investigations have ended with the confirmation of accusations. During the inquiries traces of mercury were found in the sea. The Public Prosecutor of Siracusa started an inquiry for ascertaining the conditions of sediments and marine fauna in the bay of Augusta. According to the plaintiffs, mercury would have been spilled into the sea and poisoned the marine fauna and therefore resulted in fetal malformations and abortions due to the consumption of contaminated seafood fished in this area. The chlorine soda plant, built in the late 50s was conferred to Syndial in 1989 when the Enimont joint venture was formed. It was therefore easy to prove that Eni holds no responsibility for the crimes it was accused of. On March 15, 2006 the judge for preliminary investigations decided the dismissal of the case against Syndial employees.

On April 14, 2003 the President of the Regional Council of Calabria, as Delegated Commissioner for Environmental Emergency in the Calabria Region, started an action against EniChem SpA related to environmental damages for approximately euro 129 million and to financial and non-financial damages for euro 250 million (plus interest and compensation) allegedly caused by Pertusola Sud SpA (merged into EniChem) in the area of Crotona. On June 6, 2003 EniChem appeared before the court and requested the rejection of the damages and, as counterclaim, the payment of the total costs for the remediation works already underway. The Province of Crotona entered the proceeding, claiming environmental damages for euro 300 million. Technical aspects concerning the role of the delegated commissioner make it necessary to decide on this aspect. Syndial was notified on October 21, 2004 of the request of the Calabria Region to appear before the Court of Milan in order to obtain a preliminary damage payment, in anticipation of the expiration of the special office for managing emergency events in Calabria. The Region requested payments for over euro 800 million.

On February 28, 2006 the Council of Ministers, the Ministry for the Environment and the Delegated Commissioner for environmental emergency in the Calabria Region represented by the State Lawyer requested Syndial to appear before the Court of Milan in order to obtain the ascertainment, quantification and payment of damage (in the form of pollution of land, air and water and therefore of the general condition of the population) caused by the operations of

Pertusola Sud SpA in the municipality of Crotone and in surrounding municipalities. The local authorities request the ascertainment of Syndial's responsibility as concerns expenses borne and to be borne for the cleanup and reclamation of sites, currently quantified at euro 129 million. This proceeding concerns the same company and damages as indicated in the previous paragraph.

In March 2004, Sitindustrie SpA, which in 1996 purchased a plant in Paderno Dugnano from Enirisorse (now merged into Syndial SpA), summoned Syndial SpA before the Court of Milan, requesting to establish the responsibility of Syndial SpA in the alleged pollution of soils around the plant and to require it to pay environmental damages necessary for remediation. Syndial opposed the claim based on an absence of the right of action of the plaintiff. The judge has not yet decided on Syndial's opposition.

In October 2004, Sitindustrie SpA started an analogous proceeding against Syndial concerning the plant for the manufacture of products in copper and copper alloy at Pieve Vergonte.

In May 2003 the Minister of the Environment summoned Syndial SpA before the Court of Turin and requested environmental damages for euro 2,396 million in relation to alleged DDT pollution in the Lake Maggiore caused by the Pieve Vergonte plant. On March 1, 2006 the State Lawyer in an attempt to settle the case proposed that Syndial pay 10% of the requested damage corresponding to euro 239 million. This attempt to settle failed.

The municipality of Carrara started an action at the Court of Genova requesting to Syndial SpA the remediation and reestablishment of the previous environmental conditions at the Avenza site and the payment of environmental damage. This request is related to an accident that occurred in 1984, as a consequence of which EniChem Agricoltura SpA (later merged into Syndial SpA), at the time owner of the site, had carried out safety and remediation works. The Ministry of the Environment joined the action and requested the environmental damage payment from a minimum of euro 53.5 million to a maximum of euro 78.5 million to be broken down among the various companies that managed the plant in the past. Previous managers include Syndial, called into the action as a guarantor, Rumianca SpA, Sir Finanziaria SpA and Sogemo SpA. The judge requested an expert report to be prepared in order to ascertain what damage has been remediated and what remains to be cleaned up after the interventions started by Agricoltura and continued by EniChem/Syndial. The expert report quantifies the damage still to be remediated in euro 15 million.

Tax Proceedings

Eni SpA

With a decree dated December 6, 2000 the Lombardia Region decided that natural gas used for electricity generation is subject to an additional regional excise tax in relation to which Snam SpA (merged into Eni SpA in 2002) should substitute for the tax authorities in its collection from customers. Given interpretive uncertainties, the same decree provides the terms within which distributing companies are expected to pay this excise tax without paying any penalty. Snam SpA and the other distributing companies of Eni believe that natural gas used for electricity generation is not subject to this additional excise tax. For this reason, an official interpretation was requested from the Ministry of Finance and Economy. With a decision of May 29, 2001, the Ministry confirmed that this additional excise tax cannot be applied. The Region decided not to revoke its decree and Snam took appropriate legal action. On the basis of action carried out by Snam, the Council of State decided on March 18, 2002 that the jurisdiction of the Administrative court did not apply to this case. In case the Region should request payment, Eni will challenge this request in the relevant Court. The Lombardia Region decided with regional Law No. 27/2001 that no additional tax is due from January 1, 2002 onwards, but still requested the payment of the additional taxes due before that date.

With a formal assessment presented by the municipality of Pineto (Teramo), Eni SpA has been accused of not having paid a municipal tax on real estate for the period from 1993 to 1998 on four oil platforms located in the Adriatic Sea territorial waters in front of the coast of Pineto. Eni has been requested to pay a total of approximately euro 17 million also including interest and a fine for lacking declaration. Eni filed a claim against this request stating that the sea where the platforms are located is not part of the municipal territory and the application of the tax as requested by the

municipality lacked objective fundamentals. The claim has been accepted in the first two degrees of judgment at the Provincial and Regional Tax Commissions. But the Court of Cassation cancelled both judgments declaring that a municipality can consider requesting a tax on real estate also in the sea facing its territory and with a decision of February 21, 2005 sent the proceeding to another section of the Regional Tax Commission in order to judge on the other reason opposed by Eni. On December 28, 2005 the municipality of Pineto presented the same request for the same platforms for the years 1999 to 2004. The total amount requested to Eni is of euro 24 million. Eni filed a claim against this request.

Agip Karachaganak BV

In July 2004, relevant Kazakh authorities informed Agip Karachaganak BV and Agip Karachaganak Petroleum Operating BV, shareholder and operator of the Karachaganak contract, respectively, on the final outcome of the tax audits performed for fiscal years 2000 to 2003. Claims by the Kazakh authorities concern unpaid taxes for a total of \$43 million, net to Eni, and the anticipated offsetting of VAT credits for \$140 million, net to Eni, as well as the payment of interest and penalties for a total of \$128 million. Both companies filed a counterclaim. With an agreement reached on November 18, 2004, the original amounts were reduced to \$26 million net to Eni that includes taxes, surcharges and interest. Meetings continue regarding residual matters. Eni recorded a specific provision for this matter.

Snam Rete Gas SpA

With Regional Law No. 2 of March 26, 2002, the Sicilia Region introduced an environmental tax upon the owners of primary pipelines in Sicily (i.e. pipelines operating at a maximum pressure of over 24 bar). The tax was payable as of April 2002. In order to protect its interests, Snam Rete Gas filed a claim with the European Commission, aimed at opening a proceeding against the Italian Government and the Tax Commission of Palermo. The Authority for Electricity and Gas, although acknowledging that the tax burden is an operating cost for the transport activity, subjected inclusion of the environment tax in tariffs to the final ruling on its legitimacy by relevant authorities. With the ruling of December 20, 2002, the Court judged the tax at variance with European rules. In December 2002, Snam Rete Gas suspended payments based on the above Court ruling. Payments effected until November 2002 totalled euro 86.1 million. In January 2003 the Sicilia Region presented an appeal to the Council of State against the ruling of the Regional Administrative Court of Lombardia for the part that states the variance of the regional law with European rules. On December 16, 2003, the European Commission judged the tax instituted by the Republic of Italy, through the Sicilia Region, to be in contrast with European rules and with the cooperation agreement between the European Economic Community and the Peoples Democratic Republic of Algeria; the European Commission also stated that such environmental tax is in contrast with the common customs tariff because it modifies the equality of customs expenses on commodities imported from third countries and could create a deviation in trade with such countries and a distortion in access and competition rules. The Commission with its opinion presented on July 7, 2004 formally requested Italy to cancel the tax. The Italian Government must conform within two months from the reception of the opinion. As it did not conform, on December 20, 2004 the European Commission passed the case to the Court of Justice requesting a ruling. With a decision dated January 5, 2004, and confirmed on March 4, 2005 by the Regional Tax Commission, the Provincial Tax Commission of Palermo declared the environmental tax of the Sicilia Region illegitimate because it is in contrast with European rules and therefore accepted Snam Rete Gas's claim for the repayment of the first installment of euro 10.8 million, already paid in April 2002 to the Sicilia Region. On May 4, 2004, the Sicilia Region repaid the first installment. As for the seven remaining installments paid after April 2002 (euro 75.3 million) the Provincial Tax Commission of Palermo with decision of January 5, 2005 confirmed the illegitimacy of the tax condemning the Region to repay the amounts paid and interest accrued to Snam Rete Gas. The Sicilia Region presented recourse to the Regional Tax Commission at Palermo, a hearing has been scheduled for April 5, 2006. On November 3, 2003, the Sicilia Region, following the procedure presented by Snam Rete Gas concerning the yearly liquidation of the tax for 2002, requested liquidation of tax, fines and interest (euro 14.2 million) relating to the unpaid December 2002 installment. On December 30, 2003 Snam Rete Gas filed a claim with request of suspension of payment as a result of the liquidation notice received from the Sicilia Region with the Provincial Tax Commission of Palermo, that, on June 25, 2004 accepted Snam Rete Gas's claim and decided the cancellation of the liquidation notice served by the Sicilia Region, confirmed by the Regional Tax Commission on March 7, 2005. In any

case Snam Rete Gas will not have to pay the tax: if the tax is considered illegitimate in other Courts of law, the company will have the right to the restitution of the money. If, to the contrary, the tax is considered legitimate by the other Courts, the Authority for Electricity and Gas will include the tax (Decision No. 146/2002 and No. 71/2003) in tariff with automatic and retroactive effects.

Other judicial or arbitration proceedings

Syndial SpA (former EniChem SpA) - Serfactoring SpA

In 1991, Agrifactoring SpA commenced proceedings against Serfactoring SpA, a company 49% owned by Sofid SpA which is controlled by Eni SpA. The claim relates to an amount receivable of euro 182 million for fertilizer sales (plus interest and compensation for inflation), originally owed by Federconsorzi to EniChem Agricoltura SpA (later Agricoltura SpA - in liquidation), and Terni Industrie Chimiche SpA (merged into Agricoltura SpA - in liquidation), that has been merged into EniChem SpA (now Syndial SpA). Such receivables were transferred by Agricoltura and Terni Industrie Chimiche to Serfactoring, which appointed Agrifactoring as its agent to collect payments. Agrifactoring guaranteed to pay the amount of such receivables to Serfactoring, regardless of whether or not it received payment at the due date. Following payment by Agrifactoring to Serfactoring, Agrifactoring was placed in liquidation and the liquidator of Agrifactoring commenced proceedings in 1991 against Serfactoring to recover such payments (equal to euro 182 million) made to Serfactoring based on the claim that the foregoing guarantee became invalid when Federconsorzi was itself placed in liquidation. Agricoltura and Terni Industrie Chimiche brought counterclaims against Agrifactoring (in liquidation) for damages amounting to euro 97 million relating to acts carried out by Agrifactoring SpA as agent. The amount of these counterclaims has subsequently been reduced to euro 46 million following partial payment of the original receivables by the liquidator of Federconsorzi and various setoffs. These proceedings, which have all been joined, were decided with a partial judgment, deposited on February 24, 2004: the request of Agrifactoring has been rejected and the company has been ordered to pay the sum requested by Serfactoring and damages in favor of Agricoltura, to be determined following the decision. Agrifactoring appealed against this partial decision, requesting in particular the annulment of the first step judgement, the reimbursement of the euro 180 million amount from Serfactoring along with the rejection of all its claims and the payment of all expense of the proceeding. The appeal pending was set to be discussed in a hearing set for March 16, 2007 but was rescheduled for October 27, 2006 upon request of Agrifactoring. The judge of the Court of Rome, responsible for the determination of the amount of damages to be paid to Serfactoring and Agricoltura decided on May 18, 2005 to suspend this determination until the publication of the decision of the Court of Appeals, in accordance with Article 295 of the Code of civil procedure. Against this suspension Serfactoring and Syndial requested to the Court of Cassation the cancellation of the suspension and the return of the case to its original court.

Syndial SpA (former EniChem SpA)

In 2002, EniChem SpA was summoned by ICR Intermedi Chimici di Ravenna Srl before the Court of Milan in relation to a breach of a preliminary agreement for the purchase of an industrial area in Ravenna. ICR requested payment of compensatory damages for approximately euro 46 million, of which euro 3 million are compensatory damages and euro 43 million are for loss of profits. During 2004 the preliminary inquiry was completed. With a judgment of October 11, 2005 the Court rejected ICR's request and order that ICR pay all expenses. ICR filed a claim against this decision.

Antitrust, EU Proceedings, Actions of the Authority for Electricity and Gas and of Other Regulatory Authorities

Eni SpA

In March 1999, the Antitrust Authority concluded its investigation started in 1997 and: (i) verified that Snam SpA (merged in Eni SpA in 2002) abused its dominant position in the market for the transportation and primary distribution of natural gas relating to the transportation and distribution tariffs applied to third parties and the access of third parties to infrastructure; (ii) fined Snam euro 2 million; and (iii) ordered a review of these practices relating to such abuses. Snam believes it has complied with existing legislation and appealed the decision with the Regional

Administrative Court of Lazio requesting its suspension. On May 26, 1999, stating that these decisions are against Law No. 9/1991 and the European Directive 98/30/EC, this Court granted the suspension of the decision. The Antitrust Authority did not appeal this decision. The decision on this dispute is still pending.

With a decision of December 9, 2004, the Italian Antitrust Authority started an inquiry on the distribution of jet fuel against six Italian companies, including Eni and some of its subsidiaries, that store and load jet fuel in the Rome Fiumicino, Milan Linate and Milan Malpensa airports. The inquiry intends to ascertain the existence of alleged limitations to competition as oil companies would agree to divide among themselves the supplies to airlines. On December 22, 2005, the Authority notified the preliminary results of the inquiry concerning: (i) information flows to oil companies related to the functioning of shared storage and uploading companies; (ii) barriers to the entrance of new competitors; and (iii) the price of jet fuel is higher than on other European markets. On June 20, 2006, the Antitrust notified Eni the final decision of this proceeding and fined Eni by an amount of euro 117 million. The Antitrust fined other oil companies involved in the matter. Eni is evaluating this decision in order to file a claim against it decision before an administrative court.

On April 28, 2005 the Commission of the European Communities started a formal assessment to evaluate the alleged participation of Eni and its subsidiaries to activities limiting competition in the field of paraffin. The alleged violation of competition would have consisted in: (i) the determination of and increase in prices; (ii) the subdivision of customers; and (iii) exchange of trade secrets, such as production capacity and sales volumes. On November 3, the Commission requested information on Eni's activities in the field of paraffins. On November 29, 2005 Eni filed the requested information. On April 21, 2006 the Antitrust Authority requested information on the processing of raw paraffin, which Eni supplied in a letter dated May 25, 2006.

The Department of Justice of the United States of America - Antitrust Division, notified Eni Petroleum Co Inc of a subpoena requesting information and documents relating to activities in the field of wax to be filed before June 20, 2005. The Company informed the department that it does not produce nor import wax in the United States of America.

Polimeri Europa SpA and Syndial SpA

In December 2002, inquiries were commenced concerning alleged anti-competitive agreements in the area of elastomers. These inquiries were commenced concurrently by European and U.S. authorities. The first product under scrutiny was EP(D)M: the European Commission submitted to inspection the manufacturing companies of that product, among which Polimeri Europa SpA and Syndial and requested information from those two companies and to their controlling company, Eni SpA. After the inquiries the Commission decided to open a procedure for violation of competition laws and notified Eni, Polimeri Europa and Syndial the relevant charges to that effect on March 8, 2005. At a hearing held on July 27, 2005 the two companies presented memoranda and confirmed their position. The parties await for a decision of the Commission.

EP(D)M manufacture is also under scrutiny in the United States, where the Department of Justice of San Francisco requested information and documents to Polimeri Europa Americas Inc, a U.S. subsidiary of Polimeri Europa and to its deputy chairman and sales manager. Class actions were filed claiming damages in relation to the alleged violation. In July 2005 Syndial signed a settlement agreement for the civil class action which entails the payment of approximately \$3.2 million, approved by the federal court.

The investigation was also extended to the following products: NBR, CR, BR, SSBR and SBR.

The European Commission started an investigation regarding BR, SBR, SSBR. On January 26, 2005 the Commission dropped the charges in relation to SSBR, while for the other two products the Commission started an infraction procedure by notifying Eni, Polimeri Europa and Syndial the relevant charges. The companies presented a written memorandum and the Commission decided to open an inquiry, as a consequence of which the Commission sent a new description of the charges. The companies are preparing a new memorandum.

With regard to NBR an inquiry is underway in Europe and the USA, where class actions also have been started. The class action at federal level was abandoned by the plaintiffs. The federal judge acknowledged this abandonment.

With regard to CR, as part of an investigation carried out in the USA, Syndial entered into a plea agreement with the Department of Justice pursuant to which Syndial would agree to pay a fine of \$9 million, while the Department of Justice would agree that it will not bring further criminal charges against Syndial or against its affiliate companies. On June 27, 2005 the plea agreement was approved. For CR the civil class action was closed with a settlement agreement approved by the federal judge on July 8, 2005 whereby the company will pay \$5 million. The European Commission requested Eni, Polimeri Europa and Syndial to provide information about CR. The two companies decided to cooperate with the Commission.

Eni recorded a provision for these matters.

Stoccaggi Gas Italia SpA

With Decision No. 26 of February 27, 2002, the Authority for Electricity and Gas determined tariff criteria for modulation, mineral and strategic storage services for the period starting on April 1, 2002 until March 31, 2006 and effective retroactively from June 21, 2000. On March 18, 2002 Stoccaggi Gas Italia SpA (Stogit) filed its proposal of tariff for modulation, mineral and strategic storage for the first regulated period. With Decision No. 49 of March 26, 2002, the Authority for Electricity and Gas repealed Stogit's proposal and defined tariffs for the first regulated period. Stogit applied the tariff determined by the two decisions, but filed an appeal against both decisions with the Regional Administrative Court of Lombardia requesting their cancellation. With a decision dated September 29, 2003, that Court rejected the appeal presented by Stogit. Stogit filed an appeal to the Council of State against the sentence which was rejected by the Council of State on January 6, 2006.

Distribuidora de Gas Cuyana SA

The agency entrusted with the regulations for the natural gas market in Argentina ("Enargas") started a formal investigation on some operators, among these Distribuidora de Gas Cuyana SA, a company controlled by Eni. Enargas stated that the company has applied improperly calculated conversion factors to volumes of natural gas invoiced to customers and requested the company to apply the conversion factors imposed by local regulations from the date of the default notification (March 31, 2004) without prejudice to any damage payment and fines that may be decided after closing the investigation. On April 27, 2004, Distribuidora de Gas Cuyana presented a defense memorandum to Enargas, without prejudice to any possible appeal. On April 28, 2006, the Company filed a formal request for examining the documents used as evidence of the alleged violation.

Court inquiries

The Milan Public Prosecutor is inquiring into contracts awarded by Eni's subsidiary EniPower and on supplies from other companies to EniPower. The media have provided wide coverage of these inquiries. It emerged that illicit payments have been made by EniPower suppliers to a manager of EniPower who has been immediately dismissed. The Court presented EniPower (commissioning entity) and Snamprogetti (contractor of engineering and procurement services) with notices of process in accordance with existing laws regulating administrative responsibility of companies (Legislative Decree No. 231/2001). In its meeting of August 10, 2004, Eni's Board of Directors examined the situation mentioned above and approved the creation by Eni's CEO of a task force in charge of verifying the compliance with Group procedures regarding the terms and conditions for the signing of supply contracts by EniPower and Snamprogetti and the subsequent execution of works. The Board also advised divisions and departments of Eni to fully cooperate in every respect with the Court. From the inquiries performed, that have not yet covered all relationships with contractors and suppliers, no default in the organization and internal controls emerged. For some specific aspects inquiries have been performed by external experts. In accordance with its transparency and firmness guidelines, Eni will take the necessary steps for acting as plaintiff in the expected legal action in order to recover any damage that might derive to Eni by the illicit behavior of its suppliers and of their and Eni's employees.

Within an investigation on two Eni managers, the Public Prosecutor of Rome on March 10, 2005 notified Eni of the seizure of papers concerning Eni's relations with two oil product trading companies.

TSKJ Consortium - Investigations of SEC and other Authorities

In June 2004 the U.S. Securities and Exchange Commission (SEC) notified Eni a request of collaboration on a voluntary basis, which Eni promptly carried out, in order to obtain information regarding the TSKJ consortium in relation to the construction of natural gas liquefaction facilities at Bonny Island in Nigeria. The TSKJ consortium is formed by Snamprogetti (Eni 100%) with a 25% interest and, for the remaining part, by subsidiaries of Halliburton/KBR, Technip and JGC. The investigations of the Commission concern alleged improper payments. Other Authorities are currently investigating this matter. Eni is currently providing its own information to the Commission and to other authorities.

Settled Proceedings

Tax Proceedings

In August 2005, the internal revenue service of Venezuela served to Eni Dación BV four formal assessments on income taxes for the years 2001 to 2004 that, by excluding the deductibility of certain costs: (i) annul the losses recorded for the periods amounting to a total of bolivar 910 billion (corresponding to \$425 million); (ii) determine for the same periods a taxable income amounting to a total of bolivar 115 billion (corresponding to \$54 million); and (iii) request a tax amounting to bolivar 52 billion (corresponding to \$24 million) determined by applying a 50% tax rate rather than the 34% rate applied to other companies performing activities analogous to those of Eni Dación BV. In particular it excluded the deductibility of: (i) interest charges due to other Eni Group companies that provided loans denominated in U.S. dollars; and (ii) exchange rate losses recorded in the financial statements and related to such loans resulting from the devaluation of the Venezuelan currency. The formal assessments served have a preliminary nature and do not request immediate payment nor do they specify the amount of a fine (from 10 to 250%) and of interest (average rate for the period approximately 23%). Eni Dación filed a claim for the cancellation of the assessment. In the 2005 accounts, Eni recorded a specific provision for this matter. In April 2006 the appeal was rejected and the final tax assessment was issued. The final tax assessment: (i) substantially confirmed the preliminary assessments, although reducing the originally assessed income tax liability to bolivar 39 billion (\$18 million); and (ii) imposed fines and late payment interests of bolivar 109 billion (\$51 million). Eni Dación BV presented a further administrative appeal before the expiration of the time limit for filing a judicial tax appeal, thereby obtaining a reduction of the overall amount from bolivar 148 billion (\$69 million) to bolivar 52 billion (\$24 million) including taxes in the amount of bolivar 12.5 billion (\$6 million) and fines and late payment interest in the amount of bolivar 39.5 billion (\$18 million). In order to avoid further charges deriving from the increase of the corresponding fines and late payment interest, Eni Dación BV paid the newly assessed amount in May 2006, thereby reaching a settlement. Consistently, Eni Dación BV filed an integrative income tax return for year 2005, considering the new tax bases for years 2001 to 2004, and paid accordingly bolivar 128 billion (\$60 million) of income taxes and bolivar 4.4 billion (\$2 million) of fines and late payment interest.

During 2003, the Customs District of Taranto sent 147 formal assessments and amendments to bills of entry for finished products and goods and semi finished products produced by Eni's Taranto refinery in 2000, 2001 and 2002 to Eni SpA, as the successor entity of AgipPetroli SpA following its merger into Eni. The notification regards about euro 24 million of customs duties not paid by the company because the imported products were not yet finished goods, but were destined to processing, for which ordinary customs tariffs allow exemption. The formal assessment did not contain the determination of any administrative penalties provided for by customs rules. The penalty can be from one to ten times the amount of taxes not paid. The notification was based on the fact that the company did not have the administrative authorization to utilize the customs exemption. The company, believing it acted properly pursuant to Circular 20/D/2003, started a proceeding for an administrative resolution, according to the customs rules. The company asked the Regional Director of Customs of Puglia for the annulment of the received assessments as a measure of self-protection. With a decision of November 26, 2004 the Regional Director accepted Eni's appeal and

ended the litigation by canceling the 147 formal assessments. On March 12, 2004 the Comando Nucleo Regionale Polizia Tributaria Puglia notified a verbal action of observation to the company. In this action there is an alleged offense of smuggling and falsification of accounts for the same imports, already subjected to the previous assessments of the Customs District of Taranto and other occurrences between January 1999 and February 2003. The verbal action made by a Fiscal Officer, sent to the Public Prosecutor in the Court of Taranto, reclaims the omitted payment of customs for about euro 26 million. The notification was based on the same lack of administrative authorization, already contested by the Customs District of Taranto, that was concluded in favor of Eni by the Regional Director. On January 26, 2006 the judge for preliminary investigation of the Court of Taranto dismissed the accusations and closed the assessment.

Legal Proceedings

In 1997, Grifil SpA summoned AgipPetroli SpA (merged into Eni SpA in 2002) before the Court of La Spezia. Grifil requested payment for the remediation of a polluted land parcel part of the La Spezia refinery (which was closed in 1985), sold to it in 1996 by Italiana Petroli SpA later merged into AgipPetroli SpA. The claims for these damages amount to euro 103 million. At the end of 2002 Grifil and AgipPetroli reached an agreement under the terms of which AgipPetroli had to pay half of the clean-up costs, the total amount of which was set by an independent appraisal at euro 19 million, with AgipPetroli's share corresponding to a maximum of euro 9.5 million, Grifil in turn had the obligation to remediate the polluted soil and to renounce any claims against Eni. Grifil did not fulfill its obligations to remediate the polluted soil; however, maintaining the possibility of precautionary requests and claims against Grifil, Eni decided to remediate the polluted soil with the assistance of a company interested in developing the parcel of land that agreed to pay 13% of the remediation costs. The first action promoted by Grifil before the Court of La Spezia remained pending. On January 7, 2004 the Municipality of La Spezia put Eni in possession of the area and from that date Eni started remediation works paying the relevant costs on its own. Eni requested the conservative seizure of Grifil's land parcel, up to a maximum value of euro 19 million. With two administrative measures, on December 2, 2003 and January 13, 2004 respectively, the Court of Genova declared the right of Eni legitimate, based on the sale contract stipulated between Italiana Petroli and Grifil, to claim the payment of all clean-up expenses that Eni will incur as Grifil did not fulfill its obligation. The judge closed the inquiry phase and stated that the judgment can be brought to an end. As for the value attributable to the conservative seizure of Grifil's land parcel (up to a value of euro 19 million), the Court requested Eni to file the contracts for the remediation work with the court, in which the amounts paid are recognized. The contract with an international company specializing in remediation was signed on April 15, 2004 and immediately presented to the Court. In order to preserve Grifil's asset as a way to recover its credit versus Grifil, Eni, which is paying for the remediation works, also filed an ordinary revocation of title, so that, while waiting for the Court's ruling, Grifil will not be able to sell the land parcel to third parties. On September 6, 2005 Eni and Immobiliare Helios SpA (that acquired all of Grifil's share capital) reached a settlement that: (i) concluded all disputes outstanding with Grifil and constitutes a waiver to any possible future claim directly or indirectly related to the sale of the land parcel; (ii) passed to the acquirer all residual expense to be incurred for the reclamation of the land parcel with the explicit approval of the municipality of La Spezia; and (iii) provided for Eni to pay to the new owner of Grifil a lump sum of euro 15.1 million that will be paid when the new owner provides confirmation of works performed for the reclamation; the sum is covered by provisions in the risk reserve.

In 1997, an action was commenced before the Court of Venice concerning the criminal charges brought by the Venice public prosecutor for alleged mismanagement of the Porto Marghera plant starting in the 1970s until 1995 and for the alleged pollution and health damage resulting therefrom. Defendants included certain employees of Eni which has been managing the Porto Marghera plant since the beginning of the eighties. On November 2, 2001, the Court of Venice acquitted all defendants. The appeal against the decision was presented by the public prosecutor, the State Attorney on behalf of the Ministry of Environment and the Council of Ministers, 5 public entities, 12 associations and other entities and 48 individual persons. On December 15, 2004 the Venice Court of Appeals confirmed the preceding judgment, changing only some marginal parts. As concerns some defendants, the Court of Appeals decided not to proceed due to the statute of limitations for some crimes, while it confirmed the preceding judgment for the other matters. On May 19, 2006, the Court of final instance, before which plaintiffs appealed the decision of the Court of Appeals, acquitted all defendants stating that pollution and mismanagement of the plant occurred before the eighties

and consequently Eni and its employees could not be deemed responsible for that. In January 2006 Eni settled this matter with the Council of Ministers and the Ministry for the Environment paying an amount of euro 40 million. Under terms of the settlement, the latter will abstain from the recourse to the Court of final instance and will not act on any other environmental damage concerning the management of Porto Marghera until the date of the settlement. Eni had already recorded a provision for this matter which was sufficient to cover the amount of the settlement.

Dividends

Eni's dividend policy in future periods and the sustainability and the amount of future dividends over the next four year period will depend upon a number of factors including the increase in earnings and in cash flow provided by operating activities, a sound balance sheet structure, capital expenditure and development plans, and the "Risk Factors" set out in Item 3. Eni SpA's net profit and, therefore, the amounts available for payment of dividends therefrom will also depend on the level of dividends received from Eni's subsidiaries. However, subject to such factors, the Board of Directors expects to recommend to future meetings of shareholders to maintain a flow of dividends in line with the level of 2005 for the next four year period. On May 25, 2006, Eni's general shareholders' meeting approved a dividend of euro 1.10 per share for fiscal year 2005 as proposed by Eni's Board of Directors. This dividend (of which euro 0.45 was already paid as an interim dividend in October 2005) represented an increase of 22% with respect to the dividend paid for fiscal year 2004 (euro 0.90 per share); the ratio of aggregate dividends payments to consolidated net profit (pay-out) for year 2004 stands at 47%. Eni plans to continue paying interim dividends in future years.

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Significant Changes

See "Item 5 Recent Developments" for a discussion of Eni's results of operations in the first quarter of 2006 and other material developments that occurred after December 31, 2005.

Item 9. THE OFFER AND THE LISTING**Offer and Listing Details**

The ordinary shares of Eni SpA, nominal value euro 1.00 each (the "Shares"), are traded on the Blue Chip segment of the Mercato Telematico Azionario or MTA ("Telematico"), the Italian screen-based dealer market, which is the principal trading market for shares in Italy. The Blue Chip segment of Telematico includes shares of the companies whose market capitalization amounts to more than euro 1,000 million. American Depositary Shares ("ADSs"), each representing two shares, are listed on the New York Stock Exchange. The ratio has changed from one ADS per five Shares to one ADS per two Shares, effective January 10, 2006.

The table below sets forth the reported high and low reference prices of Shares on Telematico and of ADSs on the New York Stock Exchange, respectively. Due to the ratio change, the historical prices of ADSs have been adjusted by an adjustment factor of 2.5. See "Item 3 Key Information Exchange Rates" regarding applicable exchange rates during the periods indicated below.

	Telematico		New York Stock Exchange	
	High	Low	High	Low
	(euro per Share)		(U.S. \$ per ADS)	
2001	15.598	11.564	27.880	21.000
2002	17.145	12.938	32.844	24.360
2003	15.746	11.881	37.992	26.460
2004	18.748	14.723	50.580	36.940
2005	24.960	17.930	60.540	47.400
2004				
First quarter	16.640	14.723	40.536	36.940
Second quarter	17.980	16.319	43.364	38.924
Third quarter	18.584	16.272	45.804	39.608
Fourth quarter	18.748	17.651	50.580	44.244
2005				
First quarter	20.480	17.930	54.288	47.400
Second quarter	22.070	19.270	54.084	49.004
Third quarter	24.960	21.430	60.540	51.320
Fourth quarter	24.770	21.640	59.020	51.628
2006				
First quarter	24.880	23.050	60.650	55.170
January 2006	24.880	23.710	60.650	57.640
February 2006	24.860	23.840	59.510	56.550
March 2006	23.770	23.050	58.130	55.170
April 2006	24.810	23.370	61.320	57.050
May 2006	24.570	22.500	62.630	58.680
June 2006 (through June 5, 2006)	23.600	23.340	60.780	60.280

JPMorgan Chase Bank, N.A. (the "Depository") functions as depository bank issuing American Depositary Receipts ("ADRs") pursuant to the Deposit Agreement among Eni, the Depository and the beneficial owners ("Beneficial Owners") and registered holders from time to time of ADRs issued thereunder.

At June 5, 2006 there were 45,497,401 ADRs outstanding, representing 90,994,802 ordinary shares, or 2.27% of all Eni's shares outstanding, held by 65 holders of record (including The Depository Trust Company) in the United States of America, 62 of which are U.S. residents. Since certain of such ADRs are held by nominees, the number of holders may not be representative of the number of Beneficial Owners in the United States or elsewhere.

The Shares are included in the S&P/MIB, the new primary Italian stock exchange index that measures the performance of the 40 leading companies in leading industries listed on the markets organized and managed by Borsa Italiana SpA ("Borsa Italiana"). The constituents of the S&P/MIB are selected according to the following criteria: sectorial representation, market capitalization of free-float shares and liquidity. Since September 20, 2004 S&P/MIB is the principal indicator used to track the performance of the Italian stock market, and is the basis for future and option contracts traded in the Italian Derivatives Market ("IDEM") managed by Borsa Italiana. The Shares are the second largest component of the S&P/MIB, after the shares of Unicredito Italiano SpA, with a weighting of approximately 16.5%, as established by Standard & Poor's and Borsa Italiana after reviewing the composition of the S&P/MIB on May 19, 2006. In addition, future and option contracts on the Shares are traded on IDEM and securitised derivatives based on the Shares are traded on the Italian Securitised Derivatives Market ("SeDeX"). IDEM facilitates the trading of future and option contracts on index and shares issued by companies that meet certain required capitalization and liquidity thresholds. SeDeX is the Borsa Italiana electronic regulated market where it is possible to trade securitised derivatives (covered warrants and certificates).

Since January 14, 2002, the rule on the minimum lot of shares for transactions on the Telematico has been eliminated. Outside Telematico, block trading is permitted for orders that meet certain minimum size requirements and must be notified to Consob and Borsa Italiana. Starting from May 15, 2000, the Shares have been also trading on a special market, named After Hours trading market or TAH ("After Hours"), after the closure of the day time of Telematico under special rules. Since March 28, 2000, a three-day rolling cash settlement has been applied to all trades of equity securities in Italy, instead of the previous five-day settlement.

Markets

Telematico is organized and administered by Borsa Italiana subject to the supervision and control of the Commissione Nazionale per le Società e la Borsa (the National Commission for Companies and the Stock Exchange or "Consob"), the public authority charged, inter alia, with regulating investment companies, securities markets and public offerings of securities in Italy to ensure the transparency and regularity of the dealings and protect investors. Borsa Italiana is a joint stock company (Società per Azioni) that was established to manage the Italian regulated financial markets (including Telematico) as part of the implementation in Italy of the EU Investment Services Directive. Borsa Italiana has issued rules governing the organization and the administration of the markets it regulates, which are Telematico (shares, convertible bonds, pre-emptive rights, warrants, ETFs and Funds), Mercato MTAX (high growth companies), After Hours, Mercato Expandi (small companies), IDEM (index and stock derivatives market), SeDeX (covered warrants and certificates), MOT (bond markets), as well as the admission to listing on and trading on these markets.

If the opening price of a security (established each trading day prior to the commencement of trading based on bids received) differs by more than 10% (or such other amount established by Borsa Italiana) from the previous day's reference price, trading in that security will not be permitted until Borsa Italiana authorizes the trading. The reference price is calculated for each security as a weighted average of the last 10% of volumes traded in a single day. If in the course of a trading day the price of a security fluctuates by more than 5% from the last reported sale price (or 10% from the opening price), trading in that security will be automatically suspended for a certain period of time. In the event of such a suspension, effect is not given to trades agreed but not confirmed before the suspension.

Effective July 1, 1998, the Italian financial markets are primarily regulated by Legislative Decree No. 58 of February 24, 1998 ("Decree No. 58"), which consolidated the previous regulation primarily by restating the provisions of Legislative Decree No. 415 of July 23, 1996.

Decree No. 58 provides that trading of equity securities, as well as any other investment services, may now be carried out on behalf of the public by società di intermediazione mobiliare (securities dealing firms or "SIMs"), which are authorized intermediaries, authorized banks and certain types of finance companies. In addition, banks and investment firms organized in a member nation of the EU are permitted to operate in Italy provided that the intent of the bank or investment firm to operate in Italy is communicated to Consob and the Bank of Italy by the competent authority of the member state. Pursuant to Decree No. 58 the Bank of Italy, in agreement with Consob, is responsible for regulating clearance and settlement. Non-EU banks and non-EU investment firms may operate in Italy subject to the specific authorization of Consob and the Bank of Italy.

Item 10. ADDITIONAL INFORMATION

Memorandum and Articles of Association

The full text of the memorandum and articles of association of Eni as amended by Eni's Extraordinary Shareholders Meeting held on May 25, 2006, is attached as an exhibit to this annual report. See Exhibit 1.

Eni is incorporated under the name "Eni SpA" resulting from the transformation of Ente Nazionale Idrocarburi, a public law agency, established by Law 136 of February 10, 1953. The company objects are the direct and/or indirect management, by way of shareholdings in companies, agencies or businesses, of activities in the field of hydrocarbons and natural vapors, such as exploration and development of hydrocarbon fields, construction and operation of pipelines for transporting the same, processing, transformation, storage, utilization and trade of hydrocarbons and natural vapors, all in compliance with concessions required by law.

The company also has the object of direct and/or indirect management, by way of shareholdings in companies, agencies or businesses, of activities in the fields of chemicals, nuclear fuels, geothermy and renewable energy sources, in the sector of engineering and construction of industrial plants, in the mining sector, in the metallurgy sector, in the textile machinery sector, in the water sector, including derivation, drinking water, purification, distribution and reuse of waters; in the sector of environmental protection and treatment and disposal of waste, as well as in every other business activity that is instrumental, supplemental or complementary with the aforementioned activities.

The company also has the object of managing the technical and financial co-ordination of subsidiaries and affiliated companies as well as providing financial assistance on their behalf.

The company may perform any operations necessary or useful for the achievement of the company objects; by way of example, it may initiate operations involving real estate, moveable goods, trade and commerce, industry, finance and banking asset and liability operations, as well as any action that is in any way connected with the company objects with the exception of public fund raising and the performance of investment services as regulated by Decree No. 58 of February 24, 1998.

The company may take shareholdings and interests in other companies or businesses with objects similar, comparable or complementary to its own or those of companies in which it has holdings, either in Italy or abroad, and it may provide real and or personal bonds for its own and others' obligations, especially guarantees.

Directors

The Board of Directors is invested with the fullest powers for ordinary and extraordinary management of the company and, in particular, the Board has the power to perform all acts it deems advisable for the implementation and achievement of the company objects, except for the acts that the law or Eni's by-laws reserve to the Shareholders Meeting.

For a complete description of the powers of the Board, the Managing Director and the Chairman, appointments, role of the Board and rules and procedures of the meetings of the Board see "Item 6 Board Practices".

The Board of Directors and the Managing Director report timely, at least every three months and however in the Board of Directors meetings, to the Board of Statutory Auditors on the activities and on the most relevant operations regarding the operational, economic and financial management of the company and its subsidiaries: in particular the Board of Directors and the Managing Director report to the Board of Statutory Auditors on operations entailing potential conflicts of interest. Article 2391 of the Italian Civil Code applies in the case of interests of the Directors.

The Chairman and the members of the Board are remunerated in an amount established by the ordinary Shareholders Meeting. Said resolution, once taken, will remain valid for subsequent business years until the Shareholders Meeting decides otherwise.

There are no provisions as to retirement based on age-limit requirements, or requirement of share ownership for a director's qualification in Eni's by-laws.

Limitations on Voting and Shareholdings

General

There are no limitations imposed by Italian law or by the by-laws of Eni SpA on the rights of non-residents of Italy or foreign persons to hold or vote the shares other than the limitations described below (which are equally applicable to residents and non-residents of Italy).

The by-laws provide that no person, in any capacity, may own shares amounting to more than 3% of Eni SpA's voting share capital. Such maximum limit is calculated taking into account the aggregate shareholding of a controlling entity, whether an individual or a legal entity (each a "person"); its directly or indirectly controlled entities, as well as entities controlled by the same controlling entity; affiliated entities, as well as relatives within the second degree by blood or marriage (except for a legally separated spouse). Affiliation exists as set forth in applicable Italian legislation, as well as between entities that, directly or indirectly, through controlled entities (other than those managing investment funds) are bound, even with third parties, by agreements relating to the exercise of voting rights or the transfer of shares or interests in third-party companies or other agreements relating to third-party companies as specified by applicable Italian legislation if such agreements relate to at least 10% of the voting share capital of a listed company or 20% of the voting share capital of a non-listed company. For purposes of calculating the 3% limit, shares held through a fiduciary nominee or intermediary are taken into account.

Any voting rights attributable to shares held or controlled in excess of such 3% limit cannot be exercised, and the voting rights of each entity to whom such limit on shareholding applies are reduced proportionately, unless otherwise jointly disposed of in advance by the parties involved. In the event that shares held or controlled in excess of the maximum limit are voted, any shareholders' resolution adopted pursuant to such a vote may be challenged if the majority required to approve such resolution would not have been reached without the vote of the Shares exceeding such maximum limit. Shares not entitled to be voted are nevertheless counted for the purpose of determining the quorum at a shareholders' meeting.

Under the provisions of Law No. 602 of November 27, 1996, the 3% limit does not apply to shareholdings in Eni SpA held by the Ministry of Economy and Finance; state-owned entities controlled by other entities or by the State. The 3% limit does not apply, in the event that such limit is exceeded as a result of the acquisitions of shares pursuant to a mandatory tender offer (*offerta pubblica di acquisto totalitaria*) or a preventative tender offer (*offerta pubblica di acquisto preventiva*), each as provided for by Decree No. 58, regardless of whether a majority of the voting rights is acquired thereby. The approval of the Ministers as described below in "Special Powers of the State" is however requested for Shares acquired pursuant to tender offers.

For other limitations that may affect voting rights, see "Reporting Requirements and Restrictions on Acquisitions of Shares".

Special Powers of the State

Under Italian laws the State, acting through the Minister of Economy and Finance, in agreement with the Minister of Productive Activities (together with the Minister of Economy and Finance, the "Ministers"), holds certain special powers in connection with any transfer of a controlling interest in certain State-owned companies operating in public

service sectors, including Eni SpA. The law places no limit on the duration of such special powers. Such powers are to be exercised in accordance with EU principles. Specific guidelines have been introduced by the Decree of the President of the Council of Ministers (DPCM), May 4, 1999, which sets forth the conditions in which the Ministers can exercise their special veto over a company's strategic decisions. According to Article 66 of Law 488, dated December 23, 1999, such guidelines have been confirmed by the DPCM dated June 10, 2004.

Pursuant to the DPCM of April 1, 2005, on April 13, 2005, the Eni's Board of Directors modified the Eni's by-laws in order to apply the provisions of Law No. 350 of December 24, 2003 (2004 budget law), which modified Article 2 of Law Decree No. 332 of May 31, 1994, as modified and converted into Law No. 474 of July 30, 1994, regarding the Special Powers of the State. Eni's by-laws acknowledge in Article 6.2 that the Special Powers of the State are as follows:

- a) opposition with respect to the acquisition of material shareholdings by entities affected by the shareholding limit as set forth in Article 3 of Law Decree 332 of May 31, 1994, converted with amendments into Law 474 of July 30, 1994, which as per Decree issued by the Minister of Treasury on October 16, 1995 include those representing at least 3% of share capital with the right to vote at the ordinary Shareholders' Meeting. Any opposition is required to be expressed within ten days of the date of the notice to be filed by the Board of Directors at the time a request is made for registration in the Shareholders' Register if the Minister considers that such an acquisition may prejudice the vital interests of the Italian State. Until the ten-day period has expired, the voting rights or any rights other than the economic rights connected with the shares representing a material shareholding may not be exercised. If the opposition power is exercised on the basis that prejudice may be caused by the operation to the vital interests of the Italian State, the transferee may not exercise the voting rights or any rights other than the economic rights connected with the shares representing a material shareholding and must sell said shares within one year. If the shareholder fails to comply, the law court, upon request of the Minister of Economy and Finance, will order the sale of the shares representing a material shareholding according to the procedures set forth in Article 2359-ter of the Civil Code. The act through which the opposition power is exercised may be appealed by the transferee before the Regional Administrative Court of Lazio within sixty days as of its issue;
- b) opposition with respect to the subscription of shareholders' pacts or agreements as per Article 122 of Legislative Decree No. 58 of February 24, 1998, involving as per Decree issued by the Minister of Treasury on October 16, 1995 at least 3% of the share capital with the right to vote at ordinary Shareholders' Meetings. In order to allow the exercise of the above mentioned opposition power, Consob notifies the Minister of Economy and Finance of the relevant pacts or agreements communicated to it pursuant to the aforementioned Article 122 of Legislative Decree No. 58 of February 24, 1998. The opposition power may be exercised within ten days of the date of the notice by Consob. Until the ten-day period has expired, the voting rights or any rights other than the economic rights connected with the shares held by the shareholders who have subscribed the above mentioned pacts or agreements may not be exercised. If the opposition power is exercised on the basis that prejudice may be caused by said pacts or agreements to the vital interests of the Italian State, the shareholders pacts or agreements shall be null and void. If in the shareholders' meetings the shareholders who have signed shareholders' pacts or agreements behave as if those pacts or agreements disciplined by Article 122 of Legislative Decree No. 58 of February 24, 1998 were still in effect, the resolutions approved with their vote, if determining for the approval, may be sued. The act through which the opposition power is exercised may be sued by the shareholders who joined the above mentioned pacts or agreements before the Regional Administrative Court of Lazio within sixty days as of its issue;
- c) veto power with respect to resolutions to dissolve the company, to transfer the business, to merge, to demerge, to transfer the company's registered office abroad, to change the company objects and to amend the by-laws canceling or modifying the powers indicated in this Article. The act through which the veto power is exercised shall be duly motivated in consideration of the prejudice the related resolution may cause to the vital interests of the Italian State and may be sued by the dissenting shareholders before the Regional Administrative Court of Lazio within sixty days as of its issue;
- d) appointment of one Board member with no voting rights. Should such appointed Director lapse, the Minister of Economy and Finance in agreement with the Minister of Productive Activities will appoint his substitute.

With a decision published on May 23, 2000, the European Court of Justice declared that Italy, in granting the Minister of Economy and Finance "special powers" and introducing them in the by-laws of some privatized companies, violated the obligations imposed by Articles 43 (former Article 52, right of establishment), 49 (former 59, free provision of services) and 56 (former 73b, free movement of capitals) of the European Treaty.

In accordance with past decisions, the Court analyzed Italian legislation in force at the expiration of the terms defined in the European Commission's informed opinion, therefore it did not take into account DPCM of May 4, 1999, Article 66 of Law No. 488/1999 and DPCM of June 10, 2004 and Law No. 350 of December 24, 2003 which included provisions limiting those "special powers" of the Minister of Economy and Finance. These are currently being analyzed by the European Commission.

Furthermore Law No. 266 of December 23, 2005 (the Budget Law) in Article 1 paragraphs from 381 to 384 in order to favor the process of privatization and the diffusion of investments in companies also held by the State, introduced the option to include in the by-laws of companies formerly owned by the State, as in the case of Eni SpA, regulations against takeovers, which in particular provide for the issue of shares, also at nominal value, and similar shareholding certificates bearing the right to vote at ordinary and extraordinary Shareholders Meetings in favor of one or more shareholders identified in terms of the number of shares held. The introduction of these norms, which are subject to approval by the EU, will cause the cancellation of the above mentioned special powers of the State contained in Article 6.2 of Eni's by-laws.

Minority Protection Provisions

Under Italian laws, the by-laws of companies, such as Eni SpA, that impose a maximum limit on the number of shares that may be held by any shareholder must provide for the election of directors and statutory auditors through the voto di lista (voting list) system, to ensure that minority shareholders of a company are represented on its board of directors and board of statutory auditors. Accordingly, Eni's by-laws require that the members of the Board of Directors and the Board of Statutory Auditors of Eni SpA not directly appointed by the Ministers (see "Special Powers of the State") be elected on the basis of candidate lists presented either by the Board of Directors or by one or more shareholders (including the Minister of Economy and Finance) representing in the aggregate at least 1% of the share capital of Eni SpA having the right to vote at ordinary shareholders meetings. Such candidate lists must be deposited at the registered office of Eni SpA and published in at least three Italian newspapers having general circulation in Italy (two of which must be business dailies). Publication of the candidate list presented by the Board of Directors shall occur at least 20 days before the first call (as defined below) of the Shareholders Meeting. Such term is reduced to 10 days in the case of candidate lists proposed by shareholders. Each shareholder may present or participate in the presentation of only one candidate list and each candidate may appear on only one list.

Under Eni's by-laws, the election of the members of the Board of Directors will proceed as follows:

- a) seven-tenths of the members to be elected will be drawn out from the candidate list that receives the majority of votes expressed by the shareholders in the numerical order in which they appear on the list, rounded off in the event of a fractional number to the next lower number;
- b) the remaining Board members will be drawn out from the other candidate lists; to this purpose the votes obtained by each candidate list will be divided by one or two or three depending on the number of the members to be elected. The quotients thus obtained will be assigned progressively to candidates of each said list in the numerical order in which they appear in each list. Quotients thus assigned to candidates of said lists will be set in one decreasing numerical order. Those who obtain the highest quotients will be elected.

The election of members of the Board of Statutory Auditors is governed by the same rules, except that the Board of Directors may not present a candidate list to the Board of Statutory Auditors, and that, pursuant to Decree No. 58, Eni's by-laws provides that, in the event of a Board of Statutory Auditors formed by more than three Auditors, at least two of them be appointed by minority shareholders.

The Extraordinary Shareholders Meeting held on May 28, 2004 approved an amendment to Article 17.3 of the by-laws according to which companies that are controlling entities or under common control, as defined by Article 2359, first Paragraph, of the Civil Code, or companies controlled by the same entity of the company presenting a list shall not present nor take part in the presentation of another candidate list.

Several provisions of Italian legislation are intended to increase the protection of minority shareholders. In particular: (i) shareholders meetings must be called also upon request of holders of at least 10% of the outstanding Shares (the Board of Directors, however, may refuse to call the meeting when conflicting with the company's interests) (Article 2367 c.c.); (ii) at an extraordinary shareholders meeting resolutions may be passed with the approval of at least two-thirds of the shares represented at the meeting, on the first, second or third call (Articles 2368-2369 c.c.) by the majority, one-third and one-fifth of the outstanding share capital, respectively; (iii) shareholders actions against the Board of Directors, the Statutory Auditors, Official Receivers and the Managing Director may be initiated by shareholders holding at least 5% of the outstanding shares (Article 2393 bis c.c.); (iv) the actions for which a single shareholder may sue (Article 2394-bis c.c.); and (v) collective shareholders complaints to the Board of Statutory Auditors may be promoted by shareholders holding at least 5% of the outstanding share (Article 2409 c.c.). The company's by-laws may further lower the thresholds in (iii) and (v) and increase the voting quorums under (ii). Effective from July 1, 1998, accounting control functions are under the exclusive competence of company's independent auditors, and the company's Board of Statutory Auditors no longer carries out such functions.

Further protection to Italian minority shareholders was introduced by Law of January 12, 2006, the so called "Legge Risparmio", that provided for among others the followings:

- sets new independence and honorability requirements for directors of listed companies;
- introduces the list vote for the election of directors as a protection of minority shareholders and delegates to Consob, the Italian financial markets regulator, the power to regulate the appointment of a statutory auditor by minority shareholders. The law states that shareholders representing at least 2.5% of share capital can present a list;
- delegates to Consob the determination of the limits to the number of memberships of boards of directors and boards of statutory auditors that directors and auditors of listed companies can hold in other listed companies;
- states that the chairman of the Board of Statutory Auditors must be elected among the candidates presented by minority lists; and
- introduces the function of a "Manager responsible for the preparation of financial reporting documents" to be appointed in accordance with rules set out in a company's by-laws, subject to a prior advice on part of the Board of Statutory Auditors.

Companies must amend their own by-laws within twelve months from the entry into force of the law. Certain provisions of this law were already reflected into Eni's by-laws; certain other provisions have been incorporated into Eni's by-laws effective May 25, 2006 by Eni's Extraordinary Shareholders Meeting.

Reporting Requirements and Restrictions on Acquisitions of Shares

Under Consob Regulation, any direct or indirect participation in excess of 2%, 5%, 7.5%, 10% and subsequent multiples of 5% in the voting shares of a listed company must be notified to such company and to Consob, within five open market days from the effectiveness of the transaction triggering such obligation to notify.

The obligation to notify also applies to any direct or indirect participation owned through ADSs.

For listed companies, whose by-laws impose a maximum limit on the number of shares that may be held by any shareholder, Consob is entitled to fix different relevant thresholds by decree.

Further, the reduction of the foregoing interest below the relevant thresholds must be notified within the same terms.

Shares held in excess of any such threshold cannot be voted in the event the above notices have not been provided. Any resolution violation of such limitation can be voided if challenged in court by shareholders and Consob, if the resolution would have not been adopted without the consent of the shares in question.

The relevant thresholds noted above shall be calculated including: (i) shares registered in the name of the relevant reporting person whose underlying voting rights are attributed to third parties, and viceversa; and (ii) shares held through third parties and shares whose voting rights are attributable to such third parties, excluding shares registered in the name of, or endorsed to, fiduciaries, as well as shares whose voting rights are attributed to intermediaries for purposes of the management of mutual or individual savings.

Furthermore, calculation of 5%, 10%, 25%, 50% and 75% thresholds shall also take into account shares outstanding which the relevant reporting person is entitled to purchase or to sell directly or through third parties. Shares to be purchased through the exercise of conversion rights or warrants shall be calculated only in the event the acquisition can take place within a sixty days period.

In the event the same relevant participation is directly or indirectly held by two or more entities, then obligation to notify may be satisfied by one of such person, provided that completeness of information is guaranteed.

Any participation exceeding 10% of the voting capital of an unlisted company, including any foreign company, owned by a listed company must be notified to such non-listed company within seven days from reaching such threshold. Similarly, the non-listed company must be notified about any subsequent reduction of such participation below the 10% threshold.

Listed companies are also required to notify Consob of their participation exceeding 10% of the voting capital of non-listed companies owned at the end of the first six months and of the full year. Such notification is due within 30 days from the date of approval of the Annual Report and the Report on the First Six Months, respectively.

In the event the same relevant participation is directly or indirectly held by two or more entities, then the obligation to notify may be satisfied by one of such entities, provided that completeness of information is guaranteed.

The 10% threshold shall be calculated including: (i) shares registered in the name of the relevant listed company, even if voting rights are attributable to third parties; (ii) shares whose voting rights are attributable to the relevant listed company, in the event such voting rights entitle such party to exercise a dominant or material influence at the ordinary shareholder's meeting; and (iii) shares registered in the name of third parties and shares whose voting rights are attributable to third parties.

In addition to the rules of Article 2359 bis of the Italian civil code, governing the acquisition of shares of the parent company by a controlled subsidiary, Decree No. 58/1998 regulates additional cross-ownership matters as follows.

Cross-ownership between listed and non-listed companies may not exceed 2% of the shares of the listed company or 10% of the shares of the non-listed company. For calculating these ownership thresholds, the rules for calculations of interests in listed and non-listed companies apply.

The company ultimately exceeding the 2% or 10% interest in a listed or unlisted company respectively may not exercise the voting rights on the shares held in excess of such thresholds; such shares must be sold within 12 months.

If anyone holds an interest exceeding 2% of the share capital of a listed company, such listed company or any entity controlling such listed company may not acquire an interest exceeding 2% of the share capital of a listed company controlled by said holder. If the foregoing limit is exceeded, the holder who last exceeded the foregoing limit or both the holders, if it is not possible to ascertain which holder exceeded such limit last, may not exercise the voting right related to the shares exceeding the foregoing limit. Such limits are not applicable in case of a tender offer for

acquiring at least 60% of the ordinary shares of a listed company. For a description of the limitation on cross-ownership between a company and its subsidiaries, see "Purchase by Eni SpA of its Own Shares".

