

INDEPENDENT AUDITOR'S REPORT

To AB "Gubernija" shareholders

Report on the Financial Statements

We have audited the accompanying annual financial statements of AB "Gubernija" (hereinafter, the "Company"), which comprise of the balance sheet as of 31 December 2009, statements of income, changes in equity and cash flows for the year then ended and explanatory notes (hereinafter, the "Financial Statements").

Management's Responsibility for the Financial Statements

The Company's management is responsible for the preparation and fair presentation of these Financial Statements in accordance with the legislation in force in the Republic of Lithuania governing accounting and preparation of financial statements, and International Financial Reporting Standards as adopted by the European Union. This responsibility of the Company's management includes designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. The Company's management is also responsible for selecting and applying appropriate accounting policies and making accounting estimates that are reasonable in the circumstances.

Auditor's Responsibility

Our responsibility is to express an opinion on these Financial Statements based on our audit. We conducted our audit in accordance with International Standards on Auditing (hereinafter, the "Standards") as set forth by the International Federation of Accountants. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the Financial Statements are free from material misstatement.

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

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

Basis for Qualified Opinion

Idle property, plant and equipment are not depreciated. IAS 16, which prescribes the accounting treatment of property, plant and equipment, states that depreciation of idle property, plant and equipment should not be suspended. Depreciation expense undisclosed in the Financial Statements amounts to LTL 928 000. The value of property, plant and equipment should be reduced, and the loss of the reporting year should be increased by this amount.

Qualified Opinion

In our opinion, except the effects that the matters set out in the paragraph *Basis for Qualified Opinion* above may have, the accompanying Financial Statements present fairly, in all material respects, the financial position of AB "Gubernija" as of 31 December 2009, and its financial performance and cash flows for the year then ended in accordance with International Reporting Standards, as adopted by the European Union.

Emphasis of Matter

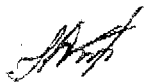
Note 9 to the Financial Statements reveals that, as of 31 December 2009, the Company did not comply with the minimum equity requirements laid down by the legislation of the Republic of Lithuania. Pursuant to the Republic of Lithuania Law on Companies, shareholders' equity must not be lower than 50 per cent of the Company's authorised capital.

We also would like to note that, as of 31 December 2009, the Company's current liabilities exceeded current assets by LTL 22 804 077. A loan of LTL 17 770 398 to be repaid and interest of LTL 616 388 payable under the loan agreement are disclosed under current liabilities; disputable late charges of LTL 981 732 on the overdue amount of the loan are not recorded in accounting and are not disclosed in the Financial Statements. After analysis of the Company's solvency ratios and the composition of current assets and current liabilities, we consider that the Company is not capable of fulfilling its obligations under the loan agreement in a timely manner. This reflects the fact that there remains material uncertainty which may cast doubt upon the Company's ability to continue as a going concern.

Opinion on Other Information Required by Law

Furthermore, we have read the accompanying AB "Gubernija" 2009 Annual Report and have not noted any material inconsistencies between information included in it and 2009 Financial Statements of AB "Gubernija".

Auditor Olga Kivel
16 March 2010
Subačiaus g. 15/2-53,
LT 01126 Vilnius
Auditor's licence No. 000476



UAB "Nepriklausomas auditas"
Audit company's licence No. 001247
Director/ Auditor Ana Sirienė
Auditor's licence No. 000251



AB GUBERNIJA, 144715765

(įmonės pavadinimas)

DVARO 179, ŠIAULIAI

(įmonės kodas, adresas, kiti duomenys)

PATVIRTINTA

___ m. ___ d.

protokolo Nr.

2009 m. gruodžio 31 d. PELNO (NUOSTOLIŲ) ATASKAITA/
INCOME STATEMENT

2009-01-01..2009-12-31
ataskaitinis laikotarpis

(finansinių atskaitomybės sudarymo data 2010-03-15

Nr.