Under Decree No. 58, any agreement, in whatever form, intended to regulate the exercise of voting rights in a listed company or in the companies controlling a listed company, together with any of its subsequent amendments, renewal or termination, must be: (i) notified to Consob, within five days from its execution; (ii) disclosed to the public through the publication, in summary form, in one Italian newspaper having general circulation, within ten days from its execution; and (iii) deposited in the Companies Register of the place where such listed company has its registered office within 15 days from its execution.

The same requirements also apply to agreements, in whatever form, that: (a) impose an obligation of prior consultation for the exercise of voting rights in a listed company and in its controlling companies; (b) contain undertakings limiting the transferability of shares and other securities granting rights for the acquisition or subscription of shares; (c) provide for the acquisition of the shares and securities; and (d) contemplate or cause the exercise, also in association with other persons, of dominant influence over the listed company that issued the shares and its controlled entities.

In the event the obligations set out above are not completely satisfied, then the agreement is ineffective and the voting rights connected to the relevant shares may not be exercised. In case of violation of such limitation imposed on the voting rights, a resolution can be challenged if such resolution would have not been approved without the vote of such shares.

If the parties have agreed upon the duration of the agreement, such duration cannot exceed three years. In absence of agreement, each party to the agreement can withdraw from such an agreement by giving a six month notice.

In accordance with Law No. 287 of October 10, 1990, any acquisition of sole or joint control over a company that would create or strengthen a dominant position in the domestic market in a manner that eliminates or significantly reduces competition is prohibited. However, if the acquiring party and the company to be acquired operate in more than one EU member state and together exceed certain revenue thresholds, the antitrust approval of the acquisition falls within the exclusive jurisdiction of the European Commission.

Shareholders Meetings

Registered shareholders are entitled to attend and vote at ordinary and extraordinary shareholders meetings. Each holder is entitled to cast one vote for each share held. Votes may be cast personally, by proxy or by mail, in accordance with applicable regulations. Meetings are called by Eni SpA's Board of Directors when required or deemed necessary, or on request of shareholders representing at least 10% of outstanding shares, who must provide an agenda of the matters to be discussed to the Chairman of the Board of Directors. Meetings may also be called, by the Board of Statutory Auditors or by two auditors, provided that such call has been notified in advance.

Ordinary Shareholders Meetings must be convened at least once a year. At these ordinary meetings, shareholders approve the financial statements, resolve upon dividend distribution, if any, may appoint Directors, Statutory Auditors and, when necessary, the external auditors, determine their remuneration and vote on the liability of Directors and Statutory Auditors and approve Shareholders Meeting regulation. Extraordinary meetings of shareholders may be called to pass upon proposed amendments to the by-laws, capital increases, mergers, consolidations, demerger, issuance of debentures, appointment of liquidators and similar extraordinary actions. The notice of a Shareholders Meeting generally specifies two meeting dates ("calls") and because Eni SpA is listed such notice may specify three calls for Extraordinary Shareholders Meetings.

The attendance quorum required for a valid shareholder action at an ordinary meeting on first call is 50% or more of the outstanding shares, while on second call there is no attendance quorum requirement. At a duly called ordinary

meeting, in both first and second calls, resolutions may be approved by a simple majority of the shares represented at the meeting.

The attendance quorum required for a valid shareholder meeting at an Extraordinary Meeting is more than 50% of the outstanding shares on first call, while on second call the attendance quorum is more than 1/3 of the Shares outstanding and on third call the attendance quorum is more than 1/5 of the shares outstanding. On first, second and third call, resolutions may be approved by a majority of 2/3 of the Shares represented at the Shareholders Meeting.

The financial statements of Eni SpA are submitted for approval to the annual shareholders meeting, which must be convened within 180 days after the end of the financial year. Shareholders are informed of all meetings to be held by publication of a notice in the *Gazzetta Ufficiale* and in at least one Italian newspaper of general circulation at least 30 days before the date fixed for the meeting. Under current legislation, the reports and proposals of the Board of Directors to the Shareholders Meeting for any item on the agenda of the meeting and the financial statements to be submitted to the shareholders approval, shall be deposited at the shareholders disposal at the Company's registered office and at Borsa Italiana.

Admission to the meeting is granted to shareholders who requested the notification of attendance pursuant to Article 34 of Consob Deliberation No. 11768 of December 23, 1998, at least five days prior to the date of the meeting on first call. The Extraordinary Shareholders Meeting, held on May 28, 2004, approved the amendment of Article 13 of the by-laws according to which the term is reduced to two days. For a description of the procedures to be followed by Beneficial Owners of ADRs to attend shareholders meetings and exercise voting rights with respect to underlying Shares, see "Description of American Depositary Receipts Voting of Deposited Securities". Beneficial Owners of Shares held with Monte Titoli need only to instruct the relevant banks associated with Monte Titoli which hold their accounts to procure admission tickets and proxy forms.

The Extraordinary Shareholders Meeting held on May 28, 2004, approved the amendment to Article 23 of the by-laws according to which the Board of Director is allowed to resolve: (i) the merger and demerger of at least 90% directly owned subsidiaries; (ii) the establishment and winding up of branches; and (iii) the amendment to the by-laws to adequate its provisions to the current legislation.

Pursuant to Legislative Decree No. 213 dated June 24, 1998, Eni SpA's shares have been "dematerialized" (the shares are not longer incorporated in a certificate). Therefore for the exercise of the rights connected to outstanding Shares not yet dematerialized, Shareholders must first deliver such shares to a financial intermediary associated with Monte Titoli.

Shareholders may appoint proxies by completing the form attached to the admission ticket. Directors, Statutory Auditors, auditors and employees of Eni SpA or of controlled companies, and the External Auditors of Eni SpA, banks and Monte Titoli may not be appointed proxies. Any one proxy may not represent more than 200 shareholders of Eni SpA. A proxy may be appointed for a single meeting, including the first, second and third call thereof unless the proxy is general or given to a company, association, foundation, other entities or institutions to an employee. The by-laws of Eni SpA provide for voting by mail. There are no limitations arising under Italian law or the by-laws of Eni SpA on the right of non-resident or foreign persons to hold or vote the Shares other than limitations that apply generally to all shareholders.

Rules relating to proxies are established by Decree No. 58 and the related Consob Regulation No. 11971 dated May 14, 1999. Accordingly whereby: (i) proxies may be solicited, collected or exercised by banks, investment firms and shareholders associations; (ii) proxies may be granted only in respect of shareholders meetings that have been called; and (iii) proxies may be limited to voting on particular proposals. Decree No. 58 also allows companies to implement vote by mail procedures and establishes new regulations relating to, among other things, takeovers, cross-shareholdings, shareholders agreements and saving shares.

Meetings of Eni's shareholders are conducted according to the "Eni SpA's Shareholders' Meeting Regulation" as approved by the Ordinary Shareholders' Meeting of Eni on December 4, 1998 and amended by the Ordinary Shareholders' Meeting held on May 28, 2004 in order to adequate the provision to the new rules content in the Civil Code for the participation to the Shareholders' Meetings.

Subscription Rights

New shares may be issued pursuant to a resolution of shareholders at an extraordinary meeting. Under Italian law, shareholders have a preemptive right to subscribe for new issues of shares and debentures convertible into shares in proportion to their respective shareholdings. Subject to certain conditions principally designated to prevent dilution of the rights of shareholders, this right may be waived or limited by resolution taken by an extraordinary Shareholders' Meeting by the affirmative vote of more than 50% of the shares outstanding. Such percentage applies to all calls of the meeting.

Liquidation Rights

Under Italian law, subject to the satisfaction of the claims of all other creditors, shareholders are entitled to a distribution of the remaining liquidated assets of Eni SpA in proportion to the nominal value of their shares. Holders of savings shares and preferred shares, if foreseen by the by-laws, in the event such shares are issued by Eni SpA, are entitled to a preferred right to distribution from liquidation up to their nominal value. Thereafter, if there are surplus assets, ordinary shareholders rank equally in the distribution of such assets. Shares rank *pari passu* among ordinary shareholders in a liquidation.

Material Contracts

None.

Documents on Display

It is possible to read and copy documents referred to in this annual report on Form 20-F that have been filed with the SEC at the SEC's public reference room located at 100 F Street, NE, Room 1580, Washington, DC 20549 and at the SEC's other public reference rooms in New York City and Chicago. Please call the SEC at 1-800-SEC-0330 for further information on the public reference rooms and their copy charges. The SEC filings are also available to the public from commercial document retrieval services and in the website maintained by the SEC at www.sec.gov. It is also possible to read and copy documents referred to in this annual report on Form 20-F at the New York Stock Exchange, 20 Broad Street, 17th floor, New York.

Exchange Controls

There are no exchange controls in Italy. Residents and non-residents of Italy may effect any investments, divestments and other transactions that entail a transfer of assets to or from Italy, subject only to the reporting, record-keeping and disclosure requirements described below. In particular, residents of Italy may hold foreign currency and foreign securities of any kind, within and outside Italy, while non-residents may invest in Italian securities without restriction and may export from Italy cash, instruments of credit or payment and securities, whether in foreign currency or euro, representing interest, dividends, other asset distributions and the proceeds of dispositions.

Updated reporting and record-keeping requirements are contained in recent Italian legislation which implements an EU directive regarding the free movement of capital. Such legislation requires that transfers into or out of Italy of cash or securities in excess of euro 12.5 thousand be reported in writing to the Ufficio Italiano Cambi (the Italian Exchange Office) by residents or non-residents that effect such transfers directly, or by banks, securities dealers or Poste Italiane SpA (Italian Mail) that effect such transactions on their behalf. In addition, banks, securities dealers or Poste Italiane SpA effecting such transactions on behalf of residents or non-residents of Italy are required to maintain records of such transactions for five years, which records may be inspected at any time by Italian tax and judicial authorities. Non-compliance with these reporting and record-keeping requirements may result in administrative fines or, in the case of false reporting and in certain cases of incomplete reporting, criminal penalties. The Ufficio Italiano Cambi will maintain reports for a period of ten years and may use them, directly or through other government offices, to police money laundering, tax evasion and any other crime or violation.

Taxation

The information set forth below is a summary only, and Italian, the United States and other tax laws may change from time to time. Holders of shares and ADSs should consult with their professional advisors as to the tax consequences of their ownership and disposition of the shares and ADRs, including, in particular, the effect of tax laws of any other jurisdiction.

Italian Taxation

The following is a summary of the material Italian tax consequences of the ownership and disposition of shares or ADRs as at the date hereof and does not purport to be a complete analysis of all potential tax effects relevant to the ownership or disposition of shares or ADRs.

Income tax

Dividends received by Italian resident individuals in relation to participations exceeding 2% of the voting rights or 5% of the share capital ("substantial participations") are included in the taxable income subject to personal income tax to the extent of 40% of their amount. Personal income tax applies at progressive rates ranging from 23% to 43% plus local surtaxes. Dividends received by Italian resident individuals in relation to non-substantial participations not related to the conduct of a business are subject to a substitute tax of 12.5% withheld at the source by the dividend paying agent. This being the case, the dividend is not to be included in the individual's tax return. If the non-substantial participations are related to the conduct of a business, dividends received are included in the taxable business income to the extent of 40% of their amount.

Dividends received by Italian pension funds are included in the overall result of the pension funds subject to a 11% substitute tax. Dividends received by Italian collective investment funds are included in the overall result of the collective investment funds subject to a 12.5% substitute tax. Dividends received by Italian real estate investment funds are not subject to tax in the hands of the real estate investment funds. Entities exempt from IRES (company income tax) are subject to the substitute tax at the rate of 27%.

Dividend paid to non-Italian residents are subject to the same substitute tax levied at source by the dividend paying agent at the rate of 27%, provided that the participations are not connected to an Italian permanent establishment. Up to four-ninths of the substitute tax withheld might be recovered by the non-resident shareholder from the Italian Tax Authorities upon provision of evidence of full payment of income tax on such dividend in his/her country of residence in an amount at least equal to the total refund claimed.

The substitute tax may be reduced under the tax treaty in force between Italy and the country of residence of the Beneficial Owner of the dividend. Italy has executed income tax treaties with approximately 70 foreign countries, including all EU member states, Argentina, Australia, Brazil, Canada, Japan, New Zealand, Norway, Switzerland, the United States and some countries in Africa, the Middle East and the Far East. Generally speaking, it should be noted that tax treaties are not applicable where the holder is a tax-exempt entity or, with few exceptions, a partnership or a trust.

In order to obtain the treaty benefit (reduced substitute tax rate) at the same time of payment, the Beneficial Owner must file an application to the dividend paying agent chosen by the Depository stating the existence of the conditions for the applicability of the treaty benefit, together with a certification issued by the foreign Tax Authorities stating that the shareholder is a resident of that country for treaty purposes.

Under the tax treaty between the United States and Italy, dividends derived and beneficially owned by a U.S. resident who holds less than 10% of the Company's shares are subject to an Italian withholding or substitute tax at a reduced rate of 15%, provided that the participations are not effectively connected with a permanent establishment in Italy through which the U.S. resident carries on a business or a fixed establishment in Italy through which such U.S. resident performs independent personal services (for further details please refer to the relevant provisions set forth in the Italy-U.S. Tax Treaty). In the absence of such conditions, the dividend paying agent will deduct from the gross amount of the dividend the substitute tax at the statutory rate of 27%.

Based on the certification procedure required by the Italian Tax Authorities, to benefit from the direct application of the 15% substitute tax the U.S. shareholder must provide the dividend paying agent with a certificate obtained from the U.S. Internal Revenue Service (the "IRS") with respect to each dividend payment. The request for that certificate must include a statement, signed under penalties for perjury, to the effect that the shareholder is a U.S. resident individual or corporation, and does not maintain a permanent establishment in Italy, and must set forth other required information. The normal time for processing requests for certification by the IRS is normally about six to eight weeks.

Where the Beneficial Owner has not provided the above mentioned documentation, the dividend paying agent will deduct from the gross amount of the dividend the substitute tax at the statutory rate of 27%. The U.S. recipient will then be entitled to claim from the Italian Tax Authorities the difference ("treaty refund") between the domestic rate and the treaty one by filing specific forms (certificate) with the Italian Tax Authorities.

According to the Italian tax law as reflected in the Deposit Agreement, the Company is not involved: (i) in withholding amounts due by holders of ADSs to relevant taxing authorities in connection with any distributions relating to ADSs; or (ii) in the procedures through which certain holders of ADSs may obtain tax rebates, credits, refunds or other similar benefits. Pursuant to the Deposit Agreement, the custodian and the Depository have undertaken to use reasonable efforts to make and maintain arrangements to enable persons that are considered the United States residents for purposes of applicable law to receive any rebates or tax credits (pursuant to treaty or otherwise) relating to distributions on the ADSs to which such persons are entitled in addition, the Depository has agreed to establish procedures to enable all holders to take advantage of any rebates or tax credits (pursuant to treaty or otherwise) relating to distributions on the ADSs to which such holders are entitled and to provide, at least annually, a written notice, in a form previously agreed to by the Company, to the holders of ADSs of any necessary actions to be undertaken by such Holders.

Transfer tax

In general terms, no Italian transfer tax is payable in the following cases:

- contracts executed on regulated financial markets;
- contracts concerning shares of non-listed companies, executed between non-resident persons and banks or other authorized intermediaries (provided that certain conditions are met); and
- contracts concerning listed shares even if not executed on regulated financial markets, between non-resident persons and banks or other authorized intermediaries or investment funds.

The mentioned exemption from transfer tax does not entail the application of stamp duty or registration tax.

To provide a more complete picture, transfer tax is currently payable at the following rates:

- euro 0.072 for euro 51.65 (or fraction thereof) of the price at which the Shares or ADRs are transferred, when the transfer occurs directly between the contracting parties or through intermediaries other than those listed below.
- Euro 0.025 for euro 51.65 (or fraction thereof) of the price at which the Shares or ADRs are transferred, when the transfer occurs between private individuals and a bank or between private individuals through an intermediary, such as an exchange agent, a bank, a stock broker, or a SIM.

Euro 0.0061 for euro 51.65 (or fraction thereof) of the price at which the Shares or ADRs are transferred, when the transfer occurs between banks, exchange agents or SIMs.

Capital Gains Tax

This paragraph applies with respect to capital gains out of the scope of a business activity carried out in Italy.

Gains realized by Italian resident individuals upon the sale of substantial participations are included in the taxable base subject to personal income tax to the extent of 40% of their amount, while gains realized upon the sale of non substantial participations are subject to a substitute tax at a 12.5% rate.

For gains deriving from the sale of non substantial participations, two different systems may be applied at the option of the shareholder as an alternative to the filing of the tax return:

the so-called "administered savings" tax regime (risparmio amministrato), based on which intermediaries acting as shares depositaries shall apply a substitute tax (12.5%) on each gain, on a cash basis. If the sale of shares generated a loss, said loss may be carried forward up to the fourth following year; and

the so-called "portfolio management" tax regime (risparmio gestito) which is applicable when the shares form part of a portfolio managed by an Italian asset management company. The accrued net profit of the portfolio is subject to a 12.5% substitute tax to be applied by the portfolio.

Gains realized by non residents from non substantial participations in listed companies are deemed not to be realized in Italy and consequently are not subject to the capital gains tax.

On the contrary, gains realized by non-residents from substantial participations even in listed companies are deemed to be realized in Italy and consequently they are subject to the capital gains tax.

However double taxation treaties may eliminate the capital gains tax. Under the income tax convention between the United States and Italy, a U.S. resident will not be subject to the capital gains tax unless the shares or ADRs form part of the business property of a permanent establishment of the holder in Italy or pertain to a fixed establishment available to a shareholder in Italy for the purposes of performing independent personal services. U.S. residents who sell shares may be required to produce appropriate documentation establishing that the above-mentioned conditions of non-taxability pursuant to the convention have been satisfied.

Inheritance and Gift Tax

No inheritance tax applies in Italy to the transfer of shares or ADRs by reason of death. Transfer of shares or ADRs, even if held outside Italy, by reason of donation are subject to the ordinary Italian transfer tax on the value of the gift exceeding euro 180,759.91, only if the donee is not the spouse, a direct descendant or a relative up to the fourth degree of the donor. However, tax applies in the fixed amount of euro 129.11.

An anti avoidance rule applies to gift of assets (such as shares) which, if sold for consideration, would give rise to capital gain subject to substitute tax as per Decree No. 461 of November 21, 1997. In particular if the donee sells the shares for consideration within five years from the receipt thereof as gift, the substitute tax will apply on the capital gain determined as if the gift had never been given.

United States Taxation

The following is a summary of certain U.S. federal income tax consequences to U.S. Holders (as defined below) of the ownership and disposition of Shares or ADSs. This summary is addressed to U.S. Holders that hold Shares or ADSs as capital assets, and does not purport to address all material tax consequences of the ownership of Shares or ADSs. The summary does not deal with special classes of investors, such as tax-exempt entities, dealers in securities, traders in securities that elect to mark to market, certain insurance companies, broker-dealers, investors liable for alternative

minimum tax, investors that actually or constructively own 10% or more of Eni SpA's Shares, investors that hold Shares or ADSs as part of a straddle or a hedging or conversion transaction and investors whose "functional currency" is not the U.S. dollar.

This summary is based on the tax laws of the United States (including the Internal Revenue Code of 1986, as amended, (the "Code") its legislative history, existing and proposed regulations thereunder, published rulings and court decisions) as in effect on the date hereof, and which are subject to change (or changes in interpretation), possibly with retroactive effect. The summary is based in part on representations of the Depositary and assumes that each obligation in the Deposit Agreement and any related agreement will be performed in accordance with its terms. U.S. Holders should consult their own tax advisors to determine the U.S. federal, state and local and foreign tax consequences to them of the ownership and disposition of Shares or ADSs.

As used in this section, the term "U.S. Holder" means a beneficial owner of Shares or ADSs who or that is: (i) a citizen or resident of the United States; (ii) a domestic corporation; (iii) an estate the income of which is subject to the United States federal income tax without regard to its source; or (iv) a trust if a court within the United States is able to exercise primary supervision over the administration of the trust and one or more United States persons have the authority to control all substantial decisions of the trust.

The discussion does not address any aspects of the United States taxation other than federal income taxation. In particular, U.S. Holders are urged to confirm their eligibility for benefits under the income tax convention between the United States and Italy with their advisors and to discuss with their advisors any possible consequences of their failure to qualify for such benefits.

In general, and taking into account the earlier assumptions, for the United States federal income tax purposes, U.S. Holders who own ADRs evidencing ADSs will be treated as owners of the underlying Shares. Exchanges of Shares for ADRs, and ADRs for shares, generally will not be subject to the United States federal income tax.

Dividends

Distributions paid on the shares generally will be treated as dividends for U.S. federal income tax purposes to the extent paid out of Eni SpA's current or accumulated earnings and profits as determined for U.S. federal income tax purposes, but will not be eligible for the dividends received-deduction generally allowed to corporations. To the extent that a distribution exceeds Eni SpA's earnings and profits, it will be treated, first, as a non-taxable return of capital to the extent of the U.S. Holder's tax basis in the shares or ADSs, and thereafter as capital gain. A U.S. Holder will be subject to U.S. federal taxation, on the date of actual or constructive receipt by the U.S. Holder (in the case of Shares) or by the Depositary (in the case of ADSs) with respect to the gross amount of any dividends, including any Italian tax withheld therefrom, without regard to whether any portion of such tax may be refunded to the U.S. Holder by the Italian tax authorities. If you are a non-corporate U.S. Holder, dividends paid to you in taxable years beginning before January 1, 2011 that constitute qualified dividend income will be taxable to you at a maximum tax rate of 15% provided that you hold the Shares or ADSs for more than 60 days during the 121-day period beginning 60 days before the ex-dividend date and meet other holding period requirements. Dividends we pay with respect to the shares or ADSs generally will be qualified dividend income. The amount of the dividend distribution that you must include in your income as a U.S. Holder will be the U.S. dollar value of the euro payments made, determined at the spot euro/U.S. dollar rate on the date the dividend distribution is includible in your income, regardless of whether the payment is in fact converted into U.S. dollars. Generally, any gain or loss resulting from currency exchange fluctuations during the period from the date you include the dividend payment in income to the date you convert the payment into U.S. dollars will be treated as ordinary income or loss and will not be eligible for the special tax rate applicable to qualified dividend income. The gain or loss generally will be income or loss from sources within the United States for foreign tax credit limitation purposes.

Subject to certain conditions and limitations, Italian tax withheld from dividends will be treated as a foreign income tax eligible for credit against the U.S. Holder's U.S. federal income tax liability. Special rules apply in determining the foreign tax credit limitation with respect to dividends that are subject to the maximum 15% tax rate. To the extent a refund of the tax withheld is available to a U.S. Holder under Italian law or under the income tax convention, the amount of tax withheld that is refundable will not be eligible for credit against your United States federal income tax liability. See "Italian Taxation - Income Tax" above, for the procedures for obtaining a tax refund. Dividends paid on the Shares will be treated as income from sources outside the United States. Dividend paid in taxable years beginning before January 1, 2007 generally will be of "passive" or "financial services" income, and dividends paid in taxable years beginning after December 31, 2006 will, depending on your circumstances, be "passive" or "general" income which, in either case, is treated separately from other types of income for purpose of computing the foreign tax credit allowable to you.

Sale or Exchange of Shares

In general, a U.S. Holder will recognize gain or loss for U.S. federal income tax purposes on the sale or exchange of Shares or ADSs equal to the difference between the U.S. Holder's adjusted basis in the shares or ADSs (determined in U.S. dollars), as the case may be, and the amount realized on the sale or exchange (or if the amount realized is denominated in a foreign currency its U.S. dollar equivalent, determined at the spot rate on the date of disposition). Generally, such gain or loss will be treated as capital gain or loss if the Shares or ADSs are held as capital assets and will be a long-term capital gain or loss if the shares or ADSs have been held for more than one year on the date of such sale or exchange. Long-term capital gain of a non-corporate U.S. Holder that is recognized in taxable years beginning before January 1, 2011 is generally subject to a maximum tax rate of 15%. In addition, any such gain or loss realized by a U.S. Holder generally will be treated as U.S. source income or loss for U.S. foreign tax credit purposes.

Item 11. QUALITATIVE AND QUANTITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk is the possibility that changes in currency exchange rates, interest rates or oil, natural gas, petroleum products and electricity prices will adversely affect the value of the group's financial assets, liabilities or expected future cash flows. Eni has developed policies aimed at managing the market risk inherent in its activities and, in accordance with these policies, the group enters into various transactions using derivative financial and commodity instruments (derivatives). Derivatives are contracts whose value is derived from one or more underlying financial instruments, indices or prices that are defined in the contract. The group also trades derivatives in conjunction with these risk management activities. Eni does not enter into derivative transactions on a speculative basis.

All derivative activity, whether for risk management or trading, is carried out by specialist teams that have the appropriate skills, experience and supervision. Eni's Board of Directors has defined a policy that requires the Treasury Department of Eni SpA to determine the maximum level of foreign exchange rate and interest rate risks that can be assumed by Eni's companies responsible for treasury operations. Such policy also defines the eligible counterparties in derivative transactions. Eni's Treasury Department is responsible for monitoring compliance with Eni's policy and the correlation between the indicators adopted for both measuring the tolerable risk level and composition of the portfolios and market conditions.

As far as interest rate and foreign exchange rate risks are concerned, calculation and measurement techniques followed by Eni's finance companies are in accordance with established banking standards (such standards are established by the Basel Committee). However, the tolerable level of risk adopted by Eni's subsidiaries is more conservative than the recommended one. Eni's guidelines for the management of commodity risk contain maximum limits to the price risk deriving from trading activities.

According to International Accounting Standard No. 39 "Financial instruments: recognition and measurement" (IAS 39), derivatives are classified as hedging instruments when the relationship between the derivative and the subject of the hedge is formally documented and the effectiveness of the hedge is high and is checked periodically. When derivatives constitute a fair value hedge, the group's exposure to market risk created by the derivative is offset by the opposite exposure arising from the asset or liability. When derivatives are designated as a part of a cash flow hedge, changes in the fair value of the derivatives are initially stated in net equity and then recognized in the profit and loss account consistent with effects economic produced by the hedged transaction. Derivatives that do not meet the conditions required by IAS 39 qualify as derivatives held for trading purposes and are accounted for at fair value, with change in fair value recorded in the profit and loss account.

Nature and classification of derivative financial instruments held by Eni as of December 31, 2005 and related fair value at the same date are set out in the table below.

	Years ended December 31, 2005			
	Fair value asset	Contractual or notional amounts	Fair value liability	Contractual or notional amounts
	(euro million)			
Fair value of non-hedging derivatives				
Exchange rate	73	3,681	214	8,743
Interest rate	14	1,281	101	5,145
Commodities	30	405	63	417

	117	5,367	378	14,305
Fair value of cash flow-hedging derivatives				
Exchange rate	0	5	5	42
Interest rate				
Commodities	32	171		
	32	176	5	42

Sensitivity analysis

The Company has estimated its market risk exposure using sensitivity analysis. Market risk exposure has been defined as the change in fair value of derivative financial and commodity instruments and other financial instruments assuming a hypothetical 10 percent adverse change in market prices or rates. The interest rate used for periods shorter than one year is LIBOR/EURIBOR. The Company has applied the sensitivity analysis to derivative financial and commodity instruments and other financial instruments that are exposed to interest rate, foreign exchange rate and commodities price risk. Actual changes in market prices or rates may differ from hypothetical changes.

The table below presents the potential impact on the fair value of the current financial instruments as of December 31, 2005, of an increase or a decrease of 10% in the interest rate yield curves in each of the currencies.

(euro million)						
As of December 31, 2005	Notional value/ Carrying amount assets	Notional value/ Carrying amount liabilities	Fair value assets	Fair value liabilities	Change in fair value with a 10% interest rate increase	Change in fair value with a 10% interest rate decrease
Assets/Liabilities						
Interest rate						
Financial instruments	233	1,499	236	1,698	38	(54)
Derivative financial instruments	1,281	5,145	14	101	47	(48)
- of which						
interest rate swap	1,281	5,145	14	101	47	(48)
	1,514	6,644	250	1,799	85	(102)
Exchange rate						
Financial instruments	197	120	235	120	13	(12)
Derivative financial instruments	3,686	8,785	73	218	164	(202)
- of which						
interest currency swap	1,277	2,316	58	73	170	(175)
currency swap	2,378	6,370	15	139	(15)	(15)
other	31	99		6	9	(12)
	3,883	8,905	308	338	177	(214)

As of the same date, Eni's exposure to commodity market risk was immaterial.

Currency risk Fluctuations in exchange rates can have significant effects on the group's reported profit. The effects of most exchange rate fluctuations are absorbed in business operating results through changing cost-competitiveness, changes in the price of certain products via indexation to international parameters quoted in U.S. dollars, lags in market adjustment to movements in rates and conversion differences accounted for on specific transactions. For this reason, the total effect of exchange rate fluctuations is not identifiable separately in the group's reported profit, nor is the whole exchange rate risk entirely covered. In addition to the euro, which the currency adopted for financial reporting purposes, the main underlying economic currency of the group's cash flows is the U.S. dollar. This is because Eni's major products are priced internationally in U.S. dollars or linked to certain products priced in U.S. dollars. Eni's foreign exchange management policy is to minimize economic and significant transactional exposures

arising from movements of the euro against the U.S. dollar. The group co-ordinates the handling of foreign exchange risks centrally, by netting off naturally occurring opposite exposures wherever possible to reduce the risks, and then dealing with any material residual foreign exchange risks.

Interest rate risk The group is exposed to interest rate risk on short- and long-term floating rate instruments and as a result of the refinancing of fixed rate finance debt. Eni's policy foresees to incur long-term debt at a floating rate, or at a fixed rate depending on opportunities at the issuance with regards to the level of interest rates, in euros or in U.S. dollars according to general corporate purposes (to optimize level of liquidity, to optimize revenue from investments considering existing interest yield curves, and to minimize the cost of borrowing).

The group is exposed predominantly to Euribor (Euro Interbank Offered Rate) and U.S. dollar LIBOR (London Inter-Bank Offer Rate) interest rates as borrowings are mainly denominated in euro or U.S. dollars. To manage the balance between fixed and floating rate debt, the group enters into interest rate and cross-currency swaps in which the group agrees to exchange, at specified intervals, the difference between fixed and variable rate interest amounts calculated by reference to an agreed notional principal amount. The proportion of floating rate debt at December 31, 2005 was 83% of total finance debt outstanding.

Commodity risk Eni's results of operations are exposed to fluctuations in prices of crude oil, petroleum prices, natural gas and electricity. Changes in commodity prices are absorbed by the Group's business units. A decrease in oil prices generally has a negative impact on Eni's results of operations and vice versa. Eni also bears commodity risks in connection with certain trading activities. Eni's trading function uses financial and commodity derivatives as part of the associated trading of crude oil, refined products, electricity and related instruments to manage certain of the group's exposures to price fluctuations.

Item 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

Not applicable.

PART II

Item 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

None.

Item 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS

None.

Item 15. CONTROLS AND PROCEDURES

In designing and evaluating the Company's disclosure controls and procedures, the Company's management, including the principal executive officer and principal financial officer, recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and the Company's management necessarily was required to apply its judgement in evaluating the cost-benefit relationship of possible controls and procedures. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected.

It should be noted that Eni has investments in certain unconsolidated entities. As Eni does not control or manage these entities, its disclosure controls and procedures with respect to such entities are necessarily more limited than those it maintains with respect to its consolidated subsidiaries.

The Company's management, with the participation of the principal executive officer and principal financial officer, has evaluated the effectiveness of the design and operation of its disclosure controls and procedures pursuant to Exchange Act Rule 13a-14(c) as of the end of the period covered by this Form 20-F. Based on that evaluation, the principal executive officer and principal financial officer have concluded that these disclosure controls and procedures are effective at the reasonable assurance level.

There have not been changes in the Company's internal control over financial reporting that occurred during the period covered by this Form 20-F that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Item 16A. Board of Statutory Auditors Financial Expert

Eni's Board of Statutory Auditors has determined that four members of Eni's Board of Statutory Auditors, qualify as "audit committee financial expert", as defined in Item 16A of Form 20-F. These four members are: Paolo Andrea Colombo, who is the Chairman of the Board, and Filippo Duodo, Riccardo Perotta and Giorgio Silva.

Item 16B. Code of Ethics

Eni adopted a code of ethics that applies to all Eni's employees including Eni's principal executive officer, principal financial officer and principal accounting officer. Eni published its code of ethics on Eni's website. It is accessible at www.eni.it, under the section Publications - Corporate Responsibility - Code of Practice. A copy of this code of ethics is included as an exhibit to this annual report.

Eni's code of ethic contains ethical guidelines, describes corporate values and required standards of business conduct and moral integrity. The ethical guidelines are designed to deter wrongdoing and to promote honest and ethical conduct, compliance with applicable laws and regulations and internal reporting of violations of the guidelines. The code also affirms the principles of accounting transparency and internal control.

Item 16C. Principal Accountant Fees and Services

PricewaterhouseCoopers SpA has served as Eni independent public auditor for fiscal year 2003 and as Eni principal independent public auditor for fiscal years 2004 and 2005, for which audited Consolidated Financial Statements appear in this annual report on Form 20-F.

The following table shows total fees paid by Eni and our subsidiaries for services provided by Eni public auditor PricewaterhouseCoopers and its member firms, with respect to the previous two years:

(thousand euro)	For the year ended December 31,	
	2004	2005
Audit fees	9,344	12,591
Audit-related fees	136	190
Tax fees	344	246
All other fees	54	38
Total	9,878	13,065

Audit Fees principally include fees billed for the standard audit work that needs to be performed each year in order to issue an opinion on the Consolidated Financial Statements of Eni. It also includes other audit services which are those services that only the external auditor reasonably can provide, such as comfort letter/consent letter, certification services, assistance and revision of documents filed with the SEC.

Audit Related Fees include fees billed for other assurance and related services provided by auditors, but not restricted to those that can only reasonably be provided by the external auditor signing the audit report, that are reasonably related to the performance of the audit or review of the company's financial statements such as audits of pension and benefit plans, merger and acquisition due diligence, audit and consultancy services rendered in connection with acquisition deals, checks on internal control systems over financial reporting, certification services not provided for by law and regulations and consultations concerning financial accounting and reporting standards.

Tax Fees include fees billed for the assistance with compliance and reporting of income and value added taxes, assistance with assessment of new or changing tax regimes, tax consultancy in connection with merger and acquisition deals, services rendered in connection with tax refunds, assistance rendered on occasion of tax inspections and in connection with tax claims and recourses and assistance with assessing relevant rules, regulations and facts going into Eni correspondence with tax authorities.

Other Fees include fees billed for services that are permissible under applicable rules and regulations and consist primarily of consultancy services related to IT and secretarial services.

Pre-approval Policies and Procedures of the Internal Control Committee

The Board of Statutory Auditors informed all Group companies that they cannot request Eni's external auditors to perform services other than audits, services related to audits, and to the company's capital markets transactions. This restriction applies to our principal external auditor and to other external auditors performing audit services relating to 5% or more of Eni's consolidated revenues or total assets. Services strictly related to audit services and to the company's capital markets transactions have been listed by the Board of Statutory Auditors.

Audit services and services strictly related to audit services and to the company's capital markets transactions have been identified as permissible and have been pre-approved by the Board of Statutory Auditors, which also informed all Group companies that pre-approval by the Board is required for any other service requested to be performed by the external auditors, including those non-audit services which are permissible under applicable rules and regulations. During 2005, no audit-related fees, tax fees or other non-audit fees were approved by the Board of Statutory Auditors pursuant to the de minimis exception to the pre-approval requirement provided by paragraph (c)(7)(i) (c) of Rule 2-01 of Regulation S-X.

Item 16D. Exemptions from the Listing Standards for Audit Committees

Making use of the exemption provided by Rule 10A-(c)(3) for non-U.S. private issuers, Eni has identified the Board of Statutory Auditors as the body that, starting from June 1, 2005, is performing the functions required by the SEC rules and the Sarbanes-Oxley Act to be performed by the audit committees of non-U.S. companies listed on the NYSE (see "Item 6 Board of Statutory Auditors" above).

Item 16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers

The following tables present purchases of own shares by Eni from the beginning of the program through May 31, 2006 ⁽¹⁾:

Period	Number of shares (million)	Average price (euro per share)	Total cost (million euro)	Share capital %
2000 (Since September 1)	44.38	12.92	574	1.11
2001	110.00	13.58	1,494	2.75
2002	52.26	14.74	771	1.30
2003	23.95	13.76	329	0.60
2004	4.23	16.60	70	0.10
2005	47.06	21.97	1,034	1.18
2006, through May 31, 2006	25.02	23.74	594	0.62
Total purchased as of May 31, 2006	306.90	15.85	4,866	7.66
minus:				
- stock option exercised and shares granted pursuant to stock option and stock grant plans for the 2003-2005 three year period	(5.01)			
	301.89			7.54

	Total number of shares purchased	Average price paid per share (euro)	Total number of shares purchased, as part of publicly announced plans or programs	Maximum number of shares that may yet be purchased under the plans or programs ⁽²⁾
At December 31, 2004	234,812,701	13.79	234,812,701	165,605,112
January 2005	560,260	18.17	235,372,961	165,044,852
February 2005	854,920	19.06	236,227,881	164,193,332
March 2005	1,297,742	19.92	237,525,623	162,901,290
April 2005	3,764,013	19.49	241,289,636	159,137,277
May 2005	4,030,350	19.80	245,319,986	155,307,627
June 2005	1,041,403	21.23	246,361,389	154,802,124
July 2005	57,200	21.46	246,418,589	154,812,924
August 2005	494,349	23.53	246,912,938	156,116,575
September 2005	33,900	24.57	246,946,838	156,496,575
October 2005	20,875,450	22.37	267,822,288	135,746,725
November 2005	7,974,000	22.82	275,796,288	127,864,925
December 2005	6,081,000	23.62	281,877,288	121,986,025
January 2006	4,539,921	24.23	286,417,209	117,874,304
February 2006	2,449,000	24.17	288,866,209	115,478,004
March 2006	6,163,400	23.35	295,029,609	109,420,304
April 2006	3,629,000	24.17	298,658,609	106,045,904
May 2006	8,246,033	23.43	306,904,642 ⁽³⁾	98,105,871

(1) Since May 2000, Eni's Ordinary Shareholders' Meeting authorized Eni's Board of Directors to carry out a program for the repurchase of its own shares within set limits taking account also of Italian law restrictions which relate to the obligation of the Company to purchase its own shares paying for such shares only out of distributable earnings and distributable reserves as reflected in the most recent financial statements approved by a shareholders' meeting. In

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subsequent years, Eni's Ordinary Shareholders Meeting re-authorized the Board to continue this program for the repurchase of its own shares and increased the amount of cash to be spent on it. The nominal value of shares so purchased, including shares held by subsidiaries, may not exceed 10% of such company's share capital. Shares purchased in excess of such 10% limit must be resold within one year from the date of their purchase. Identical limitations apply to purchases of shares of a company by its subsidiaries.

- (2) Based on the authorized purchase ceiling, deducting the total number of shares purchased and adding the total number of stock options exercised by and shares granted to Eni's managers pursuant to stock option and stock grant plans for the 2003-2005 three year period.
- (3) On May 25, 2006 Eni's Ordinary Shareholders Meeting authorized the continuation of the program for the repurchase of its own shares for a further 18 month period and up to 400 million ordinary shares, nominal value euro 1 each, for an aggregate amount not exceeding euro 7.4 billion. The 400 million shares and the 7.4 billion thresholds take into account the number and amount of Eni shares purchased from the beginning of the program until May 24, 2006. As of May 24, 2006, Eni purchased approximately 304.94 million own shares, equal to approximately 7.61% of Eni's share capital, for an aggregate amount of euro 4,820 million (corresponding to an average purchase price of euro 15.81 per share). The shares are to be purchased on the Telematico at a price no lower than their nominal value and no higher than 5% over the reference price recorded on the business day preceding each purchase. At the same date, and taking account shares granted to Eni's managers pursuant to stock option and stock grant plans, Eni held 300.13 million own shares corresponding to 7.49% of Eni's share capital.

PART III

Item 17. FINANCIAL STATEMENTS

Not applicable.

Item 18. FINANCIAL STATEMENTS

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Profit and loss account at December 31, 2004 and 2005

Statement of changes in shareholder s equity for the years ended December 31, 2004 and 2005

Statements of cash flows for the years ended December 31, 2004 and 2005

Supplemental cash flows information for the years ended December 31, 2004 and 2005

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1. By-laws as amended as of May 25, 2006

8. List of subsidiaries

11. Code of Ethics

Certifications:

12.1. Certification pursuant to Rule 13a-14(a) of the Securities Exchange Act

12.2. Certification pursuant to Rule 13a-14(a) of the Securities Exchange Act

13.1. Certification furnished pursuant to Rule 13a-14(b) of the Securities Exchange Act (such certificate is not deemed filed for purpose of Section 18 of the Exchange Act and not incorporated by reference with any filing under the Securities Act)

13.2. Certification furnished pursuant to Rule 13a-14(b) of the Securities Exchange Act (such certificate is not deemed filed for purpose of Section 18 of the Exchange Act and not incorporated by reference with any filing under the Securities Act)

SIGNATURES

The registrant certifies that it meets all of the requirements for filing on Form 20-F and has duly caused this annual report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: June 21, 2006

Eni SpA

/s/FABRIZIO COSCO

Fabrizio Cosco
Title: Deputy Company Secretary

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders
of Eni SpA

In our opinion, the accompanying consolidated balance sheets and the related consolidated profit and loss account, and consolidated statements of cash flows and of changes in shareholder's equity present fairly, in all material respects, the financial position of Eni SpA and its subsidiaries (the "Company") at December 31, 2005, and 2004, and the results of their operations and their cash flows for each of the two years in the period ended December 31, 2005, in accordance with International Financial Reporting Standards as adopted in the European Union. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits of these statements 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 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, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

International Financial Reporting Standard as adopted by the European Union vary in certain significant respects from accounting principles generally accepted in the United States of America. Information relating to the nature and effect of such differences is presented in Notes 33, 34 and 35 of the financial statements.

As discussed in Notes 2, 4, 6 and 17 of the financial statements, as a result of adopting IAS 32 and IAS 39 on January 1, 2005, the Company changed its method of accounting for financial instruments.

PricewaterhouseCoopers SpA

Rome, June 21, 2006

Effects of the adoption of IFRS¹

Starting in 2005 companies with securities listed on a regulated stock market of a Member State of the European Union are required to prepare their Consolidated Financial Statements in accordance with the international accounting principles (IFRS) approved by the European Commission.

At January 1, 2004, date of the first application of the new accounting principles, which corresponds with the first period to be compared, Eni must present a balance sheet which:

reports all and only the assets and liabilities accounted under the new accounting principles;
accounts the assets and liabilities as if the new accounting principles had always been applied (retrospective method); and
reclassifies the items indicated under different principles instead of IFRS.

The effect of the adjustments of the initial balance of assets and liabilities to the new accounting principles has been accounted with a corresponding entry to shareholders' equity, taking account of the relevant fiscal effects to be recognized as deferred tax liabilities or deferred tax

assets.

In application of IFRS 1, the following is the indication of: (i) balance sheet at December 31, 2004 restated under IFRS; (ii) profit and loss account of 2004 restated under IFRS; (iii) the reconciliation between shareholders' equity, including minority interest, of 2003 and 2004 reported under Italian GAAP and shareholders' equity under IFRS; (iv) the reconciliation between net profit of the Group at December 31, 2004 reported under Italian GAAP and net profit under IFRS.

The international accounting principles are reported in the section "Principles of consolidation". The main options provided under IFRS 1 and adopted in the first time application of IFRS concern the non-reopening of the business combinations and the designation of January 1, 2005, as the date of the first application of IAS 32 and 39, concerning the valuation of financial instruments, including derivatives.

Inclusion of Saipem in consolidation

As regards to the information reported in the reports of the year 2005, the following restatements and reconciliations have been modified to include the recent guidelines of the International Accounting Standards Board (IASB), relating to the conception of "de facto" control and providing the inclusion in the scope of the consolidation of the Saipem SpA and its subsidiaries.

Saipem SpA, in which Eni held a 43.26% share of voting stock as of December 31, 2005, was excluded from consolidation due to a restrictive interpretation of the provisions of IAS 27 Consolidated Financial Statements and Accounting for Investments in Subsidiaries, according to which full consolidation is admissible only if the parent company holds the majority of voting rights exercisable in ordinary shareholders meetings, or failing this, when there exists an agreement among shareholders or other situations that give to the parent company the power to appoint the majority of the Board of Directors. Under this interpretation Saipem SpA, despite being controlled by Eni in accordance with article 2359, paragraph 2 of the Italian Civil Code, was accounted for under the equity method.

IASB is reviewing the requirements of IAS 27; in October 2005, IASB Update published a statement indicating that the concept of control as defined by IAS 27 included the situation as described by article 2359, paragraph 2 of the Italian Civil Code, despite the fact that the lack of precise indications allows also for a different interpretation of this standard. IASB declared its intention to provide more detailed indications on the exercise of control in its new version of IAS 27. In consideration of the intention expressed by IASB, Eni included Saipem SpA and its subsidiaries in consolidation under IFRS starting January 1, 2004, with the aim of giving an economic and financial state of the Group more consistent with its commercial situation.

Balance sheet at December 31, 2004

The following is the reconciliation to IFRS of Eni's balance sheet calculated in accordance with Italian GAAP at December 31, 2004:

(million euro)	Italian GAAP 2004	Exclusion of joint venture	Pro-forma	Adjustments	IFRS
ASSETS					
Current assets					
Cash and cash equivalent	1,264	(261)	1,003		1,003
Other financial assets for trading or available for sale	1,292	(4)	1,288	(22)	1,266
Trade and other receivables	13,715	(95)	13,620	114	13,734
Inventories	2,658	(135)	2,523	324	2,847
Income tax receivables	702	(28)	674		674
Other current assets	629	(1)	628	(40)	588
Total current assets	20,260	(524)	19,736	376	20,112
Non-current assets					
Property, plant and equipment	37,616	(293)	37,323	3,263	40,586
Inventories - compulsory stock	662		662	724	1,386
Intangible assets	3,190		3,190	123	3,313
Investments accounted for using the equity method	2,753	313	3,066	90	3,156
Other investments	529		529		529
Other financial assets	932	4	936		936

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Deferred tax assets	2,203		2,203	(376)	1,827
Other non-current assets	967	(17)	950	58	1,008
Total non-current assets	48,852	7	48,859	3,882	52,741
TOTAL ASSETS	69,112	(517)	68,595	4,258	72,853
LIABILITIES AND SHAREHOLDERS EQUITY					
Current liabilities					
Current financial liabilities	4,115	35	4,150		4,150
Current portion of long-term debt	936	(9)	927		927
Trade and other payables	11,008	(469)	10,539	(6)	10,533
Taxes payable	2,514	(16)	2,498		2,498
Other current liabilities	517	(12)	505		505
Total current liabilities	19,090	(471)	18,619	(6)	18,613
Non-current liabilities					
Long-term debt	7,674	17	7,691	(84)	7,607
Provisions for contingencies	6,107	(4)	6,103	(367)	5,736
Provisions for employee benefits	820	(5)	815	167	982
Deferred tax liabilities	2,533	(59)	2,474	1,474	3,948
Other non-current liabilities	422	5	427		427
Total non-current liabilities	17,556	(46)	17,510	1,190	18,700
TOTAL LIABILITIES	36,646	(517)	36,129	1,184	37,313
SHAREHOLDERS EQUITY					
Minority interests	2,128		2,128	1,038	3,166
Eni shareholders' equity	30,338 ⁽¹⁾		30,338	2,036	32,374
TOTAL SHAREHOLDERS' EQUITY	32,466		32,466	3,074	35,540
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	69,112	(517)	68,595	4,258	72,853

(1) Net of treasury shares in portfolio at the date for euro 3,229 million (IFRS require that treasury shares be deducted from shareholders' equity).

Profit and loss account at December 31, 2004

The following is the reconciliation to IFRS of Eni's profit and loss account for the year ended December 31, 2004:

(million euro)	2004	Exclusion of joint venture	Restatement of extraordinary items	Pro-forma	Adjustments	IFRS
Net sales from operations	58,382	(916)		57,466	79	57,545
Other income and revenues	1,298	(12)	79	1,365	12	1,377
Purchases, services and other	(39,092)	679	(623)	(39,036)	689	(38,347)
Payroll and related costs	(3,264)	64	(54)	(3,254)	9	(3,245)
Depreciation, amortization and impairments	(4,861)	72	(18)	(4,807)	(124)	(4,931)
Operating profit	12,463	(113)	(616)	11,734	665	12,399
Financial expense, net	(95)	(6)		(101)	(55)	(156)
Other income (expense) from investments	229	81	608	918	(98)	820

Profit before extraordinary items and income taxes	12,597	(38)	(8)	12,551	512	13,063
Extraordinary items	(56)		56			
Profit before income taxes	12,541	(38)	48	12,551	512	13,063
Income taxes	(4,653)	38	(48)	(4,663)	(859)	(5,522)
Profit before minority interest	7,888			7,888	(347)	7,541
Minority interest in net profit	(614)			(614)	132	(482)
Net profit	7,274			7,274	(215)	7,059

Reconciliation of shareholders equity at December 31, 2003

The following is the reconciliation of shareholders equity as at December 31, 2003, including minority interest, determined under Italian GAAP to IFRS:

(million euro)

Items (*)		
	2003 Shareholders equity	28,318
1.	Different useful lives of gas pipelines, compression stations, distribution networks and other assets	1,570
2.	Different recognition of deferred tax	1,233
3.	Application of the weighted-average cost method instead of LIFO in inventory valuation	479
4.	Different criteria of capitalization of financial charges	394
5.	Different recognition of the provisions for contingencies	269
6.	Effect of the capitalization of estimated costs for asset retirement obligations	152
7.	Underlifting	61
8.	Write-off of the difference between nominal and present value of deferred taxation in business combinations	(514)
9.	Adjustment of tangible and intangible assets	(189)
10.	Employee benefits	(92)
11.	Effects on investments accounted for under the equity method	(43)
	Other net adjustments	(121)
	Net changes	3,199
	Shareholders equity under IFRS	31,517

(*) Each number refers to the illustration provided in the next paragraph Description of main changes .

Reconciliation of shareholders equity at December 31, 2004

The following is the reconciliation of shareholders equity as at December 31, 2004, including minority interest, determined under Italian GAAP to IFRS:

(million euro)

Items (*)		
	2004 Shareholders equity	32,466
1.	Different useful lives of gas pipelines, compression stations, distribution networks and other assets	1,501
2.	Different recognition of deferred tax	563

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3.	Application of the weighted-average cost method instead of LIFO in inventory valuation	677
4.	Different criteria of capitalization of financial charges	393
5.	Different recognition of the provisions for contingencies	295
6.	Effect of the capitalization of estimated costs for asset retirement obligations	215
7.	Underlifting	87
8.	Write-off of the difference between nominal and present value of deferred taxation in business combinations	(470)
9.	Adjustment of tangible and intangible assets	(130)
10.	Employee benefits	(81)
11.	Effects on investments accounted for under the equity method	79
12.2	Amortization of goodwill	102
	Other net adjustments	(157)
	Net changes	3,074
	Shareholders equity under IFRS	35,540

(*) Each number refers to the illustration provided in the next paragraph Description of main changes .

Reconciliation of consolidated net profit at December 31, 2004

The following is the reconciliation of net profit for the year ended December 31, 2004 from Italian GAAP to IFRS:

(million euro)

Items (*)

	2004 consolidated net profit under Italian GAAP	7,274
1.	Different useful lives of gas pipelines, compression stations, distribution networks and other assets	(70)
2.	Different recognition of deferred tax	(671)
3.	Application of the weighted-average cost method instead of LIFO in inventory valuation	199
4.	Different criteria of capitalization of financial charges	(3)
5.	Different recognition of the provisions for contingencies	31
6.	Effect of the capitalization of estimated costs for asset retirement obligations	63
7.	Underlifting	33
8.	Write-off of the difference between nominal and present value of deferred taxation in business combinations	38
9.	Adjustment of tangible and intangible assets	39
10.	Employee benefits	8
11.	Effects on investments accounted for under the equity method	126
12.	Other changes in 2004 results under IFRS	(109)
12.1	<i>Adjustment on gain from sale of a 9.054% interest in Snam Rete Gas</i>	(211)
12.2	<i>Amortization of goodwill</i>	102
	Other net adjustments	(31)
	Effect of IFRS adjustment on minority interest ⁽¹⁾	132
	Net changes	(215)
	Shareholders equity under IFRS	7,059

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- (*) Each number refers to the illustration provided in the next paragraph Description of main changes .
- (1) This adjustment derives from the attribution of their share of IFRS adjustments to minority interest.

Description of main changes

The following is a description of the main changes introduced in the balance sheet of Eni for 2003, whose effects are reflected in the profit and loss account and balance sheet for the 2004 and in the balance sheet at December 31, 2004.

1. Different useful lives of gas pipelines, compression stations, distribution networks and other assets

This change concerns essentially the natural gas transport pipelines, compression stations and distribution networks that until 1999 were depreciated in accordance with Italian practice applying rates established by tax authorities (10%, 10% and 8%, respectively) both in statutory and Consolidated Financial Statements. In Consolidated Financial Statements prepared in accordance with U.S. GAAP, these assets were depreciated at a 4% rate, based on the international estimate of a 25-year long useful life.

The useful life of gas pipelines, compression stations and distribution networks was changed in 2000 following a determination of tariffs for natural gas sale by the Italian Authority for Electricity and Gas which set the useful life of gas pipelines at 40 years, that of compression stations at 25 years and that of distribution networks at 50 years. Therefore, considering this change as a revision of previous estimates, starting in 2000 the value of these assets, net of amortization provisions at December 31, 1999, was depreciated based on their residual useful life both under Italian and U.S. GAAP.

For the first application of IFRS, the adoption of the retrospective method implies the adoption of the new principles as if they had always been applied using the best information available at each time frame. Therefore, the book value of gas pipelines, compression stations and distribution networks, at January 1, 2004 was restated by using until 1999 the internationally accepted rate of 25 years; from 2000 onwards the residual value was depreciated according to the useful lives estimated by the Authority for Electricity and Gas.

Consistent with this approach, the book value of tanker ships at January 1, 2004 was restated due to the revision of their useful life using until 2001 the internationally accepted rate of 20 years; from 2002 onwards their residual value was depreciated according to an estimated useful life of 30 years defined after their conferral from Snam SpA to LNG Shipping SpA.

Under Italian GAAP the book value of complex assets is divided according to various tax categories on the basis of the depreciation rate tables contained in a Decree of the Ministry of Economy and Finance. Under IFRS the components of a complex asset that have different useful lives are recorded separately in order to be depreciated according to their useful life; land parcels, which cannot be depreciated, are recorded separately even when they are bought along with buildings.

The restatement determined an increase in fixed assets of euro 2,563 million with a corresponding entry to shareholders' equity (euro 1,570 million) and to deferred tax liabilities (euro 993 million).

The adoption of IFRS resulted in a decrease in 2004 results of euro 70 million.

2. Different recognition of deferred tax

Changes in shareholders' equity of euro 1.233 were determined in particular by the following causes.

2.1 Recognition of deferred tax assets on the revaluation of assets (Law 342/2000)

Under Italian GAAP deferred tax assets are recorded if recoverable with "reasonable certainty".

Under IFRS deferred tax assets are recorded if their recovery is more likely than not.

In 2000 Snam SpA, now merged into Eni SpA, revalued its assets as permitted by Law 342/2000 aligning their book value to their fair value. On this revaluation of depreciable assets Eni paid a special rate tax (19% instead of the statutory 34% rate), thus recording a deferred tax asset. Eni's transport assets were conferred in 2001 to Snam Rete Gas SpA. The revaluation carried out had no impact on Eni's Consolidated Financial Statements; but a temporary difference arose between the taxable value and the book value which led, in accordance with Italian GAAP, to the recognition of a provision for deferred tax assets that amounted to euro 629 million at December 31, 2003, corresponding to 19%² of depreciation estimated in the 2004-2007 plan on the deductible timing difference.

Under IFRS, deferred taxes has been recognized on the entire timing difference at the current statutory tax rate (37.25%).

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The application of this principle resulted in an increase in deferred tax assets of euro 828 million with a corresponding entry to shareholders equity.

The adoption of IFRS resulted in a decrease in 2004 results of euro 266 million, following the "reversal" of taxes related to accelerated depreciations³.

2.2 Recognition of deferred tax assets on Stogit's inventories

In 2003 Stocaggi Gas Italia SpA ("Stogit"), applying Law 448/2001, realigned the fiscal value to the higher book value of assets received upon contribution in kind. In the Consolidated Financial Statements these assets were stated at their book value, this resulted in a timing difference over the fiscal values from which a deferred tax asset of euro 287 million was recognized in the Consolidated Financial Statements. A portion of the timing difference concerns the inventories of natural gas; however, in Eni's 2003 Consolidated Financial Statements the deferred tax asset related to the timing difference on natural gas inventories was not recognized on the assumption that its recoverability was not reasonably certain at the end of the concession, if not renewed.

The application of IFRS resulted in the recognition of deferred tax assets of euro 259 million, with a corresponding entry to shareholder's equity.

In Eni's 2004 Consolidated Financial Statements the deferred tax assets were recognized on the temporary difference related to inventories because Law 239/2001 (so called Marzano Law) permitted to set the year of recovery⁴; such effect resulted on equivalent decrease in the 2004 result.

2.3 Other effects of the different recognition of deferred tax assets

The application of the "more likely than not" criterion rather than that of the "reasonable certainty" of recoverability of other deductible temporary differences resulted in the recognition of deferred tax assets of euro 146 million with a corresponding entry to shareholders' equity. Such deferred taxes were recognized in Eni's 2004 Consolidated Financial Statements following the fulfillment of the conditions for their recognition; such effect resulted in an equivalent decrease in the 2004 result.

3. Application of the weighted-average cost method instead of LIFO

Under Italian GAAP the cost of inventories may be determined with the weighted-average cost method or with the FIFO or LIFO methods. Until January 1, 2004 Eni applied the LIFO method, in its evaluation of crude oil, natural gas and oil products inventories applied on an annual basis.

IFRS do not allow the use of the LIFO method; they allow the FIFO method and the weighted-average cost.

The application of the weighted-average cost on a three-month basis in the evaluation of crude oil, natural gas and refined products inventories resulted in an increase in the value of inventories of euro 764 million⁵ with a corresponding entry to shareholders' equity (euro 479 million) and to deferred tax liabilities (euro 285 million).

With the application of the LIFO method, changes in oil and refined products prices had no impact on the evaluation of inventories, which was affected only by declines in volumes. With the adoption of the weighted-average cost, changes in oil and refined products prices have a direct effect on the recognition of profit or loss on stock deriving from the difference between the current cost of products sold and the cost deriving from the application of the weighted-average cost method.

The adoption of IFRS resulted an increase in the 2004 results of euro 199 million, due to higher oil and gas prices.

4. Different criteria of capitalization of financial charges

Under Italian GAAP financial charges are capitalized when incurred within the amount not financed by internally-generated funds or contribution by third parties.

Under IFRS, when a relevant time interval is necessary until the capital asset is ready for use, finance charges can be capitalized as an increase of the asset book value for the amount of financial charges that could have been saved if capital expenditures had not been made.

The application of this principle resulted in an increase in the book value of fixed assets of euro 615 million with a corresponding entry to shareholders' equity (euro 394 million) and to deferred tax liabilities (euro 221 million).

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The adoption of IFRS resulted in a decrease in 2004 results of euro 3 million (the effect of higher amortization was partially offset by the increase of financial charges capitalized).

5. Different recognition of the provisions for contingencies

Under Italian GAAP the provisions for contingencies concern costs and charges of a determined nature, whose existence is certain or probable, but whose amounts or occurrence are not determinable at the period end. The provisions for contingencies are stated on an undiscounted basis.

Under IFRS a provision is made only if there is a current obligation considered "probable" as a consequence of events occurred before period end deriving from legal or contractual obligations or from behaviors or announcements of the company that determine valid expectations in third parties (implicit obligations), provided that the amount of the liability can be reasonably determined. When the financial effect of time is significant and the date of the expense to clear the relevant obligation can be reasonably determined, the estimated cost is discounted on the basis of the risk-free rate of interest and adjusted for the Company's credit cost.

As for the provision for redundancy incentives, IFRS require the preparation of a detailed formalized restructuring plan, indicating at least the activities, locations, categories and approximate number of employees affected by the restructuring. The plan must have commenced or be properly communicated to the parties involved before period end, generating the expectation that the company will carry out the plan.

As for provision for catastrophic risks, Padana Assicurazioni SpA, in application of rules imposed by the Minister of Industry on June 15, 1984, makes integrative provisions for the risk of earthquakes, seaquakes, volcanic eruptions and similar events. These integrative provisions are not allowed by IFRS in absence of a current obligation.

No provision is made for periodic maintenance under IFRS. These costs are capitalized when incurred as a separate component of the asset and are depreciated according to their useful lives, as they do not represent a current obligation.

As a consequence of the absence of a current obligation, the application of this principle resulted in a reversal of the provisions for contingencies of euro 327 million with a corresponding entry to shareholders' equity (euro 269 million), to deferred tax liabilities (euro 36 million) and to a decrease in other assets (euro 22 million) referred to the portion of re-insured risks.

The adoption of IFRS resulted in an increase in 2004 results of euro 31 million.

6. Effect of the capitalization of costs for asset retirement obligations

Under Italian GAAP, site restoration and abandonment costs are allocated annually in a specific provision so that the ratio of the allocations made and the amount of estimated costs equals the percentage of depreciation of the relevant asset. In particular in the Exploration & Production segment, the costs estimated to be incurred at the end of production activities for the site abandonment and restoration are accrued so that the ratio of the provision and the amount of estimated costs correspond to the ratio of cumulative production at period end and proved developed reserves at period end plus cumulative production.

Under IFRS, estimated site restoration and abandonment costs are recorded in a specific provision with a corresponding entry to the relevant asset; when the financial effect of time is relevant, the estimated cost is recorded considering the present value of the costs to be incurred calculated using a rate representative of the Company's credit cost. The cost assigned to the different relevant components of the asset is recognized in the profit and loss account through the amortization process. The provision, and consequently the assets' book value, is periodically adjusted to reflect the changes in the estimates of the costs, of the timing and of the discount rate.

The application of this principle resulted in an increase in fixed assets of euro 254 million, in shareholders' equity of euro 152 million and in deferred tax liabilities of euro 158 million, and a decrease in the provisions for site abandonment and restoration of euro 56 million.

The adoption of IFRS resulted in an increase in 2004 results of euro 63 million.

7. Underlifting

In the Exploration & Production segment joint venture agreements regulate, among other things, the right of each partner to withdraw its own share of production volumes available in the period.

Higher production volumes withdrawn as compared to net working interest volume determine the recognition of a credit by a partner who has withdrawn lower production volumes as compared to its net working interest volume.

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Under Italian GAAP, this credit is evaluated on the basis of production costs; under IFRS it is evaluated at current prices at period end.

The application of this principle resulted in an increase in other assets of euro 78 million with a corresponding entry to shareholders' equity (euro 61 million) and to deferred tax liabilities (euro 17 million).

The adoption of IFRS resulted in an increase in 2004 results of euro 33 million.

8. Write-off of the difference between nominal and present value of deferred taxation in business combinations

Under Italian GAAP the difference between the present value of deferred taxes included in the determination of the fair value of net assets acquired as part of a business combination and related deferred tax liabilities recognized at nominal value ("difference") is recognized under the item accrued assets.

Under IFRS this difference is recognized under "Goodwill"; however, in the event of the first application goodwill can be adjusted only in case of specific circumstances that do not occur in this case. This difference is therefore written off because it cannot be considered an asset under IFRS.

The application of this principle resulted in a decrease in shareholders' equity of euro 514 million with a corresponding entry to deferred tax assets.

The adoption of IFRS resulted in an increase in 2004 results of euro 38 million.

9. Adjustment of tangible and intangible assets

The decrease in shareholders' equity of euro 189 million related in particular to the following aspects.

9.1 Intangible assets

Under Italian GAAP costs for extraordinary company transactions, costs for the start-up or expansion of production activities and costs for the establishment of a company or for issuance of capital stock can be capitalized.

IFRS require these costs to be charged against the profit and loss account, except for establishment and issuance of capital stock of the parent company that are recognized as a decrease in shareholders' equity net of the relevant fiscal effect.

Under Italian GAAP costs for software development can be capitalized under certain circumstances. IFRS pose more stringent conditions for their capitalization.

The application of these principles resulted in the write-off of intangible assets for euro 114 million with a corresponding entry to a decrease in shareholders' equity (euro 81 million) and the recognition of deferred tax assets (euro 33 million).

The adoption of IFRS resulted in an increase in 2004 results of euro 33 million.

9.2 Revaluation of assets

Under Italian GAAP revaluation of tangible assets is allowed under specific law provisions within the limit of their recovery value.

IFRS prohibit this kind of tangible asset revaluation.

The application of this principle resulted in a decrease in tangible assets of euro 75 million with a corresponding entry to a decrease in shareholders' equity (euro 54 million) and the recognition of deferred tax assets (euro 21 million). The decrease in fixed assets takes into account the restatement of gains/losses on disposal on the basis of the historical cost and the recalculation of amortization until December 31, 2003.

The adoption of IFRS resulted in an increase in 2004 results of euro 5 million.

9.3 Pre-development costs

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Under Italian GAAP costs related to preliminary studies, researches and surveys aimed at testing different options for development of hydrocarbon fields are recognized under tangible assets.

Under IFRS these costs are considered exploration costs and are expensed when incurred.

The application of this principle resulted in the write-off of capitalized pre-development costs for euro 71 million with a corresponding entry to a decrease in shareholders' equity (euro 54 million) and the recognition of deferred tax liabilities (euro 17 million).

The adoption of IFRS resulted in an increase in 2004 of euro 1 million.

10. Employee benefits

Under Italian GAAP employee termination benefits are accrued during the period of employment of employees, in accordance with the law and applicable collective labor contracts.

Under IFRS employee termination benefits (e.g. pension payments, life insurance payments, medical assistance after retirement, etc.) are defined on the basis of post employment benefit plans that due to their mechanisms feature defined contributions plans or defined benefit plans. In the first case, the company's obligation consists in making payments to the state or to a trust or a fund.

Plans with defined benefits are pension, insurance or healthcare plans which provide for the company's obligation, also in the form of implicit obligation (see the above mentioned [item 5](#)), to provide non formalized benefits to its former employees⁶. The related discounted charges, determined with actuarial assumptions⁷, are accrued annually on the basis of the employment periods required for the granting of such benefits.

The application of this principle resulted in a decrease in shareholders' equity of euro 92 million, the recognition of deferred tax assets (euro 54 million) with a corresponding entry to an increase in the provisions for contingencies of euro 146 million, referred in particular to charges for medical assistance granted upon termination and to pension plans outside Italy.

The adoption of IFRS resulted in an increase in 2004 of euro 8 million.

11. Effects on investments accounted for under the equity method

Joint ventures and affiliates are accounted for under the equity method. The application of IFRS to the initial balance at January 1, 2004 of assets and liabilities of these companies resulted in a decrease in investments of euro 43 million with a corresponding entry to shareholders' equity.

The adoption of IFRS resulted in an increase in 2004 of euro 126 million, essentially related to the elimination of the amortization of goodwill (see Note 12.2 below).

12. Other changes in 2004 result under IFRS

The decrease in 2004 results of euro 109 million related in particular to the following.

12.1 Adjustment on gain from sale of a 9.054% interest in Snam Rete Gas

Due to the application of IFRS, net shareholders' equity to be compared with the sale price for determining the gain on the sale of a 9.054% interest in Snam Rete Gas SpA carried out in 2004 increased by euro 2,335 million related essentially to an increase in the book value of natural gas pipelines (see item 1) and deferred tax assets (see item 2.1).

The adoption of IFRS resulted in a decrease in 2004 results of euro 211 million.

12.2 Amortization of goodwill

Under Italian GAAP goodwill is amortized on a straight-line basis in the periods of its expected utilization, provided it is no longer than five years; in case of specific conditions related to the kind of company the goodwill relates to, goodwill can be amortized for a longer period not exceeding 20 years.

Under IFRS goodwill cannot be amortized, but it is subject to a yearly evaluation in order to define the relevant impairment, if needed.

The adoption of IFRS resulted in an increase in 2004 of euro 102 million.

Balance sheet

(million euro)	Note	Dec. 31, 2004	Dec. 31, 2005
ASSETS			
Current assets			
Cash and cash equivalent	1	1,003	1,333
Other financial assets for trading or available for sale	2	1,266	1,368
Trade and other receivables	3	13,734	17,902
Inventories	4	2,847	3,563
Income tax receivables	5	674	697
Other current assets	6	588	369
Total current assets		20,112	25,232
Non-current assets			
Property, plant and equipment	7	40,586	45,013
Inventories - compulsory stock	8	1,386	2,194
Intangible assets	9	3,313	3,194
Investments accounted for using the equity method	10	3,156	3,890
Other investments	10	529	421
Other financial assets	11	936	1,050
Deferred tax assets	12	1,827	1,861
Other non-current assets	13	1,008	995
Total non-current assets		52,741	58,618
TOTAL ASSETS		72,853	83,850
LIABILITIES AND SHAREHOLDERS EQUITY			
Current liabilities			
Current financial liabilities	14	4,150	4,612
Current portion of long-term debt	18	927	733
Trade and other payables	15	10,533	13,095
Taxes payable	16	2,498	3,430
Other current liabilities	17	505	613
Total current liabilities		18,613	22,483
Non-current liabilities			
Long-term debt	18	7,607	7,653
Provisions for contingencies	19	5,736	7,679
Provisions for employee benefits	20	982	1,031
Deferred tax liabilities	21	3,948	4,890
Other non-current liabilities	22	427	897
Total non-current liabilities		18,700	22,150
TOTAL LIABILITIES		37,313	44,633
SHAREHOLDERS EQUITY			
Minority interests	23	3,166	2,349
Eni shareholders equity:			
Share capital: 4,005,358,876 fully paid shares nominal value euro 1 each (4,004,424,476 shares at December 31, 2004)		4,004	4,005
Share premium			
Other reserves		9,629	10,910
Retained earnings		14,911	17,381

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Net profit	7,059	8,788
Treasury shares	(3,229)	(4,216)
Total Eni shareholders equity	32,374	36,868
TOTAL SHAREHOLDERS EQUITY	35,540	39,217
TOTAL LIABILITIES AND SHAREHOLDERS EQUITY	72,853	83,850

Profit and loss account

(million euro)	Note	2004	2005
	<u> </u>	<u> </u>	<u> </u>
REVENUES	25		
Net sales from operations		57,545	73,728
Other income and revenues		1,377	798
TOTAL REVENUES		58,922	74,526
Operating expenses	26		
Purchases, services and other		38,347	48,567
Payroll and related costs		3,245	3,351
Depreciation, amortization and impairments		4,931	5,781
Operating profit		12,399	16,827
Financial income (expense)	27		
Financial income		2,589	3,131
Financial expense		(2,745)	(3,497)
		(156)	(366)
Income (expense) from investments	28		
Effects of investments accounted for using the equity method		332	737
Other income (expense) from investments		488	177
		820	914
Profit before income taxes		13,063	17,375
Income taxes	29	(5,522)	(8,128)
Net profit		7,541	9,247
Pertaining to:			
- Eni		7,059	8,788
- minority interest		482	459
		7,541	9,247
Earnings per share pertaining to Eni (euro per share)	30		
- basic		1.87	2.34
- diluted		1.87	2.34

Statement of changes in shareholders equity

(million euro)	Eni shareholders equity											
	Share capital	Legal reserve of Eni SpA	Reserve for treasury shares	Other reserves	Cumulative translation adjustment reserve	Treasury shares	Retained earnings	Interim dividend	Net profit for the period	Total	Minority interests	Total shareholders equity
Balance at December 31, 2003	4,003	959	5,397	3,200	(2,505)	(3,164)	13,221		5,585	26,696	1,622	28,318
Changes in accounting principles							2,234			2,234	965	3,199
Annulment of exchanges differences					2,505		(2,505)					
Adjusted balance at January 1, 2004	4,003	959	5,397	3,200		(3,164)	12,950		5,585	28,930	2,587	31,517
Net profit for the year									7,059	7,059	482	7,541
Net income (expense) recognized directly in equity												
Exchange differences from translation of financial statements denominated in currencies other than euro					(750)					(750)	1	(749)
					(750)					(750)	1	(749)
Total (expense) income for the period					(750)				7,059	6,309	483	6,792
Transactions with shareholders												
Dividend distribution of Eni SpA (euro 0.75 per share)									(2,828)	(2,828)		(2,828)
Dividend distribution of other companies											(248)	(248)
Allocation of 2003 net profit				22			2,735		(2,757)			
Shares repurchased (Note 23)							(70)			(70)		(70)
Shares issued under stock grant plans	1			(1)								
Treasury shares sold under incentive plans for Eni managers			(5)	5		5				5		5
	1		(5)	26		(65)	2,735		(5,585)	(2,893)	(248)	(3,141)
Other changes in shareholders equity												
Cost of stock option				3						3		3
Former Italgas SpA reserves reconstituted				(43)			43					
Reserves from merger of EniData SpA				4			(4)					
Reclassification				775			(775)					
										326	326	

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Sale of 9.054% of
Snam Rete Gas SpA
share capital

Exchange differences arising on the distribution of dividends and other changes				63	(38)			25	18	43		
				739	63	(774)		28	344	372		
Balance at December 31, 2004 (Note 23)	4,004	959	5,392	3,965	(687)	(3,229)	14,911	7,059	32,374	3,166	35,540	
Changes in accounting principles (IAS 32 and 39) (Notes 2-4-6-17)				13			(40)	(27)	12	(15)		
Adjusted balance at January 1, 2005	4,004	959	5,392	3,978	(687)	(3,229)	14,871	7,059	32,347	3,178	35,525	
Net profit for the year								8,788	8,788	459	9,247	
Net income (expense) recognized directly in equity												
Variation of the fair value of financial assets for trading (Note 2)				6				6		6		
Variation of the fair value of cash flow hedge derivative contracts (Notes 6-17)				16				16		16		
Exchange differences from translation of financial statements denominated in currencies other than euro					1,497			1,497	15	1,512		
				22	1,497			1,519	15	1,534		
Total (expense) income for the period				22	1,497			8,788	10,307	474	10,781	
Transactions with shareholders												
Dividend distribution of Eni SpA (euro 0.90 per share) (Note 23)								(3,384)	(3,384)	(3,384)		
Interim dividend (euro 0.45 per share) (Note 23)							(1,686)	(1,686)	(1,686)	(1,686)		
Dividend distribution of other companies									(1,218)	(1,218)		
Allocation of 2004 net profit				1,300			2,375	(3,675)				
Shares repurchased (Note 23)						(1,034)		(1,034)		(1,034)		
Shares issued under stock grant plans	1			(1)								
Treasury shares sold under incentive plans for Eni managers			(47)	47		47		47		47		
	1		(47)	1,346		(987)	2,375	(1,686)	(7,059)	(6,057)	(1,218)	(7,275)
Other changes in shareholders equity												

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Cost of stock option				5					5			5
Sale of consolidated companies											(40)	(40)
Exchange differences arising on the distribution of dividends and other changes					131		135		266		(45)	221
				5	131		135		271		(85)	186
Balance at December 31, 2005	4,005	959	5,345	5,351	941	(4,216)	17,381	(1,686)	8,788	36,868	2,349	39,217

Statement of cash flows

(million euro)	<u>2004</u>	<u>2005</u>
Cash flow from operating activities		
Net profit	7,541	9,247
Depreciation and amortization	4,598	5,509
Writedowns (revaluations), net	27	(288)
Net change in provisions for contingencies	418	1,279
Net change in the provisions for employee benefits	49	18
Gain on disposal of assets, net	(793)	(220)
Dividend income	(72)	(33)
Interest income	(198)	(214)
Interest expense	567	654
Exchange differences	(79)	(64)
Current and deferred income taxes	5,522	8,128
<i>Cash generated from operating profit before changes in working capital</i>	17,580	24,016
(Increase) decrease:		
- inventories	(355)	(1,402)
- accounts receivable	(1,241)	(4,413)
- other assets	43	351
- trade and other accounts payable	727	3,030
- other liabilities	(83)	12
<i>Cash from operations</i>	16,671	21,594
Dividends received	394	366
Interest received	167	214
Interest paid	(533)	(619)
Income taxes paid	(4,199)	(6,619)
Net cash provided from operating activities	12,500	14,936
Cash flow from investing activities		
Investments:	(714)	(856)
- intangible assets	(6,785)	(6,558)
- tangible assets		(73)
- consolidated subsidiaries and businesses	(316)	(54)
- investments	(675)	(464)
- securities	(470)	(683)
- financing receivables		
- change in accounts payable and receivable in relation to investments and capitalized depreciation	(13)	149
<i>Cash flow from investments</i>	(8,973)	(8,539)
Disposals:		
- intangible assets	13	13
- tangible assets	279	99
- consolidated subsidiaries and businesses	538	252
- investments	61	178
- securities	659	369
- financing receivables	808	804
- change in accounts receivable in relation to disposals	(1)	9

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<i>Cash flow from disposals</i>	2,357	1,724
Net cash used in investing activities	(6,616)	(6,815)

(million euro)	2004	2005
Proceeds from long-term debt	1,229	2,755
Payments of long-term debt	(797)	(2,978)
Reductions of short-term debt	(4,175)	(317)
	(3,743)	(540)
Capital contributions/payments by/to minority shareholders	1	24
Sale (acquisition) of additional interests in subsidiaries	621	(33)
Dividends to minority shareholders	(3,076)	(6,288)
Shares repurchased	(65)	(987)
Net cash used in financing activities	(6,262)	(7,824)
<i>Effect of change in consolidation area</i>	12	(38)
<i>Effect of exchange differences</i>	(67)	71
Net cash flow for the period	(433)	330
Cash and cash equivalent at beginning of the year	1,436	1,003
Cash and cash equivalent at end of the year	1,003	1,333

SUPPLEMENTAL CASH FLOWS INFORMATION

(million euro)	<u>2004</u>	<u>2005</u>
Effect of investment of consolidated subsidiaries and businesses		
Non-current assets		122
Net borrowings		(19)
Current and non-current liabilities		(22)
Net effect of investment		81
Fair value of the participations held before the acquisition of control		(8)
<i>Purchase price</i>		73
Cash flow on investment		73
Effect of disposal of consolidated subsidiaries and businesses		
Current assets	261	204
Non-current assets	285	189
Net borrowings	(138)	42
Current and non-current liabilities	(167)	(217)
Exchange rate differences realized following disposal	45	
Net effect of disposal	286	218
Gain on disposal	304	140
Minority interest		(43)
<i>Selling price</i>	590	315
less:		
<i>Cash and cash equivalent</i>	(52)	(63)
Cash flow on disposal	538	252

Transactions that did not produce cash flows

In 2005 the Group contributed assets and liabilities of a business with a carrying amount of euro 18 million in exchange for equity investment in the companies to which those businesses were contributed.

The Consolidated Financial Statements were approved by Eni's Board of Directors on March 30, 2006.

Basis of presentation

In application of EC Regulation 1606/2002 approved by the European Parliament and Council on July 19, 2002, starting from 2005 companies with securities listed on a regulated stock market of a Member State of the European Union are required to prepare their Consolidated Financial Statements in accordance with International Financial Reporting Standards (IFRS), as approved by the European Commission.

The Consolidated Financial Statements of Eni have been prepared in accordance with IFRS issued by the International Accounting Standards Board (IASB) and adopted by the European Commission following the procedure contained in article 6 of the EC Regulation No. 1606/2002 of the European Parliament and Council of July 19, 2002. For hydrocarbon exploration and production, accounting policies followed at an international level have been applied, with particular reference to amortization according to the Unit Of Production method, buy-back contracts and Production Sharing Agreements.

The IFRS under which Eni's Consolidated Financial Statements have been prepared differ in certain limited respects from the IFRS adopted by the IASB, the effect of such differences on the Consolidated Financial Statements is not material.

The Consolidated Financial Statements have been prepared by applying the cost method except for items that under IFRS must be recognized at fair value as described in the evaluation criteria.

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The Consolidated Financial Statements include the statutory accounts of Eni SpA and of all Italian and foreign companies in which Eni SpA holds the right to directly or indirectly exercise control, determine financial and management decisions, and obtain economic and financial benefits.

Insignificant subsidiaries are not included in the scope of consolidation. A subsidiary is considered insignificant when it does not exceed two of these limits: (i) total assets or liabilities: euro 3,125 thousand; (ii) total revenues: euro 6,250 thousand; (iii) average number of employees: 50 units. Moreover, companies, for which the consolidation does not produce significant economic and financial effects are not included in the scope of consolidation. Such companies generally represent subsidiaries that work on account of other companies as the sole operator in the management of upstream oil contracts; these companies are financed on a proportional basis according to budgets approved, by the companies involved in the project, to which the company periodically reports costs and receipts deriving from the contract. Costs and revenues and other operating data (production, reserves, etc.) of the project, as well as the obligations arising from the project, are recognized proportionally in the financial statements of the companies involved. The effects of these exclusions are not material⁸.

Subsidiaries excluded from consolidation, joint ventures, affiliated companies and other interests are accounted for as described below under the heading "Financial fixed assets".

Financial statements of consolidated companies are audited by auditing companies that examine and certify the information required to be disclosed when preparing the consolidated financial statement.

Considering their materiality, amounts are stated in millions of euro.

Principles of consolidation

Interests in companies included in the scope of consolidation

Assets and liabilities, expense and income related to fully consolidated companies are wholly incorporated into the Consolidated Financial Statements; the book value of these interests is eliminated against the corresponding fraction of the shareholders' equity of the companies owned, attributing to each item of the balance sheet the current value at the date of acquisition of control. Any positive residual difference as regard to the acquisition cost is recognized as "Goodwill". Negative residual differences are charged against the profit and loss account.

Gains or losses on the sale of shares in consolidated subsidiaries are recorded in the profit and loss account for the amount corresponding to the difference between proceeds from the sale and the divested portion of net equity sold.

Fractions of shareholders' equity and of net profit of minority interest are recognized under specific items in the profit and loss account. Minority interest is determined based on the current value attributed to assets and liabilities at the date of the acquisition of control, excluding any related goodwill.

Inter-company transactions

Income deriving from inter-company transactions unrealized towards third parties is eliminated. Receivables, payables, revenues and costs, guarantees, commitments and risks among consolidated companies are eliminated, as well. Inter-company losses are not eliminated, since they reflect an actual decrease in the value of divested assets.

Foreign currency translation

Financial statements of consolidated companies denominated in currencies other than the euro are converted into euro applying exchange rates prevailing at year end to assets and liabilities, the historical exchange rates to equity accounts and the average rates for the period to profit and loss account (source: Ufficio Italiano Cambi).

Exchange rate differences from the conversion deriving from the application of different exchange rates for assets and liabilities, shareholders' equity and profit and loss account are recognized under the item "Other reserves" within shareholders' equity for the portion relating to the Group and under the item "Minority interest" for the portion related to minority shareholders.

Financial statements of foreign subsidiaries which are translated into euro are denominated in the functional currencies of the country where the enterprise operates.

Evaluation criteria

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The most significant evaluation criteria used for the preparation of the Consolidated Financial Statements are shown below.

Current assets

Financial assets held for trading and financial assets available for sale are stated at fair value and the economic effects are charged to the profit and loss account item "Financial Income (Expense)" and under shareholders' equity within "Other reserves".

The fair value of financial instruments is represented by market quotations or, in their absence, by the value resulting from the adoption of suitable financial valuation models which take into account all the factors adopted by the market operators and the prices obtained in similar actual transactions in the market.

When the conditions for the purchase or sale of financial assets provide for the settlement of the transaction and the delivery of the assets within a given number of days determined by entities controlling the market or by agreements (e.g. purchase of securities on regulated markets), the transaction is entered at the date of settlement.

Receivables are stated at their amortized cost (see below "Financial fixed assets").

Transferred financial assets are eliminated when the transaction, together with the cash flows deriving from it, lead to the substantial transfer of all risks and benefits associated to the property.

Inventories, excluding contract work in progress and including compulsory stocks, are stated at the lower of purchase or production cost and market value represented by the proceeds the company expects to collect from the sale of the inventories in the normal course of business.

The cost for inventories of hydrocarbons (crude oil, condensates and natural gas) and petroleum products is determined by applying the weighted-average cost method on a three-month basis; the cost for inventories of the Petrochemical segment is determined by applying the weighted-average cost on an annual basis.

Contract work in progress is recorded on the basis of contractual considerations by reference to the stage of completion of a contract measured on a cost-to-cost basis. Advances are deducted from inventories within the limits of contractual considerations; any excess of such advances over the value of the work performed is recorded as a liability. Losses related to construction contracts are accrued for as soon as the company becomes aware of such losses. Contract work in progress not yet invoiced, whose payment is agreed in a foreign currency, is translated to euro using the current exchange rates at year end and effects are reflected in the profit and loss account.

Hedging instruments are described in the section "Derivative Instruments".

Non-current assets

Property, plant and equipment⁹

Tangible assets, including investment properties, are recognized using the cost model and stated at their purchase or production cost including ancillary costs which can be directly attributed to them as are required to make the asset ready for use. In addition, when a substantial amount of time is required to make the asset ready for use, the purchase price or production cost includes the financial expenses incurred that would have theoretically been saved had the investment not been made.

In the case of current obligations for the dismantling and removal of assets and the reclamation of sites, the carrying value includes, with a corresponding entry to a specific provision, the estimated (discounted) costs to be borne at the moment the asset is retired. Revisions of estimates for these provisions, for the passage of time and for changes in the discount rate are recognized under "Provisions for contingencies". The company recognizes material provisions for the retirement of assets in the Exploration & Production business. No significant asset retirement obligations associated with any legal obligations to retire refining, marketing and transportation (downstream) and chemical long-lived assets generally are recognized, as indeterminate settlement dates for the asset retirements prevented estimation of the fair value of the associated asset retirement obligation. The company performs periodic reviews of its downstream and chemical long-lived assets for any changes in facts and circumstances that might require recognition of a retirement obligation.

No revaluation is made even in application of specific laws.

Assets carried under financial leasing are included within the tangible assets, with a corresponding entry to the financial payable to the lessor, and depreciated using the criteria detailed below. When the renewal is not reasonably certain, assets carried under financial leasing are depreciated over the period of the lease if shorter than the useful life of the asset.

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Tangible assets are depreciated systematically over the duration of their useful life taken as an estimate of the period for which the assets will be used by the company. When the tangible asset comprises more than one significant element with different useful lives, the depreciation is carried out for each component. The amount to be depreciated is represented by the book value reduced by the presumable net realizable value at the end of the useful life, if it is significant and can be reasonably determined. Land is not depreciated, even if bought together with a building. Tangible assets held for sales are not depreciated but are valued at the lower of the book value and fair value less costs of disposal.

Assets that can be used free of charge are depreciated over the shorter of the duration of the concession and the useful life of the asset.

Renewals, improvements and transformations which extend asset lives are capitalized.

The costs for the substitution of identifiable components in complex assets are capitalized and depreciated over their useful life; the residual book value of the component that has been substituted is charged to the profit and loss account. Ordinary maintenance and repair costs are expensed when incurred.

When events occur that lead to a presumable reduction in the book value of tangible assets, their recoverability is checked by comparing their book value with the realizable value, represented by the greater of fair value less costs of disposal and replacement cost. In the absence of a binding sales agreement, fair value is estimated on the basis of market values, of recent transactions, or of the best available information that shows the proceeds that the company could reasonably expect to collect from the disposal of asset. Replacement cost is determined by discounting the expected cash flows deriving from the use of the asset and, if significant and reasonably determinable, the cash flows deriving from its disposal at the end of its useful life, net of disposal costs. Cash flows are determined on the basis of reasonable and documented assumptions that represent the best estimate of the future economic conditions during the remaining useful life of the asset, giving more importance to independent assumptions. The discounting is carried out at a rate that takes into account the implicit risk in the sectors where the entity operates. Valuation is carried out for each single asset or, if the realizable value of a single asset cannot be determined, for the smallest identifiable group of assets that generates independent cash inflows from their continuous use, the so called cash generating unit. When the reasons for their impairment cease to exist, Eni reverses previously recorded impairment charges and records as income an asset revaluation in the profit and loss account for the relevant year. This asset revaluation is the lower of the fair value and the book value increased by the amount of previously incurred impairments net of related amortization that would have been made had the impairment not been made.

Intangible assets

Intangible assets include assets which lack physical qualities that are identifiable, controlled by the company and able to produce future economic benefits, and goodwill acquired in business combinations. An asset is classified as intangible when the management is able to distinguish it clearly from goodwill. This condition is normally met when: (i) the intangible asset can be traced back to a legal or contractual right, or (ii) the asset is separable, i.e. can be sold, transferred, licensed, rented or exchanged, either individually or as an integral part of other assets. An entity controls an asset if it has the power to obtain the future economic benefits flowing from the underlying resource and to restrict the access of others to those benefits.

Intangible assets are stated at cost as determined with the criteria used for tangible assets. No revaluation is made even in application of specific laws.

Intangible assets with a defined useful life are amortized systematically over the duration of their useful life taken as an estimate of the period for which the assets will be used by the company; the recoverability of their book value is checked using the criteria described in the section "Tangible Assets".

Goodwill and other intangible assets with an indefinite useful life are not amortized. The recoverability of their carrying value is checked at least annually and whenever events or changes in circumstances indicate that the carrying value may not be recoverable. With reference to goodwill, this check is performed at the level of the smallest aggregate on which the company, directly or indirectly, evaluates the return on the capital expenditure that included said goodwill. Impairment charges against goodwill may not be revalued.

Costs of technological development activities are capitalized when: (i) the cost attributable to the intangible asset can be reasonably determined; (ii) there is the intention, the availability of funding and the technical capacity to make the asset available for use or sale; and (iii) it can be shown that the asset is able to produce future economic benefits.

Exploration and production activities¹⁰

Acquisition of mineral rights

Costs associated with the acquisition of mineral rights are capitalized in connection with the assets acquired (exploratory potential, probable and possible reserves, proved reserves). When the acquisition is related to a set of exploratory potential and reserves, the cost is allocated to the

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different assets acquired on the basis of the value of the relevant discounted cash flow.

Expenditure for the exploratory potential, represented by the costs for the acquisition of the exploration permits and for the extension of existing permits, is recognized under "Intangible assets" and is amortized on a straight-line basis over the period of the exploration as contractually established. If the exploration is abandoned, the residual expenditure is charged to the profit and loss account.

Acquisition costs for proved reserves and for possible and probable reserves are recognized under "Intangible assets" or "Tangible assets" depending on the nature of the underlying assets. Costs associated with proved reserves are amortized on a Unit Of Production (UOP) basis, as detailed in the section "Development", considering both developed and undeveloped reserves. Expenditures associated with possible and probable reserves are not amortized until classified as proved reserves; in case of a negative result the costs are charged to the profit and loss account.

Exploration

Costs associated with exploratory activities for oil and gas producing properties incurred both before and after the acquisition of mineral rights (such as acquisition of seismic data from third parties, test wells and geophysical surveys) are capitalized, to reflect their nature of investment, and amortized in full when incurred.

Development

Development costs are those costs incurred to obtain access to proved reserves and to provide facilities for extracting, gathering and storing oil and gas and are capitalized and amortized generally on a UOP basis, as their useful life is closely related to the availability of feasible reserves. This method provides for residual costs to be amortized through a rate representing the ratio between the volumes extracted during the period and the proved developed reserves existing at the end of the period, increased by the volumes extracted during the period. This method is applied with reference to the smallest aggregate representing a direct correlation between investment and proved developed reserves.

Costs related to unsuccessful development wells or damaged wells are expensed immediately as loss on disposal.

Impairments and reversal of impairments of development costs are made on the same basis as those for tangible assets.

Production

Production costs are costs to operate and maintain wells and field equipment and are expensed as incurred.

Production sharing agreements and buy-back contracts

Revenues and provisions related to Production Sharing Agreements and buy-back contracts are settled on the basis of contractual clauses related to the repayment of costs incurred following the exploration, development and operating activities (cost oil) and to the relevant amount of realized productions (profit oil).

Retirement

Costs expected to be incurred with respect to the retirement of the well, including costs associated with removal of production facilities, dismantlement and site restoration, are capitalized and amortized on a UOP basis, consistent with the policy described under Tangible assets.

Grants

Grants are recorded in a contra asset account when authorized, if all the required conditions have been met and as a reduction of purchase price or production cost of the relevant assets. Grants of the year are recognized in the profit and loss account.

Financial fixed assets

Investments

Investments in subsidiaries excluded from consolidation, joint ventures and affiliates are accounted for using the equity method. If it does not result in a misrepresentation of the company's financial condition and consolidated results, subsidiaries, joint ventures and affiliates excluded from consolidation may be accounted for at cost, adjusted for permanent impairment of value. When the reasons for their impairment cease to exist, investments accounted for at cost are revalued within the limit of the impairment made and their effects are charged to the profit and loss

account item "Other income (expense) from investments".

Other investments are recognized at their fair value and their effects are included in shareholders' equity under "Other reserves". When fair value cannot be reasonably ascertained, investments are accounted for at cost, adjusted for permanent impairment of value; impairment of value may not be revalued.

The risk deriving from losses exceeding shareholders' equity is recognized in a specific provision to the extent the parent company is required to fulfill legal or implicit obligations towards the subsidiary or to cover its losses.

Receivables and financial assets to be held to maturity

Receivables and financial assets that must be held to maturity are stated at cost represented by the fair value of the initial exchanged amount adjusted to take into account direct external costs related to the transaction (e.g. fees of agents or consultants, etc.). The initial carrying value is then corrected to take into account capital repayments, devaluations and amortization of the difference between the reimbursement value and the initial carrying value; amortization is carried out on the basis of the effective internal rate of return represented by the rate that equalizes, at the moment of the initial revaluation, the current value of expected cash flows to the initial carrying value (so-called amortized cost method). The economic effects of the valuation according to the amortized cost method are charged as "Financial income (expense)".

Financial liabilities

Debt is carried at amortized cost (see item "Financial fixed assets" above).

Provisions for contingencies

Provisions for contingencies concern risks and charges of a definite nature and whose existence is certain or probable but for which at year end the amount or date of occurrence remains uncertain. Provisions are made when: (i) there is a current obligation, either legal or implicit, deriving from a past event; (ii) it is probable that the fulfillment of that obligation will result in an outflow of resources embodying economic benefits; and (iii) the amount of the obligation can be reliably estimated. Provisions are stated at the value that represents the best estimate of the amount that the company would reasonably pay to fulfill the obligation or to transfer it to third parties at year end. When the financial effect of time is significant and the payment date of the obligations can be reasonably estimated, the provisions are discounted back at the company's average rate of indebtedness. The increase in the provision due to the passing of time is charged to the profit and loss account in the item "Financial Income (Expense)".

When the liability regards a tangible asset (e.g. site restoration and abandonment), the provision is stated with a corresponding entry to the asset to which it refers; profit and loss account charge is made with the amortization process.

The costs that the company expects to bear to carry out restructuring plans are recognized in the year in which the company formally defines the plan and the interested parties have developed the reasonable expectation that the restructuring will happen.

The provisions are periodically updated to show the variations of estimates of costs, production times and actuarial rates; the estimated revisions to the provisions are recognized in the same profit and loss account item that had previously held the provision, or, when the liability regards tangible assets (i.e. site restoration and abandonment) with a corresponding entry to the assets to which they refer.

In the Notes to the Financial Statements the following potential liabilities are described: (i) possible, but not probable obligations deriving from past events, whose existence will be confirmed only when one or more future events beyond the company's control occur; and (ii) current obligations deriving from past events whose amount cannot be reasonably estimated or whose fulfillment will probably be not expensive.

Employee post-employment benefits

Post employment benefit plans are defined on the basis of plans, even if not formalized ones, that due to their mechanisms feature defined contributions plans or defined benefit plans. In the first case, the company's obligation, consisting in making payments to the State or to a trust or a fund, is determined on the basis of contributions due.

The liabilities related to defined benefit plans¹¹, net of any plan assets, are determined on the basis of actuarial assumptions¹² and charged to the relevant year consistently with the employment period required to obtain the benefits; the evaluation of liabilities is made by independent actuaries.

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The actuarial gains and losses of defined benefit plans, deriving from a change in the actuarial assumptions used or from a change in the conditions of the plan, are charged to the profit and loss account, proportionally through the residual average working life of the employees participating to the plan, in the limits of the share of the discounted profit/loss not charged beforehand, that exceeds the greater of 10% of liabilities and 10% of the fair value of the plan assets (corridor method).

Treasury shares

Treasury shares are recorded at cost and as a reduction of shareholders' equity. Gains following subsequent sales are recorded as an increase in shareholders' equity.

Revenues and costs

Revenues from sales of products and services rendered are recognized upon transfer of risks and advantages associated with the property or upon settlement of the transaction. In particular, revenues are recognized:

for crude oil, generally upon shipment;

for natural gas, when the natural gas is delivered to the customer;

for petroleum products sold to retail distribution networks, generally upon delivery to the service stations, whereas all other sales are generally recognized upon shipment;

for petrochemical products and other products, generally upon shipment.

Revenues are recognized upon shipment when, at that date, the risks of loss are transferred to the acquirer.

Revenues from the sale of crude oil and natural gas produced in properties in which Eni has an interest together with other producers are recognized on the basis of Eni's working interest in those properties (entitlement method). Differences between Eni's net working interest volume and actual production volumes are recognized at current prices at period end.

Income related to partially rendered services are recognized with respect to the accrued revenues, if it is possible to reasonably determine the state of completion and there are no relevant uncertainties concerning the amounts and the existence of the revenue and related costs; otherwise it is recognized within the limits of the recoverable costs incurred.

The revenues accrued in the period related to construction contracts are recognized on the basis of contractual revenues by reference to the stage of completion of a contract measured on the cost-to-cost basis. The requests of additional revenues, deriving from a change in the scope of the work, are included in the total amount of revenues when it is probable that the customer will approve the variation and the relevant amount; claims deriving for instance from additional costs incurred for reasons attributable to the client are included in the total amount of revenues when it is probable that the counterpart will accept them.

Revenues are stated net of returns, discounts, rebates and bonuses, as well as directly related taxation. Exchanges of goods and services with similar nature and value do not give rise to revenues and costs as they do not represent sale transactions.

Costs are recognized when the related goods and services are sold, consumed or allocated, or when their future useful lives cannot be determined.

Costs related to the amount of emissions, determined on the basis of the average prices of the main European markets at the end of the period, are reported in relation to the amount of the carbon dioxide emissions that exceed the amount assigned; revenues are related to the amount of emissions are reported when are recognized following the sale.

Operating lease payments are recognized in the profit and loss account over the length of the contract.

Labor costs include stock grants and stock options granted to managers, consistent with their actual remunerative nature. The cost is determined based on the fair value of the rights awarded to the employee; the portion relevant to the year is calculated pro rata over the period to which the incentive refers (vesting period¹³). The fair value of stock grants is represented by the current value of the shares at the date of the award, reduced by the current value of the expected dividends in the vesting period. The fair value of stock options is the value of the option calculated with the Black-Scholes method that takes into account the exercise conditions, current price of the shares, expected volatility and the risk-free interest rate. The fair value of the stock grants and stock options is shown as a contra-entry to "Other reserves".

The costs for the acquisition of new knowledge or discoveries, the study of products or alternative processes, new techniques or models, the planning and construction of prototypes or, in any case, costs borne for other scientific research activities or technological development, are

generally considered current costs and expensed as incurred.

Accounting to Buy/Sell contracts

In January and February 2005, the Securities and Exchange Commission ("SEC") issued comment letters to Eni and other companies in the oil and gas industry requesting disclosure of information related to the accounting for buy/sell contracts. Eni routinely enters into buy/sell contracts, principally in the downstream business in Italy, associated mainly with refined products. For refined products, buy/sell arrangements are used to support the company's refined products marketing activity, which includes the production, purchase and sale of refined products in order to fulfill the company's marketing needs and supply agreements to customer locations and specifications.

Eni accounts for buy/sell transactions in the consolidated income statement on a net basis, regardless of whether terms of the buy/sell agreements were established jointly, in a single contract, or separately, in individual contracts that are entered into concurrently or in contemplation of one another with a single counterparty. This accounting is consistent with the most recent guidance of the SEC staff who considers that the accounting for buy/sell contracts should be shown net on the income statement.

The topic is under deliberation by the Emerging Issues Task Force (EITF) of the FASB as Issue No. 04-13, "Accounting for Purchases and Sales Inventory with the Same Counterparty." At its September 2005 meeting, the EITF reached consensus that two or more legally separate exchange transactions with the same counterparty, including buy/sell transactions, should be combined and considered as a single arrangement when the transactions were entered into "in contemplation" of one another. EITF 04-13 was ratified by the FASB in September 2005 and is effective for new arrangements, or modifications or renewals of existing arrangements, entered into beginning on or after April 1, 2006, which will be the effective date for the company's adoption of this standard. Upon adoption, the company will report the net effect of buy/sell transactions on its Consolidated Statement of Income as "Purchased crude oil and products" instead of reporting the revenues associated with these arrangements as "Sales and other operating revenues" and the costs as "Purchased crude oil and products." While this issue was under deliberation, the SEC staff directed Eni and other oil companies comment letter to disclose on the face of the income statement the amounts associated with buy/sell contracts and to discuss in a footnote to the financial statements the basis for the underlying accounting.

In Eni's consolidated income statement, "Net sales from operations" and "Purchases, services and other" for the December 31, 2004 and 2005 were netted of euro 1,821 million and euro 2,595 million, respectively, for the above described buy/sell contracts.

Exchange rate differences

Revenues and costs concerning transactions in currencies other than functional currency are stated at the exchange rate on the date that the transaction is completed.

Monetary assets and liabilities in currencies other than functional currency are converted by applying the year end exchange rate and the effect is stated in the profit and loss account. Non-monetary assets and liabilities in currencies other than functional currency valued at cost are stated at the initial exchange rate; when they are evaluated at recoverable value or realizable value, the exchange rate applied is that of the day of recognition.

Dividends

Dividends are recognized at the date of the general shareholders' meeting in which they were declared, except when the sale of shares before the ex-dividend date is certain.

Income taxes

Current income taxes are determined on the basis of estimated taxable income; the estimated liability is recognized in the item "Income tax liabilities". Current tax assets and liabilities are measured at the amount expected to be paid to (recovered from) the tax authorities, using the tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

Deferred tax assets or liabilities are provided on temporary differences arising between the carrying amounts of the assets and liabilities in the financial statements and their tax bases. Deferred tax assets are recognized when their realization is considered probable.

Deferred tax assets and liabilities are recorded under non-current assets and liabilities and are offset at single entity level if related to offsettable taxes. The balance of the offset, if positive, is recognized in the item "Deferred tax assets" and if negative in the item "Deferred tax liabilities". When the results of transactions are recognized directly in the shareholders' equity, current taxes, deferred tax assets and liabilities are also charged to the shareholders' equity.

Derivatives

Derivatives, including embedded derivatives which are separated from the host contract, are assets and liabilities recognized at their fair value.

Derivatives are classified as hedging instruments when the relationship between the derivative and the subject of the hedge is formally documented and the effectiveness of the hedge is high and is checked periodically. When hedging instruments cover the risk of variation of the fair value of the hedged item (fair value hedge; e.g. hedging of the variability on the fair value of fixed interest rate assets/liabilities), the derivatives are stated at fair value and the effects charged to the profit and loss account; consistently the hedged items are adjusted to reflect the variability of fair value associated with the hedged risk. When derivatives hedge the cash flow variation risk of the hedged item (cash flow hedge; e.g. hedging the variability on the cash flows of assets/liabilities as a result of the fluctuations of exchange rate), changes in the fair value of the derivatives are initially stated in net equity and then recognized in the profit and loss account consistent with the economic effects produced by the hedged transaction. The change in the fair value of derivatives that do not meet the conditions required to qualify as hedging instruments are shown in the profit and loss account.

Use of accounting estimates

The preparation of these Consolidated Financial Statements requires Management to apply accounting methods and policies that are based on difficult or subjective judgments, estimates based on past experience and assumptions determined to be reasonable and realistic based on the related circumstances. The application of these estimates and assumptions affects the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the balance sheet date and the reported amounts of income and expenses during the reporting period. Key areas where estimates are applied include the determination of oil and gas proved reserves and proved developed reserves, accounting for exploratory drilling costs under U.S. GAAP, impairment of fixed assets, intangible assets and goodwill, asset retirement obligations, business combinations, recognition of environmental liabilities and recognition of revenues in the oilfield services construction and engineering businesses. Actual results may differ from these estimates given the uncertainty surrounding the assumptions and conditions upon which the estimates are based. Summarized below are the accounting estimates that require the more subjective judgment of our management. Such assumptions or estimates regard the effects of matters that are inherently uncertain and for which changes in conditions may significantly affect future results.

Oil and gas activities

Engineering estimates of the Company's oil and gas reserves are inherently uncertain. Proved reserves are the estimated volumes of crude oil, natural gas and gas condensates, liquids and associated substances which geological and engineering data demonstrate with reasonable certainty to be recoverable in future years from known reservoirs under existing economic and operating conditions. Although there are authoritative guidelines regarding the engineering criteria that have to be met before estimated oil and gas reserves can be designated as "proved", the accuracy of any reserve estimate is a function of the quality of available data and engineering and geological interpretation and judgment.

Reserves in a field will only be categorized as proved when all the criteria for attribution of proved status have been met, including an internally imposed requirement for project sanction that occurs when a final investment decision is made. At the point of sanction, all booked reserves will be categorized as proved undeveloped. Volumes will subsequently be recategorized from proved undeveloped to proved developed as a consequence of development activity. The first proved developed bookings will occur at the point of first oil or gas production. Major development projects typically take one to four years from the time of initial booking to the start of production. Adjustments may be made to booked reserves due to production, reservoir performance, commercial factors, acquisition and divestment activity and additional reservoir development activity.

Eni reassesses its estimate of proved reserves on an annual basis. The estimated proved reserves of oil and natural gas may be subject to future revision and upward and downward revision may be made to the initial booking of reserves due to production, reservoir performance, commercial factors, acquisition and divestment activity and additional reservoir development activity. In particular, changes in oil and natural gas prices could impact the amount of Eni's proved reserves as regards the initial estimate and, in the case of Production Sharing Agreements and buy-back contracts, the share of production and reserves Eni is entitled to. Accordingly, the estimated reserves could be materially different from the quantities of oil and natural gas that ultimately will be recovered.

Oil and natural gas reserves have a direct impact on certain amounts reported in the financial statements. Estimated proved reserves are used in determining depreciation and depletion expenses and impairment expense. Depreciation rates on oil and gas assets using the UOP basis are determined from the ratio between the amount of hydrocarbons extracted in the year and proved developed reserves existing at the year end increased by the amounts extracted during the year. Assuming all other variables are held constant, an increase in estimated proved reserves decreases depreciation, depletion and amortization expense. On the contrary, a decrease in estimated proved reserves increases depreciation, depletion and amortization expense. Also, estimated proved reserves are used to calculate future cash flows from oil and gas properties, which serve as an indicator in determining whether a property impairment is to be carried out or not. The larger the volumes of estimated reserves, the less likely the property is impaired. See "Item 3 Risk Factors Uncertainties in Estimates of Oil and Natural Gas Reserves".

Accounting for Suspended Well Costs under U.S. GAAP

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Under U.S. GAAP costs for exploratory wells are initially capitalized pending the determination of whether the well has found proved reserves. If proved reserves are found, the capitalized costs of drilling the well are reclassified to tangible assets and amortized on a UOP basis. If proved reserves are not found, the capitalized costs of drilling the well are charged to expense. However, successful exploratory efforts are, in many cases, not declared to be proved until after an extensive and lengthy evaluation period has been completed. These issues were addressed by the FASB staff in its FSP FAS 19-1, published in April 2005, amending FAS 19, "Financial Accounting and Reporting by Oil and Gas Producing Companies". Under the provisions of FSP FAS 19-1, companies in the oil and gas industry are allowed to continue capitalization of an exploratory well after the completion of drilling when: (a) the well has found a sufficient quantity of reserves to justify completion as a producing well; and (b) the enterprise is making sufficient progress assessing the reserves and the economic and operating viability of the project. If either condition is not met or if an enterprise obtains information that raises substantial doubt about the economic or operational viability of the project, the exploratory well would be assumed to be impaired, and its costs, net of any salvage value, would be charged to expense. Determination of whether an exploratory well should remain capitalized after completion of drilling requires a high degree of judgment on the part of management in assessing whether the Company is making sufficient progress assessing the reserves and the economic and operating viability of a given project. The company evaluates the progress made on the basis of regular project reviews which take account of the following factors: (i) costs are being incurred to assess the reserves and their potential development; (ii) existence (or active negotiations) of sales contracts with customers for oil and natural gas; and (iii) existence of firm plans, established timetables or contractual commitments, which may include seismic testing and drilling of additional exploratory wells. As of December 31, 2005, an amount of euro 403 million remain capitalized relating to approximately 30 exploratory wells for which drilling activities have been completed for more than one year, of this capitalized amount euro 59 million (or 8 wells) relates to projects progressing towards completion of development activities, and the remaining euro 344 million (or 22 wells) relates to projects for which additional exploratory activity is underway or firmly planned. See Note 35 to the Consolidated Financial Statements.

Impairment of Assets

Eni assesses its fixed assets and intangible assets, including goodwill, for possible impairment if there are events or changes in circumstances that indicate the carrying values of the assets are not recoverable. Such indicators include changes in the Group's business plans, changes in commodity prices leading to unprofitable performance and, for oil and gas properties, significant downward revisions of estimated proved reserve quantities. Determination as to whether and how much an asset is impaired involves management estimates on highly uncertain matters such as future commodity prices, the effects of inflation and technology improvements on operating expenses, production profiles and the outlook for global or regional market supply-and-demand conditions for crude oil, natural gas, commodity chemicals and refined products.

Technically, the amount of an impairment charge is determined by comparing the book value of an asset with its recoverable amount. The recoverable amount is the greater of fair value net of disposal costs and value in use. The estimated value in use is usually based on the present values of expected future cash flows using assumptions commensurate with the risks involved in the asset group. The expected future cash flows used for impairment reviews are based on judgmental assessments of future production volumes, prices and costs, considering available information at the date of review and are discounted by using a rate related to the activity involved.

For oil and natural gas properties, the expected future cash flows are estimated based on developed and non-developed proved reserves including, among other elements, production taxes and the costs to be incurred for the reserves yet to be developed. The estimated future level of production is based on assumptions about future commodity prices, lifting and development costs, field decline rates, market demand and supply, economic regulatory climates and other factors.

Under both IFRS and U.S. GAAP, goodwill is not amortized but, like indefinite lived intangible assets, is tested for impairment at least annually. Under IFRS the assessment of goodwill impairment is based on the determination of the fair value of each cash generating units to which goodwill can be attributed on a reasonable and consistent basis. A cash generating unit is a group of assets that generates cash inflows that are largely independent of the cash inflows from other groups of assets. If the fair value of a cash generating unit is lower than the carrying amount, goodwill attributed to that cash generating unit is impaired up to that difference, if the carrying amount of goodwill is less than the amount of impairment assets of the generating unit are impaired on a pro-rata basis for the residual difference.

Asset Retirement Obligation

Obligations related to the removal of tangible equipment and to the restoration of land or seabeds require significant estimates in calculating the amount of the obligation and determining the amount required to be recorded in the Consolidated Financial Statements. Estimating the future asset removal costs is difficult and requires management to make estimates and judgments because most of the removal obligations are many years into the future and contracts and regulations are often unclear as to what constitutes removal. Asset removal technologies and costs are constantly changing, as well as political, environmental, safety and public relations considerations. The subjectivity of these estimates is also increased by the accounting method used that requires entities to record the fair value of a liability for an asset retirement obligations in the period when it is incurred (typically at the time the asset is installed at the productions location). When liabilities are initially recorded, the related fixed assets are increased by an equal corresponding amount. The liabilities are increased with the passage of time (interest accretion) and any change of the estimates following the modification of the future cash flows and the discount rate adopted. The recognized asset retirement obligations are based upon future retirement cost estimates and incorporate many assumptions such as expected recoverable quantities of crude oil and natural gas, time to abandonment, future inflation rates and the risk-free rate of interest adjusted for the Company's credit costs.

Business Combinations

Accounting for the acquisition of a business requires the allocation of the purchase price to the various assets and liabilities of the acquired business at fair value. Any positive residual difference is recognized as "Goodwill". Negative residual differences are charged against profit and loss account. Management uses all available information to make these fair value determinations and, for major business acquisitions, typically engages an outside appraisal firm to assist in the fair value determination of the acquired long-lived assets.