Litas/in Litas

	Straipsniai/ Items	Pastabos Nr./ Notes	Finans. m./ Finan. year2009-12- 31	Praėję fin. m./ Previous financial year2008-12- 31	Finans. m./ Finan. Year2009-10- 01..2009-12- 31	Praėję fin. m./ Previous financial year2008-10- 01..2008-12-
I.	PARDAVIMO PAJAMOS/ SALES	18	25 830 387	38 316 709	5 685 689	8 543 091
II.	PARDAVIMO SAVIKAINA/ COST OF SALES	19	20 599 776	30 038 894	4 709 782	7 182 246
III.	BENDRASIS PELNAS (NUOSTOLIAI)/ GROSS PROFIT		5 230 611	8 277 815	975 907	1 360 845
IV.	VEIKLOS SĄNAUDOS / OPERATING EXPENSES	20	7 817 632	12 229 179	1 758 592	3 128 837
IV	Pardavimo/ Sale		5 282 795	8 365 876	1 116 314	2 129 954
IV	Bendrosios ir administracinės/ General and administrativ		2 534 837	3 863 302	642 278	998 883
V.	TIPINIS VEIKLOS PELNAS (NUOSTOLIAI) / OPERATING PROFIT		(2 587 021)	(3 951 364)	(782 685)	(1 767 992)
VI.	KITA VEIKLA / OTHER OPERATIONS		(52 110)	(49 002)	(31 164)	(18 292)
VI	Pajamos/ Income		16 150	35 697	7 203	8 070
VI	Išlaidos/ Expenses		68 260	84 699	38 367	26 362
VII.	FINANSINĖ IR INVESTICINĖ VEIKLA/ FINANCIAL AND INVESTING ACTIVITIES	21	(1 810 789)	(2 111 768)	(298 179)	(659 567)
VI	Pajamos/ Income		60 275	8 025	12 255	7 128
VI	Išlaidos/ Expenses		1 871 064	2 119 793	310 434	666 695
XI.	PELNAS (NUOSTOLIAI) PRIEŠ APMOKESTINIMĄ/ CURRENT YEAR PROFIT BEFORE TAXES		(4 449 920)	(6 112 133)	(1 112 028)	(2 445 851)
XII.	PELNO MOKESTIS/ PROFIT TAX	22	264 301	145 115		54 677
XIII.	GRYNASIS PELNAS (NUOSTOLIAI)/ NET PROFIT OF CURRENT YEAR	23	(4 185 618)	(5 967 019)	(1 112 028)	(2 391 174)
	PELNAS VIENAI AKCIJAI/ NET PROFIT		(0)	(0)	(0)	(0)

Generalinė direktorė

(įmonės administracijos vadovo pareigų
pavadinimas)

parašas(signature)

Vijoleta Dunauskienė

vardas ir pavardė (name, sui name)

	Apmokėtas įstatinis kapitalas/ Paid authorised capital	Akcijų priedai/ Share premium	Savos akcijos (+) Own shares (-)	Perkainojimo rezervas (rezultatai)/ Revaluation reserves (results)		Įstatymo numatyti rezervai/ Legal reserves		Kiti rezervai/ Other reserves		Nepaskirstytas pelnas (nuostoliai)/ Retained earnings (losses)	Iš viso- Total
				Ilgalaikio materialiojo turto/ Tangible assets	Finansinio turto/ Financial assets	Privalomasis/ Compulsory	Savų akcijų įsigijimo/ acquisition of own shares				
1. Lik. už praėj. finans. metų pabaigoje/ Balance at the end of financial year before previous	21 786 000			2 859 941						(16 483 971)	8 161 970
2. Apskaitos politikos pakeitimo rezultatas/ Result of changes in accounting policy											
3. Esminių klaidų taisymo rezultatas/ Result of corrections fundamental errors											
5. Perskaičiuotas likutis už praėjusių finansinių metų pabaigoje Recalculated balance at the end of financial year before previous	21 786 000			2 859 941						(16 483 971)	8 161 970
2. Apskaitos politikos pakeitimo rezultatas/ Result of changes in accounting policy				(983 671)							(983 671)
4. Ilgalaikio turto vertės padidėjimas (sumažėjimas)/ Increase (decrease) in non-current tangible assets' value				8 112 650							8 112 650
19. Pelno (nuostolių) ataskaitoje nepripažintas pelnas (nuostoliai)/ Profit (loss), excluded from income statement				(754 424)						754 424	
20. Ataskaitinio laikotarpio grynas pelnas (nuostoliai)/ Net profit (loss) of the reporting period										(5 967 019)	(5 967 019)
25. Įstatinio kapitalo didinimas (mažinimas)/ Increase (reduction) of authorised capital	3 028 720										3 028 720
26. Likutis ataskaitinių finansinių metų pabaigoje/ Balance at the end of reporting financial year 31 December 2008	24 814 720			9 234 495						(21 696 565)	12 352 650
19. Pelno (nuostolių) ataskaitoje nepripažintas pelnas (nuostoliai)/ Profit (loss), excluded from income statement				-1057206						1 057 205	11 141 370
20. Ataskaitinio laikotarpio grynas pelnas (nuostoliai)/ Net profit (loss) of the reporting period											
21. Dividendai/ Dividends											
22. Kitos išmokos/ Other payments											
23. Sudaryti rezervai/ Formed reserves											
24. Panaudoti rezervai/ Used reserves											
20. Ataskaitinio laikotarpio grynas pelnas (nuostoliai)/ Net profit (loss) of the reporting period										(4 185 618)	(4 185 618)
25. Įstatinio kapitalo didinimas (mažinimas)/ Increase (reduction) of authorised capital											
26. Likutis ataskaitinių finansinių metų pabaigoje/ Balance at the end of 31 december 2009	24 814 720			8 177 289						(24 824 978)	8 167 031