Environmental Liabilities

Together with other companies in the industries in which it operates, Eni is subject to numerous EU, national, regional and local environmental laws and regulations concerning its oil and gas operations, productions and other activities, including legislation that implements international conventions or protocols. Environmental costs are recognized when it becomes probable that a liability has been incurred and the amount can be reasonably estimated.

Although management, considering the actions already taken, the insurance policies to cover environmental risks and provision for risks accrued, does not expect any material adverse effect on Eni's consolidated results of operations and financial position as a result of such laws and regulations, there can be no assurance that there will not be a material adverse impact on Eni's consolidated results of operations and financial position due to: (i) the possibility of as yet unknown contamination; (ii) the results of the on-going surveys and the other possible effects of statements required by Decree No. 471/1999 of the Ministry of Environment concerning the remediation of contaminated sites; (iii) the possible effect of future environmental legislation and rules, like the Decree No. 367 of the Ministry of Environment, published on January 8, 2004, that introduces new quality standards for aquatic environment and dangerous substances and those that may derive from the legislative decree that the Italian Government will have to enact in order to implement Directive 2000/60/EC creating a framework for joint European action in the area of water; (iv) the effect of possible technological changes relating to future remediation; and (v) the possibility of litigation and the difficulty of determining Eni's liability, if any, as against other potentially responsible parties with respect to such litigation and the possible insurance recoveries.

Employees and post-retirement benefits

Employees benefits (such as pension payments, life insurance payments, medical assistance after retirement, etc.) are evaluated with reference to uncertain events and based upon actuarial assumptions including among others discount rates, expected rates of return on any plan assets, expected rates of salary increases, medical cost trend rates, estimated retirement dates, mortality rates. These assumptions are reviewed annually and may change from year to year impacting future results of operations.

The significant assumptions used to account for pensions and other post-retirement benefits are determined as follows:

- discount and inflation rates reflect the rates at which the benefits could be effectively settled, taking into account the duration of the obligation. Indications used in selecting the discount rate include rates of annuity contracts and rates of return on high-quality fixed-income investments (such as government bonds). The inflation rates reflect market conditions observed country by country;
- salary increase assumptions (when relevant) are determined by each entity. They reflect an estimate of the actual future salary levels of the individual employees involved, including future changes attributed to general price levels (consistent with inflation rate assumptions), productivity, seniority, promotion and other factors;
- healthcare cost trend assumptions (when relevant) reflect an estimate of the actual future changes in the cost of the healthcare related benefits provided to the plan participants and are based on past and current healthcare cost trends including healthcare inflation, changes in healthcare utilization, and changes in health status of the participants;
- demographic assumptions such as mortality, disability and turnover reflect the best estimate of these future events for the individual employees involved, based principally on available actuarial data; and
- determination of expected rates of return on assets is made through compound averaging. For each plan, there are taken into account the distribution of investments among bonds, equities and cash and the expected rates of return on bonds, equities and cash. A weighted-average rate is then calculated.

Differences between projected and actual costs and between the projected return and the actual return on plan assets routinely occur and are called actuarial gains and losses.

The unrecognized actuarial losses of pension benefits as at December 31, 2005 were euro 144 million compared to euro 41 million in 2004. The euro 103 million increase from 2004 reflected primarily changes in assumptions used to account for pensions and other post-retirement benefits mainly related to the decrease in discount rates (4.0% in 2005 compared with 4.5% in 2004). Pension accounting principles require that such actuarial losses be deferred and amortized over future periods. Eni applies the corridor method to amortize its actuarial losses and gains. This method amortizes the net cumulative actuarial gains and losses that exceed 10% of the greater of (i) the present value of the defined benefit obligation and (ii) the fair value of plan assets, over the average expected remaining working lives of the employees participating in the plan.

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In 2005, Eni recognized a charge of euro 126 million (euro 118 million in 2004) in the profit and loss account in connection with its obligations for employee post-retirement benefits.

See Note 20 of the Consolidated Financial Statements for further information about employees post-retirement benefits.

Contingencies

In addition to accruing the estimated costs for asset retirement obligation and environmental liabilities, Eni accrues for all contingencies that are both probable and estimable. These other contingencies are primarily related to employee benefits, litigation and tax issues. Determining appropriate amounts for accrual is a complex estimation process that includes subjective judgments.

Revenue recognition in the Oilfield Services, Construction and Engineering segment

Revenue recognition in the Oilfield Services, Construction and Engineering business segment is based on the stage of completion of a contract as measured on the cost-to-cost basis applied to contractual revenues. Use of the stage of completion method requires estimates of future gross profit on a contract by contract basis. The future gross profit represents the profit remaining after deducting costs attributable to the contract from revenues provided for in the contract. The estimate of future gross profit is based on a complex estimation process, that includes identification of risks related to the geographical region, market condition in that region and any assessment that it is necessary to estimate with sufficient precision the total future costs as well as the expected timetable. Variation in the scope of the work, are included in the total amount of revenues when it is probable that the customer will approve the variation and claims deriving for additional costs are included in the total amount of revenues when it is probable that they will result in additional revenue.

Recent accounting principles

With the regulations No. 1910/2005, 2106/2005 and 108/2006 issued between November 2005 and January 2006 the European Commission approved some modifications and integrations to the international accounting standards.

In particular the main modifications/integrations concern the following standards:

IAS 19 "Employee benefits"

Amendments to IAS 19 essentially concern the approval of the option related to the recognition in the period when they incur of the total amount of actuarial gains and losses with a corresponding entry to a specific reserve in shareholders' equity.

IAS 39 "Financial instruments: recognition and measurement"

In relation to cash flow hedge operations on exchange rate risk, IAS 39 has been integrated with the aim of qualifying as hedging instruments the intercompany transactions expected and with a high probability, on condition that: (i) these transactions are denominated in a functional currency other than the currency of the entity that carries out the operation; and (ii) the exposure to the exchange rate risk determines some effects in consolidated profit and loss account.

Amendments to IAS 39 also concerned the recognition and measurement of financial guarantees. In particular, financial guarantees are recorded when they are issued, as liability valued at the market value and, then, in relation to the execution risk, at the greater between: (i) the best estimate of the charge to be sustained to fulfill the obligation; and (ii) the initial amount reduced of premiums collected.

IFRS 7 "Financial instruments: disclosures" and IAS 1, presentation of financial statements

IFRS 7 establishes the disclosures to be given about financial instruments and the about the exposure and management of financial risks. The requirements of IFRS 7 include some disclosures currently contained in IAS 32 "Financial instruments: exposures and additional disclosures".

Also by the amendment of IAS 1, it is requested to give disclosure of objectives, policies and processes for managing capital.

IFRIC 4 "Determining whether an arrangement contains a lease"

Requirements of IFRIC 4 provide guidance for determining whether arrangements that do not take the legal form of a lease but which convey rights to use assets in return for a payment or series of payments should be treated as a lease for accounting purposes.

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In particular, for determining whether an arrangement is, or contains a lease, an entity should consider the purposes of the operation and verify if the arrangement: (i) provides, explicitly or implicitly, the use of an asset (or a group of assets) and the fulfillment of the arrangement depends upon such specific assets; or (ii) transfers the right to use such assets.

IFRIC 5 "Rights to interests arising from decommissioning, restoration and environmental funds"

Requirements of IFRIC 5 provide guidance for determining the recognition and measurement for the contribution to decommissioning, restoration and environmental rehabilitation funds that have the following features: (i) the assets are held or administered by a separate legal entity; and (ii) contributor's right to access the assets of the fund is restricted.

The contributor recognises its obligation to pay decommissioning costs as a liability and its interest in the fund separately. In the case that the interest means having control, having joint control or significant influence over the fund, the entity contributor must recognize the interest in the fund as an investment in a subsidiary, associate, or a jointly controlled.

Modifications and integrations to international accounting principles will be effective starting from January 1, 2006 and from January 31, 2007 for IFRS 7.

Eni presently is analyzing the statements and, at the moment, cannot determine if their adoption will have a significant effect on Eni's consolidated financial position or operating results.

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Notes to the Consolidated Financial Statements

Current activities

1 Cash and cash equivalent

Cash and cash equivalent of euro 1,333 million (euro 1,003 million at December 31, 2004) include financing receivables due within 90 days for euro 122 million (euro 167 million at December 31, 2004) and include deposits with financial institutions with a notice greater than 48 hours and securities available for sale with a maturity date within 90 days.

2 Other financial assets for trading or available for sale

Other financial assets for trading or available for sale of euro 1,368 million (euro 1,266 million at December 31, 2004) consisted of the following:

(million euro)	<u>Dec. 31, 2004</u>	<u>Dec. 31, 2005</u>
Listed Italian treasury bonds	980	1,088
Listed securities issued by Italian and foreign merchant banks	255	243
Not quoted securities	31	37
	1,266	1,368

Securities of euro 1,368 million (euro 1,266 million at December 31, 2004) are available for sale. At December 31, 2004 and December 31, 2005 Eni did not own financial assets held for trading.

Valuation at fair value determined an increase for securities of euro 8 million recorded with a corresponding entry to the shareholders' equity (euro 6 million) and deferred tax liabilities (euro 2 million). At January 1, 2005 the first application of IAS 32 and 39 determined an increase of

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euro 19 million with a corresponding entry to the shareholders' equity (euro 13 million) and to deferred tax liabilities (euro 6 million).

Securities for euro 465 million (euro 474 million at December 31, 2004) are made for operating purposes and concern coverage securities of technical reserves of Padana Assicurazioni SpA for euro 453 million (euro 474 million at December 31, 2004).

3 Trade and other receivables

Trade and other receivables of euro 17,902 million (euro 13,734 million at December 31, 2004) consisted of the following:

(million euro)	Dec. 31, 2004	Dec. 31, 2005
Trade receivables	10,525	14,101
Financing receivables	521	492
Other receivables	2,688	3,309
	13,734	17,902

Receivables are recorded net of the allowance for doubtful accounts of euro 891 million (euro 755 million at December 31, 2004):

(million euro)	Value at Dec. 31, 2004	Additions	Deductions	Other changes	Value at Dec. 31, 2005
Trade receivables	570	119	(22)	(24)	643
Other receivables	185	123	(10)	(50)	248
	755	242	(32)	(74)	891

Trade receivables of euro 14,101 increased by euro 3,576 million in 2005 as compared to 2004. This increase relates primarily to the Gas & Power segment (euro 1,671 million), Refining & Marketing (euro 1,010 million) and Exploration & Production (euro 806 million) and concern exchange rate differences due to the translation of financial statements prepared in currencies other than euro for euro 216 million. Trade receivables concern advances paid as a guarantee of contract work in progress for euro 101 million (euro 95 million at December 31, 2004).

Financing receivables of euro 492 million (euro 521 million) concern receivables made for operating purposes for euro 480 million (euro 510 million at December 31, 2004) and concessions, primarily, to consolidated subsidiaries, joint ventures and affiliates.

"Other" receivables of euro 3,309 million (euro 2,688 million at December 31, 2004) consisted of the following:

(million euro)	Dec. 31, 2004	Dec. 31, 2005
Accounts receivable from:		
- joint venture operators in exploration and production	784	1,123
- insurance companies	322	539
- Italian governmental entities	216	228
	1,322	1,890
Receivables relating to factoring activities	347	324
Prepayments for services	204	259
Other receivables	815	836
	2,688	3,309

Receivables relating to factoring activities for euro 324 million (euro 347 million at December 31, 2004) relate to Serfactoring SpA and concern essentially advances for factoring activities with recourse and receivables for factoring activities without recourse.

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Receivables with related parties are described in Note 32.

4 Inventories

Inventories of euro 3,563 million (euro 2,847 million at December 31, 2004) consisted of the following:

(million euro)	Dec. 31, 2004					Dec. 31, 2005				
	Crude oil, gas and petroleum products	Chemical products	Work in progress long-term contracts	Other	Total	Crude oil, gas and petroleum products	Chemical products	Work in progress long-term contracts	Other	Total
Raw and auxiliary materials and consumables	303	199		394	896	210	217		645	1,072
Products being processed and semi finished products	37	19		2	58	59	18		1	78
Work in progress long-term contracts			399		399			418		418
Finished products and goods	891	482		37	1,410	1,222	572		20	1,814
Advances			84		84			181		181
	1,231	700	483	433	2,847	1,491	807	599	666	3,563

Inventories were net of the valuation allowance of euro 93 million (euro 129 million at December 31, 2004):

(million euro)	Value at Dec. 31, 2004	Additions	Deductions	Other changes	Value at Dec. 31, 2005
	129	19	(82)	27	93

Work in progress long-term contracts of euro 418 million (euro 399 million at December 31, 2004) are net of the payments received in advance of euro 5,180 million (euro 5,156 million at December 31, 2004).

At January 1, 2005, the date of the first application of IAS 32 and 39, inventories for work in progress long-term contracts were restated by excluding from the valuation the effects related to derivatives that do not meet the conditions required to qualify as hedging instruments. The exclusion of the effects related to derivatives resulted in a decrease for work in progress long-term contracts of euro 38 million with a corresponding entry to the shareholders' equity (euro 24 million) and to deferred tax assets (euro 14 million).

5 Income tax receivables

Income tax receivables of euro 697 million (euro 674 million at December 31, 2004) consisted of the following:

(million euro)	Dec. 31, 2004	Dec. 31, 2005
Italian tax authorities	466	422
Foreign tax authorities	208	275
	674	697

Income tax receivables of euro 697 million (euro 674 million at December 31, 2004) concern value added tax credits for euro 406 million (euro 459 million at December 31, 2004) and excise taxes customs duties natural gas and customs expenses for euro 60 million (euro 29 million at December 31, 2004).

6 Other assets

Other assets of euro 369 million (euro 588 million at December 31, 2004) consisted of the following:

(million euro)	Dec. 31, 2004	Dec. 31, 2005
Fair value of non-hedging derivatives		117
Fair value of cash flow hedge derivatives		32
Other assets	588	220
	588	369

At January 1, 2005 the first application of IAS 32 and 39 resulted in the accounting at the fair value of derivatives that do not meet the conditions required to qualify as hedging instruments for an amount, net of differentials on derivative contracts (Italian GAAP), of euro 76 million with a corresponding entry to the shareholders' equity (euro 32 million) and to deferred tax liabilities (euro 44 million).

At as January 1, 2005, fair value of non hedging derivative contracts of euro 117 million consisted of the following:

(million euro)	Fair value	Commitments
Non-hedging derivatives on exchange rate		
Interest Currency Swap	58	1,277
Currency Swap	15	2,378
Outright		9
Options		17
	73	3,681
Non-hedging derivatives on interest rate		
Interest Rate Swap	14	1,281
	14	1,281
Non-hedging derivatives on commodities		
Over the counter	21	394
Other	9	11
	30	405
	117	5,367

Commitments concerning non-hedging derivatives amounted to euro 5,367 million and concern commitments on exchange rate for euro 3,681 million (fair value of euro 73 million), on interest rate for euro 1,281 million (fair value of euro 14 million) and on commodities for euro 405 million (fair value of euro 30 million).

Commitments concerning cash flow hedge derivatives amounted to euro 176 million and concern for euro 171 million hedging derivatives contracts related to the purchase of electricity.

Other assets of euro 220 million (euro 588 million at December 31, 2004) include accrued income and prepaid expenses for anticipated provision of service of euro 49 million (euro 91 million at December 31, 2004), for rentals and fees of euro 16 million (euro 22 million at December 31, 2004) and for premiums due to insurance companies euro 12 million (euro 18 million at December 31, 2004).

At December 31, 2004 other assets include differentials on derivative contracts for euro 316 million, of which euro 242 million related to financing receivables and liabilities.

Non-current activities

7 Fixed assets

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Fixed assets of euro 45,013 million (euro 40,586 million at December 31, 2004) consisted of the following:

(million euro)	Net value at the beginning of the year	Investments	Depreciation	Impairment	Exchange rate differences	Other changes	Net value at the end of the year	Gross value at the end of the year	Provisions for amortization and writedown
Dec. 31, 2004									
Land	1,185	7		(8)		(987)	197	274	77
Buildings	608	45	(97)	(4)	5	1,021	1,578	3,159	1,581
Plant and machinery	28,246	2,878	(3,349)	(149)	(769)	3,992	30,849	66,312	35,463
Industrial and commercial equipment	517	159	(120)	(1)	(6)	(127)	422	1,622	1,200
Other assets	286	91	(104)	(1)	(7)	64	329	1,149	820
Fixed assets in progress and advances	8,501	3,605		(166)	(305)	(4,424)	7,211	7,762	551
	39,343	6,785	(3,670)	(329)	(1,082)	(461)	40,586	80,278	39,692
Dec. 31, 2005									
Land	197	5		(4)		175	373	421	48
Buildings	1,578	41	(108)	(8)	12	(62)	1,453	3,152	1,699
Plant and machinery	30,849	2,443	(4,240)	(192)	1,827	5,881	36,568	77,806	41,238
Industrial and commercial equipment	422	113	(126)		10	(47)	372	1,623	1,251
Other assets	329	65	(102)		12	14	318	1,182	864
Fixed assets in progress and advances	7,211	3,891		(60)	590	(5,703)	5,929	6,526	597
	40,586	6,558	(4,576)	(264)	2,451	258	45,013	90,710	45,697

Capital expenditures of euro 6,558 million (euro 6,785 million at December 31, 2004) primarily relate to the Exploration & Production segment (euro 4,269 million), Gas & Power segment (euro 1,079 million), Refining & Marketing segment (euro 642 million) and Oilfield Services, Construction and Engineering segment (euro 343 million, of which euro 340 million related to construction and drilling activity). Capital expenditures include financial expense for euro 159 million essentially relating to the Exploration & Production segment (euro 97 million), Refining & Marketing segment (euro 31 million) and Gas & Power segment (euro 29 million). The interest rate used for the capitalization of finance expense was between 2.2% and 6.1%.

Depreciation rates used, with the exclusion of tangible assets depreciated on a UOP basis, were as follows:

(%)	
Buildings	2 - 10
Plant and machinery	2 - 10
Industrial and commercial equipment	4 - 33
Other assets	6 - 33

Exchange rate differences due to the translation of financial statements prepared in currencies other than euro of euro 2,451 million relate to companies whose functional currency is the U.S. dollar (euro 2,300 million).

Impairments of euro 264 million concern primarily mineral assets of the Exploration & Production segment (euro 156 million) and petrochemical assets of Syndial SpA (euro 75 million). The recoverable amount considered in determining the impairment was calculated by discounting the future cash flows using a rate included between 6.5% and 9.8%.

Other changes of euro 258 million include the initial recognition and the reviews to the estimate of dismantling and restoration of sites for euro 576 million essentially related to the Exploration & Production segment (euro 562 million); this increase was partially offset by the change in scope of consolidation of euro 122 million following essentially the sale of Società Azionaria per la Condotta di Acque Potabili SpA (euro 82 million), Acquedotto Vesuviano SpA (euro 20 million) and Acquedotto di Savona SpA (euro 20 million) and the sale of businesses and the elimination of fixed assets of euro 97 million primarily related to the Exploration & Production segment (euro 37 million).

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The gross carrying amount of fully depreciated property, plant and equipment that is still in use amount to euro 11,076 million and primarily concerned the gasoline network of Snam Rete Gas SpA (euro 3,692 million), refineries and oil deposits of Refining & Marketing segment (euro 2,639 million) and petrochemical plants of Polimeri Europa SpA (euro 1,901 million) and Syndial SpA (euro 1,598 million).

Government grants recorded as decrease of property, plant and equipment amount to euro 965 million (euro 910 million at December 31, 2004).

At December 31, 2005 fixed assets have been pledged for euro 475 million primarily as collateral on debt incurred by Eni (euro 482 million at December 31, 2004).

Assets acquired under financial lease amount to euro 134 million and concern euro 72 million for FPSO ships used by the Exploration & Production segment as support of oil production and treatment activities.

Fixed assets by segment

(million euro)	Dec. 31, 2004	Dec. 31, 2005
Fixed assets, gross:		
- Exploration & Production	40,322	49,120
- Gas & Power	20,680	21,517
- Refining & Marketing	8,947	9,420
- Petrochemicals	4,311	4,402
- Oilfield Services Construction and Engineering	3,524	3,878
- Other activities	2,300	2,248
- Corporate and financial companies	194	213
- Elimination of intra-group profits		(88)
	80,278	90,710
Accumulated depreciation, amortization and writedowns:		
- Exploration & Production	19,561	24,640
- Gas & Power	7,445	7,757
- Refining & Marketing	5,586	5,864
- Petrochemicals	3,130	3,263
- Oilfield Services Construction and Engineering	1,878	2,031
- Other activities	2,007	2,054
- Corporate and financial companies	85	92
- Elimination of intra-group profits		(4)
	39,692	45,697
Fixed assets, net:		
- Exploration & Production	20,761	24,480
- Gas & Power	13,235	13,760
- Refining & Marketing	3,361	3,556
- Petrochemicals	1,181	1,139
- Oilfield Services Construction and Engineering	1,646	1,847
- Other activities	293	194
- Corporate and financial companies	109	121
- Elimination of intra-group profits		(84)
	40,586	45,013

8 Inventories - compulsory stock

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Inventories - compulsory stocks of euro 2,194 million (euro 1,386 million at December 31, 2004) consisted of the following:

(million euro)	<u>Dec. 31, 2004</u>	<u>Dec. 31, 2005</u>
Crude oil and petroleum products	1,229	2,037
Natural gas	157	157
	1,386	2,194

Compulsory stocks, are primarily held by Italian companies (euro 1,286 and euro 2,057 million at December 31, 2004 and at December 31, 2005, respectively) and represent certain minimum quantities required by Italian law.

9 Intangible assets

Intangible assets of euro 3,194 million (euro 3,313 million at December 31, 2004) consisted of the following:

(million euro)	<u>Net value at the beginning of the year</u>	<u>Investments</u>	<u>Amortization</u>	<u>Other changes</u>	<u>Net value at the end of the year</u>	<u>Gross value at the end of the year</u>	<u>Provisions for amortization and writedown</u>
Dec. 31, 2004							
Intangible assets with a definite life							
Costs for research and development	167	549	(634)	25	107	843	736
Industrial patent rights and intellectual property rights	162	60	(137)	89	174	977	803
Concessions, licenses, trademarks and similar items	934	10	(106)	(22)	816	2,154	1,338
Intangible assets in progress and advances	133	71		(145)	59	64	5
Other intangible assets	203	11	(54)	64	224	549	325
	1,599	701	(931)	11	1,380	4,587	3,207
Intangible assets with a indefinite life							
Goodwill	1,982	13		(62)	1,933		
	3,581	714	(931)	(51)	3,313		
Dec. 31, 2005							
Intangible assets with a definite life							
Costs for research and development	107	699	(683)	41	164	1,059	895
Industrial patent rights and intellectual property rights	174	37	(122)	48	137	1,056	919
Concessions, licenses, trademarks and similar items	816	31	(101)		746	2,205	1,459
Intangible assets in progress and advances	59	74		(57)	76	81	5
Other intangible assets	224	13	(30)	(50)	157	470	313
	1,380	854	(936)	(18)	1,280	4,871	3,591
Intangible assets with a indefinite life							
Goodwill	1,933	2		(21)	1,914		
	3,313	856	(936)	(39)	3,194		

Costs for research and development for euro 164 million mainly concern the purchase of mineral rights (euro 157 million). This item also includes exploration expenditures amortized in the year 2005 for euro 565 million (euro 491 million in the year 2004).

Concessions, licenses, trademarks and similar items for euro 746 million primarily concern the transmission rights for natural gas imported from Algeria (euro 618 million) and concessions for mineral exploration (euro 67 million).

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Other intangible assets with a definite life of euro 157 million include royalties for the use of licenses by Polimeri Europa SpA (euro 86 million) and the estimated expenditures for social projects to be incurred following contractual commitments with the Basilicata Region related to mineral development programs in Val d'Agri (euro 32 million).

Depreciation rates used are as follows:

(%)	
Costs for research and development	10 - 33
Industrial patent rights and intellectual property rights	20 - 33
Concessions, licenses, trademarks and similar items	7 - 33
Other intangible assets	4 - 25

The gross carrying amount of fully depreciated intangible assets that is still in use amount to euro 10,340 million and primarily concern costs for mineral research of Exploration & Production segment (euro 9,748 million).

Goodwill for euro 1,914 million concerns primarily the Oilfield Services, Construction and Engineering segment (euro 823 million, of which euro 805 million relates to the purchase of Bouygues Offshore SA, now Saipem SA), the Gas & Power segment (euro 817 million, of which euro 803 million relates to the Public Offering for Italgas SpA shares during 2003), the Exploration & Production segment (euro 220 million, of which euro 215 million relates to the purchase of Lasmo Plc, now Eni Lasmo Plc) and the Refining & Marketing segment (euro 51 million).

In order to determine the recoverable amount, goodwill related to the acquisition of Bouygues Offshore SA and Italgas SpA has been allocated to the following cash generating units:

(million euro)	<u>Dec. 31, 2005</u>
Bouygues Offshore SA	
Offshore constructions	403
Onshore constructions	165
LNG	159
MMO - Maintenance Modification and Operation	78
	805
Italgas SpA	
Domestic gas market	706
Foreign gas market	97
	803

The recoverable amount of cash generating units is determined based on expected cash flow estimated by using the strategic market assumptions of Eni's 2006-2009 plan and discounted by using a rate included between 5.6% and 7.7%. For the years not included in the strategic, Eni has used an incremental rate included between 0% and 2%. Key assumptions are based on past experience and take into account the current level of interest rate.

Other changes of euro 39 million primarily relate to the sale of Società Azionaria per la Condotta di Acque Potabili SpA (euro 18 million) and Acquedotto Vesuviano SpA (euro 3 million).

10 Investments

Investments accounted for using the equity method

Investments accounted for using the equity method of euro 3,890 million (euro 3,156 million at December 31, 2004) consisted of the following:

(million euro)	Value of the beginning of the year	Acquisitions and subscriptions	Gain from the valuation of investments	Loss from the valuation of investments	Deduction for dividends	Exchange rate differences	Other changes	Value of the end of the year
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			accounted for using the equity method	accounted for using the equity method				
Dec. 31, 2004								
Investments in unconsolidated subsidiaries	106	11	6	(6)	(4)	(4)		109
Investments in joint ventures	1,851	119	215	(6)	(276)	(47)	90	1,946
Investments in affiliates	947	119	180	(57)	(71)	(19)	2	1,101
	2,904	249	401	(69)	(347)	(70)	88	3,156
Dec. 31, 2005								
Investments in unconsolidated subsidiaries	109	30	6	(2)	(3)	10	(4)	146
Investments in joint ventures	1,946	12	375	(27)	(202)	98	120	2,322
Investments in affiliates	1,101	6	389	(4)	(96)	34	(8)	1,422
	3,156	48	770	(33)	(301)	142	108	3,890

Acquisitions and subscriptions for euro 48 million concerned mainly the subscriptions of capital increase of Servizi Porto Marghera Scrl (euro 17 million), Enirepsa Gas Ltd (euro 12 million) and Lasmo Petroleum Development BV (euro 10 million) and the acquisition of Acam Clienti SpA by Eni SpA (euro 6 million).

Gains from the valuation of investments using the equity method of euro 770 million primarily relate to Galp Energia SGPS SA (euro 280 million), Trans Austria Gasleitung GmbH (euro 54 million), Lipardiz Construcao de Estruturas Maritimas Lda (euro 46 million), Unión Fenosa Gas SA (euro 44 million) and Blue Stream Pipeline Co BV (euro 30 million).

Losses from the valuation of investments using the equity method of euro 33 million primarily relate to Geopromtrans Llc (euro 11 million) and Enirepsa Gas Ltd (euro 11 million).

Deduction following the distribution of dividends of euro 301 million primarily relates to Galp Energia SGPS SA (euro 56 million), Trans Europa Naturgas Pipeline GmbH (euro 29 million) and Trans Austria Gasleitung GmbH (euro 28 million) and Supermetanol CA (euro 28 million).

The net carrying value of euro 3,890 million (euro 3,156 million at December 31, 2004) consisted of the following companies:

(million euro)	Dec. 31, 2004		Dec. 31, 2005	
	Net value	Eni s interest	Net value	Eni s interest
Unconsolidated subsidiaries:				
- Eni Btc Ltd	48	100.00	55	100.00
- Others (*)	61		91	
	109		146	
Joint ventures:				
- Unión Fenosa Gas SA	404	50.00	459	50.00
- Blue Stream Pipeline Co BV	116	50.00	280	50.00
- Raffineria di Milazzo ScpA	168	50.00	172	50.00
- EnBW - Eni Verwaltungsgesellschaft mbH	150	50.00	168	50.00
- Azienda Energia e Servizi Torino SpA	171	49.00	165	49.00
- Eteria Parohis Aeriou Thessalonikis AE	151	49.00	152	49.00
- Super Octanos CA	82	49.00	113	49.00
- Trans Austria Gasleitung GmbH	60	89.00	88	89.00
- Supermetanol CA	59	34.51	88	35.20

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- Unimar Llc	97	50.00	84	50.00
- FPSO Mystras - Produção de Petroleo Lda	75	50.00	73	50.00
- Lipardiz Construção de Estruturas Maritimas Lda	20	50.00	66	50.00
- Transmediterranean Pipeline Co Ltd	57	50.00	63	50.00
- Siciliana Gas SpA	52	50.00	60	50.00
- Toscana Gas SpA	56	46.10	55	46.10
- Eteria Parohis Aeriou Thessalias EA	41	49.00	39	49.00
- Transitgas AG	32	46.00	32	46.00
- CMS&A WII	15	20.00	31	20.00
- Others (*)	140		134	
	1,946		2,322	
Affiliates:				
- Galp Energia SGPS SA	670	33.34	896	33.34
- United Gas Derivatives Co (UGDG)	97	33.33	128	33.33
- Fertilizantes Nitrogenados de Oriente CEC	75	20.00	92	20.00
- Haldor Topsøe AS	39	50.00	62	50.00
- Acam Gas SpA	44	49.00	45	49.00
- Distribuidora de Gas del Centro SA	37	31.35	41	31.35
- Termica Milazzo Srl	27	40.00	21	40.00
- Others (*)	112		137	
	1,101		1,422	
	3,156		3,890	

(*) Each individual amount included herein does not exceed euro 25 million.

The net value of investments in unconsolidated subsidiaries and affiliates include the differences between purchase price and Eni's equity in the investments of euro 553 million. Such differences relate to Unión Fenosa Gas SA (euro 195 million), EnBW - Eni Verwaltungsgesellschaft mbH (euro 180 million), Galp Energia SGPS SA (euro 107 million) and Azienda Energia e Servizi Torino SpA (euro 71 million).

Provisions for losses related to investments of euro 21 million (euro 30 million at December 31, 2004), included in the provisions for contingencies, relate essentially to Geopromtrans Llc (euro 19 million).

Other investments

Other investments of euro 421 million (euro 529 million at December 31, 2004) consisted of the following:

(million euro)	Net value at the beginning of the year	Acquisitions and subscriptions	Sales	Exchange rate differences	Other changes	Net value at the end of the year	Gross value at the end of the year	Accumulated impairment charges
Dec. 31, 2004								
Unconsolidated subsidiaries	79				(1)	78	86	8
Affiliates	106	2			(1)	107	117	10
Other investments	316	65	(18)	(20)	1	344	398	54
	501	67	(18)	(20)	(1)	529	601	72
Dec. 31, 2005								
Unconsolidated subsidiaries	78	1			(38)	41	68	27
Affiliates	107		(100)		2	9	9	
Other investments	344	23	(30)	41	(7)	371	375	4
	529	24	(130)	41	(43)	421	452	31

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Other investments related to unconsolidated subsidiaries and affiliates are valued at cost adjusted for impairment. Investments in other companies are essentially valued at cost adjusted for impairment, because the fair value cannot be reliably determined.

Acquisitions and subscriptions for euro 24 million essentially concern the subscriptions to the capital increase of Darwin LNG Pty Ltd (euro 22 million).

Sales of euro 130 million essentially relate to the sale of Erg Raffinerie Mediterranee SpA (euro 100 million) and Discovery Producer Services Llc (euro 20 million).

The net carrying amount of Other investments of euro 421 million (euro 529 million at December 31, 2004) concerned the following companies:

(million euro)	<u>Dec. 31, 2004</u>		<u>Dec. 31, 2005</u>	
	<u>Net value</u>	<u>Eni s interest</u>	<u>Net value</u>	<u>Eni s interest</u>
Unconsolidated subsidiaries (*)	78		41	
Affiliates:				
- Erg Raffinerie Mediterranee SpA	100	28.00		
- Others (*)	7		9	
	107		9	
Other investments:				
- Darwin LNG Pty Ltd	89	12.04	126	12.04
- Nigeria LNG Ltd	86	10.40	100	10.40
- Ceska Rafinerska AS	30	16.33	35	16.33
- Discovery Producer Services Llc	19	16.67		
- Interconnector (UK) Ltd	23	4.62	27	5.00
- Others (*)	97		83	
	344		371	
	529		421	

(*) Each individual amount included herein does not exceed euro 25 million.

The provisions for losses related to investments of euro 64 million (euro 61 million at December 31, 2004), included in the provisions for contingencies, concerned the following companies:

(million euro)	<u>Dec. 31, 2004</u>	<u>Dec. 31, 2005</u>
Industria Siciliana Acido Fosforico - ISAF SpA (in liquidation)	39	35
Caspian Pipeline Consortium R - Closed Joint Stock Co	16	21
Other investments	6	8
	61	64

The following are the amounts, according to Eni s interest, from the last available financial statements of unconsolidated subsidiaries, joint ventures and affiliates:

(million euro)	<u>Dec. 31, 2004</u>	<u>Dec. 31, 2005</u>
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	Unconsolidated subsidiaries	Joint ventures	Affiliates	Unconsolidated subsidiaries	Joint ventures	Affiliates
Total assets	1,341	6,699	3,603	1,404	7,423	2,763
Total liabilities	1,227	4,755	2,530	1,263	5,161	1,295
Net sales from operations	63	4,361	4,250	63	4,617	1,560
Operating profit	(4)	318	115	(1)	609	176
Net profit	(1)	172	38	(2)	328	371

Total assets and total liabilities relating to unconsolidated companies of euro 1,404 and euro 1,263 million (euro 1,341 and euro 1,227 million at December 31, 2004) concern for euro 1,004 and euro 1,004 (euro 935 and euro 935 million at December 31, 2004) companies for which the consolidation does not produce significant effects.

11 Other financial assets

Other financial receivables of euro 1,050 million (euro 936 million at December 31, 2004) consisted of the following:

(million euro)	Dec. 31, 2004	Dec. 31, 2005
Financial receivables	913	1,001
Securities	23	49
	936	1,050

Financial receivables are presented net of an impairment charge of euro 25 million (euro 21 million at December 31, 2004).

Financial receivables of euro 1,001 million (euro 913 million at December 31, 2004) concern receivables made for operating purposes for euro 754 million (euro 673 million at December 31, 2004) and non-operating financial receivables for euro 247 million (euro 240 million at December 31, 2004), of which euro 241 million related to a fixed deposit held by Eni Lasmo Plc as a guarantee of a debt issue (euro 234 million at December 31, 2004). Financial receivables made for operating purposes primarily concern the Gas & Power segment (euro 499 million) and the Exploration & Production segment (euro 170 million). The increase in financial receivables made for operating purposes of euro 81 million primarily concern the exchange rate differences related to the translation of financial statements prepared in currencies other than euro (euro 96 million).

Receivables in currency other than euro amount to euro 845 million (euro 712 million at December 31, 2004).

Receivables due beyond 5 years amount to euro 625 million (euro 402 million at December 31, 2004).

Securities of euro 49 million are considered held-to-maturity investments and concern securities issued by the Italian Government for euro 22 million and securities issued by Italian and foreign financial entities for euro 27 million.

At January 1, 2005, the date of the first application of IAS 32 and 39, securities for euro 50 million were reclassified as held-to-maturity.

Securities for euro 21 million concern securities made for operating purposes (euro 22 million at December 31, 2004).

The valuation at the fair value of other financial assets did not have any significant effect.

12 Deferred tax assets

Deferred tax assets of euro 1,861 million (euro 1,827 million at December 31, 2004) are net of deferred tax liabilities for which Eni possesses the legal right of offset of euro 3,347 million (euro 2,346 million at December 31, 2004).

(million euro)	Value at Dec. 31,	Additions	Deductions	Exchange rate	Other changes	Value at Dec. 31,
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	2004		differences		2005
	1,827	1,778	(927)	158	(975) 1,861

Other changes of euro 975 million primarily concern the set-off, for each company, of deferred tax assets with deferred tax liabilities (euro 1,035 million). Such decrease has been partially offset by provisions to the reserves of the shareholders' equity following the first application of IAS 32 and 39 (euro 60 million).

Deferred tax assets are described in Note 21.

13 Other non-current assets

Other non-current assets of euro 995 million (euro 1,008 million at December 31, 2004) consisted of the following:

(million euro)	Dec. 31, 2004	Dec. 31, 2005
Accounts receivable from:		
- Italian tax authorities		
. income tax credits	506	508
. interest on tax credits	294	309
. value added tax (VAT)	55	37
. other	8	7
	863	861
- foreign tax authorities	49	44
	912	905
Other receivables	32	79
Other non-current assets	64	11
	1,008	995

Current liabilities

14 Current financial liabilities

Current financial liabilities of euro 4,612 million (euro 4,150 million at December 31, 2004) consisted of the following:

(million euro)	Dec. 31, 2004	Dec. 31, 2005
Banks	2,189	3,894
Financial liabilities represented by commercial papers	1,540	60
Other financing institutions	421	658
	4,150	4,612

The increase of current financial liabilities of euro 462 million is primarily due to the exchange rate differences related to the translation of financial statements prepared in currencies other than euro (euro 595 million). Such increase has been partially offset by the balance of payments and new proceeds of liabilities (euro 144 million).

Short-term debt by currency was as follows:

(million euro)

	Dec. 31, 2004	Dec. 31, 2005
Euro	2,393	4,029
U.S. Dollar	1,329	323
British Pound	253	4
Other currencies	175	256
	4,150	4,612

The weighted average interest rate of Eni's short-term debt was 2.5% and 2.8% for the years ended December 31, 2004 and 2005, respectively.

On December 31, 2005 Eni maintained committed and uncommitted unused lines of credit for euro 5,855 and euro 4,783 million, respectively (euro 5,304 million and euro 7,771 million, respectively, at December 31, 2004). These agreements provide for interest charges based on prevailing market conditions. Commission fees on unused lines of credit are not significant.

15 Trade and other payables

Trade and other payables of euro 13,095 million (euro 10,533 million at December 31, 2004) consisted of the following:

(million euro)	Dec. 31, 2004	Dec. 31, 2005
Trade payables	5,837	8,170
Advances	1,211	1,184
Other payables	3,485	3,741
	10,533	13,095

Trade payables of euro 8,170 million increased by euro 2,333 million in 2005 as compared to 2004. Such increase primarily concerns the Gas & Power segment (euro 969 million), Refining & Marketing segment (euro 577 million) and Exploration & Production segment (euro 334 million) and includes the exchange rate differences related to the translation of financial statements prepared in currencies other than euro (euro 137 million).

Advances of euro 1,184 million (euro 1,211 million at December 31, 2004) concern payments received in excess of the value of the work in progress performed for euro 550 million (euro 554 million at December 31, 2004), advances on contract work in progress for euro 309 million (euro 47 million at December 31, 2004) and other advances for euro 325 million (euro 610 million December 31, 2004). Advances on contract work in progress of euro 859 million (euro 601 million at December 31, 2004) concern the Oilfield Services, Construction and Engineering segment.

Other payables of euro 3,741 million (euro 3,485 million at December 31, 2004) included the following:

(million euro)	Dec. 31, 2004	Dec. 31, 2005
Payables due to:		
- joint venture operators in exploration and production	655	1,264
- suppliers in relation to investments	996	951
- employees	264	314
- Italian governmental entities	240	313
- social security entities	232	229
	2,387	3,071
Cautionary deposit	20	6
Other payables	1,078	664

3,485 3,741

Payables with related parties are described in Note 32.

16 Taxes payable

Taxes payable of euro 3,430 million (euro 2,498 million at December 31, 2004) consisted of the following:

(million euro)	<u>Dec. 31, 2004</u>	<u>Dec. 31, 2005</u>
Income taxes payable	1,200	1,742
Customs and excise duties	793	896
Other	505	792
	2,498	3,430

Taxes payable of euro 1,742 million increased by euro 542 million. The increase resulted primarily from foreign companies for euro 622 million following the increase of profit before income taxes and the exchange rate differences related to the translation of financial statements prepared in currencies other than euro (euro 73 million); such increase was partially offset by the decrease of the income taxes of Italian companies (euro 80 million).

17 Other current liabilities

Other current liabilities of euro 613 million (euro 505 million at December 31, 2004) consisted of the following:

(million euro)	<u>Dec. 31, 2004</u>	<u>Dec. 31, 2005</u>
Fair value of non-hedging derivatives		378
Fair value of cash flow hedge derivatives		5
Other liabilities	505	230
	505	613

At January 1, 2005, the first application of IAS 32 and 39, resulted in the accounting at the fair value of derivatives that do not meet the conditions required to qualify as hedging instruments for an amount, net of differentials on derivative contracts, of euro 82 million with a corresponding entry to the shareholders' equity (euro 36 million) and to deferred tax assets (euro 46 million).

Fair value of non-hedging derivative contracts of euro 378 million consisted of the following:

(million euro)	<u>Fair value</u>	<u>Commitments</u>
Non-hedging derivatives on exchange rate		
Currency Swap	139	6,370
Interest Currency Swap	73	2,316
Other	2	57
	214	8,743
Non-hedging derivatives on interest rate		
Interest Rate Swap	101	5,145
	101	5,145
Non-hedging derivatives on commodities		
Options	23	17

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Over the counter	21	323
Future	5	67
Other	14	10
	63	417
	378	14,305

Commitments concerning cash flow hedge derivatives amounted to euro 42 million and concerned commitments on exchange rate derivatives.

At December 31, 2004 other liabilities of euro 505 million included differentials on derivative contracts for euro 141 million, of which euro 46 million related to financing receivables and liabilities.

Non-current liabilities

18 Long-term debt and current portion of long-term debt

Long-term debt and the current portion of long-term debt, including the relevant expiration dates, were as follows:

(million euro)	Maturity range	December 31,			Long-term maturity					
		2004	2005	Current maturity 2006	2007	2008	2009	2010	After	Total
Banks:										
- ordinary loans	2006-2017	2,166	2,174	261	493	150	272	248	750	1,913
- interest rate assisted loans	2006-2013	101	45	32	4	3	2	2	2	13
- other financings	2006	9	3	3						
Ordinary bonds	2006-2027	5,331	5,339	391	705	471	126	939	2,707	4,948
Other financing institutions	2006-2019	927	825	46	137	37	124	181	300	779
		8,534	8,386	733	1,339	661	524	1,370	3,759	7,653

Long-term debt of euro 8,386 million including the current portion of long-term debt, decreased by euro 148 million. Such decrease is primarily due to the balance of payments and new proceeds of liabilities (euro 376 million) and to the effect of exchange rate differences on the alignment to the year end exchange rate of debts denominated in currencies other than functional currency (euro 309 million) and, as increase, to the effect of exchange rate differences on the translation of financial statements prepared in currencies other than euro (euro 478 million).

Eni entered into financing arrangements with the European Investment Bank, relating to bank debt that requires maintenance of certain financial ratios generally based on Eni's Consolidated Financial Statements or of a rating not inferior to A - (S&P) and A3 (Moody's). At December 31, 2004 and 2005, the amount of short and long-term debt subject to restrictive covenants was euro 1,104 million and euro 1,258 million, respectively. Furthermore, Saipem SpA entered into financing arrangements with banks for euro 275 million (euro 300 million), that require maintenance of certain financial ratios generally based on Saipem's Consolidated Financial Statements. Eni and Saipem are in compliance with the covenants contained in its financing arrangements.

Bonds of euro 5,339 million concern bonds issued within the Medium Term Notes Program for a total of euro 4,365 million and other bonds for a total of euro 974 million.

Bonds as of December 31, 2005, including the issuing entity, the expiration dates and the interest rates, by currency, were as follows:

(million euro)	Amount	Discount on bond issue and accrued expense	Total	Value	Maturity		% rate	
					from	to	from	to

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Issuing entity

Euro Medium Term Notes:

- Eni SpA	1,500	41	1,541	Euro	2013		4.625
- Eni Coordination Center SA	876	(2)	874	British pound	2007	2019	4.875
- Eni Coordination Center SA	516	5	521	Euro	2007	2015	variable
- Eni SpA	500	16	516	Euro	2010		6.125
- Eni Coordination Center SA	274	5	279	Euro	2008	2024	2.876
- Eni Coordination Center SA	216	3	219	U.S. dollar	2013	2015	4.450
- Eni Coordination Center SA	161	4	165	U.S. dollar	2006	2007	variable
- Eni Coordination Center SA	152		152	Japanese yen	2008	2021	0.810
- Eni Coordination Center SA	83	1	84	Swiss franc	2006	2010	1.750
- Eni Coordination Center SA	14		14	Swiss franc	2007		variable
	4,292	73	4,365				

Other bonds:

- Eni USA Inc	339	2	341	U.S. dollar	2027		7.300
- Eni USA Inc	254	1	255	U.S. dollar	2006		7.500
- Eni Lasmo Plc (*)	219	(11)	208	British pound	2009		10.375
- Eni USA Inc	170		170	U.S. dollar	2007		6.750
	982	(8)	974				
	5,274	65	5,339				

(*) The bond is guaranteed by a fixed deposit recorded under non-current financial assets (euro 241 million).

Bonds due within 18 months amount to euro 435 million and concern Eni USA Inc (euro 255 million) and Eni Coordination Center SA (euro 180 million). During 2005 Eni issued bonds for euro 441 million through Eni Coordination Center SA.

Long-term debt and the current portion of long-term debt, including the weighted average interest rates, by currency, was as follows:

	Dec. 31, 2004 (million euro)	Average rate	Dec. 31, 2005 (million euro)	Average rate
Euro	5,704	3.3	5,344	3.6
U.S. dollar	1,476	6.4	1,709	7.0
British pound	1,082	6.1	1,082	5.3
Japanese yen	96	1.4	153	1.4
Swiss franc	146	1.1	98	2.6
Other currencies	30	8.7		
	8,534		8,386	

On December 31, 2005 Eni maintained committed unused lines of credit for euro 1,070 million (euro 710 million at December 31, 2004). These agreements provide for interest charges based on prevailing market conditions. Commission fees on unused lines of credit are not significant.

Financial liabilities for euro 251 million are guaranteed by mortgages and liens on fixed assets of consolidated companies and by pledges on securities and fixed deposits (euro 274 million at December 31, 2004).

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Fair value of long-term debt, including the current portion of long-term debt, amounts to euro 8,732 million (euro 8,748 million at December 31, 2004) and consisted of the following:

(million euro)	<u>Dec. 31, 2004</u>	<u>Dec. 31, 2005</u>
Banks	2,276	2,222
Ordinary bonds	5,509	5,633
Other financing institutions	963	877
	8,748	8,732

Fair value was calculated by discounting the future cash flows using rates between 2.8% and 5% (2.4% and 5.2% at December 31, 2004).

19 Provisions for contingencies

Provisions for contingencies of euro 7,679 million (euro 5,736 million at December 31, 2004) consisted of the following:

(million euro)	<u>Value at Dec. 31, 2004</u>	<u>Additions</u>	<u>Deductions</u>	<u>Other changes</u>	<u>Value at Dec. 31, 2005</u>
Provisions for site restoration and abandonment	1,967	694	(108)	95	2,648
Provisions for environmental risks	1,649	522	(157)	89	2,103
Loss adjustments and actuarial provisions for Eni's insurance companies	573	100	(18)	52	707
Provisions for contract penalties and disputes	208	359	(36)	3	534
Provisions for revision of selling prices		321			321
Provisions for taxes	235	87	(38)	25	309
Provisions for restructuring or decommissioning of production facilities	214	94	(113)		195
Provisions for OIL insurance	91	36			127
Provisions for losses related to investments	91	24	(3)	(27)	85
Provisions for onerous contracts		71	(6)	15	80
Provisions for prize promotion	63	52	(57)	(6)	52
Other ^(*)	645	264	(173)	(218)	518
	5,736	2,624	(709)	28	7,679

(*) Each individual amount included herein does not exceed euro 50 million.

Provisions for site restoration and abandonment of euro 2,648 million represent primarily the estimated costs for well-plugging, abandonment and site restoration (euro 2,613 million). The provisions of the year of euro 694 million include the initial recognition and the reviews to the estimate of dismantling and restoration of sites recognized as a balancing entry to the asset to which they refers (euro 592 million) and financial expense due to the passage of time charged to the profit and loss account (euro 102 million); the discount rate used is included between 3% and 5.4%. Other changes of euro 95 million include exchange rate differences on the translation of financial statements prepared in currencies other than euro (euro 109 million).

Provisions for environmental risks of euro 2,103 million represent, primarily, the estimated costs of remediation in accordance with existing laws and regulations, of active production facilities for Syndial SpA (euro 1,445 million), the Refining & Marketing segment (euro 405 million), the Corporate and financial companies aggregate, relating to guarantees issued in relation to properties sold (euro 122 million) and the Gas & Power segment (euro 61 million). Provisions in 2005 of euro 522 million primarily concern the Refining & Marketing segment (euro 282 million), Syndial SpA (euro 170 million) and the Corporate and financial companies aggregate (euro 50 million).

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Loss adjustments and actuarial provisions for Eni's insurance companies of euro 707 million represent the liabilities accrued for claims on insurance policies underwritten by Eni's captive insurance company. Deductions of euro 18 million concern deductions not corresponding to cash expenditures as regards to the reported accidents.

Provisions for contract penalties and disputes of euro 534 million are based on Eni's best estimate of the expected probable liability. Provisions of the year for euro 359 million primarily concern the fine imposed on February 15, 2006 by the Antitrust Authority on Eni (euro 290 million). Deductions of euro 36 million concern deductions not corresponding to cash expenditures for euro 23 million.

Provisions for the revision of selling prices of euro 321 million primarily concern the provision for the estimated adverse impact of the application of Decision 248/2004 by the Italian Authority for Electricity and Gas from January 1, 2005 affecting the parameters for the upgrading of the raw material component in price formulas for end users (euro 225 million).

Provisions for taxes of euro 309 million primarily include charges for unsettled tax claims to uncertain application of the tax regulation for foreign companies of the Exploration & Production segment (euro 268 million). Deductions of euro 38 million concern deductions not corresponding to cash expenditures for euro 30 million.

Provisions for restructuring or decommissioning of production facilities of euro 195 million mainly represent the estimated costs related to divestments and facilities closures of the Refining & Marketing segment (euro 156 million). Deductions of euro 113 million concern deductions not corresponding to cash expenditures for euro 28 million.

Provisions for OIL insurance of euro 127 million include the provisions related to the increase of charges that will be paid in the next 5 years period, due by Eni for participation in the mutual insurance of Oil Insurance Ltd, following to the greater number of accidents occurred in 2004 and 2005.

Provisions for losses on investments of euro 85 million represent losses incurred to date in excess of the carrying value of investments (see Note 10).

Provisions for onerous contracts of euro 80 million concern Syndial SpA and relate to contracts for which the termination or execution costs exceed the benefits arising from that contract.

Provisions for prize promotion of euro 52 million include the provisions of the Refining & Marketing segment in relation to promotions directed towards the attainment of an increase on sales volumes on the Agip branded network and intended for station operators, for truckers and motorists that perform the fuel fill-up at the "Isole Fai da Te".

Deductions of other provisions of euro 173 million include deductions not corresponding to cash expenditures for euro 53 million, of which euro 27 million concern provisions for long-term construction contracts.

Other changes of euro 28 million include exchange differences due to the translation of financial statements prepared in currencies other than euro of euro 159 million; such increase has been partially offset by reclassifications essentially to social projects and financial receivables (euro 140 million).

20 Provisions for employee benefits

Provisions for employee benefits of Eni Group concern indemnities upon termination of employment, pension plans with benefits measured in consideration of the employee's year compensation preceding the retirement and other benefits.

Provisions for indemnities upon termination of employment essentially concern the provisions for employee termination indemnities ("TFR"), regulated by article 2120 of the Italian Civil Code. The indemnity is paid out as capital and is determined by the total of the provisions set aside, calculated in consideration of the employee's compensation during the service period, and revalued until the retirement. Provisions to TFR, considered for the determination of liabilities and costs, are net of the amounts paid to pension funds.

Pension funds concern defined benefit plans of foreign companies located, primarily, in United Kingdom, Nigeria and Germany. Benefits consist of a return on capital determined on the basis of the length of service and the compensation paid in the last year of service or an average annual compensation paid in a determined period preceding the retirement.

Other benefits essentially concern the supplementary medical reserve for Eni managers (FISDE) and jubilee awards. Liability and costs related to FISDE are calculated on the basis of the contributions paid by the company for the retired managers. Jubilee awards are benefits due following the attainment of a minimum period of service and, regarding to the Italian companies, they consist of a remuneration in kind.

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The value of employee benefits for the periods indicated consisted of the following:

(million euro)	Foreign pension plans					Total
	TFR	Gross liability	Plan assets	Net liability	Other benefits	
Dec. 31, 2004						
Current value of benefit obligation at beginning of year	521	483	(224)	259	130	910
Current cost	54	17		17	3	74
Interest cost	25	25		25	6	56
Expected return on plan assets			(14)	(14)		(14)
Contributions paid		1	(21)	(20)		(20)
Actuarial gains/losses	29	46	(7)	39	8	76
Benefits paid	(52)	(18)	11	(7)	(9)	(68)
Amendments		11		11		11
Exchange rate differences and other changes		11	(2)	9		9
Current value of benefit obligation at end of year	577	576	(257)	319	138	1,034
Dec. 31, 2005						
Current value of benefit obligation at beginning of year	577	576	(257)	319	138	1,034
Current cost	59	18		18	5	82
Interest cost	25	30		30	6	61
Expected return on plan assets			(16)	(16)		(16)
Contributions paid		1	(46)	(45)		(45)
Actuarial gains/losses	47	66	(24)	42	(6)	83
Benefits paid	(49)	(19)	11	(8)	(10)	(67)
Amendments		3		3		3
Economic effect of curtailment or settlement of the plan	(6)	(5)		(5)		(11)
Exchange rate differences and other changes		87	(27)	60		60
Current value of benefit obligation at end of year	653	757	(359)	398	133	1,184

Gross liability relating foreign pension plans of euro 757 million (euro 576 million at December 31, 2004) includes pension plans with no plan assets for euro 180 million (euro 166 million at December 31, 2004).

Current value of benefit obligation of foreign pension plans includes liabilities of joint ventures operating in exploration and production activities.

Current value of the obligation relating other benefits of euro 133 million (euro 138 million at December 31, 2004) concern primarily FISDE for euro 96 million and jubilee awards for euro 29 million (euro 106 million and euro 26 million at December 31, 2004, respectively).

Reconciliation of net liabilities for benefits recorded in the balance sheets was as follows:

(million euro)	TFR	Foreign pension plans	Other benefits	Total
	Dec. 31, 2004			

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Current value of the benefit obligation	577	319	138	1,034
Actuarial gains/losses not recognized	(18)	(16)	(7)	(41)
Past service cost not recognized		(11)		(11)
Provisions for employee benefits	559	292	131	982
Dec. 31, 2005				
Current value of the benefit obligation	653	398	133	1,184
Actuarial gains/losses not recognized	(76)	(71)	3	(144)
Past service cost not recognized		(9)		(9)
Provisions for employee benefits	577	318	136	1,031

Fund for employee benefits of foreign pensions plan of euro 318 million (euro 292 million at December 31, 2004) includes liabilities of joint ventures operating in exploration and production activities for euro 95 million and euro 130 million at December 31, 2004 and 2005, respectively; a receivable was recorded against such liability.

Fund for other benefits of euro 136 million (euro 131 million at December 31, 2004) concern primarily FISDE for euro 99 million and jubilee awards for euro 29 million (euro 99 million and euro 26 million at December 31, 2004, respectively).

Costs for employee benefits recorded in the profit and loss account consisted of the following:

(million euro)	TFR	Foreign pension plans	Other benefits	Total
2004				
Current cost	54	17	3	74
Interest cost	25	25	6	56
Expected return rate on plan assets		(14)		(14)
Amortization of past service cost		1		1
Amortization of actuarial gains/losses			1	1
Total cost	79	29	10	118
2005				
Current cost	59	18	5	82
Interest cost	25	30	6	61
Expected return rate on plan assets		(16)		(16)
Amortization of past service cost		3	1	4
Amortization of actuarial gains/losses			6	6
Economic effect of curtailment or settlement of the plan	(6)	(4)	(1)	(11)
Total cost	78	31	17	126

Costs for other benefits of euro 17 million (euro 10 million at December 31, 2004) concern FISDE for euro 7 million and jubilee awards for euro 7 million (euro 6 million and euro 3 million at December 31, 2004, respectively).

Principal actuarial assumptions used for the valuation of employee benefits consisted of the following:

(%)	TFR	Foreign pension plans	Other benefits
2004			
Principal actuarial assumptions			
Discount rate	4.5	6.0-7.9	4.0-5.0
Rate of compensation increase	2.7-4.5	3.0-6.8	

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Expected return rate on plan assets			7.0
Rate of price inflation	2.3	2.0-4.6	2.0-2.3
2005			
Principal actuarial assumptions			
Discount rate	4.0	4.5-7.3	4.5-4.7
Rate of compensation increase	2.7-4.5	3.0-5.8	3.5
Expected return rate on plan assets			7.2
Rate of price inflation	2.0	2.0-4.9	2.3-2.4

Foreign plan assets consisted of the following:

(%)	<u>Plan assets</u>	<u>Expected return</u>
Dec. 31, 2005		
Securities	50.2	7.4
Bonds	35.0	4.9
Investment property	1.7	8.1
Other	13.1	10.5
Total	100.0	

21 Deferred tax liabilities

Deferred tax liabilities of euro 4,890 million (euro 3,948 million at December 31, 2004) are net of deferred tax assets for which Eni possesses the legal right of offset.

(million euro)	<u>Value at Dec. 31, 2004</u>	<u>Additions</u>	<u>Deductions</u>	<u>Exchange rate differences</u>	<u>Other changes</u>	<u>Value at Dec. 31, 2005</u>
	3,948	2,136	(484)	331	(1,041)	4,890

Other changes of euro 1,041 million primarily concern the set-off, for each company, of tax assets and deferred tax liabilities (euro 1,035 million). Such change has been partially offset by provisions to the reserves of the shareholders' equity following the first application of IAS 32 and 39 (euro 50 million) and valuation at fair value of financial instruments (euro 2 million).

Deferred tax liabilities consisted of the following:

(million euro)	<u>Dec. 31, 2004</u>	<u>Dec. 31, 2005</u>
Deferred income taxes	6,002	8,237
Deferred income taxes available to be offset	(2,054)	(3,347)
	3,948	4,890
Deferred income taxes not available to be offset	(1,827)	(1,861)
Net deferred tax liabilities	2,121	3,029

The most significant temporary differences giving rise to net deferred tax liabilities were as follows:

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(million euro)	Value at Dec. 31, 2004	Additions	Deductions	Exchange rate differences	Other changes	Value at Dec. 31, 2005
Deferred tax liabilities:						
- accelerated tax depreciation on fixed assets	3,885	1,378	(235)	274	553	5,855
- application of the weighted average cost method in evaluation of inventories	300	351	(2)			649
- site restoration and abandonment (fixed assets)	104	234	(35)	8	38	349
- capitalized interest expense	219	12	(12)		26	245
- other	1,494	161	(200)	49	(365)	1,139
	6,002	2,136	(484)	331	252	8,237
Deferred tax assets:						
- assets revaluation as per Law 342/2000 and 448/2001	(1,177)		79		2	(1,038)
- site restoration and abandonment (provisions for contingencies)	(870)	(355)	130	(37)	94	(1,096)
- non deductible amortization	(324)	(401)	178	(77)	(244)	(868)
- accruals for doubtful accounts and provisions for contingencies	(513)	(487)	159		2	(839)
- tax loss carryforwards	(102)	(59)	58	(15)	(42)	(160)
- other	(895)	(476)	323	(29)	(130)	(1,207)
	(3,881)	(1,778)	927	(158)	(318)	(5,208)
Net deferred tax liabilities	2,121	358	443	173	(66)	3,029

Deferred tax assets are recognized to the extent that expected future fiscal profits are considered sufficient for the utilization of these assets.

No deferred tax liabilities have been recognized in relation to the reserves of consolidated subsidiaries because such reserves are not expected to be distributed (euro 269 million).

Under the Italian fiscal laws, tax losses can be carried forward in the five subsequent periods, excepting losses suffered in the first three periods of life of the company that can be carried forward without limit. Tax losses of foreign companies can be carry forward on average for more than five periods and for a considerable part can be carried forward without limit. Tax recover correspond to a tax rate of 33% for Italian companies and to an average tax rate of 30% for foreign companies.

Tax losses amount to euro 1,818 million and can be used in the following periods:

(million euro)	Italian companies	Foreign companies
2006		10
2007		7
2008	11	66
2009	8	43
2010		46
Over 2010		234
Without limit		1,393
	19	1,799

Tax losses for which is expected the utilization amount to euro 547 million and essentially concern foreign companies (euro 536 million); the relevant deferred tax assets amount to euro 160 million, of which euro 158 million concern foreign companies.

22 Other non-current liabilities

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Other non-current liabilities of euro 897 million (euro 427 million at December 31, 2004) consisted of the following:

(million euro)	<u>Dec. 31, 2004</u>	<u>Dec. 31, 2005</u>
Income tax liabilities	23	
Other payables	204	767
Other liabilities	200	130
	427	897

Other payables of euro 767 million (euro 204 million at December 31, 2004) concern payables related to capital expenditures for euro 597 million.

Other liabilities at December 31, 2004 of euro 200 million include the fair value of fixed interest rate financial liabilities of Lasmo Plc (now Eni Lasmo Plc) for euro 2 million.

23 Shareholders equity

Minority interest

Minority interest in profit and shareholders equity relate to the following consolidated subsidiaries:

(million euro)	<u>Net profit</u>		<u>Shareholders equity</u>	
	<u>2004</u>	<u>2005</u>	<u>Dec. 31, 2004</u>	<u>Dec. 31, 2005</u>
Snam Rete Gas SpA	331	321	2,025	1,158
Saipem SpA	133	115	846	915
Tigáz Tiszántúli Gázszolgáltató Részvénytársaság	4	6	78	82
Others	14	17	217	194
	482	459	3,166	2,349

The decrease in the shareholders equity of Snam Rete Gas SpA of euro 867 million concern the distribution of an extraordinary dividend of which euro 1,171 million was paid to minority interest.

Eni shareholders equity

(million euro)	<u>Value at Dec. 31, 2004</u>	<u>Value at Dec. 31, 2005</u>
Share capital	4,004	4,005
Legal reserve	959	959
Cumulative translation adjustment reserve	(687)	941
Reserve for treasury shares	5,392	5,345
Treasury shares	(3,229)	(4,216)
Other reserves	3,965	5,351
Retained earnings	14,911	17,381
Net profit for the period	7,059	8,788

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Interim dividend	(1,686)		
	32,374	36,868	

Share capital

At December 31, 2005 Eni SpA had 4,005,358,876 shares (nominal value euro 1 each) fully paid-up (4,004,424,476 shares at December 31, 2004). The increase concerns the issuing under the stock grant plan of 934,400 shares with a nominal value of euro 1 each subscribed by managers following the expiration of the plan issued in 2002 (883,300 shares) and the agreed termination of employment (51,100 shares). On May 27, 2005 Eni's Shareholders Meeting decided a dividend distribution of euro 0.90 per share, with the exclusion of treasury shares. The cash dividend was made available for payment on June 23, 2005 and the ex-dividend date was June 20, 2005.

Legal reserve

The legal reserve of Eni SpA represents earnings restricted from the payment of dividends pursuant to Article 2430 of the Civil Code.

Cumulative translation adjustment reserve

The cumulative translation adjustment reserve represents exchange differences due to the translation of financial statements prepared in currencies other than euro.

Reserve for treasury shares

The reserve for treasury shares of euro 5,345 million (euro 5,392 million at December 31, 2004) contains earnings destined to purchase shares in accordance with the decisions of Eni's Shareholders Meetings. The decrease of euro 47 million concern the sale and the grant of treasury shares to the Group managers following the stock option and stock grant plans.

Treasury shares

Treasury shares amount to euro 4,216 million (euro 3,229 million at December 31, 2004) and consist of 278,013,975 ordinary shares nominal value euro 1 owned by Eni SpA (234,394,888 ordinary shares nominal value euro 1 at December 31, 2004). Treasury shares of euro 237 million (euro 286 million at December 31, 2004), are represented by 17,428,300 shares (21,006,600 shares at December 31, 2004) and are destined to 2002-2004 and 2005 stock option plans (14,004,500 shares) and 2003-2005 stock grant plans (3,423,800 shares). The decrease of 3,578,300 shares consisted of the following:

(million euro)	Stock option	Stock grant	Total
Number of shares at December 31, 2004	14,574,000	6,432,600	21,006,600
- reclassifications (*)	2,658,400	(2,658,400)	
	17,232,400	3,774,200	21,006,600
- rights exercised	(3,106,400)	(339,100)	(3,445,500)
- rights cancelled	(121,500)	(11,300)	(132,800)
	(3,227,900)	(350,400)	(3,578,300)
Number of shares at December 31, 2005	14,004,500	3,423,800	17,428,300

(*) The reclassifications have been decided in accordance with the decision of Eni's Shareholders Meeting of May 27, 2005.

At December 31, 2005 options and grants outstanding were 13,379,600 shares and 3,127,200 shares, respectively. Options refer to the 2002 stock plan for 903,100 shares with an exercise price of euro 15.216 per share, to the 2003 stock plan for 4,106,500 shares with an exercise price of euro 13.743 per share, to the 2004 stock plan for 3,659,000 shares with an exercise price of euro 16.576 per share and to the 2005 stock plan for 4,711,000 shares with an exercise price of euro 22.512 per share.

Other reserves

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Other reserves of euro 5,351 million (euro 3,965 million at December 31, 2004) refer to Eni distributable reserve for euro 5,219 million (euro 3,896 million at December 31, 2004) and for euro 35 million to the reserve for the valuation at fair value of securities available for sale and cash flow hedge derivatives. The increase of Eni distributable reserve of euro 1,323 million primarily concern the destination of the residual income for 2004 (euro 1,300 million), in accordance with the decisions of Eni's Shareholders Meetings of May 27, 2005. The valuation at fair value of securities available for sale and cash flow hedge derivatives consists of the following:

(million euro)	Securities available for sale			Cash flow hedge derivatives			Total		
	Gross reserve	Deferred tax liabilities	Net reserve	Gross reserve	Deferred tax liabilities	Net reserve	Gross reserve	Deferred tax liabilities	Net reserve
Reserve as of January 1, 2005	19	(6)	13				19	(6)	13
Changes of the year	8	(2)	6	27	(11)	16	35	(13)	22
Reserve as of December 1, 2005	27	(8)	19	27	(11)	16	54	(19)	35

Interim dividend

Interim dividend of euro 1,686 million concerned the interim dividend for the year 2005 for euro 0.45 per share, with the exclusion of treasury shares, as decided by Eni's Shareholders Meetings in accordance with article 2433-bis, paragraph 5 of the Italian Civil Code; the dividend was paid on October 27, 2005.

Distributable reserves

At December 31, 2005 Eni shareholders' equity included distributable reserves for approximately euro 36,000 million, a portion of which is subjected to taxation upon distribution. Deferred tax liabilities have been recorded in relation to the reserves expected to be distributed (euro 32 million).

Reconciliation of statutory net profit and shareholders' equity to consolidated net profit and shareholders' equity

(million euro)	Net profit		Shareholders' equity	
	2004	2005	Dec. 31, 2004	Dec. 31, 2005
As recorded in Eni SpA's financial statements (Italian GAAP)	4,684	5,288	29,433	29,656
Treasury shares			(3,229)	(4,216)
Difference between the equity value and result of consolidated companies and the equity value and result of consolidated companies as accounted for in Eni SpA financial statements	4,444	2,718	9,470	13,483
Consolidation adjustments:				
- difference between cost and underlying value of equity	(112)	(44)	2,592	2,558
- elimination of tax adjustments and compliance with accounting policies	(2,197)	1,617	(244)	313
- elimination of unrealized intercompany profits	(235)	(40)	(2,498)	(2,677)
- deferred taxation	612	(313)	(133)	2
- other adjustments	345	21	149	98
	7,541	9,247	35,540	39,217
Minority interest	(482)	(459)	(3,166)	(2,349)
As recorded in Consolidated Financial Statements (IFRS)	7,059	8,788	32,374	36,868

24 Guarantees, commitments and risks

Guarantees

Guarantees of euro 12,862 million (euro 12,667 million at December 31, 2004) consisted of the following:

(million euro)	Dec. 31, 2004				Dec. 31, 2005				
	Unsecured guarantees	Other guarantees	Secured guarantees	Total	Unsecured guarantees	Other guarantees	Secured guarantees	Total	
Consolidated companies			3,228	3,228		5,839		5,839	
Unconsolidated subsidiaries		7	532	539	4	203		207	
Affiliated companies and Joint Ventures		4,901	1,922	40	6,863	4,900	1,772	40	6,712
Others		70	169	239	64	40		104	
		4,978	5,851	40	10,869	4,968	7,854	40	12,862

Guarantees given on behalf of consolidated companies of euro 5,839 million (euro 5,026 million at December 31, 2004) consist primarily of: (i) guarantees given to third parties relating to bid bonds and performance bonds for euro 3,057 million (euro 2,929 million at December 31, 2004), of which euro 2,397 million related to the Oilfield Services Construction and Engineering segment (euro 2,296 million at December 31, 2004); (ii) VAT recoverable from tax authorities for euro 1,386 million (euro 1,156 million at December 31, 2004); and (iii) insurance risk for euro 298 million reinsured by Eni (euro 396 million at December 31, 2004). At December 31, 2005 the underlying commitment covered by such guarantees was euro 5,491 million (euro 4,818 million at December 31, 2004).

Unsecured guarantees, other guarantees and secured guarantees given on behalf of unconsolidated subsidiaries of euro 207 million (euro 539 million at December 31, 2004) consisted of unsecured guarantees and letters of patronage given to commissioning entities relating to bid bonds and performance bonds for euro 165 million (euro 144 million at December 31, 2004). The decrease of euro 332 million essentially concerned the reclassification to consolidated subsidiaries of the guarantees given on behalf of Eni Middle East BV (euro 367 million at December 31, 2004). At December 31, 2005, the underlying commitment covered by such guarantees was euro 145 million (euro 467 million at December 31, 2004).

Unsecured guarantees, other guarantees and secured guarantees given on behalf of joint ventures and affiliated companies of euro 6,712 million (euro 6,863 million at December 31, 2004) primarily concerned: (i) a guarantee of euro 4,894 million (the same amount as of December 31, 2004) given by Eni SpA to Treno Alta Velocità - TAV - SpA for the proper and timely completion of a project relating to the Milano-Bologna train link by the Consorzio Eni per l'Alta Velocità - Cepav Uno (Eni 50.4%); consortium members, excluding unconsolidated subsidiaries, gave Eni liability of surety letters and bank guarantees amounting to 10% of their respective portion of the work; (ii) unsecured guarantees, letters of patronage and other given to banks in relation to loans and lines of credit received for euro 1,360 million (euro 1,633 million at December 31, 2004), of which euro 844 million related to a contract released by Snam SpA (now merged into Eni SpA) on behalf of Blue Stream Pipeline Co BV (Eni 50%) to a consortium of financing institutions (euro 731 million at December 31, 2004). The decrease of euro 273 million primarily concerned the extinguishing of a guarantee of euro 250 million given on behalf of EnBW - Eni Verwaltungsgesellschaft mbH (Eni 50%) and Albacom SpA (euro 88 million), partially offset by the increase of the guarantee given on behalf of Blue Stream Pipeline Co BV (euro 113 million); (iii) unsecured guarantees, letters of patronage and other given to commissioning entities relating to bid bonds and performance bonds for euro 274 million (euro 118 million at December 31, 2004). The increase of euro 156 million essentially regarded guarantees on behalf of the Oilfield Services Construction and Engineering segment; (iv) performance guarantees of euro 62 million given on behalf of Unión Fenosa SA and Unión Fenosa Gas SA (Eni 50%) in relation to contractual commitments related to the results of operations of subsidiaries of Unión Fenosa Gas SA (euro 111 million at December 31, 2004); and (v) secured guarantees of euro 40 million (the same amount as of December 31, 2004), relate to mortgages, liens and privileges granted to banks in connection with loans. At December 31, 2005, the underlying commitment covered by such guarantees was euro 2,938 million (euro 3,500 million at December 31, 2004).

Other guarantees given on behalf of third parties of euro 104 million (euro 239 million at December 31, 2004) consist primarily of guarantees given by Eni SpA to banks and other financing institutions in relation to loans and lines of credit for euro 92 million on behalf of minor investments or companies sold (euro 160 million at December 31, 2004). At December 31, 2005 the underlying commitment covered by such guarantees was euro 75 million (euro 103 million at December 31, 2004).

Commitments and contingencies

Commitments and contingencies euro 1,655 million (euro 1,620 million at December 31, 2004) consisted of the following:

(million euro)	<u>Dec. 31, 2004</u>	<u>Dec. 31, 2005</u>
Commitments		
Purchase of assets	200	219
Sale of assets	124	
Other	319	220
	643	439
Risks	977	1,216
	1,620	1,655

Obligations for purchases and sales of assets of euro 219 million (euro 324 million at December 31, 2004) concern securities for euro 116 million (euro 183 million at December 31, 2004) and investments for euro 103 million (euro 141 million at December 31, 2004). Obligations relating to marketable securities concern the placement on the market of securities managed by Sofid Sim SpA. This company sold Italian Government bonds to investors, primarily employees, and simultaneously entered into interest rate swaps with such investors wherein it received the rate of interest on such Italian Government bonds and paid a floating rate of interest linked to Euribor. Such investors could sell their securities back to Sofid Sim SpA at any time at par value plus related interest with the simultaneous cancellation of the related swaps. Against the commitment related to interest rate swaps Sofid Sim SpA entered into derivatives for which Sofid Sim SpA receives a variable rate more profitable than the one renoun by the shareholders. The operation ended on January 1, 2006 following the expiry of the government bonds. The decrease in obligations related to investments of euro 38 million primarily concerns the exercise by Erg SpA of a call option for the purchase of a 28% shares of Erg Raffinerie Mediterranee SpA (euro 100 million) and the expiry of obligations for purchases and sales of the shares of Nuovo Pignone SpA following the sale of the investment (euro 31 million); such decrease was partially offset by the obligation assumed by Eni SpA related to the acquisition from ESPI - Ente Siciliano per la Promozione Industriale (in liquidation) of 50% of the capital share of Siciliana Gas SpA and 1 share of Siciliana Gas Vendite SpA (euro 98 million).

Other commitments of euro 220 million (euro 319 million at December 31, 2004) are essentially related to a memorandum of intent signed with the Basilicata Region, whereby Eni has agreed to invest, also on account of Shell Italia E&P SpA, euro 193 million in the future in connection with Eni's development plan of oil fields in Val d'Agri (euro 206 million at December 31, 2004). The agreements between Syndial SpA and various government entities, employee and trade groups whereby Syndial SpA, in order to further develop the chemical segment and protect the environment with respect to the Porto Marghera plant of euro 90 million at December 31, 2004, expired following the subscription of a new agreement that determined a specific provision.

Risks of euro 1,216 million (euro 977 million at December 31, 2004) primarily concern potential risks associated with the value of assets of third parties under the custody of Eni for euro 794 million (euro 551 million at December 31, 2004) and contractual assurances given to acquirors of certain investments and businesses of Eni for euro 402 million (euro 406 million at December 31, 2004).

Management of risks*Foreword*

The main risks identified and managed by Eni were the following:

- (i) market risks deriving from the exposure to the fluctuations of interest rates, of exchange rates between the euro and the U.S. dollar and the other currencies used by the Company, as well as the volatility of commodity prices;
- (ii) the credit risk deriving from the possible default of a counterparty;
- (iii) the liquidity risk deriving from the lack of financial resources to face short time commitments;
- (iv) the operation risk deriving from the occurrence of accidents, malfunctioning, failures with damage to persons and the environment affecting operating and financial results; and
- (v) country risk in oil & gas activities.

Market risk

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Market risks include exchange rate risk, interest rate risk and commodity risk. Their management follows a set of guidelines and procedures that concentrate the treasury function in two captive finance companies operating in the Italian and international financial markets.

In particular, the financial company operating on the domestic market (Enifin) manages all the transactions concerning currency exchange and derivatives. The risk of commodity prices is managed by each business unit while Enifin manages the negotiation of hedging derivatives. In order to minimize market risk related to changes in interest rates, exchange rates and commodity prices, Eni enters into financial and commodity hedging contracts for the purpose of reducing its exposure to market risk. Eni does not enter into derivative transactions on a speculative basis.

Eni's Board of Directors has defined a policy that requires the Treasury Department of Eni SpA to determine the maximum level of foreign exchange rate and interest rate risks that can be assumed by Eni's finance companies. Such policy also defines the eligible counterparties in derivative transactions. Eni's Treasury Department is responsible for monitoring compliance with Eni's policy, as well as the correlation between the indicators adopted for measuring of the tolerable risk level, the portfolio of financial instruments and market conditions. Eni's operating subsidiaries are required to reduce foreign exchange rate risk to a minimum level by coordinating their operations with such finance companies.

As far as interest rate and foreign exchange rate risks are concerned, the calculation and measurement techniques followed by Eni's finance companies are in accordance with established banking standards (such standards are established by the Basel Committee). However, the tolerable level of risk adopted by such companies is more conservative than that defined by the Basel Committee.

Eni's guidelines for the management of commodity risk contain maximum limits to the price risk deriving from trading activities. Directions in this area are entrusted to a commodity risk assessment team, while the treasury department controls the respect of said limits and the development and updating of methodologies followed.

Exchange rate risk

Exchange rate risk derives from the fact that Eni's operations are conducted in currencies other than the euro (in particular the U.S. dollar) and by the time lag existing between the recording of costs and revenues denominated in currencies other than the functional currency and their realization (transaction exchange rate risk). An appreciation of the U.S. dollar versus the euro generally has a positive impact on Eni's results of operations.

Interest rate risk

Variations in interest rates affect the market value of assets and liabilities of the company and its net borrowings.

Commodity risk

Eni's results of operations are affected by changes in the prices of products and services sold. A decrease in oil prices generally has a negative impact on Eni's results of operations and vice versa.

Credit risk

Credit risk is the potential exposure of the Group to loss in the event of non-performance by a counterparty. The credit risk arising from the Group's normal commercial operations is controlled by individual operating units within Group-approved guidelines. Eni's financial companies follow guidelines approved by Eni's treasury department on the choice of highly credit-rated counterparties in their use of financial and commodity instruments, including derivatives. Eni has not experienced material non-performance by any counterparty. As of December 31, 2005 Eni had no significant concentrations of credit risk.

Liquidity risk

Liquidity risk is the risk that suitable sources of funding for the Group's business activities may not be available. The Group has access to a wide range of funding at competitive rates through the capital markets and banks. The Group believes it has access to sufficient funding and has also both committed and uncommitted borrowing facilities to meet currently foreseeable borrowing requirements.

Operation risks

Eni's activities present industrial and environmental risks and are therefore subject to extensive government regulations concerning environmental protection and industrial security in most countries. For example, in Europe, Eni operates industrial plants such as refineries and petrochemical complexes that meet the criteria of the European Union Seveso II directive for classification as high risk sites.

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The broad scope of Eni's activities involves a wide range of operational risks such as those of explosion, fire or leakage of toxic products, production of non biodegradable waste.

All these events could possibly damage or even destroy wells as well as related equipment and other property, cause injury or even death to persons or cause environmental damage. In addition, since exploration and production activities may take place on sites that are ecologically sensitive (tropical forest, marine environment, etc.), each site requires a specific approach to minimize the impact on the related ecosystem, biodiversity and human health.

Eni adopted the most stringent standards for the evaluation and management of industrial and environmental risks, complying with local and international rules and standards. Business units evaluate through specific procedures the related industrial and environmental risks in addition to taking account the regulatory requirements of the countries where these activities are located.

Since 2003, Eni has introduced a model of management system, a general procedure to be applied in all its operating sites, based on an annual cycle of planning, implementation, control, review of results and definition of new objectives. The model is directed towards the prevention of risks, the systematic monitoring and control of HSE performance in a continuous improvement cycle subject also to audits by internal and independent experts. At December 31, 2005 six system audits had been performed and four are planned for 2006.

Any environmental emergency is managed by business units locally with their own organization under preset reaction plans to foreseeable events aimed at limiting damage and at activating adequate responses.

Eni has two emergency rooms (at Milan and Rome) provided with real time monitoring systems for the collection of data on georeferenced maps for all Eni sites and logistics worldwide. In addition to its own emergency teams, Eni entered agreements with international agencies in order to maximize its ability to react in all its operating sites.

At year end 2005 Eni employed over 2,000 full time equivalent employees in HSE activities, prevention of environmental risk, safety and health.

Country risk

Substantial portions of Eni's hydrocarbon reserves are located in countries outside the EU and North America, certain of which may be politically or economically less stable than EU or North American countries.

At December 31, 2005, approximately 73% of Eni's proved hydrocarbon reserves were located in such countries. Similarly, a substantial portion of Eni's natural gas supply comes from countries outside the EU and North America. In 2005, approximately 60% of Eni's domestic supply of natural gas came from such countries. Negative developments in the economic and political framework of these countries can compromise temporarily or permanently Eni's ability to operate economically and to have access to said reserves.

Eni monitors constantly the political, social and economic risk of the approximately 100 countries where it invested or intends to invest with special attention to the evaluation of upstream investments. Country risks are mitigated by means of appropriate guidelines for risk management that Eni defined in its procedure for project risk assessment and management.

Legal proceedings

Eni is a party to a number of civil actions and administrative proceedings arising in the ordinary course of business. Based on information available to date, and taking account of the existing risk provisions, Eni believes that the foregoing will not have an adverse effect on Eni's Consolidated Financial Statements.

Following is a description of the most significant proceedings currently pending; unless otherwise indicated below, no provisions have been made for these legal proceedings as Eni believes that negative outcomes are not probable or because the amount of the provision can not be estimated reliably.

Environment

ENI SPA

In 1999, the public prosecutor of Gela started an investigation in order to ascertain alleged soil and sea pollution caused by the discharge of pollutants by Eni's Gela refinery. In November 2002, "Italia Nostra" and the association "Amici della Terra" filed civil claims related to this proceeding and requested the payment of damage claims for a total of euro 15,050 million. In July 2003, the relevant Court decided for the transmission of the inquiries to the public prosecutor, recognizing a violation of Article 440 of the penal code (water and food substances corruption). Three environmental organizations act as plaintiffs and requested damage payment for euro 551 million. Two of these organizations are also acting against the Gela refinery.

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In 2000, the public prosecutor of Gela started an investigation on alleged prohibited emissions from the refinery of Gela, which are purported to have had negative effects on the health of a number of citizens of Gela, and on a lack of declaration of such emissions in violation of Presidential Decree No. 203 of 1988. The investigation ended with an action for events that have occurred since 1997. The Municipality of Gela, the Province of Caltanissetta and others filed civil claims in this proceeding and requested the payment of compensatory damages for a total of euro 878 million. The judgment of first degree before the Court of Gela is pending.

In 2002, the public prosecutor of Gela started an investigation in order to ascertain alleged pollution caused by emissions of the Gela plant, owned by Polimeri Europa SpA, Syndial SpA (former EniChem SpA) and Raffineria di Gela SpA. Some local public entities, environmental NGOs and landowners are acting as plaintiffs. On January 17, 2005, a second inquiry phase aimed at ascertaining which sort of emissions had eventually produced the alleged pollution caused by the refinery of Gela, was completed. On February 3, 2006 the notice of the conclusion of preliminary investigations was filed conclusion of the preliminary inquiry.

In June 2002, in connection with a fire in the refinery of Gela, a criminal investigation began concerning arson, environmental crimes and crimes against natural heritage. On May 12, 2004 the first hearing was held.

In 2002, the public prosecutor of Gela started a penal investigation concerning the refinery of Gela to ascertain the quality of ground water in the area of the refinery. The investigation concerns the environmental rules about the pollution of water and soil and illegal disposal of liquid and solid waste materials. On November 7, 2003 the judge for preliminary investigations accepted to continue the inquiries as requested by the public prosecutor to ascertain the state of the refinery's storage tanks and the presence of infiltrations of refinery products into the deep water-bearing stratum, due to a breakage in some tanks. With a decision of November 3, 2003, the Court for preliminary investigation, in agreement with a request of the public prosecutor of Gela, ordered the preventive seizure of 92 storage tanks, later reopened except for nine tanks that remained under seizure but do not prevent full operations at the refinery. The report filed by experts of the public prosecutor is currently under review.

In March 2002 the public prosecutor of Siracusa started an investigation concerning the activity of the refinery of Priolo for intentional pollution of water used for human consumption and requested a technical opinion, not yet concluded, to ascertain alleged infiltrations of refinery products into the deep water-bearing stratum used for human consumption purposes in the Priolo area. The proceeding is still in the preliminary investigation phase. A qualified company has been given the task to verify the cause, the origin and the extension of the alleged infiltration. For protective purposes, actions have been taken to: (i) create safety measures and clean-up all of the polluted area; (ii) reallocate wells for drinking water in an area farther from and higher than the industrial site; and (iii) install a purification system for drinkable water. With a decision of June 1, 2004 the seizure was lifted on the storage tanks that had been seized on April 17, 2003, except for five storage tanks that are still under seizure. The report of experts has been filed and its findings can be opposed to defendants.

In relation to the investigations concerning a subsidence phenomenon allegedly caused by hydrocarbon exploration, on May 21, 2004, following the decision of the Court of Rovigo, the Nucleo Operativo Ecologico dei Carabinieri of Venice placed under preliminary seizure the Dosso degli Angeli, Angela/Angelina - Ravenna Mare Sud fields and the related wells and platforms. On June 10, 2004 the Court responded to the claim filed by Eni and lifted the seizure of the Angela/Angelina - Ravenna Mare Sud fields and related wells and platforms. On March 10, 2005, the Court of Cassation confirmed this decision. On February 5, 2003, a seizure had already been applied to the Naomi/Pandora platform, the Naomi 4 Dir, Naomi 2 Dir and 3 Dir - Pandora 2 Dir wells, and the underwater pipeline for the transportation of gas to the Casalborgon facility. Eni believes it has always acted in full compliance with existing laws under the required authorizations. Taking account of the observations of the consultants of the Court of Rovigo on which the Public Prosecutor based his case, Eni constituted an independent and interdisciplinary scientific commission, chaired by Prof. Enzo Boschi, professor of seismology at the Università degli Studi di Bologna and chairman of the Istituto nazionale di geofisica e vulcanologia, composed of prominent and highly qualified international experts of subsidence caused by hydrocarbon exploration, with the aim of verifying the size and the effects and any appropriate actions to reduce or to neutralize any subsidence phenomenon in the Ravenna and North Adriatic area both on land and in the sea. The commission produced a study which denies the possibility for any risk for human health and for damage to the environment. It also states that no example is known anywhere in the world of accidents that caused harm to the public safety caused by subsidence induced by hydrocarbon production. The study also shows that Eni employs the most advanced techniques for the monitoring, measuring and control of the soil. On May 11, 2006 the Court of Rovigo accepted as plaintiffs the Veneto Region, the Ente Parco della Provincia del Po, the Ferrara Province, the Venice Province, the city of Venice, the city of Comacchio, the Rovigo Province and two private entities. Eni was accepted as a defendant. The Court of Rovigo rejected the accusation of environmental disaster and therefore transferred the proceeding to the Court of Adria, where the first hearing has been scheduled for October 31, 2006.

ENIPOWER SPA

In autumn 2004 the Public Prosecutor of Rovigo started an investigation for alleged crimes related to unauthorized waste management activities in Loreo relating to samples of the soil used in the construction of the new EniPower's power station in Mantova. EniPower requested the closing of the investigation.

POLIMERI EUROPA SPA

Before the Court of Gela one criminal action took place relation to the alleged violation on part of Eni of environmental regulations on waste management concerning the ACN plant and the disposal of FOK residue deriving from the steam cracking process. The defendant was found guilty and a damage payment in first instance was recognized to an environmental association acting as plaintiff. The sentence was passed to the

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civil court for the quantification of any further damage and claim. Eni appealed the Court's decision.

SYNDIAL SPA (FORMER ENICHEM SPA)

In 1992, the Ministry of Environment summoned EniChem SpA and Montecatini SpA before the Court of Brescia. The Ministry requested, primarily, to require environmental remediation for the alleged pollution caused by the Mantova plant from 1976 until 1990, and provisionally, in case there was no possibility to remediate, require them to pay environmental damages. The amount is going to be determined during the proceeding, but it will not be lower than euro 136 million, or determined by the judge as compensatory liquidation. EniChem acquired the Mantova plant in June 1989, as part of the Enimont deal. Edison SpA must hold Eni harmless or pay compensatory damage for any damage caused to third parties by plant operations before Montedison's sale, even if the damage occurred later. Edison agreed on a settlement that quantified damage to be paid covering also Syndial. The proceeding continues for the alleged damage in the 1989-1990 period.

In 2000, the Public Prosecutor of Brindisi started a criminal action against 68 persons who are employees or former employees of companies that owned and managed plants for the manufacture of dichloroethane, vinyl chloride monomer and vinyl polychloride from the early 1960s to date, some of which were managed by EniChem from 1983 to 1993. At the end of the preliminary investigation phase, the Public Prosecutor asked for the dismissal of the case in respect of the employees and the managers of EniChem. Plaintiffs presented oppositions while the prosecutor confirmed his request for dismissal of the case.

On December 18, 2002 EniChem SpA, jointly with Ambiente SpA (now merged in Syndial SpA) and European Vinyls Corporation Italia SpA, was summoned before the Court of Venice by the Province of Venice. The province requested compensation for environmental damages, not quantified, caused to the lagoon of Venice by the Porto Marghera plants, which were already the subject of two previous proceedings against employees and managers. In a related action, European Vinyls Corporation Italia presented an action for recourse against EniChem and Ambiente. The requests for damage of the Province of Venice and that of EVC Italia to EniChem and Ambiente have not been quantified. The final judgment is pending.

On January 16, 2003 the Court of Siracusa issued personal cautionary measures against some employees of EniChem SpA and Polimeri Europa SpA. They are accused of illicit management relating to the production, disposal and treatment of liquid and solid waste materials and of obtaining illicit income. Polimeri Europa and EniChem, will act as plaintiffs. The collection of evidence effected before the hearing starts in Court has been concluded and preliminary investigations have ended with the confirmation of accusations. During the inquiries traces of mercury were found in the sea. The Public Prosecutor of Siracusa started an inquiry for ascertaining the conditions of sediments and marine fauna in the bay of Augusta. According to the plaintiffs, mercury would have been spilled into the sea and poisoned the marine fauna and therefore resulted in fetal malformations and abortions due to the consumption of contaminated seafood fished in this area. The chlorine soda plant, built in the late 50s was conferred to Syndial in 1989 when the Enimont joint venture was formed. It was therefore easy to prove that Eni holds no responsibility for the crimes it was accused of. On March 15, 2006 the judge for preliminary investigations decided the dismissal of the case against Syndial employees.

On April 14, 2003 the President of the Regional Council of Calabria, as Delegated Commissioner for Environmental Emergency in the Calabria Region, started an action against EniChem SpA related to environmental damages for approximately euro 129 million and to financial and non-financial damages for euro 250 million (plus interest and compensation) allegedly caused by Pertusola Sud SpA (merged into EniChem) in the area of Crotona. On June 6, 2003 EniChem appeared before the court and requested the rejection of the damages and, as counterclaim, the payment of the total costs for the remediation works already underway. The Province of Crotona entered the proceeding, claiming environmental damages for euro 300 million. Technical aspects concerning the role of the delegated commissioner make it necessary to decide on this aspect. Syndial was notified on October 21, 2004 of the request of the Calabria Region to appear before the Court of Milan in order to obtain a preliminary damage payment, in anticipation of the expiration of the special office for managing emergency events in Calabria. The Region requested payments for over euro 800 million.

On February 28, 2006 the Council of Ministers, the Ministry for the Environment and the Delegated Commissioner for environmental emergency in the Calabria Region represented by the State Lawyer requested Syndial to appear before the Court of Milan in order to obtain the ascertainment, quantification and payment of damage (in the form of pollution of land, air and water and therefore of the general condition of the population) caused by the operations of Pertusola Sud SpA in the municipality of Crotona and in surrounding municipalities. The local authorities request the ascertainment of Syndial's responsibility as concerns expenses borne and to be borne for the cleanup and reclamation of sites, currently quantified at euro 129 million. This proceeding concerns the same company and damages as indicated in the previous paragraph.

In March 2004, Sitindustrie SpA, which in 1996 purchased a plant in Paderno Dugnano from Enirisorse (now merged into Syndial SpA), summoned Syndial SpA before the Court of Milan, requesting to establish the responsibility of Syndial SpA in the alleged pollution of soils around the plant and to require it to pay environmental damages necessary for remediation. Syndial opposed the claim based on an absence of the right of action of the plaintiff. The judge has not yet decided on Syndial's opposition.

In October 2004, Sitindustrie SpA started an analogous proceeding against Syndial concerning the plant for the manufacture of products in copper and copper alloy at Pieve Vergonte.

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In May 2003 the Minister of the Environment summoned Syndial SpA before the Court of Turin and requested environmental damages for euro 2,396 million in relation to alleged DDT pollution in the Lake Maggiore caused by the Pieve Vergonte plant. On March 1, 2006 the State Lawyer in an attempt to settle the case proposed that Syndial pay 10% of the requested damage corresponding to euro 239 million. This attempt to settle failed.

The municipality of Carrara started an action at the Court of Genova requesting to Syndial SpA the remediation and reestablishment of the previous environmental conditions at the Avenza site and the payment of environmental damage. This request is related to an accident that occurred in 1984, as a consequence of which EniChem Agricoltura SpA (later merged into Syndial SpA), at the time owner of the site, had carried out safety and remediation works. The Ministry of the Environment joined the action and requested the environmental damage payment from a minimum of euro 53.5 million to a maximum of euro 78.5 million to be broken down among the various companies that managed the plant in the past. Previous managers include Syndial, called into the action as a guarantor, Rumianca SpA, Sir Finanziaria SpA and Sogemo SpA. The judge requested an expert report to be prepared in order to ascertain what damage has been remediated and what remains to be cleaned up after the interventions started by Agricoltura and continued by EniChem/Syndial. The expert report quantifies the damage still to be remediated in euro 15 million.

Tax Proceedings

ENI SPA

With a decree dated December 6, 2000 the Lombardia Region decided that natural gas used for electricity generation is subject to an additional regional excise tax in relation to which Snam SpA (merged into Eni SpA in 2002) should substitute for the tax authorities in its collection from customers. Given interpretive uncertainties, the same decree provides the terms within which distributing companies are expected to pay this excise tax without paying any penalty. Snam SpA and the other distributing companies of Eni believe that natural gas used for electricity generation is not subject to this additional excise tax. For this reason, an official interpretation was requested from the Ministry of Finance and Economy. With a decision of May 29, 2001, the Ministry confirmed that this additional excise tax cannot be applied. The Region decided not to revoke its decree and Snam took appropriate legal action. On the basis of action carried out by Snam, the Council of State decided on March 18, 2002 that the jurisdiction of the Administrative court did not apply to this case. In case the Region should request payment, Eni will challenge this request in the relevant Court. The Lombardia Region decided with regional Law No. 27/2001 that no additional tax is due from January 1, 2002 onwards, but still requested the payment of the additional taxes due before that date.

With a formal assessment presented by the municipality of Pineto (Teramo) Eni SpA has been accused of not having paid a municipal tax on real estate for the period from 1993 to 1998 on four oil platforms located in the Adriatic Sea territorial waters in front of the coast of Pineto. Eni has been requested to pay a total of approximately euro 17 million also including interest and a fine for lacking declaration. Eni filed a claim against this request stating that the sea where the platforms are located is not part of the municipal territory and the application of the tax at requested by the municipality lacked objective fundamentals. The claim has been accepted in the first two degrees of judgment at the Provincial and Regional Tax Commissions. But the Court of Cassation cancelled both judgments declaring that a municipality can consider requesting a tax on real estate also in the sea facing its territory and with a decision of February 21, 2005 sent the proceeding to another section of the Regional Tax Commission in order to judge on the other reason opposed by Eni. On December 28, 2005 the municipality of Pineto presented the same request for the same platforms for the years 1999 to 2004. The total amount requested to Eni is of euro 24 million. Eni filed a claim against this request.

AGIP KARACHAGANAK BV

In July 2004 relevant Kazakh authorities informed Agip Karachaganak BV and Agip Karachaganak Petroleum Operating BV, shareholder and operator of the Karachaganak contract, respectively, on the final outcome of the tax audits performed for fiscal years 2000 to 2003. Claims by the Kazakh authorities concern unpaid taxes for a total of \$43 million, net to Eni, and the anticipated offsetting of VAT credits for \$140 million, net to Eni, as well as the payment of interest and penalties for a total of \$128 million. Both companies filed a counterclaim. With an agreement reached on November 18, 2004, the original amounts were reduced to \$26 million net to Eni that includes taxes, surcharges and interest. Meetings continue regarding residual matters. Eni recorded a specific provision for this matter.

SNAM RETE GAS SPA

With Regional Law No. 2 of March 26, 2002, the Sicilia Region introduced an environmental tax upon the owners of primary pipelines in Sicily (i.e. pipelines operating at a maximum pressure of over 24 bar). The tax was payable as of April 2002. In order to protect its interests, Snam Rete Gas filed a claim with the European Commission, aimed at opening a proceeding against the Italian Government and the Tax Commission of Palermo. The Authority for Electricity and Gas, although acknowledging that the tax burden is an operating cost for the transport activity, subjected inclusion of the environment tax in tariffs to the final ruling on its legitimacy by relevant authorities. With the ruling of December 20, 2002, the Court judged the tax at variance with European rules. In December 2002, Snam Rete Gas suspended payments based on the above Court ruling. Payments effected until November 2002 totaled euro 86.1 million. In January 2003 the Sicilia Region presented an appeal to the Council of State against the ruling of the Regional Administrative Court of Lombardia for the part that states the variance of the regional law with European rules. On December 16, 2003, the European Commission judged the tax instituted by the Republic of Italy, through the Sicilia Region, to be in contrast with European rules and with the cooperation agreement between the European Economic Community and the Peoples Democratic Republic of Algeria; the European Commission also stated that such environmental tax is in contrast with the common customs tariff because it modifies the equality of customs expenses on commodities imported from third countries and could create a deviation in trade with such countries and a distortion in access and competition rules. The Commission with its opinion presented on July 7, 2004 formally

requested Italy to cancel the tax. The Italian Government must conform within two months from the reception of the opinion. As it did not conform, on December 20, 2004 the European Commission passed the case to the Court of Justice requesting a ruling. With a decision dated January 5, 2004, and confirmed on March 4, 2005 by the Regional Tax Commission, the Provincial Tax Commission of Palermo declared the environmental tax of the Sicilia Region illegitimate because it is in contrast with European rules and therefore accepted Snam Rete Gas's claim for the repayment of the first installment of euro 10.8 million, already paid in April 2002 to the Sicilia Region. On May 4, 2004, the Sicilia Region repaid the first installment. As for the seven remaining installments paid after April 2002 (euro 75.3 million) the Provincial Tax Commission of Palermo with decision of January 5, 2005 confirmed the illegitimacy of the tax condemning the Region to repay the amounts paid and interest accrued to Snam Rete Gas. The Sicilia Region presented recourse to the Regional Tax Commission at Palermo, a hearing has been scheduled for April 5, 2006. On November 3, 2003, the Sicilia Region, following the procedure presented by Snam Rete Gas concerning the yearly liquidation of the tax for 2002, requested liquidation of tax, fines and interest (euro 14.2 million) relating to the unpaid December 2002 installment. On December 30, 2003 Snam Rete Gas filed a claim with request of suspension of payment as a result of the liquidation notice received from the Sicilia Region with the Provincial Tax Commission of Palermo, that, on June 25, 2004 accepted Snam Rete Gas's claim and decided the cancellation of the liquidation notice served by the Sicilia Region, confirmed by the Regional Tax Commission on March 7, 2005. In any case Snam Rete Gas will not have to pay the tax: if the tax is considered illegitimate in other Courts of law, the company will have the right to the restitution of the money. If, to the contrary, the tax is considered legitimate by the other Courts, the Authority for Electricity and Gas will include the tax (Decision No. 146/2002 and No. 71/2003) in tariff with automatic and retroactive effects.

Other judicial or arbitration proceedings

SYNDIAL SPA (FORMER ENICHEM SPA) - SERFACTORING SPA

In 1991, Agrifactoring SpA commenced proceedings against Serfactoring SpA, a company 49% owned by Sofid SpA which is controlled by Eni SpA. The claim relates to an amount receivable of euro 182 million for fertilizer sales (plus interest and compensation for inflation), originally owed by Federconsorzi to EniChem Agricoltura SpA (later Agricoltura SpA - in liquidation), and Terni Industrie Chimiche SpA (merged into Agricoltura SpA - in liquidation), that has been merged into EniChem SpA (now Syndial SpA). Such receivables were transferred by Agricoltura and Terni Industrie Chimiche to Serfactoring, which appointed Agrifactoring as its agent to collect payments. Agrifactoring guaranteed to pay the amount of such receivables to Serfactoring, regardless of whether or not it received payment at the due date. Following payment by Agrifactoring to Serfactoring, Agrifactoring was placed in liquidation and the liquidator of Agrifactoring commenced proceedings in 1991 against Serfactoring to recover such payments (equal to euro 182 million) made to Serfactoring based on the claim that the foregoing guarantee became invalid when Federconsorzi was itself placed in liquidation. Agricoltura and Terni Industrie Chimiche brought counterclaims against Agrifactoring (in liquidation) for damages amounting to euro 97 million relating to acts carried out by Agrifactoring SpA as agent. The amount of these counterclaims has subsequently been reduced to euro 46 million following partial payment of the original receivables by the liquidator of Federconsorzi and various setoffs. These proceedings, which have all been joined, were decided with a partial judgment, deposited on February 24, 2004: the request of Agrifactoring has been rejected and the company has been ordered to pay the sum requested by Serfactoring and damages in favor of Agricoltura, to be determined following the decision. Agrifactoring appealed against this partial decision, requesting in particular the annulment of the first step judgement, the reimbursement of the euro 180 million amount from Serfactoring along with the rejection of all its claims and the payment of all expense of the proceeding. The appeal pending was set to be discussed in a hearing set for March 16, 2007 but was rescheduled for October 27, 2006 upon request of Agrifactoring. The judge of the Court of Rome, responsible for the determination of the amount of damages to be paid to Serfactoring and Agricoltura decided on May 18, 2005 to suspend this determination until the publication of the decision of the Court of Appeals, in accordance with Article 295 of the Code of civil procedure. Against this suspension Serfactoring and Syndial requested to the Court of Cassation the cancellation of the suspension and the return of the case to its original court.

SYNDIAL SPA (FORMER ENICHEM SPA)

In 2002, EniChem SpA was summoned by ICR Intermedi Chimici di Ravenna Srl before the Court of Milan in relation to a breach of a preliminary agreement for the purchase of an industrial area in Ravenna. ICR requested payment of compensatory damages for approximately euro 46 million, of which euro 3 million are compensatory damages and euro 43 million are for loss of profits. During 2004 the preliminary inquiry was completed. With a judgment of October 11, 2005 the Court rejected ICR's request and order that ICR pay all expenses. ICR filed a claim against this decision.

Antitrust, EU Proceedings, actions of the Authority for Electricity and Gas and of other regulatory Authorities

ENI SPA

In March 1999, the Antitrust Authority concluded its investigation started in 1997 and: (i) verified that Snam SpA (merged in Eni SpA in 2002) abused its dominant position in the market for the transportation and primary distribution of natural gas relating to the transportation and distribution tariffs applied to third parties and the access of third parties to infrastructure; (ii) fined Snam euro 2 million; and (iii) ordered a review of these practices relating to such abuses. Snam believes it has complied with existing legislation and appealed the decision with the Regional Administrative Court of Lazio requesting its suspension. On May 26, 1999, stating that these decisions are against Law No. 9/1991 and the European Directive 98/30/EC, this Court granted the suspension of the decision. The Antitrust Authority did not appeal this decision. The decision on this dispute is still pending.

With a decision of December 9, 2004, the Italian Antitrust Authority started an inquiry on the distribution of jet fuel against six Italian companies, including Eni and some of its subsidiaries, that store and load jet fuel in the Rome Fiumicino, Milan Linate and Milan Malpensa

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airports. The inquiry intends to ascertain the existence of alleged limitations to competition as oil companies would agree to divide among themselves the supplies to airlines. On December 22, 2005, the Authority notified the preliminary results of the inquiry concerning: (i) information flows to oil companies related to the functioning of shared storage and uploading companies; (ii) barriers to the entrance of new competitors; and (iii) the price of jet fuel is higher than on other European markets. On June 20, 2006, the Antitrust notified Eni the final decision of this proceeding and fined Eni by an amount of euro 117 million. The Antitrust fined other oil companies involved in the matter. Eni is evaluating this decision in order to file a claim against it decision before an administrative court.

On April 28, 2005 the Commission of the European Communities started a formal assessment to evaluate the alleged participation of Eni and its subsidiaries to activities limiting competition in the field of paraffin. The alleged violation of competition would have consisted in: (i) the determination of and increase in prices; (ii) the subdivision of customers; (iii) exchange of trade secrets, such as production capacity and sales volumes. On November 3, the Commission requested information on Eni's activities in the field of paraffins. On November 29, 2005 Eni filed the requested information. On April 21, 2006 the Antitrust Authority requested information on the processing of raw paraffin, which Eni supplied in a letter dated May 25, 2006.

The Department of Justice of the United States of America - Antitrust Division, notified Eni Petroleum Co Inc of a subpoena requesting information and documents relating to activities in the field of wax to be filed before June 20, 2005. The Company informed the department that it does not produce nor import wax in the United States of America.

POLIMERI EUROPA SPA AND SYNDIAL SPA

In December 2002, inquiries were commenced concerning alleged anti-competitive agreements in the area of elastomers. These inquiries were commenced concurrently by European and U.S. authorities. The first product under scrutiny was EP(D)M: the European Commission submitted to inspection the manufacturing companies of that product, among which Polimeri Europa SpA and Syndial and requested information from those two companies and to their controlling company, Eni SpA. After the inquiries the Commission decided to open a procedure for violation of competition laws and notified Eni, Polimeri Europa and Syndial the relevant charges to that effect on March 8, 2005. At a hearing held on July 27, 2005 the two companies presented memoranda and confirmed their position. The parties await for a decision of the Commission.

EP(D)M manufacture is also under scrutiny in the United States, where the Department of Justice of San Francisco requested information and documents to Polimeri Europa Americas Inc, a U.S. subsidiary of Polimeri Europa and to its deputy chairman and sales manager. Class actions were filed claiming damages in relation to the alleged violation. In July 2005 Syndial signed a settlement agreement for the civil class action which entails the payment of approximately dollar 3.2 million, approved by the federal court.

The investigation was also extended to the following products: NBR, CR, BR, SSBR and SBR.

The European Commission started an investigation regarding BR, SBR, SSBR. On January 26, 2005 the Commission dropped the charges in relation to SSBR, while for the other two products the Commission started an infraction procedure by notifying Eni, Polimeri Europa and Syndial the relevant charges. The companies presented a written memorandum and the Commission decided to open an inquiry, as a consequence of which the Commission sent a new description of the charges. The companies are preparing a new memorandum.

With regard to NBR an inquiry is underway in Europe and the USA, where class actions also have been started. The class action at federal level was abandoned by the plaintiffs. The federal judge acknowledged this abandonment.

With regard to CR, as part of an investigation carried out in the USA, Syndial entered into a plea agreement with the Department of Justice pursuant to which Syndial would agree to pay a fine of U.S. dollar 9 million, while the Department of Justice would agree that it will not bring further criminal charges against Syndial or against its affiliate companies. On June 27, 2005 the plea agreement was approved. For CR the civil class action was closed with a settlement agreement approved by the federal judge on July 8, 2005 whereby the company will pay dollar 5 million. The European Commission requested Eni, Polimeri Europa and Syndial to provide information about CR. The two companies decided to cooperate with the Commission.

Eni recorded a provision for these matters.

STOCCAGGI GAS ITALIA SPA

With Decision No. 26 of February 27, 2002, the Authority for Electricity and Gas determined tariff criteria for modulation, mineral and strategic storage services for the period starting on April 1, 2002 until March 31, 2006 and effective retroactively from June 21, 2000. On March 18, 2002 Stoccaggi Gas Italia SpA (Stogit) filed its proposal of tariff for modulation, mineral and strategic storage for the first regulated period. With Decision No. 49 of March 26, 2002, the Authority for Electricity and Gas repealed Stogit's proposal and defined tariffs for the first regulated period. Stogit applied the tariff determined by the two decisions, but filed an appeal against both decisions with the Regional Administrative Court of Lombardia requesting their cancellation. With a decision dated September 29, 2003, that Court rejected the appeal presented by Stogit. Stogit filed an appeal to the Council of State against the sentence which was rejected by the Council of State on January 6, 2006.

DISTRIBUIDORA DE GAS CUYANA SA

The agency entrusted with the regulations for the natural gas market in Argentina ("Enargas") started a formal investigation on some operators, among these Distribuidora de Gas Cuyana SA, a company controlled by Eni. Enargas stated that the company has applied improperly calculated conversion factors to volumes of natural gas invoiced to customers and requested the company to apply the conversion factors imposed by local regulations from the date of the default notification (March 31, 2004) without prejudice to any damage payment and fines that may be decided after closing the investigation. On April 27, 2004, Distribuidora de Gas Cuyana presented a defense memorandum to Enargas, without prejudice to any possible appeal. On April 28, 2006, the Company filed a formal request for examining the documents used as evidence of the alleged violation.

Settled Legal Proceedings

In August 2005, the internal revenue service of Venezuela served to Eni Dación BV four formal assessment on income taxes for the years 2001 to 2004 that, by excluding the deductibility of certain costs: (i) annul the losses recorded for the periods amounting to a total of bolivar 910 billion (corresponding to \$425 million); (ii) determine for the same periods a taxable income amounting to a total of bolivar 115 billion (corresponding to \$54 million); and (iii) request a tax amounting to bolivar 52 billion (corresponding to \$24 million) determined by applying a 50% tax rate rather than the 34% rate applied to other companies performing activities analogous to those of Eni Dación BV. In particular it excluded the deductibility of: (i) interest charges due to other Eni Group companies that provided loans denominated in U.S. dollars; and (ii) exchange rate losses recorded in the Financial Statements and related to such loans resulting from the devaluation of the Venezuelan currency. The formal assessments served have a preliminary nature and do not request immediate payment nor do they specify the amount of a fine (from 10 to 250%) and of interest (average rate for the period approximately 23%). Eni Dación filed a claim for the cancellation of the assessment. In the 2005 accounts, Eni recorded a specific provision for this matter. In April 2006 the appeal was rejected and the final tax assessment was issued. The final tax assessment: (i) substantially confirmed the preliminary assessments, although reducing the originally assessed income tax liability to bolivar 39 billion (\$18 million); and (ii) imposed fines and late payment interests of bolivar 109 billion (\$51 million). Eni Dación BV presented a further administrative appeal before the expiration of the time limit for filing a judicial tax appeal, thereby obtaining a reduction of the overall amount from bolivar 148 billion (\$69 million) to bolivar 52 billion (\$24 million) including taxes in the amount of bolivar 12.5 billion (\$6 million) and fines and late payment interest in the amount of bolivar 39.5 billion (\$18 million). In order to avoid further charges deriving from the increase of the corresponding fines and late payment interest, Eni Dación BV paid the newly assessed amount in May 2006, thereby reaching a settlement. Consistently, Eni Dación BV filed an integrative income tax return for year 2005, considering the new tax bases for years 2001 to 2004, and paid accordingly bolivar 128 billion (\$60 million) of income taxes and bolivar 4.4 billion (\$2 million) of fines and late payment interest.