Generalinė direktorė

(įmonės administracijos vadovo pareigų pavadinimas)

(parašas)/signature

Vijoleta Dimauskienė

vardas.pavardė(name, surname)

AB GUBERNIJA, 144715765

(įmonės pavadinimas)

DVARO 179, ŠIAULIAI

(įmonės kodas, adresas, kiti duomenys)

PATVIRTINTA

20

m.

protokolo Nr.

2009 m. Gruodžio 31 d. BALANSAS/ BALANCE SHEET

(finansinės atskaitomybės sudarymo data)

2010-03-15

Nr.

2009-01-01..2009-12-31

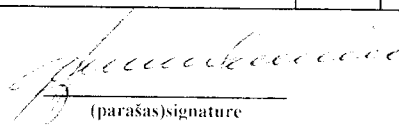
(ataskaitinis laikotarpis)

Litas/in Litas

	TURTAS/ ASSETS	Pastabos Nr./ Notes	Finansiniai metai/ Financial year 2009.12.31	Praeję finansiniai metai/ Financial year 2008-12-31	Praeję finansiniai metai/ Previous financial year 2007-12-31
A.	ILGALAIKIS TURTAS/ Long term assets		32336424	36791071	33 763 263
I.	NEMATERIALUSIS TURTAS / INTANGIBLE ASSETS	1	12	59338	209 163
I.3	Patentai, licencijos/ Licences and patents		2	54500	163 500
I.4	Programinė įranga/ Computer software		2	4372	43 114
I.5	Kitas nematerialus turtas/ Other intangible assets		8	465	2 549
II.	MATERIALUSIS TURTAS/ TANGIBLE ASSETS	2	32319312	36714634	33 274 059
II.2	Pastatai ir statiniai / Buildings & Plant		17936563	19720930	11 957 342
II.3	Mašinos ir įrengimai / Machinery & equipment		13152919	15225330	19 171 282
II.4	Transporto priemonės / Vehicles		265393	338518	406 059
II.5	Kita įranga, prietaisai, įrankiai ir įrengimai / Other property, plant and equipment		477973	912270	1 436 137
II.6	Nebaigta statyba/ Construction in progress				
II.7	Kitas materialusis turtas / Other tangible assets		486464	517586	303 239
III.	FINANSINIS TURTAS / FINANCIAL LONG - TERM ASSETS	3	17100	17100	17 100
III.4	Kitas finansinis turtas/ Other financial assets		17100	17100	17 100
IV.	KITAS ILGALAIKIS TURTAS/OTHER TANGIBLE ASSETS		0	0	262 941
IV.1	Atidėto pelno mokesčio turtas/Diferend profit taxes assets				262 941
B.	TRUMPALAIKIS TURTAS/ Short term assets		6326650	7696000	10 031 447
I.	ATSARGOS, IŠANKSTINIAI APMOKĖJIMAI IR NEBAIGTOS VYKDYTI SUTARTYS/ STOCK AND CONTRACTS IN PROGRESS	4	2867280	3512410	3 872 198
I.1	Atsargos/ Inventories		2609996	3165120	3 371 971
I.1.1	Žaliavos ir komplektavimo gaminiai/ Raw materials and consumables		2026516	2145450	2 544 268
I.1.2	Nebaigta gamyba/ Work in progress		175577	309208	287 571
I.1.3	Pagaminta produkcija/ Finished goods		397358	697566	529 083
I.1.4	Pirktos prekės, skirtos perparduoti/ Goods for resale		10545	12896	11 049
I.2	Išankstiniai apmokėjimai/ Prepayments	5	257284	347290	500 227
I.3	Nebaigtos vykdyti sutartys/ Contracts in progress				
II.	PER VIENERIUS METUS GAUTINOS SUMOS/ AMOUNTS RECEIVABLE WITHIN ONE YEAR	6	3091137	3788051	5 792 172
II.1	Pirkėjų įsiskolinimas / Trade debtors		3086624	3782965	5 785 941
II.3	Kitos gautinos sumos / Other amounts receivable		4513	5086	6 231
III.	KITAS TRUMPALAIKIS TURTAS/Other short term assets				87 200
III.1	Terminuoti indėliai/ Time deposits	7	288300	288300	87 200
IV.	PINIGAI IR PINIGŲ EKVIVALENTAI/ CASH IN BANK AND IN HAND	8	79934	107239	279 877
	TURTO IŠ VISO / TOTAL ASSETS:		38663074	44487071	43 794 710