During 2003, the Customs District of Taranto sent 147 formal assessments and amendments to bills of entry for finished products and goods and semi finished products produced by Eni's Taranto refinery in 2000, 2001 and 2002 to Eni SpA, as the successor entity of AgipPetroli SpA following its merger into Eni. The notification regards about euro 24 million of customs duties not paid by the company because the imported products were not yet finished goods, but were destined to processing, for which ordinary customs tariffs allow exemption. The formal assessment did not contain the determination of any administrative penalties provided for by customs rules. The penalty can be from one to ten times the amount of taxes not paid. The notification was based on the fact that the company did not have the administrative authorization to utilize the customs exemption. The company, believing it acted properly pursuant to Circular 20/D/2003, started a proceeding for an administrative resolution, according to the customs rules. The company asked the Regional Director of Customs of Puglia for the annulment of the received assessments as a measure of self-protection. With a decision of November 26, 2004 the Regional Director accepted Eni's appeal and ended the litigation by canceling the 147 formal assessments. On March 12, 2004 the Comando Nucleo Regionale Polizia Tributaria Puglia notified a verbal action of observation to the company. In this action there is an alleged offense of smuggling and falsification of accounts for the same imports, already subjected to the previous assessments of the Customs District of Taranto and other occurrences between January 1999 and February 2003. The verbal action made by a Fiscal Officer, sent to the Public Prosecutor in the Court of Taranto, reclaims the omitted payment of customs for about euro 26 million. The notification was based on the same lack of administrative authorization, already contested by the Customs District of Taranto, that was concluded in favor of Eni by the Regional Director. On January 26, 2006 the judge for preliminary investigation of the Court of Taranto dismissed the accusations and closed the assessment.

In 1997, Grifil SpA summoned AgipPetroli SpA (merged into Eni SpA in 2002) before the Court of La Spezia. Grifil requested payment for the remediation of a polluted land parcel part of the La Spezia refinery (which was closed in 1985), sold to it in 1996 by Italiana Petroli SpA later merged into AgipPetroli SpA. The claims for these damages amount to euro 103 million. At the end of 2002 Grifil and AgipPetroli reached an agreement under the terms of which AgipPetroli had to pay half of the clean-up costs, the total amount of which was set by an independent appraisal at euro 19 million, with AgipPetroli's share corresponding to a maximum of euro 9.5 million, Grifil in turn had the obligation to remediate the polluted soil and to renounce any claims against Eni. Grifil did not fulfill its obligations to remediate the polluted soil; however, maintaining the possibility of precautionary requests and claims against Grifil, Eni decided to remediate the polluted soil with the assistance of a company interested in developing the parcel of land that agreed to pay 13% of the remediation costs. The first action promoted by Grifil before the Court of La Spezia remained pending. On January 7, 2004 the Municipality of La Spezia put Eni in possession of the area and from that date Eni started remediation works paying the relevant costs on its own. Eni requested the conservative seizure of Grifil's land parcel, up to a maximum value of euro 19 million. With two administrative measures, on December 2, 2003 and January 13, 2004 respectively, the Court of Genova declared the right of Eni legitimate, based on the sale contract stipulated between Italiana Petroli and Grifil, to claim the payment of all clean-up expenses that Eni will incur as Grifil did not fulfill its obligation. The judge closed the inquiry phase and stated that the judgment can

be brought to an end. As for the value attributable to the conservative seizure of Grifil's land parcel (up to a value of euro 19 million), the Court requested Eni to file the contracts for the remediation work with the court, in which the amounts paid are recognized. The contract with an international company specializing in remediation was signed on April 15, 2004 and immediately presented to the Court. In order to preserve Grifil's asset as a way to recover its credit versus Grifil, Eni, which is paying for the remediation works, also filed an ordinary revocation of title, so that, while waiting for the Court's ruling, Grifil will not be able to sell the land parcel to third parties. On September 6, 2005 Eni and Immobiliare Helios SpA (that acquired all of Grifil's share capital) reached a settlement that: (i) concluded all disputes outstanding with Grifil and constitutes a waiver to any possible future claim directly or indirectly related to the sale of the land parcel; (ii) passed to the acquirer all residual expense to be incurred for the reclamation of the land parcel with the explicit approval of the municipality of La Spezia; (iii) provided for Eni to pay to the new owner of Grifil a lump sum of euro 15.1 million that will be paid when the new owner provides confirmation of works performed for the reclamation; the sum is covered by provisions in the risk reserve.

In 1997, an action was commenced before the Court of Venice concerning the criminal charges brought by the Venice public prosecutor for alleged mismanagement of the Porto Marghera plant starting in the 1970s until 1995 and for the alleged pollution and health damage resulting therefrom. Defendants included certain employees of Eni which has been managing the Porto Marghera plant since the beginning of the eighties. On November 2, 2001, the Court of Venice acquitted all defendants. The appeal against the decision was presented by the public prosecutor, the State Attorney on behalf of the Ministry of Environment and the Council of Ministers, 5 public entities, 12 associations and other entities and 48 individual persons. On December 15, 2004 the Venice Court of Appeals confirmed the preceding judgment, changing only some marginal parts. As concerns some defendants, the Court of Appeals decided not to proceed due to the statute of limitations for some crimes, while it confirmed the preceding judgment for the other matters. On May 19, 2006, the Court of final instance, before which plaintiffs appealed the decision of the Court of Appeals, acquitted all defendants stating that pollution and mismanagement of the plant occurred before the eighties and consequently Eni and its employees could not be deemed responsible for that. In January 2006 Eni settled this matter with the Council of Ministers and the Ministry for the Environment paying an amount of euro 40 million. Under terms of the settlement, the latter will abstain from the recourse to the Court of final instance and will not act on any other environmental damage concerning the management of Porto Marghera until the date of the settlement. Eni had already recorded a provision for this matter which was sufficient to cover the amount of the settlement.

Other commitments and risks not included in the balance sheet

Commitments regarding long-term natural gas supply contracts stipulated by Eni, which contain take-or-pay clauses, are included in "Operating Review - Gas & Power" in the Report of the Directors in the Consolidated Financial Statement, which is considered an integral part of these Notes.

Parent company guarantees given relating to contractual commitments for hydrocarbon exploration and production activities, quantified on the basis of the capital expenditures to be made, amount to euro 5,052 million (euro 3,192 million at December 31, 2004).

With effective date April 1, 2006, the Venezuelan State oil company Petróleos de Venezuela SA (PDVSA) unilaterally terminated the service contract governing activities at the Dación oil field where Eni acted as a contractor, holding a 100% working interest. As a consequence, starting on the same day, operations at the Dación oil field are conducted by PDVSA which replaced Eni Dación BV, Eni's wholly-owned subsidiary that had been operating the field until that date.

Eni believes that it is entitled to a market value compensation for the expropriation of the Dación field. On these basis, Eni is available to reach an agreement with the Venezuelan authorities. In case an amicable settlement is not possible, Eni will take any other action in order to protect its interest in Venezuela. Based on internal and external independent evaluation, Eni is confident that a fair market compensation will not be lower than the book value of the Dación related assets. Accordingly, management decided not to impair the book value of Eni's Dación assets. In 2005 and in the first quarter 2006, the Dación field production rate was about 60 KBBL/d. Management expects Eni's proved reserves of hydrocarbons to be reduced by an amount of approximately 175 mmBBL corresponding to Eni's net proved reserves of the Dación field as of December 31, 2005 as a consequence of the loss of Eni's title to the field.

Under the convention signed on October 15, 2001 by TAV SpA and CEPAV Due, Eni committed to guarantee the execution of design and construction of the works assigned to the CEPAV Consortium (to which it is a party) and guaranteed to TAV the correct and timely execution of all obligations indicated in the convention in a subsequent integration deed and in any further addendum or change or integration to the same. The regulation of CEPAV Due contains the same obligations and guarantees contained in the CEPAV Uno agreement.

A guarantee for euro 282 million to Cameron LNG provided on behalf of Eni USA Gas Marketing Llc (Eni's interest 100%) for the regasification contract entered into on August 1, 2005. This guarantee is subject to a suspension clause and will come in force when the regasification service starts in a period included between October 1, 2008 and June 30, 2009.

Non-quantifiable risks related to contractual assurances given to acquirors of investments against certain unforeseeable liabilities attributable to tax, state welfare contributions and environmental matters applicable to periods during which such investments were owned by Eni. Eni believes such matters will not have a material adverse effect on its Consolidated Financial Statements.

Environmental Regulations

Together with other companies in the industries in which it operates, Eni is subject to numerous EU, national, regional and local environmental laws and regulations concerning its oil and gas operations, products and other activities, including legislation that implements international conventions or protocols. In particular, these laws and regulations require the acquisition of a permit before drilling for hydrocarbons may commence, restrict the types, quantities and concentration of various substances that can be released into the environment in connection with exploration, drilling and production activities, limit or prohibit drilling activities on certain protected areas, and impose criminal or civil liabilities for pollution resulting from oil, natural gas, refining and petrochemical operations. These laws and regulations may also restrict emissions and discharges to surface and subsurface water resulting from the operation of natural gas processing plants, petrochemicals plants, refineries, pipeline systems and other facilities that Eni owns. In addition, Eni's operations are subject to laws and regulations relating to the generation, handling, transportation, storage, disposal and treatment of waste materials. Environmental laws and regulations have a substantial impact on Eni's operations. Some risk of environmental costs and liabilities is inherent in particular operations and products of Eni, as it is with other companies engaged in similar businesses, and there can be no assurance that material costs and liabilities will not be incurred. Although management, considering the actions already taken with the insurance policies to cover environmental risks and the provision for risks accrued, does not currently expect any material adverse effect upon Eni's Consolidated Financial Statements as a result of its compliance with such laws and regulations, there can be no assurance that there will not be a material adverse impact on Eni's Consolidated Financial Statements due to: (i) the possibility of as yet unknown contamination; (ii) the results of the on-going surveys and the other possible effects of statements required by Decree No. 471/1999 of the Ministry of Environment; (iii) the possible effect of future environmental legislation and rules, such as: (a) the decree of the Ministry of Environment No. 367 published on January 8, 2004, that regards the fixing of new quality standards for aquatic environment and dangerous substances and Legislative Decree No. 59/2005 concerning the integrated environmental authorization (IPPC), (b) the application of European directive 2004/35/EC concerning environmental responsibility for prevention and reclamation of environmental damage, referred to in paragraph 439 of the single article of Law No. 266/2005 (budget law for 2006), (c) a legislative decree to be issued in implementation of Law No. 308 of December 15, 2004 that delegated to the Government the restructuring of regulations concerning waste disposal and reclamation of polluted areas, protection of waters from pollution and management of water resources, payment of environmental damage, procedures for the evaluation of environmental impact and for the strategic environmental impact as well as protection from emission into the atmosphere within 18 months. The draft law approved by the Council of Ministers on February 10, 2006 is currently being examined by the President of the Republic. The also implements European directive 2000/60/EC that established a European action framework for the protection of waters; (iv) the effect of possible technological changes relating to future remediation; and (v) the possibility of litigation and the difficulty of determining Eni's liability, if any, as against other potentially responsible parties with respect to such litigation and the possible insurance recoveries.

Emission trading

Law No. 316 of December 30, 2004 converted Law Decree No. 237/2004 implementing European directive 2003/87/EC which established a system for emission trading. From January 1, 2005 this European emission trading scheme has been in force and on this matter on February 24, 2006 the Ministry of the Environment published a decree defining emission permits for the 2005-2007 period. In particular Eni was assigned permits corresponding to 65.2 million tonnes of carbon dioxide (of which 22.4 for 2005, 21.4 for 2006 and 21.4 for 2007). In 2005 emissions of carbon dioxide from Eni's plants were lower than permits assigned.

Subsequent events

The main significant events that occurred after the balance sheet date are as follows:

On May 5, 2006 the European Commission started an inquiry in order to verify an alleged abuse of dominant position on the part of Eni in violation of article 82 of the EEC Treaty and article 54 of the CES Agreement in the activities of international gas transport and wholesale and retail supply of gas. According to the European Commission Eni might have adopted commercial practices that constitute barriers to access to the Italian market for the wholesale supply of natural gas, in particular taking account of Eni long-term purchase contracts. In addition Eni also entered into long-term transport contracts which award Eni a majority share of transport capacity of certain international gaslines and, as a consequence, Eni may have prevented others access to infrastructure.

Officials from the European Commission have conducted inspections at Eni's headquarters and of certain of Eni's subsidiaries and collected documents.

If the existence of the alleged anti-competitive practices is confirmed, the European Commission could fine Eni.

On May 25, 2006, Eni's Annual General Shareholders Meeting approved a euro 2 billion increase in Eni's ongoing share repurchase program.

25 Revenues

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The following is a summary of the main components of "Revenues". More information about changes in revenues is included in the "Financial review" of the "Report of the Directors".

Net sales from operations were as follows:

(million euro)	<u>2004</u>	<u>2005</u>
Net sales from operations	57,413	73,679
Change in contract work in progress	132	49
	57,545	73,728

Net sales from operations were net of the following items:

(million euro)	<u>2004</u>	<u>2005</u>
Excise tax	14,060	14,140
Exchanges of oil sales (excluding excise tax)	1,735	2,487
Exchanges of other products	86	108
Services billed to joint venture partners	1,175	1,331
Sales to service station managers for sales billed to holders of credit card	1,122	1,326
	18,178	19,392

Net sales from operations by industry segment and geographic area of destination are presented in Note 31.

Other income and revenues

Other income and revenues were as follows:

(million euro)	<u>2004</u>	<u>2005</u>
Contract penalties and other trade revenues	43	114
Lease and rental income	93	102
Compensation for damages	87	89
Gains from sale of assets	407	71
Other proceeds (*)	747	422
	1,377	798

(*) Each individual amount included herein does not exceed euro 25 million.

Other income of 2004 included differentials on commodity derivatives for euro 61 million.

26 Operating expenses

The following is a summary of the main components of "Operating expenses". More information about changes in operating expenses is included in the "Financial review" of the "Report of the Directors".

Purchases, services and other

Purchases, services and other included the following:

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(million euro)	<u>2004</u>	<u>2005</u>
Production costs-raw, ancillary and consumable materials and goods	27,010	35,318
Production costs-services	9,148	9,405
Operating leases and other	1,609	1,929
Net provisions for contingencies	553	1,643
Other expenses	1,066	1,100
	39,386	49,395
less:		
- capitalized direct costs associated with self-constructed assets	(1,039)	(828)
	38,347	48,567

Production costs-services brokerage include fees for euro 24 million (euro 26 million at December 31, 2004).

Costs for research and development that do not meet the requirements to be capitalized amount to euro 202 million (euro 210 million in 2004).

Operating leases and other include royalties on hydrocarbons extracted for euro 965 million (euro 741 million in 2004).

Provisions for contingencies are net of deductions not corresponding to cash expenditures and concern in particular provisions for environmental risks for euro 515 million (euro 145 million in 2004), provisions for contract penalties and disputes for euro 336 million (euro 23 million 2004), provisions for the revision of selling prices for euro 321 million and loss adjustments and actuarial provisions for euro 82 million (euro 13 million in 2004).

Payroll and related costs

Payroll and related costs were as follows:

(million euro)	<u>2004</u>	<u>2005</u>
Wages and salaries	2,402	2,484
Social security contributions	658	662
Cost related to defined benefit plans	118	126
Other costs	218	255
	3,396	3,527
less:		
- capitalized direct costs associated with self-constructed assets	(151)	(176)
	3,245	3,351

Cost related to defined benefit plans is presented in Note 20.

Stock compensation

Stock grant

With the aim of improving motivation and loyalty of the managers of Eni SpA and its subsidiaries as defined in Article 2359 of the Civil Code¹⁴ through the linking of compensation to the attainment of preset individual and corporate objectives, making management participate in corporate risk and motivating them towards the creation of shareholder value and increasing at the same time their contribution to the management of the Company, Eni offers its own shares purchased along its buy-back program (treasury shares) for no consideration to those managers of Eni who have achieved corporate and individual objectives. Assignments vest within 45 days after the end of the third year from the date of the offer.

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At December 31, 2005, 3,127,200 of ordinary shares with nominal value euro 1 were outstanding and concerned the 2003 stock grant plan for a total of 1,018,400 shares with a fair value of euro 11.20 per share, the 2004 stock grant plan for a total of 912,400 shares with a fair value of euro 14.57 per share and the 2005 stock grant plan for a total of 1,196,400 shares with a fair value of euro 20.08 per share.

Changes in the 2003, 2004 and 2005 stock grant plans consisted of the following (regarding stock grants, no exercise prices are provided for):

(euro)	2003		2004		2005	
	Number of shares	Market price ^(a)	Number of shares	Market price ^(a)	Number of shares	Market price ^(a)
Stock grants as of January 1	3,551,900	15.150	3,635,050	15.101	3,112,200	18.461
New rights granted	1,206,000	13.764	1,035,600	17.035	1,303,400	21.336
Rights exercised in the period	(1,122,150)	13.751	(1,552,910)	16.766	(1,273,500)	23.097
Rights cancelled in the period	(700)	13.604	(6,350)	16.618	(14,900)	22.390
Stock grants outstanding as of December 31,	3,635,050	15.101	3,112,200	18.461	3,127,200	23.460
of which exercisable at December 31,	-	-	-	-	38,700	23.460

(a) Market price relating to new rights granted, rights exercised in the period and rights cancelled in the period corresponds to the average market value (arithmetic average of official prices recorded on Mercato Telematico Azionario in the month preceding: (i) the date of the resolution of the Board of Directors regarding the stock grants assignment; (ii) the date of the recording in the grantee's securities account of the emission/transfer of the shares granted; and (iii) the date of the unilateral termination of employment for rights cancelled), weighted with the number of shares. Market price of stock grants at the beginning and at the end of the year is the price recorded at December 31.

Stock option

With the aim of improving motivation and loyalty of the managers of Eni SpA and its subsidiaries as defined in Article 2359 of the Civil Code¹⁵ that hold significant positions of managerial responsibility or that are considered as strategic managers for the Group, Eni approved stock compensation plans that provide the assignment for no consideration of purchase rights of Eni treasury shares (options).

Stock options provides the right for the purchase of treasury share in a 1 to 1 ratio after the end of the third year from the date of the grant, with a strike price calculated as arithmetic average of official prices registered on the Mercato Telematico Azionario in the month preceding assignment or (starting from 2003), if greater, as average cost of treasury shares registered in the day preceding assignment. Strike price for the 2005 stock option grant was euro 22.512. Stock option grantees can obtain advances by the Group financial company for the payment of shares acquired on condition that the grantees contemporaneously underwrite an irrevocable warrant of sale to the above-mentioned financial company, regarding the shares acquired.

At December 31, 2005 a total of 13,379,600 options have been granted for the purchase of 13,379,600 ordinary shares with a nominal value of euro 1 of Eni SpA. Options refer to the 2002 stock plan for 903,100 shares with an exercise price of euro 15.216 per share, to the 2003 stock plan for 4,106,500 shares with an exercise price of euro 13.743 per share, to the 2004 stock plan for 3,659,000 shares with an exercise price of euro 16.576 per share and to the 2005 stock plan for 4,711,000 shares with an exercise price of euro 22.512 per share.

At December 31, 2005 the weighted-average remaining contractual life of the options outstanding at December 2002, 2003, 2004 and 2005 was 4 years and 7 months, 5 years and 7 months, 6 years and 7 months, and 7 years and 7 months, respectively.

Changes in the 2003, 2004 and 2005 stock option plans consisted of the following:

(euro)	2003		2004		2005	
	Number of shares	Weighted average exercise price	Number of shares	Weighted average exercise price	Number of shares	Weighted average exercise price
Options as of January 1	3,518,500	15.216	8,162,000	14.367	11,789,000	15.111
New options granted	4,703,000	13.743	3,993,500	16.576	4,818,500	22.512
Options exercised in the period			(354,000)	14.511	(3,106,400)	15.364
Options cancelled in the period	(59,500)	15.216	(12,500)	14.45	(121,500)	16.530

Options outstanding as of December 31,	8,162,000	14.367	11,789,000	15.111	13,379,600	17.705
of which exercisable at December 31,	73,000	14.802			1,540,600	16.104

The fair value of stock options granted during the years 2002, 2003, 2004 and 2005 was euro 5.39, euro 1.50, euro 2.01 and euro 3.33 for share, respectively, and was calculated applying the Black-Scholes method using the following assumptions:

		2002	2003	2004	2005
Risk-free interest rate	(%)	3.5	3.16	3.21	2.51
Expected life	(year)	8	8	8	8
Expected volatility	(%)	43	22	19	21
Expected dividends	(%)	4.5	5.35	4.5	3.98

Costs of the year related to stock grant and stock option plans amount to euro 35 million (euro 18 million at December 31, 2004).

Compensation of key management personnel

Compensation of persons responsible of key positions in planning, direction and control functions of Eni Group companies, including executive officers (key management personnel) amounted to euro 14 and euro 15 million for 2004 and 2005, respectively, and consisted of the following:

(million euro)	2004	2005
Wages and salaries	12	11
Post-employment benefits	1	1
Indemnities due upon termination of employment		1
Stock grant/option	1	2
	14	15

Compensation of Directors, Statutory Auditors and General Managers

Compensation of Directors, Statutory Auditors and General Managers amount to euro 4.5 million and euro 19.2 million in 2004 and 2005, respectively. Compensation of Statutory Auditors amounted to euro 0.688 and euro 0.785 million in 2004 and 2005, respectively.

Compensation of Directors, Statutory Auditors and General Managers include emoluments and all other retributive and social security compensations due for the function of manager or statutory auditor assumed in Eni SpA or in other companies included in the scope of consolidation, that are a cost for Eni.

The average number of employees of the companies included in the scope of consolidation by type was as follows:

(units)	2004	2005
Senior managers	1,746	1,754
Junior managers	10,449	10,747
Employees	35,393	34,457
Workers	25,623	24,345
	73,211	71,303

The average number of employers is calculated as half of the total of the number of employees at the beginning and at the end of the period. The average number of senior managers includes managers employed and operating in foreign countries, whose position is comparable to a senior manager status.

Depreciation, amortization and impairments

Depreciation, amortization and impairments consisted of the following:

(million euro)	<u>2004</u>	<u>2005</u>
Depreciation and amortization:		
- tangible assets	3,670	4,576
- intangible assets	931	936
	4,601	5,512
Impairments:		
- tangible assets	329	264
- intangible assets	4	8
	333	272
less:		
- direct costs associated with self-constructed assets	(3)	(3)
	4,931	5,781

27 Financial income (expense)

Financial income (expense) consisted of the following:

(million euro)	<u>2004</u>	<u>2005</u>
Exchange differences, net		169
Financial expense capitalized	202	159
Income from financial receivables	95	95
Net income from securities	31	36
Interest on tax credits	17	17
Net interest due to banks	(110)	(38)
Financial expense due to the passage of time ⁽¹⁾	(109)	(109)
Interest and other financial expense on ordinary bonds	(247)	(265)
Income (expense) on derivatives	34	(386)
Other financial expense, net	(69)	(44)
	(156)	(366)

(1) The item concerned the increase of provisions for contingencies that are indicated at an actualized value in non-current liabilities.

The decrease in income (expense) from derivatives of euro 420 million is primarily due to the application from January 1, 2005 of IAS 39 which requires that derivatives be stated at fair value and the effects charged to the profit and loss account, instead of being connected with the economic effects of the hedged transactions as recorded in 2004. Such derivatives, in fact, do not meet the conditions required by IFRS to be qualified as hedging instruments. Also the increase in net exchange differences of euro 169 million is primarily due to the application of IAS 39, because the effect of the translation at period end of assets and liabilities denominated in currencies other than functional currency is not compensated by the effect of the translation at period end of the commitments for derivatives contracts.

28 Income (expense) from investments

Effects of investments accounted for using the equity method

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Effects of investments accounted for using the equity method consisted of the following:

(million euro)	2004	2005
Gains from investments accounted for using the equity method	401	770
Losses from investments accounted for using the equity method	(69)	(33)
	332	737

More information about gains and losses from investments accounted for using the equity method is presented in Note 10.

Other income (expense) from investments

Other income (expense) from investments consisted of the following:

(million euro)	2004	2005
Gains on disposals	130	179
Dividends	72	33
Losses on disposals	(1)	(8)
Other income (expense), net	287	(27)
	488	177

The gains on disposals of euro 179 million concern the sale of 100% of the share capital of Italiana Petroli SpA (euro 132 million) and 2.33% of Nuovo Pignone Holding SpA (euro 24 million). Other net income from investments concern the gain recorded in the Consolidated Financial Statements due to the sale of 9.054% of the share capital of Snam Rete Gas SpA to Mediobanca SpA (euro 308 million).

29 Income tax expense

Income tax expense consisted of the following:

(million euro)	2004	2005
Current taxes:		
- Italian subsidiaries	1,098	1,872
- foreign subsidiaries of the Exploration & Production segment	3,116	5,116
- foreign subsidiaries	278	373
	4,492	7,361
Less:		
- tax credits on dividend distributions not offset with current tax payment	(39)	(34)
	4,453	7,327
Net deferred taxes:		
- Italian subsidiaries	843	334
- foreign subsidiaries of the Exploration & Production segment	215	464
- foreign subsidiaries	11	3
	1,069	801
	5,522	8,128

Current taxes of the year relate to Italian companies for euro 1,872 million and concern Ires for euro 1,489 and Irap for euro 359 million, and foreign companies for euro 24 million.

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The effective tax rate is 46.8% (42.3% in the 2004) compared with a statutory tax rate of 38.1% (38.2% in the 2004), calculated by applying a 33% tax rate (Ires) to profit before income taxes and 4.25% tax rate (Irap) to the net value of production as provided for by Italian laws.

The difference between the statutory and effective tax rate was due to the following factors:

(%)	2004	2005
Statutory tax rate	38.2	38.1
Items increasing (decreasing) statutory tax rate:		
- higher foreign subsidiaries tax rate	5.2	8.8
- permanent differences	(0.7)	0.8
- other	(0.4)	(0.9)
	4.1	8.7
	42.3	46.8

Permanent differences in 2004 mainly concern the gain recorded in the Consolidated Financial Statements due to the sale of 9.054% of the share capital of Snam Rete Gas SpA (0.7%) to Mediobanca SpA. Permanent differences in 2005 mainly concerned the undeductibility from taxable income of the addition in provisions for contingencies following the fine imposed on February 15, 2006 by the Antitrust Authority on Eni SpA (0.6%).

30 Earnings per share

Basic earnings per share is calculated by dividing "Net profit" of the year by the weighted-average number of shares issued and outstanding during the year, excluding treasury shares.

The number of shares outstanding used for the calculation of the basic earnings per share was 3,771,692,584 and 3,758,519,603 in 2004 and 2005, respectively.

Diluted earnings per share is calculated by dividing "Net profit" of the year by the weighted-average number of shares issued and outstanding during the year, excluding treasury shares, including shares that could be issued potentially.

At December 31, 2004 and 2005, shares that could be issued potentially concern essentially shares granted under stock grant and stock option plan. The number of shares outstanding used for the calculation of the diluted earnings per share was 3,774,953,710 and 3,763,375,140 in 2004 and 2005, respectively.

Reconciliation of the average number shares outstanding used for the calculation of the basic and diluted earning per share is as follows:

	Dec. 31, 2004	Dec. 31, 2005
Average number of shares used for the calculation of the basic earnings per share	3,771,692,584	3,758,519,603
Number of potential shares following stock grant plans	1,953,518	2,268,265
Number of potential shares following stock options plans	1,307,608	2,587,272
Average number of shares used for the calculation of the diluted earnings per share	3,774,953,710	3,763,375,140
Eni s net profit (million euro)	7,059	8,788
Basic earning per share (euro per share)	1.87	2.34
Diluted earning per share (euro per share)	1.87	2.34

31 Information by industry segment and geographic financial information

Information by industry segment

(million euro)	Exploration & Production	Gas & Power	Refining & Marketing	Petrochemicals	Oilfield Services Construction and Engineering	Other activities	Corporate and financial companies	Elimination	Total
2004									
Net sales from operations ^(a)	15,346	17,302	26,089	5,331	5,696	1,279	851		
Less: intersegment sales	(10,216)	(493)	(753)	(499)	(903)	(754)	(731)		
Net sales to customers	5,130	16,809	25,336	4,832	4,793	525	120		57,545
Operating profit	8,185	3,428	1,080	320	203	(395)	(363)	(59)	12,399
Provisions for contingencies	2	53	309	3	20	16	150		553
Depreciation, amortization and writedowns	3,335	644	476	116	184	70	106		4,931
Effects of investments accounted for using the equity method	7	164	89	(4)	117		(41)		332
Identifiable assets ^(b)	23,866	19,852	9,118	2,821	4,706	708	1,182		62,253
Investments accounted for using the equity method	273	1,773	745	5	328	30	2		3,156
Identifiable liabilities ^(c)	4,798	3,394	3,848	621	2,825	1,976	1,589		19,051
Capital expenditures	4,853	1,451	693	148	186	49	119		7,499
2005									
Net sales from operations ^(a)	22,477	22,969	33,732	6,255	5,733	1,358	977		
Less: intersegment sales	(14,761)	(572)	(1,092)	(683)	(925)	(905)	(835)		
Net sales to customers	7,716	22,397	32,640	5,572	4,808	453	142		73,728
Operating profit	12,574	3,321	1,857	202	307	(902)	(391)	(141)	16,827
Provisions for contingencies	50	703	420	47	32	287	104		1,643
Depreciation, amortization and writedowns	4,100	685	467	147	180	106	100	(4)	5,781
Effects of investments accounted for using the equity method	14	359	221	3	140				737
Identifiable assets ^(b)	28,982	21,928	11,787	2,905	5,248	612	1,377	(534)	72,305
Investments accounted for using the equity method	292	2,155	936	19	457	31			3,890
Identifiable liabilities ^(c)	6,762	5,097	4,542	702	3,204	2,249	1,975		24,531
Capital expenditures	4,964	1,152	656	112	349	69	112		7,414

(a) Before elimination of intersegment sales.

(b) Includes assets directly related to the generation of operating profit.

(c) Includes liabilities directly related to the generation of operating profit.

Intersegment sales are conducted on an arm's length basis.

Geographic financial information

Assets and investments by geographic area of origin

(million euro)	Italy	Other EU	Rest of Europe	Americas	Asia	Africa	Other areas	Total
2004								
Identifiable assets ^(a)	33,812	9,096	2,598	2,011	4,499	9,942	295	62,253
Capital expenditures	2,655	337	387	357	1,066	2,622	75	7,499
2005								

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Identifiable assets ^(a)	38,229	8,768	3,085	2,670	5,864	13,445	244	72,305
Capital expenditures	2,442	545	415	507	1,181	2,233	91	7,414

(a) Includes assets directly related to the generation of operating profit.

Sales from operations by geographic area of destination

(million euro)	2004	2005
Italy	27,100	32,846
Other European Union	13,095	19,601
Rest of Europe	3,769	5,123
Americas	5,790	6,103
Asia	3,088	4,399
Africa	4,148	5,259
Other areas	555	397
	57,545	73,728

32 Transactions with related parties

In the ordinary course of its business Eni enters into transactions concerning the exchange of goods, provision of services and financing with affiliated companies and non-consolidated subsidiaries as well as with entities directly and indirectly owned or controlled by the Government. All such transactions are mainly conducted on an arm's length basis in the interest of Eni companies.

The following is a description of trade and financing transactions with related parties. Relevant transactions carried out with entities controlled by the Italian government are only those with Enel, the Italian National Electric Company.

Trade and other transactions

Trade and other transactions for the year 2004 consisted of the following:

(million euro)	Dec. 31, 2004				2004				
	Name	Receivables	Payables	Guarantees	Commitments	Costs		Revenues	
						Goods	Services	Goods	Services
Joint ventures and affiliated companies									
Albacom SpA	8	14				3	35		8
ASG Scarl	51	88	33				203	1	7
Azienda Energia e Servizi Torino SpA	1	18					68		3
Bayernoil Raffineriegesellschaft mbH		39				2	791	1	
Bernhard Rosa Inh. Ingeborg Plochingner GmbH	10							108	
Blue Stream Pipeline Co BV	43	10					121		5
Bronberger & Kessler und Gilg & Schweiger GmbH	13							141	

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Cam Petroli Srl	1						6		
CEPAV (Consorzio Eni per l Alta velocità) Uno	167	165	4,894					531	
Eni Oil Co Ltd	4	163				53			
Erg Raffinerie Mediterranee SpA	30	30		100	1,043	10	412	9	
Gruppo Distribuzione Petroli Srl	16						45		
Karachaganak Petroleum Operating BV	21	12				104		42	
Modena Scarl	6	37	43			134		1	
Petrobel Belayim Petroleum Co		83				240			
Promgas SpA	27	23			230		259		
Raffineria di Milazzo ScpA	6	4				245	62		
Rodano Consortile Scarl	3	22	1			79		1	
Siciliana Gas Vendite SpA	9						36		
Supermetanol CA		24			79	10			
Super Octanos CA		55			212	11		1	
Trans Austria Gasleitung GmbH		15				167		3	
Trans Europa Naturgas Pipeline GmbH		9				51			
Transitgas AG		2				59			
Unión Fenosa Gas Comercializadora SA								7	
Unión Fenosa Gas SA			111					1	
Other (*)	84	74	109		23	108	56	18	
	500	887	5,191		100	1,592	2,489	1,134	630
Unconsolidated subsidiaries									
Agip Kazakhstan North Caspian Operating Co NV	2				1	14		9	
Eni BTC Ltd			143						
Eni Gas BV	30	40	17			5		1	
Eni Middle East BV			367						
Transmediterranean Pipeline Co Ltd	1	1				90			
Other (*)	30	4	10		4	8	2	11	
	63	45	537		5	117	2	21	
	563	932	5,728		100	1,597	2,606	1,136	651
Entities owned or controlled by the Government									
Enel	234	3			2	20	1,287	350	
	797	935	5,728		100	1,599	2,626	2,423	1,001

(*) Each individual amount included herein does not exceed euro 50 million.

Trade and other transactions for the year 2005 consisted of the following:

(million euro)

Name	Dec. 31, 2005			2005			
	Receivables	Payables	Guarantees	Costs		Revenues	
				Goods	Services	Goods	Services
Joint ventures and affiliated companies							
ASG Scarl	13	66	72		173		6

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Azienda Energia e Servizi Torino SpA	2	24		56		2
Bayernoil Raffineriegesellschaft mbH		49	1	814		
Bernhard Rosa Inh. Ingeborg PlochingeringmbH	10				172	
Blue Stream Pipeline Co BV	45	12		177		4
Bronberger & Kessler und Gilg & Schweiger GmbH	12				207	
Cam Petroli Srl	85				593	
CEPAV (Consorzio Eni per l'Alta Velocità) Uno	105	107	4,894			411
Eni Gas BV	16	149		47		
Eni Oil Co Ltd		84		50		
Fox Energy Srl	22			4	240	
Gruppo Distribuzione Petroli Srl	22				89	
Karachaganak Petroleum Operating BV	13	46		6	99	4
Mangrove Gas Netherlands BV			55			
Modena Scarl	2	12	61	56	1	1
Petrobel Belayim Petroleum Co		138		248		
Promgas SpA	44	45		307	355	
Raffineria di Milazzo ScpA	10	10		204	94	
Rodano Consortile Scarl	2	20		80		2
RPCO Enterprise Ltd			55			
Siciliana Gas Vendite SpA	13				48	
Supermetanol CA		8		65		
Super Octanos CA	1	14		265		
Toscana Gas Clienti SpA	46				118	
Trans Austria Gasleitung GmbH	43	55		43	143	47
Trans Europa Naturgas Pipeline GmbH		2			44	
Transitgas AG		7			64	
Transmediterranean Pipeline Co Ltd		4			88	1
Unión Fenosa Gas Comercializadora SA	4			36	37	
Unión Fenosa Gas SA	4	4	62	79	16	2
Other (*)	84	84	112	33	113	67
	598	940	5,312	838	2,456	2,032
Unconsolidated subsidiaries						
Agip Kazakhstan North Caspian Operating Co NV	4	152		5	19	28
Eni BTC Ltd			165			
Other (*)	44	48	8	1	31	15
	48	200	173	6	50	37
	646	1,140	5,485	844	2,506	2,047
Entities owned or controlled by the Government						
Enel	187	5		12	10	333
	833	1,145	5,485	856	2,516	917

(*) Each individual amount included herein does not exceed euro 50 million.

Engineering, construction and maintenance services were acquired on an arm's length basis from the Cosmi Holding Group, related to Eni through a member of the Board of Directors, for a total of approximately euro 28 million and euro 18 million in 2004 and 2005, respectively.

Most significant transactions concern:

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provision of specialized services in upstream activities from Agip Kazakhstan North Caspian Operating Co NV, Eni Oil Co Ltd, Eni Gas BV, Karachaganak Petroleum Operating BV and Petrobel Belayim Petroleum Co; services are invoiced on the basis of incurred costs; exclusively with Eni Gas BV, the unsecured guarantees in relation to the construction of a hydrocarbon treatment plant in Libya and receivables and payables for investment activities and with Karachaganak Petroleum Operating Co BV and Agip Kazakhstan North Caspian Operating Co NV the provision of services from the Oilfield Services Construction and Engineering segment of Eni; communication services, data transmission and concessions of optical fibers with Albacom SpA; in 2005 the company was sold; transportation and distribution activities with Azienda Energia e Servizi Torino SpA;

sale of petrochemical products, supply of crude oil refining activities and fuel additive purchase from Bayernoil Raffineriegesellschaft mbH, Bernhard Rosa Inh. Ingeborg Plochinger GmbH, Bronberger & Kessler und Gilg & Schweiger GmbH, Cam Petroli Srl, Gruppo Distribuzione Petroli Srl, Fox Energy Srl, Supermetanol CA and Superoctanos CA;

acquisition of natural gas transport services outside Italy from Blue Stream Pipeline Co BV and services from the Oilfield Services Construction and Engineering segment of Eni;

acquisition of refining services from Erg Raffinerie Mediterranee SpA and Raffineria di Milazzo ScpA on the basis of general conditions applied to third parties for Erg Raffinerie Mediterranee SpA and of incurred costs for Raffineria di Milazzo ScpA; in 2005 Erg Raffinerie Mediterranee SpA was sold;

guarantees given on behalf of Mangrove Gas Netherlands BV and RPCO Enterprise Ltd relating to bid bonds and performance bonds;

sale and acquisition of natural gas outside Italy with Promgas SpA;

sale of natural gas with Siciliana Gas Vendite SpA e Toscana Gas Clienti SpA;

transactions related to the planning and the construction of the tracks for high speed/high capacity trains from Milan to Bologna with the Consorzio Eni per l'Alta Velocità - CEPAV Uno, ASG Scarl, Modena Scarl and Rodano Consortile Scarl, and relevant guarantees;

acquisition of natural gas transport services outside Italy from Trans Austria Gasleitung GmbH, Trans Europa Naturgas Pipeline GmbH and Transigas AG; transactions are regulated on the basis of compensation calculated following the same criteria used in third parties transactions;

performance guarantees given on behalf of Unión Fenosa Gas SA in relation to contractual commitments related to the results of operations and sale and acquisition of natural outside Italy with Unión Fenosa Gas SA and Unión Fenosa Gas Comercializadora SA;

guarantees given in relation to the construction of an oil pipeline on behalf of Eni BTC Ltd;

guarantees given to Eni Middle East BV against the contractual commitments with the Government of the Kingdom of Saudi Arabia in 2004; in 2005 the company has been included in the scope of consolidation; and

acquisition of natural gas transport services outside Italy from Transmediterranean Pipeline Co Ltd; transactions are regulated on the basis of tariffs, which permit the recovery of operating expenses and capital employed.

Transactions with Enel concern the sale and transportation of natural gas, the sale of fuel oil and the sale and purchase of electricity; transactions are mainly conducted on an arm's length basis.

Financing transactions

Financing transactions in 2004 were as follows:

(million euro)	Dec. 31, 2004			2004	
Name	Receivables	Payables	Guarantees	Charges	Gains
Joint ventures and affiliated companies					
Albacom SpA	22		88		
Blue Stream Pipeline Co BV		2	768		29
EnBW - Eni Verwaltungsgesellschaft mbH			250		
Raffineria di Milazzo ScpA			107		
Spanish Egyptian Gas Co SAE			404		9
Trans Austria Gasleitung GmbH	389				9
Transmediterranean Pipeline Co Ltd	197				9
Other (*)	52	91	55	9	11
	660	93	1,672	9	67
Unconsolidated subsidiaries					
Other (*)	71	54	2	4	2
	71	54	2	4	2

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	731	147	1,674	13	69
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(*) Each individual amount included herein does not exceed euro 50 million.

Financing transactions in 2005 were as follows:

(million euro)	Dec. 31, 2005			2005	
Name	Receivables	Payables	Guarantees	Charges	Gains
Joint ventures and affiliated companies					
Blue Stream Pipeline Co BV		15	887		
Raffineria di Milazzo ScpA			72		
Spanish Egyptian Gas Co SAE			360		
Trans Austria Gasleitung GmbH	386				12
Transmediterranean Pipeline Co Ltd	190				11
Other (*)	74	125	81	27	47
	650	140	1,400	27	70
Unconsolidated subsidiaries					
Other (*)	79	30	34	1	2
	79	30	34	1	2
	729	170	1,434	28	72

(*) Each individual amount included herein does not exceed euro 50 million.

Most significant transactions in 2005 included:

lendings and guarantees to Albacom SpA in 2004; in 2005 Albacom SpA has been sold to third parties;
 bank debt guarantees given on behalf of Blue Stream Pipeline Co BV, EnBW - Eni Verwaltungsgesellschaft mbH, Raffineria di Milazzo and Spanish Egyptian Gas Co SAE and the cash deposit at Eni's financial companies; guarantee given on behalf of EnBW - Eni Verwaltungsgesellschaft mbH expired in 2005; and
 the financing of the Austrian section of the gasline from the Russian Federation to Italy and the construction of natural gas transmission facilities and transport services with Trans Austria Gasleitung GmbH and Transmediterranean Pipeline Co Ltd.

33 Adjustment of the Consolidated Financial Statements to U.S. GAAP

As its shares are listed on the New York Stock Exchange, Eni files an Annual Report (Form 20-F) with the Securities and Exchange Commission (SEC). The following information is necessary to reconcile the Italian consolidated annual report for the 2005 to generally accepted accounting principles in the United States (U.S. GAAP).

Summary of significant differences between IFRS and U.S. GAAP

Eni's financial statements at December 31, 2005 have been prepared in accordance with International Financial Reporting Standards (IFRS) adopted by the European Commission, which differ in certain respects from U.S. GAAP. A description of the significant differences and their effects on net profit and shareholders' equity is set forth in the following notes. Compared with the Italian accounting principles applied until December 31, 2004 the differences between IFRS and U.S. GAAP are considerably fewer.

A) Consolidation policy

Eni's consolidation policy is described under "Principles of consolidation" in Note 12 to the Consolidated Financial Statements. In particular, under IFRS, the Consolidated Financial Statements include also companies in which Eni holds less than 50% of the voting rights, but over which it exercises control in shareholders' meetings.

Under U.S. GAAP, investments of less than 50% are accounted for by applying the equity method. Saipem SpA (43.26%), and its subsidiaries which are controlled by Eni without holding the majority of voting rights have been consolidated under the equity method for U.S. GAAP purposes.

B) Exploration & production activities

Exploration

Under IFRS, the internationally specific criteria have been applied for hydrocarbons exploration and production activities. In particular, exploration costs, including successful exploratory wells, are recorded as intangible assets and are amortized in full in the period incurred (i.e. expensed as incurred for financial reporting purposes). Costs for the acquisition of exploration permits are capitalized and amortized over the expected period of benefit.

Under U.S. GAAP, costs relating to exploratory wells are initially capitalized as "incomplete wells and other" until it is determined if commercial quantities of reserves have been discovered ("successful efforts method"). That determination is made after completion of drilling the well, and the capitalized costs are either charged to expense or reclassified as part of Eni's proved mineral interests. Costs of exploratory wells that have found commercially producible quantities of reserves that cannot be classified as proved remain capitalized after the completion of drilling if: (i) such wells have found a sufficient quantity of reserves to justify completion as a producing well; (ii) the enterprise is making sufficient progress assessing the reserves and the economic and operating viability of the project. If either condition is not met or if an enterprise obtains information that raises substantial doubt about the economic or operational viability of the project, the exploratory well is assumed to be impaired, and its costs, net of any salvage value, are charged to expense. Capitalized well costs related to proved properties are amortized over proved developed reserves on the basis of units of production. Other exploration costs, including geological and geophysical surveys, are expensed when incurred.

Development

Development costs are those costs incurred to obtain access to proved reserves and to provide facilities for extracting, treating, gathering and storing oil and gas. Costs to operate and maintain wells and field equipment are expensed as incurred.

Under IFRS, costs of unsuccessful development wells are expensed immediately. Costs of successful development wells are capitalized and amortized on the basis of units of production.

Under U.S. GAAP, costs of productive wells and development dry holes, both tangible and intangible, are capitalized and amortized on UOP method.

C) Valuation of assets and subsequent revaluation

Both IFRS and U.S. GAAP require that assets which are impaired be written down to their fair value, with the exception of the following aspects.

Under IFRS, in order to determine whether an impairment exists, the book value of an asset in question is compared with its recoverable amount which is represented by the greater of fair value, net of disposal costs and value in use, which is calculated by discounting estimated cash flows arising from the use of the asset and its sale at the end of its useful life. Impairment charges of assets different from goodwill are reversed when the situation giving rise to an impairment ceases to exist.

Under U.S. GAAP, the recoverability of the value of an asset used in the production process is first checked by comparing the carrying amount with the sum of undiscounted cash flows expected from use of the asset and its disposal at the end of its useful life. Only if the result of this first check is negative does the entity write the asset down using discounted future cash flows. Under U.S. GAAP reversals of impairment charges are not permitted.

D) Deferred tax assets and liabilities

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Under IFRS, taxes payable relating to certain potential distributions from shareholders' equity or upon liquidation of a company are accrued only to the extent such distributions are planned.

Under U.S. GAAP, deferred tax liabilities are recognized regardless of expected distribution of dividends or the disposal of investments. However, U.S. GAAP does not require the accrual of deferred taxes when the investment is a foreign subsidiary and there is sufficient evidence that profits will remain permanently invested in the entity.

The adjustments included in Note 34 include the recognition of deferred taxes on undistributed earnings of subsidiaries and deferred taxes on acquired temporary differences. The adjustments also include the deferred tax effect of U.S. GAAP adjustments.

The adjustment relating to the results of 2005 includes the impact of the circumstance that starting on January 1, 2005, the Company recorded for U.S. GAAP purposes the tax effects of temporary differences of activities conducted under the terms of certain Production Sharing Agreements where the company's income tax liability is paid out of Eni's share of oil and gas production. The effect of recording did not have a material effect on the Company's results of operations.

E) Intangible assets

Under U.S. GAAP intangible assets include the recording, separately from goodwill, of assets acquired in or following business combinations arising from legal or contractual rights regardless of their ability to be transferred and of other assets owned by the entity that can be transferred individually or together with other assets and liabilities. If such intangible assets have definite lives they are amortized by the straight line method over their useful lives.

IFRS are consistent with U.S. GAAP. However, considering that in the first application of IFRS, Eni has decided not to restate business combinations, the value of the intangible assets described is recorded in the item "Goodwill".

Both under U.S. GAAP and IFRS, goodwill and intangible assets with an indefinite useful life are not amortized; these assets are subject to a yearly evaluation in order to define the relevant impairment if needed. Such accounting principles have been adopted starting from January 1, 2002 for U.S. GAAP and January 1, 2004 for IFRS. The adjustments for the reconciliation of the shareholders' equity included in Note 34 concern the reversal of the amortization of goodwill for the years 2002 and 2003.

F) Valuation of Inventories

Under U.S. GAAP, crude oil, petroleum products and natural gas inventories are calculated using the LIFO method.

Under IFRS the LIFO method is not permitted.

34 Reconciliation of net profit and shareholders' equity determined under IFRS to U.S. GAAP

The following is a summary of the significant adjustments to net profit for 2004 and 2005 and to shareholders' equity as of December 31, 2004 and as of December 31, 2005 that would be required if U.S. GAAP had been applied instead of IFRS in the Consolidated Financial Statements.

(million euro)	<u>2004</u>	<u>2005</u>
Net profit according to the financial statements prepared under IFRS	7,059	8,788
Items increasing (decreasing) reported net profit:		
A. effect of the differences related to companies consolidated under IFRS but carried at equity method under U.S. GAAP	(1)	
B. successful-efforts accounting	(82)	47
C. elimination of assets impairments and revaluations	5	
D. deferred income taxes	(21)	(279)
E. assets associated to the acquisition of a company (portfolio of clients)	(5)	(5)
F. valuation of inventories	(316)	(956)
Effect of the difference between IFRS and U.S. GAAP on investments accounted for using the equity method	34	12
Other adjustments ^(a)	(280)	(3)

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Effect of U.S. GAAP adjustments on minority interest ^(b)	8	(21)
Net adjustment	(658)	(1,205)
Net profit in accordance with U.S. GAAP	6,401	7,583
Basic profit per share ^(c)	1.70	2.02
Diluted profit per share ^(c)	1.70	2.01
Basic profit per ADS (based on two shares per ADS) ^(c)	3.39	4.03
Diluted profit per ADS (based on two shares per ADS) ^(c)	3.39	4.03

- (a) In 2004, other adjustments relate to other reconciling items between IFRS and U.S. GAAP mainly in respect of the accounting of the derivative financial instruments, which in 2004 were not accounted for under the fair value accounting method as permitted under IFRS first application exemptions.
- (b) Adjustment to account for minority interest portion of differences A through F, which include 100% of differences between IFRS and U.S. GAAP on less than wholly-owned subsidiaries.
- (c) Amounts in euro.

(million euro)	Dec. 31, 2004	Dec. 31, 2005
Shareholders equity according to the financial statements prepared under IFRS	32,374	36,868
Items increasing (decreasing) reported shareholders equity ^(a) :		
A. effect of the differences related to companies consolidated under IFRS but carried at equity method under U.S. GAAP	61	37
B. successful-efforts accounting	2,072	2,504
C. elimination of assets impairments and revaluations	231	230
D. deferred income taxes	(2,982)	(3,415)
E. goodwill	846	811
F. assets associated with the acquisition of a company (portfolio of clients)	(11)	(16)
G. valuation of inventories	(1,080)	(2,036)
Effect of the difference between IFRS and U.S. GAAP on investments accounted for using the equity method	269	173
Other adjustments	(137)	
Effect of U.S. GAAP adjustments on minority interest ^(b)	6	(31)
Net adjustment	(725)	(1,743)
Shareholders equity in accordance with U.S. GAAP	31,649	35,125

- (a) Items increasing (decreasing) reported shareholders equity of foreign companies are translated into euro at the exchange rate prevailing at the end of each period.
- (b) Adjustment to account for minority interest portion of differences A through G, which include 100% of differences between IFRS and U.S. GAAP on less than wholly-owned subsidiaries.

The consolidated balance sheets, if determined under U.S. GAAP would have been as follows:

(million euro)	Dec. 31, 2004	Dec. 31, 2005
ASSETS		
Current assets		
Cash and cash equivalent	988	1,121
Other financial assets for trading or available for sale	1,475	1,484

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Trade and other receivables	13,268	17,971
Inventories	2,273	1,929
Income tax receivables	636	575
Other current assets	494	387
Total current assets	19,134	23,467
Non-current assets		
Property, plant and equipment	39,652	43,868
Inventories - compulsory stock	662	1,462
Intangible assets	5,125	5,244
Investments accounted for using the equity method	3,892	4,589
Other investments	439	416
Other financial assets	2,015	1,105
Deferred tax assets	1,159	1,847
Other non-current assets	276	979
Total non-current assets	53,220	59,510
TOTAL ASSETS	72,354	82,977
LIABILITIES AND EQUITY		
Current liabilities		
Current financial liabilities	4,474	4,916
Current portion of long-term debt	935	809
Trade and other payables	9,392	11,552
Taxes payable	2,423	3,296
Other current liabilities	594	648
Total current liabilities	17,818	21,221
Non-current liabilities		
Long-term debt	7,288	7,229
Provisions for contingencies	5,720	7,615
Provisions for employee benefits	746	939
Deferred tax liabilities	6,367	8,370
Other non-current liabilities	461	1,015
Total non-current liabilities	20,582	25,168
TOTAL LIABILITIES	38,400	46,389
SHAREHOLDERS EQUITY		
Minority interests	2,305	1,463
Eni shareholders equity:		
Share capital: 4,005,358,876 fully paid shares nominal value euro 1 each (4,004,424,476 shares at December 31, 2004)	4,004	4,005
Other reserves	24,473	27,753
Net profit	6,401	7,583
Treasury shares	(3,229)	(4,216)
Eni shareholders equity	31,649	35,125
Total shareholders equity	33,954	36,588
TOTAL LIABILITIES AND SHAREHOLDERS EQUITY	72,354	82,977

Fixed assets determined under U.S. GAAP consisted of the following:

(million euro)	Dec. 31, 2004	Dec. 31, 2005
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Fixed assets, gross:		
- Exploration & Production	39,584	47,882
- Gas & Power	20,106	21,514
- Refining & Marketing	8,568	9,059
- Petrochemicals	3,793	3,923
- Oilfield Services Construction and Engineering	110	72
- Other activities	1,511	1,413
- Corporate and financial companies	191	212
- Elimination of intra-group profits		(88)
	73,863	83,987
Accumulated depreciation and amortization:		
- Exploration & Production	18,155	22,786
- Gas & Power	6,896	7,754
- Refining & Marketing	5,214	5,503
- Petrochemicals	2,564	2,715
- Oilfield Services Construction and Engineering	69	56
- Other activities	1,229	1,221
- Corporate and financial companies	84	88
- Elimination of intra-group profits		(4)
	34,211	40,119
Fixed assets, net:		
- Exploration & Production	21,429	25,096
- Gas & Power	13,210	13,760
- Refining & Marketing	3,354	3,556
- Petrochemicals	1,229	1,208
- Oilfield Services Construction and Engineering	41	16
- Other activities	282	192
- Corporate and financial companies	107	124
- Elimination of intra-group profits		(84)
	39,652	43,868

With regard to the profit and loss account, operating profit (loss) by industry segment and profit before income taxes, as determined under U.S. GAAP, would have been as follows:

(million euro)	<u>2004</u>	<u>2005</u>
Operating profit (loss) by industry segment		
Exploration & Production	7,946	12,672
Gas & Power	3,371	3,237
Refining & Marketing	811	881
Petrochemicals	281	202
Oilfield Services Construction and Engineering	(52)	1
Other activities	(364)	(935)
Corporate and financial companies	(254)	(389)
Elimination of intra-group profits		(141)
	11,739	15,528
Net profit before income taxes	12,324	16,281

35 Additional financial statement disclosures required by U.S. GAAP and the SEC**Charges related to asset retirement obligations (SFAS 143)**

Changes in asset retirement obligations during the year were:

(million euro)	<u>2004</u>	<u>2005</u>
Asset retirement obligations as of January 1	1,950	1,959
New obligations incurred during the year	193	311
Accretion discount	80	106
Revisions of previous estimates	40	277
Spending on existing obligations	(32)	(107)
Property dispositions	(234)	
Foreign currency translation	(36)	110
Other adjustments	(2)	(10)
Asset retirement obligations as of December 31	1,959	2,646

Revisions of previous estimates were made in connection with higher estimated costs for the retirement and removal of assets pertaining to certain fields located mainly in United Kingdom, Norway and Kazakhstan.

In March 2005, the FASB issued FASB Interpretation No. 47, "Accounting for Conditional Asset Retirement Obligations - An Interpretation of FASB Statement No. 143" (FIN 47), which was effective for the company on December 31, 2005. In adopting FIN 47, the company did not recognize any additional liabilities for conditional retirement obligations.

Income taxes

The following information is presented according to Statement of Financial Accounting Standards No. 109 "Accounting for Income Taxes". Domestic and foreign components of pre-tax income were as follows:

(million euro)	<u>2004</u>	<u>2005</u>
Domestic	5,468	4,727
Foreign	6,856	11,554
	12,324	16,281

The provisions for income taxes were as follows:

(million euro)	<u>2004</u>	<u>2005</u>
Current	4,470	7,217
Deferred	1,112	1,116
	5,582	8,333
Domestic	2,197	2,066
Foreign	3,385	6,267

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The reconciliation of the income tax provision calculated under Italian tax regulation by applying a 33% rate (Ires - national corporate income tax) to pre-tax income and a 4.25% rate (Irap - regional income tax) to net value of production, to the provision for income taxes recorded on a U.S. GAAP basis in the consolidated statements of income is as follows:

(million euro)	2004	2005
Income before tax in accordance with U.S. GAAP	12,324	16,281
Italian statutory tax rate (state and local)	38.3	37.9
Expected income tax provision in accordance with U.S. GAAP at Italian statutory tax rate	4,714	6,176
Effect of items increasing (decreasing) the Italian statutory tax rate:		
- taxation of foreign operations at rates different from Italian statutory tax rate	835	1,946
- taxes on distributable reserves	446	252
- permanent differences	(143)	131
- devaluation/revaluation of deferred tax assets	(218)	(52)
- benefits deriving from the application of favorable tax laws	(8)	(11)
- other	(44)	(109)
	5,582	8,333

Income taxes in accordance with U.S GAAP

Net deferred tax liabilities

The tax effects of significant temporary differences causing the tax liabilities were as follows:

(million euro)	Dec. 31, 2004	Dec. 31, 2005
Deferred tax liabilities:		
- accelerated depreciation	4,672	6,006
- distributable reserves subject to taxes in case of distribution	2,970	3,212
- excess cost paid for the acquisition of consolidated investments	1,033	485
- successful-efforts method accounting	467	690
- capitalization of interest expense	246	245
- provisions for uncollectible receivables	137	84
- release of excess contingency provisions	83	50
- gains taxable in the future	46	34
- other ^(a)	378	1,151
	10,032	11,957
Deferred tax assets:		
- accruals for doubtful accounts and contingencies	(2,045)	(1,949)
- revaluation of assets in accordance with Law 342/2000 and 448/2001	(2,000)	(1,186)
- tax loss carryforwards	(1,072)	(510)
- undeductible expense on investments	(472)	(237)
- losses on investments and subsidiaries in excess of currently allowable tax deductions	(225)	(135)
- undeductible depreciation and amortization of assets	(432)	(904)
- other ^(a)	(599)	(1,062)
	(6,845)	(5,983)
Less:		
- valuation allowance	2,021	549
	(4,824)	(5,434)

Net deferred tax liabilities	5,208	6,523
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- (a) Other deferred tax assets and liabilities items pertain in particular to temporary differences arising in connection with the recognition of asset removal obligations.

The valuation allowance relates to deferred tax assets of euro 549 million (euro 2,021 million at December 31, 2004) of consolidated companies whose expected future fiscal profits are not considered sufficient for the utilization of these assets.

Tax loss carryforwards

The difference in gross tax loss carryforwards between IFRS and U.S. GAAP relates to the companies which are consolidated under IFRS (see Note 21), but excluded from consolidation according to U.S. GAAP.

Investments

At December 31, 2004 and 2005, investments accounted for under the equity method of euro 3,892 million and euro 4,589 million, respectively, included shares of Saipem SpA, which is publicly listed on the Italian Stock Exchange. The following information includes its fair value:

	Eni s number of shares	Equity ratio (%)	Share price (euro)	Market value (million euro)
December 31, 2004				
Saipem SpA	189,423,307	43.29	8.864	1,679
December 31, 2005				
Saipem SpA	189,423,307	43.26	13.793	2,613

In 2004 and 2005, Saipem SpA was included in the consolidation under IFRS, while, under U.S. GAAP, it is valued under the equity method. Information about Saipem SpA and its subsidiaries, representing a 100% share of the companies, is as follows:

(million euro)	Dec. 31, 2004	Dec. 31, 2005
Total assets	5,137	5,968
- current	2,514	3,101
- non current	2,623	2,867
Total liabilities	3,592	4,325
- current	2,941	3,633
- non current	651	692

(million euro)	2004	2005
Net sales from operations	4,306	4,528
Operating profit	328	365
Net profit	235	255

Concentrations and certain significant estimates

The following information is presented according to Statement of Position 94-6 "Disclosures of Certain Significant Risks and Uncertainties".

Nature of operations

Eni is an integrated energy company operating in the oil and gas, electricity generation, petrochemicals and oilfield services and engineering industries.

EXPLORATION & PRODUCTION: through Exploration & Production Division and subsidiaries, Eni engages in hydrocarbon exploration and production in Italy, North Africa (Algeria, Egypt, Libya and Tunisia), West Africa (Angola, Congo and Nigeria), the North Sea (Norway and the United Kingdom), Latin America (Venezuela), the former Soviet Union countries (mainly Kazakhstan), the United States (Gulf of Mexico and Alaska) and Asia (mainly Saudi Arabia, China, India, Indonesia, Iran and Pakistan). In 2005 approximately 68% of oil production sold was supplied to Eni's Refining & Marketing segment and approximately 29% of natural gas production sold was supplied to Eni's Gas & Power segment.

Eni owns a storage system, made up by eight depleted fields, which is used for the modulation of supply in accordance with seasonal swings in demand (natural gas is stored in the summer and used in the winter), as strategic reserve to ensure supply and to support domestic production through mineral storage. Storage assets are owned by Stoccaggi Gas Italia (Eni 100%), a company constituted in accordance with Law Decree No. 164 of May 23, 2000 that introduced laws for the liberalization of the Italian natural gas market.

GAS & POWER: Eni is engaged in the supply, transmission and sale of natural gas in Italy and outside Italy through its Gas & Power Division, which was constituted by the incorporation of Snam SpA into Eni SpA in 2002, and through certain subsidiaries. Approximately 87% of total purchases are purchased from foreign sources (primarily Algeria, Russia, The Netherlands and Norway) under long-term contracts, which contain take-or-pay provisions, and transported to Italy through a network of over 4,300 kilometers international pipelines of which Eni owns the transmission rights. The remaining purchases in Italy are obtained principally from domestic gas produced by Eni's Exploration & Production segment. Through an approximately 30,700-kilometer long network (corresponding to 96% of the Italian domestic natural gas network), Eni supplies natural gas to residential and commercial users (civil market), industrial users and the thermoelectric segment. Snam Rete Gas (Eni 50.05%), that was constituted in accordance with Law Decree No. 164/2000, owns the pipelines network used by Eni. Snam Rete Gas, a company listed on the Italian stock exchange, engages in natural gas transportation activities also for other operators of the segment. Following the merging of Italgas Più, Eni supply natural gas directly to approximately 5 million customers in the residential and commercial segment. Through Italgas (Eni 100%), Eni is engaged in domestic distribution of natural gas in Italy through an approximately 48,000-kilometer long network.

Eni is engaged in distribution and sale of natural gas to residential and commercial customers outside Italy, in Argentina through Distribuidora de Gas Cuyana, in Hungary through Tígáz and in Slovenia through Adriaplin doo.

Legislative Decree No. 164 of May 23, 2000 introduced laws for the liberalization of the Italian natural gas market with great impact on Eni's activities, as the company is present in all the phases of the natural gas chain. The most important aspects of the decree are the following:

total free market after 2003;

until December 31, 2010 the imposition of thresholds to operators in relation to a percentage share of domestic consumption set as follows:

(i) 75%, by 2002, for imported or domestically produced natural gas volumes introduced in the domestic transmission network in order to sell it. This percentage decreases by 2 percentage points per year until it reaches 61% in 2009; (ii) 50% from January 1, 2003 for sales to final customers. These ceilings are calculated net of own consumption and, in case of sales, also net of losses. In 2005 Eni's presence in the Italian natural gas market was in accordance with the above limitations;

tariffs for transport infrastructure, storage, use of LNG terminals and distribution networks are set by the Authority for Electricity and Gas; and

third parties are allowed to access natural gas infrastructure according to set conditions.

Eni through EniPower SpA (Eni 100%) and subsidiaries is engaged managing Eni's electricity business at the power plants located in the Ferrara Erbognone, Ravenna, Livorno, Taranto, Mantova, Brindisi and Ferrara industrial sites with installed capacity of 4.5 gigawatt and a production sold of 22.77 terawatt-hours. The demand for gas and fuel oils of EniPower's stations is met by Eni supplies.

REFINING & MARKETING: Eni, through its Refining & Marketing Division, which was constituted by the incorporation of AgipPetroli SpA in Eni SpA in 2002 and certain subsidiaries, engages in petroleum refining and marketing activities primarily in Italy and Europe. Eni is the largest refiner of petroleum products in Italy in terms of overall refining capacity. Approximately 56% of crude oil sold is purchased from Eni's Exploration & Production segment, the rest is purchased from producing countries pursuant to purchase contracts (22%) and in international spot markets (22%), while the remainder is obtained. Approximately 58% of the purchased crude oil is refined. 32% of oil refined derives from the production of Eni's Exploration & Production segment.

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PETROCHEMICALS: through Polimeri Europa SpA and subsidiaries (Eni 100%), Eni engages in manufacturing of olefins, aromatics, intermediate products, styrene and elastomers. Eni's petrochemicals production is concentrated in Italy, the other operations being primarily in Western Europe. Approximately 23% of the oil-based feedstock requirements used by petrochemical plants are supplied by Eni's Refining & Marketing segment.

OILFIELD SERVICES CONSTRUCTION AND ENGINEERING: through Saipem SpA (Eni 43%), a company listed on the Italian stock exchange, and its subsidiaries, Eni is engaged in construction and drilling services to customers in the oil and gas industries. Through Snamprogetti SpA (Eni 100%) and subsidiaries, Eni is a leading provider of engineering and project management services to customers in the oil and gas and petrochemical industries. At December 31, 2005 approximately 7% of the order backlog of Eni's Oilfield Services, Construction and Engineering segment related to orders from Eni Group companies.

Disclosure in accordance with SFAS No. 107

In accordance with FAS No. 107, fair value of Eni's long-term debt (including the current portion) amounted to euro 8,384 million and euro 8,437 million at December 31, 2005 and 2004, respectively.

Accounting for Suspended Well Costs

Refer to [Note 33](#) "Adjustment of the Consolidated Financial Statements to U.S. GAAP" under the caption "B) Exploration & Production activities" for a discussion of the company's accounting policy for the cost of exploratory wells.

Effective January 1, 2005 Eni adopted Position FAS 19-1 (FSP 19-1), "Accounting for Suspended Well Costs." FSP 19-1 amended Statement of Financial Accounting Standards No. 19 (FAS 19), "Financial Accounting and Reporting by Oil and Gas Producing Companies". Under this provision companies in the oil and gas industry are allowed to continue capitalization of an exploratory well after the completion of drilling when: (a) the well has found a sufficient quantity of reserves to justify completion as a producing well; and (b) the enterprise is making sufficient progress assessing the reserves and the economic and operating viability of the project. If either condition is not met or if an enterprise obtains information that raises substantial doubt about the economic or operational viability of the project, the exploratory well would be assumed to be impaired, and its costs, net of any salvage value, would be charged to expense. FSP FAS 19-1 provided a number of indicators needing to be present to demonstrate sufficient progress was being made in assessing the reserves and economic viability of the project. Among these indicators are: (i) costs are being incurred to assess the reserves and their potential development; (ii) existence (or active negotiations) of sales contracts with customers for oil and natural gas; and (iii) existence of firm plans, established timetables or contractual commitments, which may include seismic testing and drilling of additional exploratory wells.

The disclosures and discussion below address those suggested in FSP FAS 19-1.

The following table reflects the net changes in capitalized exploratory well costs during 2005 and 2004, and does not include amounts that were capitalized and subsequently expensed in the same period. Capitalized exploratory well costs for fiscal years ending December 31, 2005 and 2004, are presented based on the Company's previous accounting policy.

(million euro)	2005	2004
Beginning balance at January 1	513	570
Addition pending determination of proved reserves	128	185
Amount previously capitalized expended during the year	(96)	(54)
Reclassification to wells, facilities and equipment based on the determination of proved reserves	(67)	(72)
Others reduction (*)	(1)	(79)
Foreign exchange changes	74	(37)
Ending Balance at December 31	551	513

(*) Represents properties sales.

The following table provides an aging of capitalized exploratory well costs, based on the date the drilling was completed, and the number of net wells for which exploratory costs have been capitalized for the period:

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	2005		2004	
	million euro	No. of Net Wells (*)	million euro	No. of Net Wells (*)
< 1 year	148	9.35	156	11.14
1 to 3 years	323	24.09	319	27.55
3 to 8 years	80	5.53	39	3.80
	551	38.97	513	42.49

(*) Net well is the sum of the fractional working interest owned in gross wells.

The following table provides, based on the date the drilling was completed, the capitalized costs and the related net well number at year end 2005 and 2004 divided by category of projects of exploratory activity.

	2005		2004	
	million euro	No. of Net Wells (*)	million euro	No. of Net Wells (*)
Project with wells drilled in the past 12 months	148	9.35	156	11.14
Project with recent or planned exploratory activity	344	21.21	283	21.94
Project with exploration activities already underway or firmly planned:				
- <i>future exploration drilling</i>	159	9.37	148	10.29
- <i>other exploratory activities</i>	185	11.84	135	11.65
Project with completed exploratory activity	59	8.41	75	9.41
Project progressing towards commercialization/sanctioning	45	6.22	61	8.32
Project waiting finalization of development facilities	14	2.19	14	1.09
Total/Number of wells at the year end	551	38.97	513	42.49

(*) Net well is the sum of the fractional working interest owned in gross wells.

At the end of 2005 of the euro 551 million of exploratory suspended costs, approximately euro 148 million related to the 9.35 net wells for which the drilling was completed in one year or less. Of the remaining euro 403 million, related to the 29.62 net wells suspended for more than one year since the completion of drilling, 85% was associated with projects for which exploration activity is still ongoing.

Subsequent events

The main significant events that occurred after the balance sheet date are as follows:

With effective date April 1, 2006, the Venezuelan State oil company Petróleos de Venezuela SA (PDVSA) unilaterally terminated the service contract governing activities at the Dación oil field where Eni acted as a contractor, holding a 100% working interest. As a consequence, starting on the same day, operations at the Dación oil field are conducted by PDVSA which replaced Eni Dación BV, Eni's wholly-owned subsidiary that had been operating the field until that date.

Eni believes that it is entitled to a market value compensation for the expropriation of the Dación field. On these basis, Eni is available to reach an agreement with the Venezuelan authorities. In case an amicable settlement is not possible, Eni will take any other action in order to protect its interest in Venezuela. Based on internal and external independent evaluation, Eni is confident that a fair market compensation will not be lower than the book value of the Dación related assets. Accordingly, management decided not to impair the book value of Eni's

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Dación assets. In 2005 and in the first quarter 2006, the Dación field production rate was about 60 KBBL/d. Management expects Eni's proved reserves of hydrocarbons to be reduced by an amount of approximately 175 mmBBL corresponding to Eni's net proved reserves of the Dación field as of December 31, 2005 as a consequence of the loss of Eni's title to the field.

On May 5, 2006 the European Commission started an inquiry in order to verify an alleged abuse of dominant position on the part of Eni in violation of article 82 of the EEC Treaty and article 54 of the CES Agreement in the activities of international gas transport and wholesale and retail supply of gas. According to the European Commission Eni might have adopted commercial practices that constitute barriers to access to the Italian market for the wholesale supply of natural gas, in particular taking account of Eni long-term purchase contracts. In addition Eni also entered into long-term transport contracts which award Eni a majority share of transport capacity of certain international gaslines and, as a consequence, Eni may have prevented others access to infrastructure.

Officials from the European Commission have conducted inspections at Eni's headquarters and of certain of Eni's subsidiaries and collected documents.

If the existence of the alleged anti-competitive practices is confirmed, the European Commission could fine Eni.

On May 25, 2006, Eni's Annual General Shareholders Meeting approved a euro 2 billion increase in Eni's ongoing share repurchase program.

Supplemental oil and gas information (unaudited)

The following information is presented in accordance with Statement of Financial Accounting Standards No. 69, "Disclosures about Oil & Gas Producing Activities". Amounts related to minority interests are not significant.

Capitalized costs

Capitalized costs represent the total expenditures for proved and unproved mineral interests and related support equipment and facilities utilized in oil and gas exploration and production activities, together with related accumulated depreciation, depletion and amortization.

(million euro)	Italy	North Africa	West Africa	North Sea	Rest of World	Total
At December 31, 2004						
Proved mineral interests ^(a)	9,056	7,192	6,288	7,198	7,698	37,432
Unproved mineral interests		272	70	561	1,103	2,006
Support equipment and facilities	252	1,056	209	33	75	1,625
Incomplete wells and other	662	468	1,038	397	882	3,447
Gross Capitalized Costs	9,970	8,988	7,605	8,189	9,758	44,510
Accumulated depreciation, depletion and amortization	(6,416)	(3,887)	(3,907)	(3,733)	(3,252)	(21,195)
Net Capitalized Costs	3,554	5,101	3,698	4,456	6,506	23,315
At December 31, 2005						
Proved mineral interests ^(a)	9,756	9,321	8,733	8,350	9,463	45,623
Unproved mineral interests	33	197	134	413	1,265	2,042
Support equipment and facilities	253	1,385	272	33	93	2,036
Incomplete wells and other	657	638	728	221	1,895	4,139
Gross Capitalized Costs	10,699	11,541	9,867	9,017	12,716	53,840
Accumulated depreciation, depletion and amortization	(6,888)	(5,113)	(5,193)	(4,619)	(4,697)	(26,510)
Net Capitalized Costs consolidated	3,811	6,428	4,674	4,398	8,019	27,330
Net Capitalized Costs affiliates and joint ventures ^(b)		13	66		157	236
Net Capitalized Costs	3,811	6,441	4,740	4,398	8,176	27,566

(a) Includes capitalized costs for wells and facilities related to proved reserves.

(b) Starting from 2005 data related to affiliates and joint ventures carried on the equity method are included.

Cost incurred

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Costs incurred represent amounts both capitalized and expensed in connection with oil and gas producing activities.

(million euro)	Italy	North Africa	West Africa	North Sea	Rest of World	Total
Year ended December 31, 2003						
Proved property acquisitions				308	8	316
Unproved property acquisitions				125	6	131
Exploration	67	80	138	125	243	653
Development ^(a)	449	1,106	1,268	286	1,454	4,563
Total costs incurred ^(b)	516	1,186	1,406	844	1,711	5,663
Year ended December 31, 2004						
Exploration	64	104	71	66	194	499
Development ^(a)	431	965	881	391	1,407	4,075
Total costs incurred	495	1,069	952	457	1,601	4,574
Year ended December 31, 2005						
Proved property acquisitions	19		16		99	134
Unproved property acquisitions	13		44		99	156
Exploration	45	153	75	127	264	664
Development ^(a)	644	960	909	528	1,396	4,437
Total costs incurred consolidated	721	1,113	1,044	655	1,858	5,391
Total costs incurred affiliates and joint ventures ^(c)		2	22		25	49
Total costs incurred	721	1,115	1,066	655	1,883	5,440

- (a) Includes for assets retirement obligations pursuant to SFAS 143 "Accounting for asset retirement obligations" of euro 84 million of costs capitalized during 2003, euro 233 million for 2004 and euro 588 million for 2005.
- (b) Includes costs for acquisition of Fortum Petroleum AS (now Eni Norge AS) of euro 434 million, net of the related gross-up for deferred taxes of euro 514 million. The amount has been allocated to the North Sea area as follows: (i) Proved property acquisitions euro 308 million, (ii) Unproved property acquisitions euro 109 million, (iii) Exploration euro 17 million.
- (c) Starting from 2005 data related to affiliates and joint ventures carried on the equity method are included.

Results of operations from oil and gas producing activities

Results of operations from oil and gas producing activities, including gas storage services used to modulate the seasonal variation of demand, represent only those revenues and expenses directly associated to such activities including operating overheads. These amounts do not include any allocation of interest expense or general corporate overhead and, therefore, are not necessarily indicative of the contributions to consolidated net earnings of Eni. Related income taxes are computed by applying the local income tax rates to the pre-tax income from producing activities. Eni is a party to certain Production Sharing Agreements (PSAs) whereby a portion of Eni's share of oil and gas production is withheld and sold by its joint venture partners which are state-owned entities, with proceeds being remitted to the state in satisfaction of Eni's PSA related tax liabilities. Revenue and income taxes include such taxes owed by Eni but paid by state-owned entities out of Eni's share of oil and gas production.

(million euro)	Italy	North Africa	West Africa	North Sea	Rest of World	Total
Year ended December 31, 2003						
Revenues:						
- sales to affiliates	2,609	1,469	1,946	1,913	345	8,282
- sales to unaffiliated entities	153	1,188	164	822	1,595	3,922
Total revenues	2,762	2,657	2,110	2,735	1,940	12,204
Operations costs	(222)	(316)	(283)	(446)	(235)	(1,502)

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Production taxes	(136)	(97)	(235)	(11)	(79)	(558)
Exploration expenses	(89)	(70)	(113)	(96)	(276)	(644)
DD&A and Provision for abandonment ^(a)	(458)	(420)	(377)	(759)	(734)	(2,748)
Other income and (expenses)	(170)	(264)	(121)	14	(289)	(830)
Accretion discount (SFAS 143)	(37)	(5)	(14)	(42)	(4)	(102)
Pretax income from producing activities	1,650	1,485	967	1,395	323	5,820
Estimated income taxes	(629)	(788)	(617)	(750)	(111)	(2,895)
Results of operations from E&P activities	1,021	697	350	645	212	2,925
Year ended December 31, 2004						
Revenues:						
- sales to affiliates	2,633	1,868	2,762	2,083	508	9,854
- sales to unaffiliated entities	148	1,364	306	709	2,086	4,613
Total revenues	2,781	3,232	3,068	2,792	2,594	14,467
Operations costs	(223)	(292)	(322)	(405)	(289)	(1,531)
Production taxes	(118)	(91)	(379)	(13)	(163)	(764)
Exploration expenses	(57)	(47)	(71)	(93)	(155)	(423)
DD & A and Provision for abandonment ^(a)	(489)	(437)	(482)	(687)	(849)	(2,944)
Other income and (expenses)	(98)	(368)	(216)	97	(208)	(793)
Accretion discount (SFAS 143)	(37)	(5)	(17)	(15)	(6)	(80)
Pretax income from producing activities	1,759	1,992	1,581	1,676	924	7,932
Estimated income taxes	(632)	(994)	(945)	(948)	(305)	(3,824)
Results of operations from E&P activities	1,127	998	636	728	619	4,108
Year ended December 31, 2005						
Revenues:						
- sales to affiliates	3,133	2,813	4,252	2,707	828	13,733
- sales to unaffiliated entities	161	2,579	394	889	2,883	6,906
Total revenues	3,294	5,392	4,646	3,596	3,711	20,639
Operations costs	(261)	(390)	(363)	(417)	(338)	(1,769)
Production taxes	(157)	(98)	(513)	(15)	(207)	(990)
Exploration expenses	(32)	(59)	(38)	(125)	(181)	(435)
DD&A and Provision for abandonment ^(a)	(512)	(711)	(632)	(710)	(1,007)	(3,572)
Other income and (expenses)	(205)	(400)	(176)	55	(251)	(977)
Accretion discount (SFAS 143)	(45)	(9)	(15)	(31)	(6)	(106)
Pretax income from producing activities	2,082	3,725	2,909	2,353	1,721	12,790
Estimated income taxes	(762)	(2,197)	(1,818)	(1,386)	(580)	(6,743)
Results of operations from E&P activities consolidated	1,320	1,528	1,091	967	1,141	6,047
Results of operations from E&P activities, affiliates and joint ventures ^(b)			6		(19)	(13)
Total results of operations from E&P activities	1,320	1,528	1,097	967	1,122	6,034

(a) Includes asset impairments amounting for euro 210 million for 2003, euro 300 million for 2004 and euro 147 million for 2005.

(b) Starting from 2005 data related to affiliates and joint ventures carried on the equity method are included.

Average sale prices and production costs per unit of production

(million euro)	Italy	North Africa	West Africa	North Sea	Rest of World	Total
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2003							
Average sale prices							
Oil and condensates, per BBL	(\$)	24.24	27.14	27.60	28.37	21.53	26.29
Natural gas, per KCF		4.65	2.86	0.53	3.11	3.18	3.56
Average production costs, per BOE ⁽¹⁾		3.77	3.70	6.21	4.19	3.26	4.16
2004							
Average sale prices							
Oil and condensates, per BBL	(\$)	30.98	35.66	36.32	36.92	30.79	34.76
Natural gas, per KCF		5.33	2.92	0.60	3.87	3.29	3.89
Average production costs, per BOE ⁽¹⁾		4.35	3.53	7.70	4.73	4.50	4.92
2005							
Average sale prices							
Oil and condensates, per BBL	(\$)	45.46	50.26	51.58	51.96	44.39	49.32
Natural gas, per KCF		6.29	3.35	0.79	5.27	3.71	4.49
Average production costs, per BOE ⁽¹⁾		5.58	3.66	8.90	5.32	5.59	5.59

Oil and natural 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 technical, contractual, economic and operating conditions existing at the time. Prices include consideration of changes in existing prices provided only by contractual arrangements, but not on escalations based upon future conditions.

Net proved reserves exclude royalties and interests owned by others.

Proved developed oil and gas reserves are proved reserves that can be estimated to be recovered through existing wells with existing equipment and operating methods.

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

Additional oil and gas reserves expected to be obtained through the application of fluid injection or other improved recovery techniques for supplementing natural forces and mechanisms of primary recovery are included as proved developed reserves only after testing by a pilot project or after the operation of an installed program has confirmed, through production response, that increased recovery will be achieved.

Eni's proved reserves have been estimated on the basis of the applicable U.S. Securities & Exchange Commission regulation, Rule 4-10 of Regulation S-X and its interpretations and have been disclosed in accordance with Statement of Financial Accounting Standard No. 69. The estimates of proved reserves, developed and undeveloped for years ended December 31, 2002, 2003, 2004 and 2005 are based on data prepared by Eni. Since 1991 Eni has requested qualified independent oil engineering companies to carry out an independent evaluation¹⁸ of its proved reserves on a rotative basis. In particular a total of 1.64 billion boe of proved reserves, or about 24% of Eni's total proved reserves at December 31, 2005, have been evaluated. The results of this independent evaluation confirmed Eni's evaluations, as in previous years. In the 2003-2005 three-year period, 84% of Eni's total proved reserves were subject to independent evaluations.

Eni operates under PSAs in several of the foreign jurisdictions where it has oil and gas exploration and production activities. Reserves of oil and natural gas to which Eni is entitled under PSA arrangements are shown in accordance with Eni's economic interest in the volumes of oil and natural gas estimated to be recoverable in future years. Such reserves include estimated quantities allocated to Eni for recovery of costs, income taxes owed by Eni but settled by its joint venture partners (which are state-owned entities) out of Eni's share of production and Eni's net equity share after cost recovery.

Proved oil and gas reserves associated with PSAs represented 46%, 51% and 48% of total proved reserves as of year end 2003, 2004 and 2005, respectively, on an oil-equivalent basis.

A similar scheme to PSAs applies to Service and "Buy-Back" contracts; proved reserves associated with such contracts represented 3%, 3% and 2% of total proved reserves on an oil-equivalent basis as of year end 2003, 2004 and 2005, respectively.

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Oil and gas reserve quantities include: (i) oil and natural gas quantities in excess to cost recovery which the company has an obligation to purchase under certain PSAs with governments or authorities whereby the company serves as producer of reserves. In accordance with SFAS 69, paragraph 13, reserve volumes associated with such oil and gas quantities represented 1.6%, 1.4% and 1.7% of total proved reserves as of year end 2003, 2004 and 2005 respectively, on an oil-equivalent basis; (ii) natural gas volumes of natural gas used for own consumption and (iii) volumes of natural gas held in certain Eni storage fields in Italy. Proved reserves attributable to these fields include: (a) the residual natural gas volumes of the reservoirs and (b) natural gas volumes from other Eni fields input into these reservoirs in subsequent periods. Proved reserves do not include volumes owned by or acquired from third parties. Gas withdrawn from storage is produced and thereby detracted from proved reserves when sold.

Numerous uncertainties are inherent in estimating quantities of proved reserves and in projecting future rates of production and timing of development expenditures. The accuracy of any reserve estimate is a function of the quality of available data and engineering and geological interpretation and judgement. Results of drilling, testing and production after the date of the estimate may require substantial upward or downward revision. In addition, changes in oil and natural gas prices have an effect on the quantities of Eni's proved reserves since estimates of reserves are based on prices and costs relative to the date when such estimates are made. Reserve estimates are also subject to revision as prices fluctuate due to the cost recovery feature under certain PSAs.

The following table presents yearly changes in estimated proved reserves, developed and undeveloped, of crude oil (including condensate and natural gas liquids) and natural gas for the years 2003, 2004 and 2005.

Crude oil (including condensates and natural gas liquids)

(mmBBL)

Proved Oil Reserves	Italy	North Africa	West Africa	North Sea	Rest of World	Total
Reserves at December 31, 2002	255	1,072	1,022	498	936	3,783
Purchase of Minerals in Place				86		86
Revisions of Previous Estimates	21	51	59	52	153	336
Improved Recovery		15	16			31
Extensions and Discoveries	6	32	28		214	280
Production	(30)	(90)	(87)	(86)	(64)	(357)
Sales of Minerals in Place				(21)		(21)
Reserves at December 31, 2003	252	1,080	1,038	529	1,239	4,138
Revisions of Previous Estimates	(1)	(22)	44	12	(18)	15
Improved Recovery		11	48	4		63
Extensions and Discoveries	4	20	34	4	144	206
Production	(30)	(94)	(104)	(74)	(75)	(377)
Sales of Minerals in Place		(2)	(4)	(25)	(6)	(37)
Reserves at December 31, 2004	225	993	1,056	450	1,284	4,008
Purchase of Minerals in Place	2		6		47	55
Revisions of Previous Estimates	33	36	(47)	27	(88)	(39)
Improved Recovery		43	29		15	87
Extensions and Discoveries		26	14	21	16	77
Production	(32)	(111)	(113)	(65)	(83)	(404)
Reclassification 2004 affiliates and joint ventures data		(26)	(9)		(1)	(36)
Reserves at December 31, 2005 consolidated	228	961	936	433	1,190	3,748
Reserves at December 31, 2005 affiliates and joint ventures ^(a)		18	6		1	25
Reserves at December 31, 2005	228	979	942	433	1,191	3,773

(mmBBL)

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Proved Developed Oil Reserves	Italy	North Africa	West Africa	North Sea	Rest of World	Total
Reserves at December 31, 2002	168	610	554	426	483	2,241
Reserves at December 31, 2003	173	640	560	464	610	2,447
Reserves at December 31, 2004	174	655	588	386	668	2,471
Reserves at December 31, 2005 consolidated	149	697	568	353	564	2,331
Reserves at December 31, 2005 affiliates and joint ventures ^(a)		15	3		1	19
Reserves at December 31, 2005	149	712	571	353	565	2,350

(a) Starting from 2005 data related to affiliates and joint ventures carried on the equity method are included.

Natural gas

(BCF)

Proved Natural Gas Reserves	Italy ^(a)	North Africa	West Africa	North Sea	Rest of World	Total
Reserves at December 31, 2002	5,295	5,563	1,533	1,899	4,339	18,629
Purchase of Minerals in Place	10			425	8	443
Revisions of Previous Estimates	(768)	(123)	172	139	325	(255)
Extensions and Discoveries	84	242			100	426
Production	(455)	(215)	(49)	(229)	(276)	(1,224)
Sales				(11)		(11)
Reserves at December 31, 2003	4,166	5,467	1,656	2,223	4,496	18,008
Revisions of Previous Estimates	105	814	129	75	84	1,207
Improved Recovery			10			10
Extensions and Discoveries	29	420		38	222	709
Production	(409)	(247)	(66)	(220)	(303)	(1,245)
Sales	(73)	(1)		(65)	(115)	(254)
Reserves at December 31, 2004	3,818	6,453	1,729	2,051	4,384	18,435
Purchase of Minerals in Place	63		8		222	293
Revisions of Previous Estimates	159	(6)	(9)	(18)	(368)	(242)
Improved Recovery		11				11
Extensions and Discoveries	1	37	309	50	56	453
Production	(365)	(357)	(70)	(219)	(281)	(1,292)
Reclassification 2004 affiliates and joint ventures data		(21)	(2)		(134)	(157)
Reserves at December 31, 2005 consolidated	3,676	6,117	1,965	1,864	3,879	17,501
Reserves at December 31, 2005 affiliates and joint ventures ^(b)		15	2		73	90
Reserves at December 31, 2005	3,676	6,132	1,967	1,864	3,952	17,591

(BCF)

Proved Developed Natural Gas Reserves	Italy ^(a)	North Africa	West Africa	North Sea	Rest of World	Total
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Reserves at December 31, 2002	3,397	1,084	863	1,727	1,283	8,354
Reserves at December 31, 2003	2,966	962	866	2,075	3,355	10,224
Reserves at December 31, 2004	2,850	1,760	924	1,845	3,122	10,501
Reserves at December 31, 2005 consolidated	2,704	3,060	1,289	1,484	2,622	11,159
Reserves at December 31, 2005 affiliates and joint ventures ^(b)		12	2		56	70
Reserves at December 31, 2005	2,704	3,072	1,291	1,484	2,678	11,229

(a) Including approximately 779, 747, 737 and 760 BCF held in storage at December 31, 2002, 2003, 2004 and 2005 respectively.

(b) Starting from 2005 data related to affiliates and joint ventures carried on the equity method are included.

Standardized measure of discounted future net cash flows

Estimated future cash inflows represent the revenues that would be received from production and are determined by applying year end prices of oil and gas to the estimated future production of proved reserves. Year-end prices in 2005 were \$58.205 per barrel of oil. Future price changes are considered only to the extent provided by contractual arrangements. Estimated future development and production costs are determined by estimating the expenditures to be incurred in developing and producing the proved reserves at the end of the year. Neither the effects of price and cost escalations nor expected future changes in technology and operating practices have been considered.

The standardized measure is calculated as the excess of future cash inflows from proved reserves less future costs of producing and developing the reserves, future income taxes and a yearly 10% discount factor.

Future cash flows as of December 31, 2003, 2004 and 2005 include annual revenue payments from Eni's Gas & Power segment and other transport and distribution gas companies which represent payments for modulation services to support demand delivery capability. Such capability is provided through utilization of gas withdrawn from producing fields and injected into depleted gas fields as storage.

Future production costs include the estimated expenditures related to the production of proved reserves plus any production taxes without consideration of future inflation. Future development costs include the estimated costs of drilling development wells and installation of production facilities, plus the net costs associated with dismantlement and abandonment of wells and facilities, under the assumption that year end costs continue without considering future inflation. Future income taxes were calculated in accordance with the tax laws of the countries in which Eni operates.

The standardized measure of discounted future net cash flows, related to the preceding proved oil and gas reserves, is calculated in accordance with the requirements of Statement of Financial Accounting Standard No. 69. The standardized measure does not purport to reflect realizable values or fair market value of Eni's proved reserves. An estimate of fair value would also take into account, among other things, the expected recovery of reserves in excess of proved reserves, anticipated changes in future prices and costs and a discount factor representative of the risks inherent in producing oil and gas.

(million euro)	Italy	North Africa	West Africa	North Sea	Rest of World	Total
At December 31, 2003						
Future cash inflows	24,641	36,484	25,074	19,590	28,505	134,294
Future production costs	(3,879)	(7,868)	(5,847)	(5,458)	(4,763)	(27,815)
Future development and abandonment costs	(2,080)	(3,762)	(2,005)	(1,084)	(2,575)	(11,506)
Future net inflow before income tax	18,682	24,854	17,222	13,048	21,167	94,973
Future income tax	(6,113)	(10,296)	(8,979)	(7,614)	(6,073)	(39,075)
Future net cash flows	12,569	14,558	8,243	5,434	15,094	55,898
10% discount factor	(5,056)	(6,646)	(3,130)	(1,872)	(7,930)	(24,634)
Standardized measure of discounted future net cash flows	7,513	7,912	5,113	3,562	7,164	31,264
At December 31, 2004						
Future cash inflows	28,582	40,373	28,395	20,435	32,619	150,404

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Future production costs	(3,635)	(7,237)	(6,664)	(5,082)	(4,858)	(27,476)
Future development and abandonment costs	(2,210)	(4,073)	(1,873)	(1,419)	(2,873)	(12,448)
Future net inflow before income tax	22,737	29,063	19,858	13,934	24,888	110,480
Future income tax	(7,599)	(11,487)	(10,949)	(8,824)	(6,736)	(45,595)
Future net cash flows	15,138	17,576	8,909	5,110	18,152	64,885
10% discount factor	(6,006)	(7,592)	(3,267)	(1,350)	(9,412)	(27,627)
Standardized measure of discounted future net cash flows	9,132	9,984	5,642	3,760	8,740	37,258
At December 31, 2005						
Future cash inflows	36,203	66,100	45,952	30,835	50,590	229,680
Future production costs	(4,609)	(10,030)	(9,604)	(5,632)	(6,399)	(36,274)
Future development and abandonment costs	(2,936)	(3,960)	(2,594)	(1,774)	(4,059)	(15,323)
Future net inflow before income tax	28,658	52,110	33,754	23,429	40,132	178,083
Future income tax	(9,890)	(22,744)	(21,056)	(15,225)	(12,097)	(81,012)
Future net cash flows	18,768	29,366	12,698	8,204	28,035	97,071
10% discount factor	(7,643)	(12,095)	(4,122)	(2,155)	(15,705)	(41,720)
Standardized measure of discounted future net cash flows	11,125	17,271	8,576	6,049	12,330	55,351
Standardized measure of discounted future net cash flows affiliates and joint ventures ^(a)		130	127		114	371
Standardized measure of discounted future net cash flows	11,125	17,401	8,703	6,049	12,444	55,722

(a) Starting from 2005 data related to affiliates and joint ventures carried on the equity method are included.

Changes in standardized measure of discounted future net cash flows

The following table reflects the changes in standardized measure of discounted future net cash flows for the years 2003, 2004 and 2005.

(million euro)	2003	2004	2005
Beginning of year	34,480	31,264	37,258
Reclassification 2004 affiliates and joint ventures data			(357)
Beginning of year consolidated	34,480	31,264	36,901
Increase (Decrease):			
- sales, net of production costs	(10,144)	(12,172)	(17,880)
- net changes in sales and transfer prices, net of production costs	(1,050)	13,031	33,372
- extensions, discoveries and improved recovery, net of future production and development costs	1,855	2,806	3,527
- changes in estimated future development and abandonment costs	(3,576)	(3,437)	(3,654)
- development costs incurred during the period that reduced future development costs	4,864	4,229	3,865
- revisions of quantity estimates	2,348	1,658	47
- accretion of discount	5,585	5,328	6,573
- net change in income taxes	105	(4,805)	(17,327)
- purchase of reserves in-place	1,488		977
- sale of reserves in-place	(222)	(727)	
- changes in production rates and other ^(a)	(4,469)	83	8,950
Net increase (decrease)	(3,216)	5,994	18,450
End of year consolidated	31,264	37,258	55,351
End of year affiliates and joint ventures ^(b)			371

End of year	31,264	37,258	55,722
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- (a) This item relates mainly to changes in production timing and foreign exchange effects.
 - (b) Starting from 2005 data related to affiliates and joint ventures carried on the equity method are included.
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Exhibit 1**Eni S.p.A. By-laws*****Part I - Establishment - Name - Registered Office and Duration of the Company*****ARTICLE 1**

- 1.1 "Eni S.p.A." resulting from the transformation of Ente Nazionale Idrocarburi, a public law agency, established by Law 136 of February 10, 1953, is regulated by these by-laws.

ARTICLE 2

- 2.1 The registered head office of the company is located in Rome, Italy and the company has two branches in San Donato Milanese (MI).
- 2.2 Main representative offices, affiliates and branches may be established and/or wound up in Italy or abroad in compliance with the law.

ARTICLE 3

- 3.1 The company is expected to exist until December 31, 2100. Its duration may be extended one or more times by resolution of the shareholders' meeting.

Part II - Company Objects**ARTICLE 4**

- 4.1 The company objects are the direct and/or indirect management, by way of shareholdings in companies, agencies or businesses, of activities in the field of hydrocarbons and natural vapours, such as exploration and development of hydrocarbon fields, construction and operation of pipelines for transporting the same, processing, transformation, storage, utilisation and trade of hydrocarbons and natural vapours, all in respect of concessions provided by law.

The company also has the object of direct and/or indirect management, by way of shareholdings in companies, agencies or businesses, of activities in the fields of chemicals, nuclear fuels, geothermy and renewable energy sources, in the sector of engineering and construction of industrial plants, in the mining sector, in the metallurgy sector, in the textile machinery sector, in the water sector, including derivation, drinking water, purification, distribution and reuse of waters; in the sector of environmental protection and treatment and disposal of waste, as well as in every other business activity that is instrumental, supplemental or complementary with the aforementioned activities.

The company also has the object of managing the technical and financial co-ordination of subsidiaries and affiliated companies as well as providing financial assistance on their behalf.

The company may perform any operations necessary or useful for the achievement of the company objects; by way of example, it may initiate operations involving real estate, moveable goods, trade and commerce, industry, finance and banking asset and liability operations, as well as any action that is in any way connected with the company objects with the exception of public fund raising and the performance of investment services as regulated by Legislative Decree No. 58 of February 24, 1998.

The company may take shareholdings and interests in other companies or businesses with objects similar, comparable or complementary to its own or those of companies in which it has holdings, either in Italy or abroad, and it may provide real and or personal bonds for its own and others' obligations, especially guarantees.

Part III - Capital - Shareholdings - Bonds**ARTICLE 5**

- 5.1 The company capital is euro 4,005,358,876.00 (four billion five million three hundred and fifty-eight thousand eight hundred and seventy-six) represented by 4,005,358,876 (four billion five million three hundred and fifty-eight thousand eight hundred and seventy-six) shares of ordinary stock with a nominal value of euro 1 (one) each.
- 5.2 Shares may not be split up and each share is entitled to one vote.
- 5.3 The fact of being a Shareholder in itself constitutes approval of these by-laws.

ARTICLE 6

- 6.1 Pursuant to Article 3 of Law Decree 332 of May 31, 1994, converted with amendments into Law 474 of July 30, 1994, no one, in any capacity, may own company shares that entail a holding of more than 3 per cent of voting share capital.
- Such maximum shareholding limit is calculated by taking into account the aggregate shareholding held by the controlling entity, either a physical or legal person or company; its directly or indirectly controlled entities, as well as entities controlled by the same controlling entity; affiliated entities as well as people related to the second degree by blood or marriage, also in the case of a legally separated spouse.
- Control exists, with reference also to entities other than companies, in the cases envisaged by Article 2359, paragraphs 1 and 2 of the Civil Code.
- Affiliation exists in the case set forth in Article 2359, paragraph 3 of the Civil Code as well as between entities that directly or indirectly, by way of subsidiaries, other than those managing investment funds, are bound, even with third parties, in agreements regarding the exercise of voting rights or the transfer of shares or portions of third companies or, in any event, in agreements or pacts as per Article 122 of Legislative Decree No. 58 of February 24, 1998 regarding third party companies if said agreements or pacts concern at least 10 per cent of the voting capital, if they are listed companies, or 20 per cent if they are unlisted companies.
- The aforementioned shareholding limit (3 per cent) is calculated by taking into account shares held by any fiduciary nominee or intermediary. Any voting rights attributable to voting capital held or controlled in excess of the maximum limit indicated in the foregoing cannot be exercised and the voting rights of each entity to whom such limit on shareholding applies are reduced in proportion, unless otherwise jointly provided in advance by the parties involved. In the event that shares exceeding this limit are voted, any Shareholders resolution adopted pursuant to such a vote may be challenged pursuant to Article 2377 of the Civil Code, if the required majority had not been reached without the votes exceeding the aforementioned maximum limit.
- Shares not entitled to vote are included in the determination of the quorum at shareholders meetings.
- 6.2 Pursuant to Article 2, paragraph 1 of Law Decree 332 of May 31, 1994, converted with amendments into Law 474 of July 30, 1994, as modified by Article 4, Paragraph 227, of Law December 24, 2003 no. 350, the Minister of Economy and Finance retains the following special powers to be exercised in agreement with the Minister of Productive Activities and according to the criteria contained in the Decree issued by the President of the Council of Ministers on June 10, 2004:
- a) opposition with respect to the acquisition of material shareholdings by entities affected by the shareholding limit as set forth in Article 3 of Law Decree 332 of May 31, 1994, converted with amendments into Law 474 of July 30, 1994, by which as per Decree issued by the Minister of Treasury on October 16, 1995 are meant those representing at least 3% of share capital with the right to vote at the ordinary shareholders meeting.
- The opposition is expressed within ten days of the date of the notice to be filed by the Board of Directors at the time request is made for registration in the Shareholders Register if the Minister considers that such an acquisition may prejudice the vital interests of the Italian State. Until the ten-day term is not lapsed, the voting rights and the non-asset linked rights connected with the shares representing a material shareholding may not be exercised. If the opposition power is exercised, through a duly motivated act in connection with the prejudice that may be caused by the operation to the vital interests of the Italian State, the transferee may not exercise the voting rights and the other non-asset linked rights connected with the shares representing a material shareholding and must sell said shares within one year. Failing to comply, the law court, upon request of the Minister of Economy and Finance, will order the sale of the shares representing a material shareholding according to the

procedures set forth in Article 2359-ter of the Civil Code. The act through which the opposition power is exercised may be sued by the transferee before the Regional Administrative Court of Latium within sixty days as of its issue;

- b) opposition with respect to the subscription of Shareholders' pacts or agreements as per Article 122 of Legislative Decree No. 58 of February 24, 1998, involving as per Decree issued by the Minister of Treasury on October 16, 1995 at least 3% of the share capital with the right to vote at ordinary shareholders' meetings. In order to allow the exercise of the above mentioned opposition power, Consob notifies the Minister of Economy and Finance of the relevant pacts or agreements communicated to it pursuant to the aforementioned Article 122 of Legislative Decree No. 58 of February 24, 1998. The opposition power may be exercised within ten days as of the date of the notice by Consob. Until the ten-day term is not lapsed, the voting right and the other non-asset linked rights connected with the shares held by the shareholders who have subscribed the above mentioned pacts or agreements may not be exercised. If the opposition power is exercised through the issue of an act that shall be duly motivated in consideration of the prejudice that may be caused by said pacts or agreements to the vital interests of the Italian State, the shareholders' pacts or agreements shall be null and void. If in the shareholders' meetings the shareholders who have signed shareholders' pacts or agreements behave as if those pacts or agreements disciplined by Article 122 of Legislative Decree No. 58 of February 24, 1998 were still in effect, the resolutions approved with their vote, if determining for the approval, may be sued. The act through which the opposition power is exercised may be sued by the shareholders who joined the above mentioned pacts or agreements before the Regional Administrative Court of Latium within sixty days as of its issue;
- c) veto power with respect to resolutions to dissolve the company, to transfer the business, to merge, to demerge, to transfer the company's registered office abroad, to change the company objects and to amend the by-laws cancelling or modifying the powers indicated in this Article. The act through which the veto power is exercised shall be duly motivated in consideration of the prejudice the related resolution may cause to the vital interests of the Italian State and may be sued by the dissenting Shareholders before the Regional Administrative Court of Latium within sixty days as of its issue;
- d) appointment of one Board member with no voting rights. Should such appointed Director lapse, the Minister of Economy and Finance in agreement with the Minister of Productive Activities will appoint his substitute.

ARTICLE 7

- 7.1 When shares are fully paid, and if the law so allows, they may be issued to the bearer. Bearer shares may be converted into registered shares and vice-versa. Conversion operations are performed at the Shareholder's expense.

ARTICLE 8

- 8.1 In the event, and for whatever reason, a share belongs to more than one person, the rights relating to said share may not be exercised by other than one person or by a proxy for all co-owners.

ARTICLE 9

- 9.1 The shareholders' meeting may resolve to increase the company capital and establish terms, conditions and means thereof.
- 9.2 The shareholders' meeting may resolve to increase the company capital by issuing shares, including shares of different classes, to be assigned for no consideration pursuant to Article 2349 of the Civil Code.

ARTICLE 10

- 10.1 Payments on shares are requested by the Board of Directors in one or more times.
- 10.2 Shareholders who are late in payment are charged an interest calculated at the official discount rate established by the Bank of Italy besides the provisions envisaged in Article 2344 of the Civil Code.

ARTICLE 11

- 11.1 The company may issue bonds, including convertibles and warrant bonds in compliance with the law.
Part IV - Shareholders Meeting

ARTICLE 12

- 12.1 Ordinary and extraordinary shareholders meetings are usually held at the company registered office unless otherwise resolved by the Board of Directors, provided however they are held in Italy.
- 12.2 Ordinary shareholders meetings must be called at least once a year to approve the financial statements, within 180 days of the end of the business year, as the Company approves the Group Financial Statements.

ARTICLE 13

- 13.1 Shareholders meetings are convened through a notice to be published on the Italian Official Gazette or "Il Sole 24 Ore" and other newspapers with national circulation, according to the current legislation and in compliance with the rules in force regulating the exercise of the vote by mail.
- The Shareholders that, severally or jointly, represent at least one fortieth of Eni share capital, may ask, within five days as of the date of publication of the Shareholders Meeting notice, to add other items in the agenda. The request shall contain the matters to be proposed to the Shareholders Meeting. Said faculty may not be exercised on the matters upon which, pursuant to the applicable legislation, the Shareholders Meeting resolves on the basis of a proposal of the Board of Directors or on the basis of a project or report of the Board. The integrations accepted by the Board shall be published at least ten days before the Shareholders Meeting date, through a notice to be published as indicated above.
- 13.2 Admission to the shareholders meeting is subject to the delivery, also for registered shares, of the certification issued by financial intermediaries at least two days before the date of the shareholders meeting on first call.

ARTICLE 14

- 14.1 Each Shareholder entitled to attend the Meeting may also be represented in compliance with the law by a person appointed by written proxy. Incorporated entities and companies may attend the Meeting by way of a person appointed by written proxy. In order to simplify collection of proxies issued by Shareholders who are employees of the company or its subsidiaries and members of Shareholders associations incorporated under and managed pursuant to current legislation regulating proxies collection, notice boards for communications and rooms to allow proxies collection are made available to said associations according to terms and conditions agreed from time to time by the company with the associations representatives.
- 14.2 The Chairman of the Meeting has to assure the regularity of written proxies and, in general, the right to attend the Meeting.
- 14.3 The right to vote may also be exercised by mail according to the laws and regulations in force concerning this matter.
- 14.4 Eni S.p.A. shareholders meetings are disciplined by Eni S.p.A.'s shareholders meeting Regulation approved by the ordinary shareholders meeting.

ARTICLE 15

- 15.1 The Meeting is chaired by the Chairman of the Board of Directors, or in the event of absence or impediment, by the Chief Executive Officer; in absence of both, by another person, duly delegated by the Board of Directors, failing which the Meeting may elect its own Chairman.
- 15.2 The Chairman of the Meeting is assisted by a Secretary, who need not be a Shareholder, to be designated by the Shareholders present, and may appoint one or more scrutineers.

ARTICLE 16

- 16.1 The ordinary shareholders meeting decides on all the matters for which it is legally entitled and authorises the transfer of the business.
- 16.2 Resolutions either at ordinary or extraordinary meetings, either on first, second or third call, must be taken with the majority required by the law in each case.

- 16.3 Resolutions of the Meeting taken in compliance with the law and these by-laws are binding for all Shareholders even if absent or dissenting.
- 16.4 The minutes of ordinary meetings must be signed by the Chairman and the Secretary.
- 16.5 The minutes of extraordinary meetings must be drawn up by a notary public.

Part V - The Board of Directors

ARTICLE 17

- 17.1 The company is managed by a Board of Directors consisting of no fewer than three and no more than nine members. The shareholders' meeting determines the number within these limits. The Minister of Economy and Finance in agreement with the Minister of Productive Activities may appoint another member, with no voting rights, pursuant to Article 6, second Paragraph, letter d), of the by-laws.
- 17.2 The Board of Directors is appointed for a period of up to three financial years; this term lapses on the date of the shareholders' meeting convened to approve the financial statements of the last year of their office. They may be reappointed.
- 17.3 The Board members, except for the one appointed pursuant to Article 6.2, letter d) of these by-laws, are appointed by the shareholders' meeting on the basis of lists presented by Shareholders and by the Board of Directors; in such lists the candidates must be listed in numerical order. Should the retiring Board of Directors present its own candidate list, it must be deposited at the company's registered office and published in at least three Italian newspapers of general circulation, two of them business dailies, at least twenty days before the date set for the first call of the shareholders' meeting. Candidate lists presented by Shareholders must be deposited at the company registered office and published as indicated in the foregoing at least ten days before the date set for the first call of the shareholders' meeting.

Each Shareholder may present or take part in the presenting of only one candidate list and each candidate may appear in one list only or he will be ineligible. Companies that are controlling entities or are under common control, as defined by Article 2359, first Paragraph, of the Civil Code, by the same entity of the company presenting a list shall not present nor take part in the presentation of another candidate list. Each candidate may appear in one list only or he will be ineligible. Only those Shareholders who, alone or together with other Shareholders, represent at least 1 per cent of voting share capital at the ordinary shareholders' meeting may present candidate lists. In order to demonstrate the title on the number of shares necessary to present candidate lists, the Shareholders must present and/or deliver to the company registered office a copy of the certification issued by the authorised financial intermediaries that are depositaries of their shares at least five days prior to the date set for the first call of the shareholders' meeting.

Together with each list, within the aforementioned time limits, statements must be presented in which each candidate accepts his nomination and attests, in his own responsibility, that causes for his ineligibility and incompatibility are non existing and that he possesses the requirements, honorability and independence requirements required by the norms in force for the Statutory Auditors included.

At least one Board member, if the Board members are no more than five, or at least three Board members if they are more than five, shall have the independence requirement. The independent Board members take part, according to the provisions set by the Board and by the Corporate Governance Codes issued by the companies that manage stock markets to which the Company adheres, to the Board Committees that the Board of Directors may establish. Said Board Committees shall have advisory and consulting tasks on specific items. The Board of Directors evaluates periodically the independence and the honorability of its members. If these requirements are not present or elapse and, if the minimum number of independent Board members set by these by-laws is not met, the Board of Directors removes the Board member without the independence requirement and resolves upon his substitution.

Each person entitled to vote may vote for a candidate list only.

Board members will be elected in the following manner:

- a) seven tenths of the members to be elected will be drawn out from the candidate list that receives the majority of votes expressed by the Shareholders in the numerical order in which they appear on the list, rounded off in the event of a fractional number to the next lower number;

- b) the remaining Board members will be drawn out from the other candidate lists; to this purpose the votes obtained by each candidate list will be divided by one or two depending on the number of the members to be elected. The quotients thus obtained will be assigned progressively to candidates of each said list in the order given in the lists themselves. Quotients thus assigned to candidates of said lists will be set in one decreasing numerical order. Those who obtain the highest quotients will be elected.

In the event that more than one candidate obtains the same quotient, the candidate elected will be the one of the list that has not hitherto had a Board member elected or that has elected the least number of Board members.

In the event that none of the lists has yet elected a Board member or that all of them have elected the same number of Board members, the candidate from all such lists who has obtained the largest number of votes will be elected. In the event of equal list votes and equal quotient, a new vote will be taken by the entire shareholders meeting and the candidate elected will be the one who obtains a simple majority of the votes;

- c) to appoint Board members for any reason not covered by the terms of the aforementioned procedure, the shareholders meeting will make a resolution with the majorities prescribed by the law.

17.4 The shareholders meeting may, even during the Board's term of office, change the number of members of the Board of Directors, always within the limits set forth in paragraph 17.1 above, and make the relating appointments. Board members so elected will expire at the same time as the rest of the Board.

17.5 If during the term of office one or more members leave the Board, action will be taken in compliance with Article 2386 of the Civil Code with exception of the Board member appointed pursuant to Article 6.2 letter d) of these by-laws. If a majority of members leaves the Board, the whole Board will be considered lapsed and the Board must promptly call a shareholders meeting to appoint a new Board.

ARTICLE 18

18.1 If the shareholders meeting has not appointed a Chairman, the Board will elect one of its members. The Director appointed pursuant to Article 6, second Paragraph, letter d) of the by-laws cannot be appointed as Chairman.

18.2 The Board, at the Chairman's proposal, appoints a Secretary, who need not belong to the company.

ARTICLE 19

19.1 The Board meets in the place indicated in the notice whenever the Chairman or, in case of absence or impediment, the Chief Executive Officer deems necessary, or when written application has been made by the majority of the members. The Board of Directors may be convened also pursuant to Article 28.4 of the by-laws. The Board of Directors meetings may be held by video or teleconference if each of the participants to the meetings may be identified and if each is allowed to follow the discussion and take part to it in real time. If said conditions are met, the Meeting is considered duly held in the place where the Chairman and the Secretary are present.

19.2 Usually notice is given at least five days in advance. In cases of urgency notice may be sent earlier. The Board of Directors decides on how to convene its meetings.

19.3 The Board of Directors must likewise be convened when so requested by at least two Board members or by one member if the Board consists of three members to decide on a specific matter considered of particular importance, pertaining to management, matter to be indicated in the request.

ARTICLE 20

20.1 The Chairman of the Board or, in his absence, the oldest Board member in attendance chairs the Meeting.

ARTICLE 21

21.1 A majority of members of the Board having a voting right must be present for a Board meeting to be valid.

21.2 Resolutions are taken with the majority of votes of the Board members having a voting right present; should votes be equal, the person who chairs the Meeting has a casting vote.

ARTICLE 22

- 22.1 Resolutions of the Board are entered in the minutes, which are recorded in a book kept for that purpose pursuant to the law, and said minutes are signed by the Chairman of the Meeting and by the Secretary.
- 22.2 Copies of the minutes are bona fide if they are signed by the Chairman or the person acting for him and countersigned by the Secretary.

ARTICLE 23

- 23.1 The Board of Directors is invested with the fullest powers for ordinary and extraordinary management of the company and, in particular, the Board has the power to perform all acts it deems advisable for the implementation and achievement of the company objects, except for the acts that the law or these by-laws reserve for the shareholders meeting.
- 23.2 The Board of Directors is allowed to resolve on the following matters:
- the merger and the demerger of at least 90% directly owned subsidiaries;
 - the establishment and winding up of branches;
 - the amendment to the by-laws in order to comply with the current legislation.
- 23.3 The Board of Directors and the Chief Executive Officer report timely, at least every three months and however in the Board of Directors meetings, to the Board of Statutory Auditors on the activities and on the most relevant operations regarding the operational, economic and financial management of the company and its subsidiaries; in particular the Board of Directors and the Chief Executive Officer report to the Board of Statutory Auditors on operations entailing an interest on their behalf or on behalf of third parties.

ARTICLE 24

- 24.1 The Board of Directors delegates its powers to one of its members with the exception of the Director appointed pursuant to Article 6, second Paragraph, letter d) of the by-laws, in compliance with the limits set forth in Article 2381 of the Civil Code. In addition the Board of Directors may delegate powers to the Chairman for researching and promoting integrated projects and strategic international agreements. The Board of Directors may at any time withdraw the delegations of powers hereon; if the Board of Directors withdraws powers delegated to the Chief Executive Officer, a new Chief Executive Officer is simultaneously appointed. The Board of Directors, upon proposal of the Chairman and in agreement with the Chief Executive Officer, may confer powers for single acts or categories of acts to other members of the Board of Directors with the exception of the Director appointed pursuant to Article 6, second Paragraph, letter d) of the by-laws. The Chairman and the Chief Executive Officer, in compliance with the limits of their delegations, may delegate and empower company employees or persons not belonging to the company to represent the company for single acts or specific categories of acts.
- Further, on proposal of the Chief Executive Officer and in agreement with the Chairman, the Board of Directors may also appoint one or more General Managers and determines the powers to be conferred to them. In order to make the appointment effective, the Board of Directors shall verify if the General Manager to be appointed has the honorability requirements set by the current legislation. The General Managers without said requirement shall be removed.
- On proposal of the Chief Executive Officer and in agreement with the Chairman, the Board of Directors appoints the Manager responsible for the preparation of financial reporting documents and delegates powers and resources to him. The appointment is subject to the favourable opinion of the Board of Statutory Auditors.

ARTICLE 25

- 25.1 Legal representation towards any judicial or administrative authority and towards third parties, together with the company signature, are vested either onto the Chairman or the Chief Executive Officer.

ARTICLE 26

- 26.1 The Chairman and the members of the Board are remunerated in an amount established by the ordinary shareholders meeting. Said resolution, once taken, will remain valid for subsequent business years until the shareholders meeting decides otherwise.

ARTICLE 27

27.1 The Chairman:

- a) represents the company according to the provisions of Article 25.1;
- b) chairs the shareholders' meeting pursuant to Article 15.1;
- c) convenes and chairs meetings of the Board of Directors pursuant to Articles 19.1 and 20.1;
- d) ascertains whether Board resolutions have been implemented;
- e) exercises the powers delegated to him by the Board of Directors pursuant to Article 24.1 of these by-laws.

Part VI - Board of Statutory Auditors

ARTICLE 28

28.1 The Board of Statutory Auditors consists of five effective members and two alternate members. The Auditors shall have the professional and honour requirements set forth by the Ministerial Decree No. 162, dated March 30, 2000 issued by the Ministry of Justice.

Pursuant to the aforementioned Ministerial Decree, the matters strictly connected to those of interest of the Company are: companies law, business economics and corporate finance.

Pursuant to said Ministerial Decree, the sectors strictly connected with those of interest of the Company are the engineering and geological sectors.

Those who are already appointed effective auditor or supervisory board member or audit committee member in at least five companies with securities listed on regulated securities markets other than Eni S.p.A. subsidiaries may not be appointed Statutory Auditor; if elected, they will lapse.

28.2 The effective Auditors and the alternate Auditors are appointed by the shareholders meeting on the basis of lists presented by the Shareholders; in such lists candidates are listed in numerical order. For the presentation, deposit and publication of candidate lists the procedures set forth in Article 17.3 shall apply.

Lists shall be divided into two sections: the first one for the candidates to be appointed effective Auditors and the second one for the candidates to be appointed alternate Auditors. At least the first candidate of each section shall be chartered accountant and have exercised audit activities for not less than three years.

Three effective Auditors and one alternate Auditor will be drawn from the list that obtains the majority of votes. The other two effective Auditors and the other alternate Auditor will be appointed pursuant to Article 17.3, letter b) of the by-laws. The procedure described in this last Article shall be applied to each section of the lists involved separately.

The shareholders meeting appoints the Chairman of the Board of Statutory Auditors among the effective Auditors appointed according to Article 17.3 letter b) of these by-laws.

To appoint effective or alternate Auditors for any reason not elected according to the terms of the aforementioned procedure, the shareholders meeting will resolve with the majorities prescribed by the law.

Should an effective Auditor drawn out from the candidate list that receives the majority of votes expressed by the Shareholders be replaced, he will be succeeded by the alternate Auditor drawn out from the same candidate list; should an effective Auditor drawn out from the other candidate list be replaced, he will be substituted pursuant to Article 17.3, letter b) of the by-laws.

28.3 Retiring Auditors may be reelected.

28.4 Subject to a previous communication to the Chairman of the Board of Directors, the Board of Statutory Auditors is empowered to convene the shareholders meeting and the Board of Directors. At least two effective Auditors are empowered to convene the shareholders meetings and at least one effective Auditor is empowered to convene the Board meetings.

Part VII - Financial Statements and Profits

ARTICLE 29

29.1 The business year ends on December 31 every year.

29.2 At the end of each business year, the Board of Directors sees to the preparation of the company financial

statements in conformity with the law.

29.3 The Board of Directors may, during the course of the business year, pay interim dividends to the Shareholders.

ARTICLE 30

30.1 Dividends not collected within five years of the day on which they are payable will be prescribed in favour of the company and allocated to reserves.

Part VIII - Winding Up and Liquidation of the Company

ARTICLE 31

31.1 In the event the company is wound up, the shareholders meeting will decide the manner of liquidation, appoint one or more liquidators and determine their powers and remuneration.

Part IX - General Provisions

ARTICLE 32

32.1 For matters not expressly regulated by these by-laws, the norms of the Civil Code and specific laws concerning these matters will apply.

32.2 The Ministry of Economy and Finance may retain his shareholding in the company share capital in excess of the limit set forth in Article 6.1 of these by-laws and will not be subject to the provisions of said Article 6.1 for the period set by the law.

ARTICLE 33

33.1 The company retains all assets and liabilities held before its transformation by the public law agency Ente Nazionale Idrocarburi.

Exhibit 8**List of Eni's fully consolidated subsidiaries for year 2005**

Subsidiary	Country of Incorporation	Eni's interest (%)⁽¹⁾
Exploration & Production		
Agip Caspian Sea BV	(the Netherlands)	100.00
Agip Energy and Natural Resources (Nigeria) Ltd	(Nigeria)	100.00
Agip Karachaganak BV	(the Netherlands)	100.00
Agip Oil Ecuador BV	(the Netherlands)	100.00
Eni A E P Ltd	(the United Kingdom)	100.00
Eni Algeria Exploration BV	(the Netherlands)	100.00
Eni Algeria Ltd Sàr	(Luxembourg)	100.00
Eni Algeria Production BV	(the Netherlands)	100.00
Eni Ambalat Ltd	(the United Kingdom)	100.00
Eni America Ltd	(USA)	100.00
Eni Angola Exploration BV	(the Netherlands)	100.00
Eni Angola Production BV	(the Netherlands)	100.00
Eni Australia BV	(the Netherlands)	100.00
Eni Australia Ltd	(the United Kingdom)	100.00
Eni BB Petroleum Inc	(USA)	100.00
Eni Birch Ltd	(the United Kingdom)	100.00
Eni Bukat Ltd	(the United Kingdom)	100.00
Eni Bulungan BV	(the Netherlands)	100.00
Eni China BV	(the Netherlands)	100.00
Eni Congo Holding BV (ex Eni International BV)	(the Netherlands)	100.00
Eni Congo SA	(Congo)	100.00
Eni Croatia BV	(the Netherlands)	100.00
Eni Dación BV	(the Netherlands)	100.00
Eni Deepwater Llc	(USA)	100.00
Eni Denmark BV	(the Netherlands)	100.00
Eni Elgin/Franklin Ltd	(the United Kingdom)	100.00
Eni Energy BV	(the Netherlands)	100.00
Eni Energy Ltd (in liquidation)	(the United Kingdom)	100.00
Eni Ganal Ltd	(the United Kingdom)	100.00
Eni Grand Maghreb BV	(the Netherlands)	100.00
Eni Guibsen Exploration BV	(the Netherlands)	100.00
Eni Indonesia Ltd	(the United Kingdom)	100.00
Eni International NA NV Sàrl	(Luxembourg)	100.00
Eni Investments Plc	(the United Kingdom)	100.00
Eni Iran BV	(the Netherlands)	100.00
Eni Ireland BV	(the Netherlands)	100.00
Eni JPDA 03-13 Ltd	(the United Kingdom)	100.00
Eni Krueng Mane Ltd	(the United Kingdom)	100.00
Eni Lasmo Plc	(the United Kingdom)	100.00

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Eni LNS Ltd	(the United Kingdom)	100.00
Eni Marketing Inc	(USA)	100.00
Eni Mediterranea Idrocarburi SpA	(Italy)	100.00
Eni MEP Ltd	(the United Kingdom)	100.00
Eni MHH Ltd (in liquidation)	(the United Kingdom)	100.00
Eni Middle East BV	(the Netherlands)	100.00
Eni Middle East Ltd	(the United Kingdom)	100.00
Eni MOG Ltd (in liquidation)	(the United Kingdom)	100.00
Eni Muara Bakau BV	(the Netherlands)	100.00
Eni Norge AS	(Norway)	100.00
Eni North Africa BV	(the Netherlands)	100.00
Eni Oil Algeria Ltd	(the United Kingdom)	100.00
Eni Oil & Gas Inc	(USA)	100.00
Eni Oil do Brasil SA	(Brazil)	100.00
Eni Oil Holdings BV	(the Netherlands)	100.00
Eni Pakistan Ltd	(the United Kingdom)	100.00
Eni Pakistan (M) Ltd Sàrl	(Luxembourg)	100.00
Eni Papalang Ltd	(the United Kingdom)	100.00
Eni Petroleum Co Inc	(USA)	100.00
Eni Petroleum Exploration Co Inc	(USA)	100.00
Eni Popodi Ltd	(the United Kingdom)	100.00
Eni Rapak Ltd	(the United Kingdom)	100.00
Eni Resources Ltd (in liquidation)	(the United Kingdom)	100.00
Eni Russia BV	(the Netherlands)	100.00
Eni Securities Ltd	(the United Kingdom)	100.00
Eni TNS Ltd	(the United Kingdom)	100.00
Eni Trading BV	(the Netherlands)	100.00
Eni Trinidad and Tobago Ltd	(Trinidad and Tobago)	100.00
Eni TTO Ltd	(the United Kingdom)	100.00
Eni Tunisia BEK BV	(the Netherlands)	100.00
Eni Tunisia BV	(the Netherlands)	100.00
Eni UFL Ltd (in liquidation)	(the United Kingdom)	100.00
Eni UHL Ltd	(the United Kingdom)	100.00
Eni UKCS Ltd	(the United Kingdom)	100.00
Eni UK Ltd	(the United Kingdom)	100.00
Eni ULT Ltd	(the United Kingdom)	100.00
Eni ULX Ltd	(the United Kingdom)	100.00
Eni USA Inc	(USA)	100.00
Eni U.S. Operating Co Inc	(USA)	100.00
Eni Venezuela BV	(the Netherlands)	100.00
Eni Ventures Plc	(the United Kingdom)	100.00
Ieoc Exploration BV	(the Netherlands)	100.00
Ieoc Production BV	(the Netherlands)	100.00
Ieoc SpA	(Italy)	100.00
Lasmo Sanga Sanga Ltd	(Bermuda)	100.00
Nigerian Agip Exploration Ltd	(Nigeria)	100.00
Nigerian Agip Oil Co Ltd	(Nigeria)	100.00
S.A.R.C.I.S. - Società Azionaria Ricerche Coltivazione Idrocarburi		
Sicilia SpA	(Italy)	100.00
Società Petrolifera Italiana SpA	(Italy)	99.96
Stocaggi Gas Italia SpA - Stogit SpA	(Italy)	100.00

Gas & Power

Acqua Campania SpA (ex Eni Acqua Campania SpA)	(Italy)	49.05
Adriaplin Podjetje za distribucijo zemeljskega plina doo Ljubljana	(Slovenia)	51.00
Compagnia Napoletana di Illuminazione e Scaldamento col Gas SpA	(Italy)	99.69
Distribuidora de Gas Cuyana SA	(Argentina)	45.60
Eni G&P Trading BV	(the Netherlands)	100.00
Eni Gas & Power CH SA	(Switzerland)	100.00
Eni Gas & Power Deutschland SpA (ex Italgas Rete SpA)	(Italy)	100.00
Eni Gas & Power GmbH	(Germany)	100.00
Eni Gas & Power LNG Australia BV	(the Netherlands)	100.00
Eni Gas Trading Europe BV	(the Netherlands)	100.00
EniPower SpA	(Italy)	100.00
EniPower Trading SpA	(Italy)	100.00
EniPower Trasmissione SpA	(Italy)	100.00
Fiorentina Gas Clienti SpA	(Italy)	100.00
Fiorentina Gas SpA	(Italy)	51.03
Gas Brasileiro Distribuidora SA	(Brazil)	100.00
GNL Italia SpA	(Italy)	50.07
Greenstream BV	(the Netherlands)	75.00
Inversora de Gas Cuyana SA	(Argentina)	76.00
Italgas Hellas SpA	(Italy)	100.00
LNG Shipping SpA	(Italy)	100.00
Napoletana Gas Clienti SpA	(Italy)	99.69
Partecipazioni Industriali SpA	(Italy)	100.00
Snam Rete Gas SpA	(Italy)	50.07
Società EniPower Ferrara Srl	(Italy)	51.00
Società Italiana per il Gas pA	(Italy)	100.00
Société de Service du Gazoduc Transtunisien SA - Sergaz SA	(Tunisia)	66.67
Société pour la Construction du Gazoduc Transtunisien SA - Scogat SA	(Tunisia)	100.00
Tigáz Tiszántúli Gázszolgáltató Zártkörűen Működő Részvénytársaság	(Hungary)	50.08
Trans Tunisian Pipeline Co Ltd	(Channel Island)	100.00

Refining & Marketing

Agip Austria GmbH	(Austria)	100.00
Agip Benelux BV	(the Netherlands)	100.00
Agip Česká Republika Sro	(Czech Republic)	100.00
Agip Deutschland GmbH	(Germany)	100.00
Agip Ecuador SA	(Ecuador)	100.00
Agip España SA	(Spain)	100.00
Agip Française SA	(France)	100.00
Agip Hungaria Részvénytársaság	(Hungary)	99.41
Agip Lubricantes SA	(Argentina)	100.00
Agip Lubricants (Pty) Ltd	(South Africa)	100.00
Agip Pannónia Kereskedelmi Kft	(Hungary)	99.41
Agip Portugal - Combustiveis SA	(Portugal)	100.00
Agip Romania SA	(Romania)	99.97

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Agip Schmiertechnik GmbH	(Germany)	100.00
Agip Slovenija doo	(Slovenia)	100.00
Agip Slovensko Spol Sro	(Slovakia)	100.00
Agip Suisse SA	(Switzerland)	100.00
AgipFuel SpA	(Italy)	100.00
AgipRete SpA	(Italy)	100.00
American Agip Co Inc	(USA)	100.00
Big Bon Distribuzione SpA	(Italy)	100.00
Costiero Gas Livorno SpA	(Italy)	65.00
Ecofuel SpA	(Italy)	100.00
Eni Portugal Investment SpA	(Italy)	100.00
Esain SA	(Ecuador)	100.00
Intermode Trasporti Logistica Integrata SpA	(Italy)	100.00
Petrolig Srl	(Italy)	70.00
Petroven Srl	(Italy)	68.00
Praoil Oleodotti Italiani SpA	(Italy)	100.00
Raffineria di Gela SpA	(Italy)	100.00

Petrochemicals

Dunastyr Polisztirolgyártó Zártkoruen Mukodo Részvénytársaság (ex Dunastyr Polisztirolgyártó Részvénytársaság Ltd)	(Hungary)	100.00
Polimeri Europa Americas Inc	(USA)	100.00
Polimeri Europa Benelux SA	(Belgium)	100.00
Polimeri Europa Elastomères France SA	(France)	100.00
Polimeri Europa France SAS (ex Polimeri Europa Distribution France SAS)	(France)	100.00
Polimeri Europa GmbH	(Germany)	100.00
Polimeri Europa Ibérica SA	(Spain)	100.00
Polimeri Europa SpA	(Italy)	100.00
Polimeri Europa UK Ltd	(the United Kingdom)	100.00

Oilfield Services Construction and Engineering

Oilfield Services and Construction

BOSCONGO SA	(Congo)	43.25
BOS Investment Ltd	(the United Kingdom)	43.26
BOS Italia Srl	(Italy)	43.26
BOS - UIE Ltd	(the United Kingdom)	43.26
Camom Gesellschaft fur Instandhaltung und Montagen GmbH	(Germany)	43.26
Camom SA	(France)	43.26
Consorzio Saipem Energy International - Tecnomare	(Italy)	52.71
Delong Hersent - Estudos, Construções Marítimas e Participações, Unipessoal Lda	(Portugal)	43.26
Energy Maintenance Services SpA	(Italy)	71.63
Entreprise Nouvelle Marcellin SA	(France)	43.26
ER SAI Caspian Contractor Llc	(Kazakhstan)	21.63
ERS - Equipment Rental & Services BV	(the Netherlands)	43.26

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European Marine Contractors Ltd	(the United Kingdom)	43.26
European Marine Investments Ltd	(the United Kingdom)	43.26
European Maritime Commerce BV	(the Netherlands)	43.26
Global Petroprojects Services AG (ex Global Petroprojects Services AG SA Ltd)	(Switzerland)	43.26
Hazira Cryogenic Engineering & Construction Management Private Ltd	(India)	23.74
Hazira Marine Engineering & Construction Management Private Ltd	(India)	43.26
Intermare Sarda SpA	(Italy)	43.26
Katran-K Llc	(Russia)	43.26
Moss Arctic Offshore AS	(Norway)	43.26
Moss Maritime AS	(Norway)	43.26
Moss Maritime Inc	(USA)	43.26
Moss Offshore AS	(Norway)	43.26
Nigerian Services & Supply Co Ltd	(Nigeria)	43.26
Petrex SA	(Peru)	43.26
Petromar Lda	(Angola)	30.28
PT Saipem Indonesia	(Indonesia)	43.26
PT Sofresid Engineering (ex PT Sofresid Indonesia Ll)	(Indonesia)	43.26
Saibos Construções Maritimas Lda	(Portugal)	43.26
Saibos Fze	(United Arab Emirates)	43.26
Saibos SAS	(France)	43.26
Saigut SA De Cv	(Mexico)	34.61
Saimexicana SA De Cv	(Mexico)	43.26
Saipem America Inc (ex Sonsub Inc)	(USA)	43.26
Saipem Asia Sdn Bhd	(Malaysia)	43.26
Saipem Contracting Algerie SpA	(Algeria)	43.24
Saipem Contracting (Nigeria) Ltd	(Nigeria)	42.37
Saipem do Brasil Serviçõs de Petroleo Ltda	(Brazil)	43.26
Saipem Energy International SpA	(Italy)	43.26
Saipem FPSO SpA (ex Sonsub SpA)	(Italy)	43.26
Saipem Holding France SAS	(France)	43.26
Saipem India Project Services Ltd	(India)	43.26
Saipem International BV	(the Netherlands)	43.26
Saipem Luxembourg SA	(Luxembourg)	43.26
Saipem (Malaysia) Sdn Bhd	(Malaysia)	17.56
Saipem Mediteran Usluge doo	(Croatia)	43.26
Saipem (Nigeria) Ltd	(Nigeria)	38.68
Saipem - Perfurações e Construções Petroliferas America do Sul Lda	(Portugal)	43.26
Saipem (Portugal) - Comércio Marítimo, Sociedade Unipessoal Lda	(Portugal)	43.26
Saipem (Portugal) - Gestão de Participações SGPS Sociedade Unipessoal SA	(Portugal)	43.26
Saipem SA	(France)	43.26
Saipem Services México SA De Cv	(Mexico)	43.26
Saipem Services SA	(Belgium)	43.26
Saipem Singapore Pte Ltd	(Singapore)	43.26
Saipem SpA	(Italy)	43.26
Saipem UK Ltd	(the United Kingdom)	43.26
SAIR Construções Mecanicas de Estruturas Maritimas Lda	(Portugal)	37.20
SAS Port de Tanger	(France)	43.26
Saudi Arabian Saipem Ltd	(Saudi Arabia)	25.96
SB Construction and Maritime Services BV	(the Netherlands)	43.26

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Services et Equipements Gaziers et Petroliers SA	(France)	43.16
Société de Construction d Oleoducs Snc	(France)	43.16
Société Nouvelle Technigaz SA	(France)	43.25
Sofresid Engineering SA	(France)	43.26
Sofresid SA	(France)	43.26
Sonsub AS	(Norway)	43.26
Sonsub International Pty Ltd	(Australia)	43.26
Sonsub Ltd	(the United Kingdom)	43.26
Star Gulf Free Zone Co	(United Arab Emirates)	43.26
TBE Ltd	(Egypt)	30.27

Engineering

Andromeda Consultoria Tecnica e Representações Ltda	(Brazil)	100.00
Engineering & Management Services SpA (ex Snamprogetti Services SpA)	(Italy)	100.00
Snamprogetti Canada Inc	(Canada)	100.00
Snamprogetti France Sàrl	(France)	100.00
Snamprogetti Ltd	(the United Kingdom)	99.99
Snamprogetti Lummus Gas Ltd	(Malta)	99.00
Snamprogetti Management Services SA	(Switzerland)	99.99
Snamprogetti Netherlands BV	(the Netherland)	100.00
Snamprogetti Saudi Arabia Ltd	(Saudi Arabia)	74.99
Snamprogetti SpA	(Italy)	100.00
Snamprogetti Sud SpA	(Italy)	100.00
Snamprogetti USA Inc	(USA)	99.99

Other activities

Agenzia Giornalistica Italia SpA	(Italy)	100.00
Eni Corporate University SpA	(Italy)	100.00
EniTecnologie SpA	(Italy)	100.00
Ing. Luigi Conti Vecchi SpA	(Italy)	100.00
Servizi Aerei SpA	(Italy)	100.00
Sieco SpA	(Italy)	100.00
Syndial SpA - Attività Diversificate	(Italy)	100.00
Tecnomare - Società per lo Sviluppo delle Tecnologie Marine SpA	(Italy)	62.16

Corporate and financial companies

Eni Coordination Center SA	(Belgium)	100.00
Eni International Bank Ltd	(Bahamas)	100.00
Eni International BV (ex Eni Exploration BV)	(the Netherlands)	100.00
Padana Assicurazioni SpA	(Italy)	99.71
Serfactoring SpA	(Italy)	48.81
Società Finanziamenti Idrocarburi - Sofid - SpA	(Italy)	99.61
Società Finanziaria Eni SpA - Enifin	(Italy)	100.00
Sofidsim - Società di Intermediazione Mobiliare SpA	(Italy)	99.61

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- (1) The percentage relates to Eni's share of net profit of the relevant subsidiary and coincides with the percentage of ownership interest both direct and indirect in the vast majority of cases.
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Exhibit 11

Code of Ethics

Approved by the Board of Directors of Eni SpA on October 21, 1998 and on July 31, 2003 (Addendum)

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ADDENDUM

In conducting its activities as an international company, Eni refers to the protection of human and labor rights, of safety and the environment, as well as to the system of values and principles concerning transparency and integrity, energy efficiency and sustainable development, as outlined by international institutions and conventions.

In this respect Eni reaffirms its commitment to operate within the framework of the United Nations Universal Declaration of Human Rights, the Fundamental Conventions of the ILO International Labour Organization and the OECD Guidelines on Multinational Enterprises, with particular reference to the areas concerning the protection of labor rights, freedom of association, the rejection of all forms of discrimination, forced and child labor, corruption, the safeguarding of dignity, health and safety at the workplace, the respect for natural biodiversities and the protection of the environment.

Moreover, Eni is committed to actively contribute to promoting the quality of life and the socio-economic development of the communities where the Group operates and to the development of their human resources and capabilities, while conducting its business activities in internal and external markets according to standards that are compatible with fair commercial practice.

All of Eni's activities are carried out in the awareness of the Social Responsibility that the Group has towards all of its stakeholders (employees, shareholders, customers, suppliers, communities, commercial and financial partners, institutions, industry associations, trade unions), in the belief that the capacity for dialogue and interaction with civil society constitutes an important asset for the company.

Therefore, Eni is committed to spreading an awareness of its values and principles both within and outside the Group and to implementing adequate control procedures.

FOREWORD

Eni¹ is an internationally oriented industrial group which, because of its size and the importance of its activities, plays a significant role in the marketplace and in the economic development and welfare of the communities where it is present.

Eni operates in many institutional, economic, political, social and cultural environments in constant and rapid development. Eni's activities must be performed in full respect of the law, in fair competition, with honesty, integrity and good faith, with due respect for the legitimate interests of its customers, employees, shareholders, commercial and financial partners and the communities where it is present. All those who work in Eni are, without any distinction or exception whatsoever, committed to respecting these principles in performing their roles and responsibilities and to making sure that others respect them. The conviction that one is acting in favor or to the advantage of Eni can never, in any way, justify acts or behavior that conflict with these principles.

Due to the complexity of the situations in which Eni operates, it is important to define clearly the values that Eni accepts, acknowledges and shares as well as the responsibilities assumed by Eni inside and outside Eni itself. For this reason the present Code of Practice (hereinafter called the "Code") has been produced. Respect of the Code by every Eni employee is of paramount importance for the good functioning, reliability and reputation of Eni; all of which are crucial factors for its success.

Apart from fulfilling their general duties of loyalty, fairness and the performance of their labor contract in good faith, all Eni employees must refrain from acts that compete with Eni and they must respect company rules and comply with the Code; which compliance is also required under existing laws.²

Each employee is expected to have full knowledge of the Code and to contribute actively to its implementation and to report any shortcomings. Eni undertakes to facilitate and promote knowledge of the Code among its employees and to accept their constructive contribution to the Code's contents. Any behavior violating the letter and the spirit of the Code will be punished according to the rules herein defined.

Eni will check compliance with the Code by providing suitable information, prevention and control instruments and it shall ensure transparency in all operations and conduct by taking corrective measures if and as required.

The Code shall be brought to the attention of every person or body having business relations with Eni.

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- (1) In the present Code "Eni" or "Group" mean Eni SpA and its subsidiaries as defined in Article 2359 of the Italian Civil Code as well as other subsidiaries as defined in Article 26 of Legislative Decree No. 127 of April 9, 1991.
 - (2) "Article 2104. Diligence of workers. Workers are expected to render diligently the services expected from them according to the nature of such services, the interests of the company and the higher interests of national production. They must also comply with the rules for work execution and discipline as set down by their employers and the superiors to whom they report."

1. GENERAL PRINCIPLES

1.1 To whom the code applies

Moral integrity is a constant duty for any person working for Eni and characterizes the conduct of its entire organization.

The rules of the Code are applicable to each and every Eni employee without exception and to all those who work for the achievement of Eni's objectives.

Eni's management has to comply with the rules of the Code in the presentation of projects, and in actions and investments aimed at increasing in the long-term the value of Eni assets, managerial capability, technology, the return on investment for shareholders, and the welfare of employees and the community at large.

Members of the Board of Directors must bear in mind the principles contained in the Code when determining corporate objectives.

Company managers must be the first to give concrete form to the values and principles contained in the Code, by assuming responsibility for them both inside and outside the Group, and by instilling trust, cohesion and a sense of team-work.

Eni employees shall not only respect existing applicable laws but they are also expected to adjust their actions and conduct so as to conform to the principles, objectives and commitments contemplated in the Code.

The general conduct and any action, operation and negotiation performed by Eni employees in the performance of their duties shall be inspired by the highest principles of fairness, completeness and transparency of information and legitimacy, both in form and substance, as well as in clarity and truthfulness in all accounting matters, as per existing and applicable laws and internal regulations.

Eni shall actively and fully cooperate with public Authorities, through its employees.

All in-house work shall be performed with the utmost care and professional skill. Each employee must bring adequate skills and expertise to the task assigned and always act in a way that shall protect Eni's reputation.

Relationships between employees, at all levels, must be characterized by fairness, cooperation, loyalty and mutual respect.

In order to fully comply with the Code, each employee may refer not only to his or her superior but may also contact directly any internal body or office specifically designated for the purpose.

1.2 Duties of Eni

Through the establishment of specific internal bodies ("Guarantor" and "Committee for the Code of Practice"), Eni will:

ensure the widest dissemination of the Code among its employees and partners;
provide for further analyses and updating of the Code as required to meet evolving circumstances and laws;
make available all the tools for understanding and clarifying the interpretation and the implementation of the Code;
arrange for a careful evaluation to be carried out on any instances where the Code may have been violated;
in the event of an acknowledged violation of the Code, it shall provide for an evaluation of the facts and, if necessary, the adoption of appropriate sanctions;
ensure that no one may suffer any retaliation whatsoever for having provided information regarding possible violations of the Code or related laws.

1.3 Duties of employees

All employees are expected to know the regulations contained in the Code and the relevant rules governing activities performed in their respective functions.

Eni employees shall:

refrain from all conduct contrary to such rules and regulations;
consult their superior, or the Guarantor, whenever clarifications concerning the implementation of said rules are needed;
immediately report to their superiors or to the Guarantor:
any fact that comes to their direct, or indirect, knowledge concerning a possible violation of such rules;
any request they receive to violate such rules;
cooperate with the relevant office or department in ascertaining any violations.

If, after notifying a supposed violation, an employee should deem that the issue has not been fully investigated or feels that he or she has been subject to retaliation, then the employee shall be entitled to make a complaint to the Committee for the Code of Practice.

Employees are not allowed to conduct personal investigations, nor to exchange information, except to their superiors, the Guarantor or the Committee for the Code of Practice.

1.4 Additional duties of managers

Each manager shall:

act in a way that shall serve as an example of good conduct to his or her subordinates;
encourage employees to respect the Code and to raise relevant questions and issues relating to the Code;
act in such a way as to demonstrate to employees that respecting the Code is an essential aspect of the quality of their work;
in so far as it is possible, try to select employees and external collaborators in such a way that will prevent assignments being given to persons who cannot be relied upon to implement the Code;
immediately report the discovery of any possible deviations from the Code to a Senior Manager or to the Guarantor. Likewise, any information on possible deviations that is received from subordinates must also be passed on immediately to Senior Management;
immediately take corrective measures whenever necessary;
prevent any kind of retaliation.

1.5 Applicability of the code to third parties

In dealing with third parties, Eni employees shall:

- properly inform all third parties about the commitments and duties contained in the Code;
- require the third parties to respect the obligations in the Code relevant to their activities;
- adopt proper internal actions and, if the matter comes within the limits of the employee's own responsibilities, also external actions, in the event that any third party should fail to comply with the Code.

1.6 Reference, implementation and control functions (guarantors)

Eni has established the function of "Guarantor of the Code of Practice" with the following proposes and once the office of the Guarantor has been established, all employees must be made aware of its purpose and of how they themselves can communicate directly with it (by telephone, fax, e-mail, etc.):

- to establish criteria and procedure aimed at reducing the risk of violations of the Code;
- to promote the publication of guidelines and operational procedures in cooperation with offices and departments responsible for their preparation;
- to organize information and training programs for employees aimed at providing a better knowledge of the Code's objectives;
- to promote and monitor knowledge of the Code inside and outside Eni and its implementation;
- to investigate reports of any violation by initiating proper inquiry procedures;
- to inform the Personnel Department about the results of any inquiries for the adoption of any sanctions;
- to inform the relevant departments of the results of any inquiries in relation to the taking any further actions;
- to present the Chairman, in conjunction with the Committee for the Code of Practice, with proposals for the further dissemination and updating of the Code (the Chairman then reports these to the Board of Directors);
- to initiate and then maintain a proper reporting and communication flow with similar departments and bodies in Eni subsidiaries;
- to present the Chairman, in conjunction with the Committee for the Code of Practice, with a yearly report on the implementation of the Code inside Eni SpA and its subsidiaries (the Chairman then reports these to the Board of Directors).

In performing its duties, the Guarantor will be aided by the relevant structures within Eni SpA.

Eni has established the Committee for the Code of Practice to carry out the following assignments:

- to express an evaluation on the Guarantor's proposals for the dissemination and updating of the Code;
- to analyze the yearly report on the Code's implementation and suggest to the Chairman, (who reports to the Board on such matters), appropriate actions to prevent any recurrences of violations;
- to take action at the request of employees in the event of receiving reports that violations of the Code have not been properly dealt with or in the event of being informed of any retaliation against employees for having reported violations.

Similar structures will be created in all Eni Group companies.

The Eni SpA Guarantor coordinates the activities of the Guarantors in subsidiaries. After review by the Board of Directors of the respective sector head companies, a copy of the yearly report concerning each sector shall be presented to the Eni SpA Guarantor. The Eni SpA Guarantor shall also receive a copy of the yearly report of directly controlled companies not included in any sector.

1.7 Contractual value of the code

Respect of the Code's rules is an essential part of the contractual obligations of Eni employees as per Article 2104 of the Italian Civil Code.

Any violation of the Code's rules may be considered as a violation of primary obligations under labor relations or of the rules of discipline, and can entail the consequences provided for by law, including termination of the work contract and reimbursement of damages arising from any violation therefrom.

2. BUSINESS CONDUCT

In conducting its business Eni is inspired by the principles of fairness, loyalty, transparency, efficiency and an open market.

Eni employees, and external collaborators whose actions may somehow be referred to Eni, must act correctly when conducting business in Eni's interest and in their relations with the Public Administration, irrespective of the market conditions and the importance of the business under negotiation.

Bribes, illegitimate favors, collusion, pressures, either direct or through third parties, requests of personal benefits for oneself or others, are prohibited.

Eni acknowledges and respects the right of employees to take part in investments, businesses and other kinds of activities, provided that these are not related to the activities that such employees perform in the interests of Eni and provided that such activities are permitted by law and are compatible with the duties of being employees of Eni.

In any event, Eni employees shall avoid any situation and activity where a conflict of interest may arise or which can interfere with their ability to make impartial decisions in the best interests of Eni and in full accordance with the Code. Any situation that may constitute or give rise to a conflict of interest shall be immediately reported to one's superiors. In particular, all Eni employees shall avoid conflicts of interest between personal and family economic activities and their tasks within their company. By way of example, conflicts of interest are determined by the following situations:

- economic and financial interest of employee and/or his family in activities of supplier, customer and competitor;
- use of one's position in the company, or of information acquired during one's work, in such a way as to create a conflict between one's personal interests and the interests of the company;
- performing any type of work for suppliers, customers and competitors;
- accepting money, favors or benefits from persons or firms that have, or intend to have, business relationships with Eni;
- buying or selling of shares in Eni companies or in other corporations on the basis of important information not in the public domain and obtained because of one's position at Eni. In any case, transactions in securities of Eni companies shall always be conducted with the utmost transparency and fairness with respect to the issuing company and its Group, as well as to investors and shall always be such as not to generate any expectations, alarm or errors in judgment in third parties.

It is prohibited to pay or offer, directly or indirectly, money and material benefits of any kind to third parties, whether public officers or private individuals, in order to influence or remunerate the actions of their office. Courtesy objects, such as small presents or hospitality gifts, are allowed only when the value of such objects is small and does not compromise the integrity and reputation of the partners and cannot be construed by an impartial observer as aimed at obtaining undue advantages. In any case, these expenses must always be authorized by the designated managers as per existing rules and accompanied by appropriate documentation.

Employees receiving presents or special treatment that cannot be directly related to normal courteous relations must inform their superior of the facts.

External collaborators (including consultants, representatives, agents, brokers etc.) are required to comply with the Code's principles. To this purpose, in accordance with their responsibilities, employees shall make sure that:

- code principles and procedures are followed in the selection of external collaborators and in relationships with them;
- only qualified and reputable persons and companies are selected;
- all information relevant to the selection of particular external collaborators be taken into proper account regardless of the source of such information;
- doubts on any supposed violation of the Code by external collaborators are immediately reported to one's superior or the Guarantor;
- an explicit commitment to respect the principles of the Code of Practice be included in contracts with outside collaborators.

In any case, the remuneration to be paid shall be exclusively commensurate with the services to be rendered and described in the contract and payments shall be made only to the contract partner and within the country indicated in the contract.

2.1 Relations with customers

Eni pursues its business success on markets by offering quality products and services under competitive conditions while respecting the rules protecting fair competition.

Eni knows that the esteem of those requesting products or services is of primary importance for success in business. Therefore, Eni employees shall:

- follow internal procedures on relations with customers;
- provide, with courtesy and efficiency and within the limits set in the contracts, high quality products that can meet or exceed the customers' reasonable expectations and needs;
- provide sufficient and accurate information about its products and services so that customers can take reasoned decisions;
- be truthful in all advertising and communications.

2.2 Relations with suppliers

In the case of tenders and contracts for the supply of goods and services, Eni employees shall:

- follow internal procedures concerning selection and relations with suppliers;
- abstain from the exclusion of suppliers that have the proper requirements to bid for Eni's orders, by adopting appropriate and objective selection methods, based on established, transparent criteria;
- secure the cooperation of suppliers in guaranteeing the continuous satisfaction of Eni's customers in terms of quality, costs and delivery times, to the extent expected by customers;
- whenever possible and in accordance with applicable laws, make use of products and services supplied by other Eni Group companies at arm's length conditions;
- respect all conditions contained in contracts;
- maintain a frank and open dialogue with suppliers in line with good commercial practice;

inform Eni SpA's Department for Industrial Planning and Development about any serious problems that may arise with a particular supplier in order to evaluate the possible consequences for Eni.

3. TRANSPARENCY OF ACCOUNTING AND INTERNAL CONTROLS

3.1 Accounting records

Accounting transparency is based on the use of true, accurate and complete information for construing entries in the books of accounts. Each employee shall cooperate in order to have events properly and timely registered in the books of accounts.

For each transaction the proper supporting evidence has to be maintained in order to:

- facilitate registration of the accounting;

- identify the different degrees of responsibilities;

- provide an accurate representation of the transaction so as to avoid any errors in interpretation of the facts.

Each record shall reflect exactly what is shown by the supporting evidence. Each employee shall make sure, through accurate filing according to logical criteria, that the documentation can be easily traced.

Eni employees who become aware of any omissions, misrepresentations, negligence in the accounting or in the documents on which accounting is based, shall bring the facts to the attention of his or her superior or to the Guarantor.

3.2 Internal controls

It is Eni's policy to disseminate, at every level of its organization, a culture characterized by an awareness of the existence of controls and a control oriented mentality. A positive attitude towards control is to be achieved in order to increase its efficiency.

Internal controls are all those necessary or useful tools for addressing, managing and checking activities in the company; they aim at ensuring respect of corporate laws and procedures, protecting corporate assets, efficiently managing operations and providing precise and complete accounting information.

The responsibility for building an efficient internal control system rests on all levels of the organization; therefore all Eni employees, in their respective functions, are responsible for the definition and proper functioning of internal controls.

Within their areas of responsibility, managers shall be requested to become involved in the company's system of internal controls and inform employees thereon. Each employee shall be held responsible for the corporate tangible and intangible assets relevant to his job. No employee can make, or let others make, improper use of assets and equipment belonging to Eni.

Internal Auditors and appointed external auditors shall have full access to all data, documents and information necessary to perform their audit activities.

4. PERSONNEL POLICIES

4.1 Human resources

Human resources are basic components in the company's life. The dedication and professionalism of employees represent fundamental values and conditions for reaching Eni's objectives.

Eni is committed to developing the abilities and skills of each employee so that his or her energy and creativity can have full expression for the fulfillment of their potential.

Eni offers equal opportunities to all its employees, making sure that each of them receives fair treatment based on merit, without discrimination of any kind. All departments therefore shall:

- adopt criteria of merit, ability and professionalism in all decisions concerning employees;
- select, hire, train, compensate and manage employees without discrimination of any kind;
- create a working environment where personal characteristics do not give rise to discrimination.

Eni considers the protection of working conditions and the protection of the mental and physical health of workers to be part of its entrepreneurial activity, while always respecting their moral personality and avoiding any undue pressures. To this end, any personal conduct considered to be offensive and liable to produce difficulties in relationships within the working environment will be given due consideration.

Eni expects all its employees, at every level, to cooperate in maintaining a climate of reciprocal respect for a person's dignity, honor and reputation. Eni shall do its best to prevent the emergence of attitudes that can be considered offensive.

4.2 Harassment in the workplace

Eni demands that there shall be no harassment in personal relationships either inside or outside the company. Harassment is:

- the creation of an intimidating, hostile or isolating environment or atmosphere for one or more employee;
- unjustified interference in the work performed by others;
- the placing of obstacles in the way of the work prospects and expectations of others merely for reasons of personal competitiveness.

Eni does not tolerate sexual harassment, by which it means:

- the subordinating of decisions on someone's working life to the acceptance of sexual attentions;
- proposals of private interpersonal relations which are repeated despite the recipient's clear distaste and which, because of the specific situation, can put the recipient in a difficult situation because they entail direct consequences on the recipient's work and career.

4.3 Abuse of alcohol or drugs

Eni demands that each employee contribute to maintaining a good work environment in respect of the feelings of others. Eni will therefore consider individuals who:

work under the effect of alcohol or drug abuse;
make use of or give to others any drug or similar substance during work;
as being aware of the risk they bring to such environmental conditions, during the performance of their work activities and in the workplace.

Chronic addiction to such substances, when it affects work performance, shall be considered similar to the above mentioned events in terms of the contractual consequences.

Eni is committed to favor the social action in this field as provided for by collective work contracts.

4.4 Smoking

Without prejudice to the general prohibition on smoking in workplaces where this is dangerous and where such prohibition is indicated, Eni, in its normal workplaces, will pay particular attention to the condition of those suffering physical discomfort from exposure to smoke and who request to be protected from "passive smoke" in their place of work.

5. HEALTH, SAFETY AND THE ENVIRONMENT

In its activities, Eni is committed to contributing to the development and welfare of the communities where it operates by pursuing the objective of ensuring the safety and health of its employees, external collaborators, customers and local communities that may be affected by Eni's activities and to reducing the environmental impact of such activities.

Eni actively contributes to the promotion of research and development aimed at protecting the environment and natural resources.

Eni's industrial activities shall be performed in full accordance with all applicable laws on prevention and protection.

Operations shall be carried out according to advanced criteria for the protection of the environment and energy efficiency, with the aim of creating better working conditions and protecting the health and safety of employees.

Research and technological development must be aimed in particular at promoting the use of products and processes that are as environmental friendly as possible and characterized by an ever-greater attention being paid to the safety and health of employees.

Eni employees, within their areas of responsibility, participate in the process of risk prevention and environmental and health protection and safety, that is in their own interest and in the interest also of third parties.

6. CONFIDENTIALITY

Eni's activities require the constant acquisition, storage, handling, communication and diffusion of news, documents and other data relevant to negotiations, administrative procedures, financial transactions, know-how (contracts, deeds, reports, studies, drawings, photographs, software), etc.

Eni's data bases may contain, among other things, personal data protected according to privacy laws, some of which cannot be made known outside Eni under contractual obligations and some of which cannot be improperly or untimely disclosed on risk of harmful prejudice to Eni's interest.

Employees shall guarantee the confidentiality of all information acquired in the performance of their work.

Eni is committed to protecting information concerning its employees and third parties, whether generated or obtained inside Eni or in the conduct of Eni's business and to avoiding improper use of any such information.

Information, know-how and data that are acquired and processed by employees during their work at Eni or because of their responsibilities, all belong to Eni and cannot be used, communicated to others or disclosed without specific authorization of one's superior.

Without prejudice to the prohibition to disclose information concerning the organization and methods of production or to use such information in a way that could be harmful to Eni, each Eni employee shall:

- obtain and handle only data that are necessary and adequate to the aims of their work and strictly related to the tasks being performed;
- obtain and handle such data only within specified procedures;
- store said data in a way that avoids non-authorized persons having access to it;
- disclose such data only pursuant to specific procedures and/or subject to specific authorization by one's superior and, in any case, only after having checked that such data are available for disclosure;
- make sure that no relative or absolute constraint exists on the disclosure of information concerning third parties connected to Eni by any kind of relationship and, whenever necessary, ensure that their consent is obtained;
- file said data in such a way that any person authorized to access them may do so with as much precision, clarity and truthfulness as possible.

7. EXTERNAL RELATIONS

7.1 Relations with public institutions

Relations with Public Institutions that are aimed at the protection of Eni's interests and related to the implementation of Eni's programs, are to be maintained only by departments and persons specifically appointed to do so.

Specific departments in the Eni Group companies shall coordinate their work with Eni SpA's Department for Relations with Institutions in Italy, and in the European Union, so as to have a prior evaluation of the quality of the actions to be taken for sharing, for implementation and for monitoring.

Small presents and courtesy gifts to representatives of Governments, public officers and civil servants are allowed provided that they are limited in value and do not compromise the integrity or good name of either party nor be construed by impartial observers as aimed at obtaining undue advantages. In any case this kind of expense must be authorized by the person indicated in the procedures and must always be duly documented.

7.2 Relations with political organizations and trade unions

Eni does not give any direct or indirect contributions in whatever form to political parties, organizations, committees or trade unions, nor to their representatives and candidates, except those specifically contemplated by applicable laws and regulations.

7.3 Relations with the media

Information provided to outside parties shall be truthful and transparent.

In its communications with the media, Eni shall be presented in an accurate and uniform way. Relations with the media shall be maintained only by departments and managers specifically appointed to do so and all communications shall be agreed upon beforehand with the Eni Unit responsible for Relations with the Media.

Eni employees may not give information to media representatives nor engage in providing any such information unless they are duly authorized by the relevant Eni departments.

Eni employees are never entitled to offer payments, gifts or other benefits aimed at influencing the professional activity of media representatives or that could reasonably be construed as an attempt to do so.

7.4 Presentation of Eni objectives, activities, results and points of view

Eni employees who are required to present information to the public concerning the objectives, activities, results and opinions of Eni on such occasions as:

- congresses, meetings and seminars;
- essays, articles and publications in general;
- participation to public events;

must be authorized by the highest organizational authority within their own department for all that relates to texts, lectures and the lines of action which they intend to make public; and they must also agree beforehand with Eni SpA's Unit for Relations with the Media on the actual content of their presentations.

7.5 "Non profit" initiatives

Eni supports "non profit" activities as evidence of its commitment to help meet the needs of those communities where it operates.

Within the framework their respective responsibilities, Eni employees shall participate in the definition of such single initiatives in full respect of Eni's policies and programs, and they shall implement them according to criteria of absolute transparency and shall support them as an integral part of Eni's objectives.

Certifications as separate documents filed as exhibits

EXHIBIT 12.1

Certification

I, Paolo Scaroni, certify that:

1. I have reviewed this annual report on Form 20-F of Eni SpA;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the company and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (c) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: June 21, 2006

/s/PAOLO SCARONI

Paolo Scaroni
Title: Chief Executive Officer

Certification

I, Marco Mangiagalli, certify that:

1. I have reviewed this annual report on Form 20-F of Eni SpA;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the company and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (c) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: June 21, 2006

/s/MARCO MANGIAGALLI

Marco Mangiagalli
Title: Chief Financial Officer

EXHIBIT 13.1

Certification Pursuant to 18 U.S.C. Section 1350

For purposes of 18 U.S.C. Section 1350, the undersigned officer of Eni SpA, a company incorporated under the laws of Italy (the "Company"), hereby certifies, to such officer's knowledge, that:

(i) the Annual Report on Form 20-F of the Company for the year ended December 31, 2005 (the "Report") fully complies with the requirements of section 13(a) or 15(d) as applicable, of the Securities Exchange Act of 1934; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: June 21, 2006

/s/PAOLO SCARONI

Paolo Scaroni
Title: Chief Executive Officer

The foregoing certification is not deemed filed for purpose of Section 18 of the Exchange Act and not incorporated by reference with any filing under the Securities Act.

Certification Pursuant to 18 U.S.C. Section 1350

For purposes of 18 U.S.C. Section 1350, the undersigned officer of Eni SpA, a company incorporated under the laws of Italy (the "Company"), hereby certifies, to such officer's knowledge, that:

(i) the Annual Report on Form 20-F of the Company for the year ended December 31, 2005 (the "Report") fully complies with the requirements of section 13(a) or 15(d) as applicable, of the Securities Exchange Act of 1934; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: June 21, 2006

/s/MARCO MANGIAGALLI

Marco Mangiagalli
Title: Chief Financial Officer

The foregoing certification is not deemed filed for purpose of Section 18 of the Exchange Act and not incorporated by reference with any filing under the Securities Act.

Footnotes Item 1-15

- (1) For a definition of margin see "Glossary".
- (2) From 1991 to 2002 DeGolyer and MacNaughton, from 2003 also Ryder Scott.
- (3) In PSAs the national oil company awards the execution of exploration and production activities to the international oil company (contractor). The contractor bears the mineral and financial risk of the initiative and, when successful, recovers capital expenditure and costs incurred in the year (cost oil) by means of a share of production. This production share varies along with international oil prices. In certain PSAs changes in international oil prices affect also the share of production to which the contractor is entitled in order to remunerate its capital invested (profit oil) after costs incurred are repaid by cost oil. A similar scheme applies to buy-back contracts.
- (4) Of these, 5 are owned through affiliates for initiatives in Saudi Arabia, Russia and Spain.
- (5) Of these 27,422 square kilometers are owned through affiliates for initiatives in Saudi Arabia, Russia and Spain.
- (6) Two of these are not yet operational.
- (7) In accordance with Article 19, paragraph 4 of Legislative Decree No. 164/2000, the volumes of natural gas consumed in operations by a company or its subsidiaries are excluded from the calculation of ceilings for sales to end customers and from volumes input into the Italian network to be sold in Italy.
- (8) Article 11 of Legislative Decree No. 79/1999 concerning the opening up of the Italian electricity market obliges importers and producers of electricity from non renewable sources to input into the national electricity system a share of electricity produced from renewable sources set at 2% of electricity imported or produced from non renewable sources exceeding 100 gigawatts. Calculations are made on total amounts net of co-generation and own consumption. This obligation can be met also by purchasing volumes or rights from other producers employing renewable sources (the so called green certificates) to cover all or part of such 2% share. Legislative Decree No. 387/2003 established that from 2004 to 2006 the minimum amount of electricity from renewable sources to be input in the grid in the following year be increased by 0.35% per year. The Minister of Productive Activities, with decrees issued in consent with the Minister of the Environment, will define further increases for the 2007-2009 and 2010-2012 periods.
- (9) The Refining & Marketing segment purchased approximately 70% of the Exploration & Production segment's oil and condensate production and resold on the market those crudes and condensates that are not suited to processing in its own refineries due to their characteristics or geographic area.
- (10) This definition applies to the term margin whenever used in Item 5.
- (11) Excluding loans directed to specific capital expenditure projects in the Exploration & Production and Gas & Power segments, whose financial charges are recognized as an increase of the relevant capital goods.
- (12) Corresponding to euro 0.90 per share or \$2.17 per ADS converted at the Noon Buying Rate of 1 euro = 1.2054 U.S. dollar as at the payment date of June 23, 2005.
- (13) Corresponding to euro 0.45 per share or \$1.09 per ADS converted at the Noon Buying Rate of 1 euro = 1.2148 U.S. dollar as at the payment date of October 27, 2005.
- (14) Corresponding to euro 0.75 per share or \$1.83 per ADS converted at the Noon Buying Rate of 1 euro = 1.217 U.S. dollar as at the payment date of June 24, 2004.
- (15) Does not include listed subsidiaries, which have their own stock grant and stock option plans.
- (16) Does not include listed subsidiaries, which have their own stock grant and stock option plans.

Footnotes F pages

- (1) Under the requirements of paragraph 5 of "Preface to International Financial Reporting Standards", IFRS (International Financial Reporting Standards) represent the principles and the interpretations adopted by the International Accounting Standards Board (IASB), former International Accounting Standards Committee (IASC) and include: (i) International Financial Reporting Standards (IFRS); (ii) International Accounting Standards (IAS); (iii) the interpretations issued by International Financial Reporting Interpretation Committee (IFRIC) and by Standing Interpretation Committee (SIC) adopted by IASB. The name International Financial Reporting Standards (IFRS) has been adopted by IASB for the principles issued afterwards May 2003.
- (2) Taking into account the later conferral of assets to Eni's subsidiary Snam Rete Gas SpA, the timing difference was considered analogous to that deriving from the cancellation of intra-group profits; under Italian GAAP the adopted 19% rate is equal to taxes paid by the conferring entity, not to the taxes recoverable by the receiving entity, Snam Rete Gas SpA.
- (3) "Reversal" means the effect taken to profit or loss of deferred tax assets and liabilities entered in previous years following the effect of the annulment of the temporary difference which generated them.
- (4) In particular article 1 paragraph 61 states: "holders of natural gas underground storage concessions are entitled to no more than two renewals, each lasting ten years, on condition that such persons carry out storage programs and all other obligations arising from the concession". Previous Law No. 170/1970 stated: "concessions can be renewed for ten years periods".

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- (5) Of which euro 30 million concern gas stored, recorded in fixed assets.
- (6) Given the uncertainties related to their payment date, employee termination indemnities are considered as a defined benefit plan.
- (7) Actuarial assumptions concern, among other things, the following variables: (i) level of future salaries; (ii) death rates of employees; (iii) turn-over rate of employees; (iv) share of participants with successors entitled to benefits (e.g. spouses and children); (v) for medical assistance plans, frequency of requests for reimbursement and future changes in medical costs; and (vi) interest rates.
- (8) According to the requirements of the framework of international accounting standards, information is material if its omission or misstatement could influence the economic decisions that users make on the basis of the financial statements.
- (9) Recognition and evaluation criteria of exploration and production activities are described in the section "Exploration and production activities" below.
- (10) International accounting principles do not establish specific criteria for hydrocarbon exploration and production activities. Eni continues to use the existing accounting policies for exploration and evaluation assets previously applied before the introduction of IFRS, as permitted by IFRS 6 "Exploration for and evaluation of mineral resources".
- (11) Given the uncertainties related to their payment date, employees termination indemnities are considered as a defined benefit plan.
- (12) Actuarial assumptions relate to, inter alia, the following variables: (i) future salary levels; (ii) the mortality rate of employees; (iii) personnel turnover; (iv) the percentage of plan participants with dependents who are eligible to receive benefits (e.g. spouses and dependent children); (v) for medical plans, the frequency of claims and future medical costs; and (vi) interest rates.
- (13) For stock grants, the period between the date of the award and the date of assignment of stock; for stock options, period between the date of the award and the date on which the option can be exercised.
- (14) Does not include listed subsidiaries, which have their own stock grant plans.
- (15) Does not include listed subsidiaries, which have their own stock grant plans.
- (16) There are no material differences between the accounting principles approved by the European Commission and the ones issued by IASB in respect of these Financial Statements.
- (17) Eni adopted the requirements of SEC which permit to the companies that apply IFRS accounting principles to include comparative figures of one prior period.
- (18) From 1991 to 2002 DeGolyer and MacNaughton, from 2003 also Ryder Scott Company.