	NUOSAVAS KAPITALAS IR ĮSIPAREIGOJIMAI/ Capital and reserves	Pastabos Nr./ Notes	Finansiniai metai/ Financial year 2009-12-31	Finansiniai metai/ Financial year 2008-12-31	Praėję finansiniai m. Previous financial
C.	NUOSAVAS KAPITALAS / SHAREHOLDERS CAPITAL		8167031	12352650	8 161 970
I.	KAPITALAS/ CAPITAL	9	24814720	24814720	21786000
I.1	Įstatinis (pasirašytasis) / Subscribed capital		24814720	24814720	21 786 000
I.4	Savos akcijos/ Own Shares (-)				
II.	PERKAINOJIMO REZERVAS (REZULTATAI)/ REVALUATION RESERVE	10	8177290	9234495	2 859 941
III.	REZERVAI/ RESERVES				
III.1	Privalomasis rezervas/ Legal reserve				
III.2	Savoms akcijoms įsigyti/ Reserve for acquiring own shares				
III.3	Kiti rezervai/ Other reserves				
IV.	NEPASKIRSTYTASIS PELNAS (NUOSTOLIAI) PROFIT (LOSS)/ BROUGHT FORWARD	11	-24824978	-21696565	-16483971
IV.1	Ataskaitinių metų pelnas (nuostolis)/ Profit (loss) of the reporting year profit		-3128413	-5212594	(5 685 106)
IV.2	Ankstesnių metų pelnas (nuostolis)/ Profit (loss) of the previous year		-21696565	-16483971	(10 798 865)
E.	MOKĖTINOS SUMOS IR ĮSIPAREIGOJIMAI/ Amounts payable and liabilities	12	30496042	32134422	35632740
I.	PO VIENERIŲ METŲ MOKĖTINOS SUMOS IR ILGALAIKIAI ĮSIPAREIGOJIMAI/ Amounts payable after one year and long term liabilities	13	1365315	13089175	15 738 457
I.1	Finansinės skolos/ Financial debts		0	11459558	14 791 509
I.1.1	Lizingo (finansinės nuomos) ar panašūs įsipareigojimai/ Leases and similar obligations				
I.1.2	Kreditinėms institucijoms / payable to credit institutions				
I.1.3	Kitos / Other financial liabilities	14		11459558	14 791 509
I.5	Atidėtieji mokesčiai/ Deferred taxes	15	1365315	1629617	946 948
I.6	Kitos mokėtinos sumos ir ilgalaikiai įsipareigojimai/ Other amounts payable and non-current liabilities				
II.	PER VIENERIUS METUS MOKĖTINOS SUMOS IR TRUMPALAIKIAI ĮSIPAREIGOJIMAI/ Amounts payable in one year and short term liabilities	16	29130727	19045247	19894283
II.1	Ilgalaikių skolų einamųjų metų dalis/ Current portion of non-current debts		20585570	6310840	3 810 815
II.2	Finansinės skolos/ Financial debts		500000	2793274	2 833 039
II.2.1	Kreditinėms institucijoms / Credit institutions		500000		
II.2.2	Kitos skolos/ Other debts			2793274	2 833 039
II.3	Skolos tiekėjams/ Trade amounts payable		2996894	4609671	5 403 983
II.4	Avansu gautos sumos / payments received in advance			1911164	1 837 809
II.5	Pelno mokesčio įsipareigojimai/ Profit tax liabilities				
II.3	Su darbo santykiais susiję įsipareigojimai./ Liabilities related with labour relations		1192478	1414262	1 619 089
II.7	Atidėjiniai/ Provisions				
II.8	Kitos mokėtinos sumos ir trumpalaikiai įsipareigojimai/ Other amounts payable and current liabilities	17	3855785	2006035	4 389 548
	NUOSAVO KAPITALO IR ĮSIPAREIGOJIMŲ, IŠ VISO/ TOTAL EQUITY AND LIABILITIES:		38663074	44487071	43 794 710

Generalinė direktorė
(įmonės administracijos vadovo pareigų
pavadinimas)


(parašas)signature

Vijoleta Dunauskienė
vardas,pavardė(name, surname)

AB GUBERNIJA, 144715765

(įmonės pavadinimas)

DVARO 179, ŠIAULIAI

(įmonės kodas, adresas, kiti duomenys)

PATVIRTINTA

20.... m.....d.

protokolo Nr.....

2009 m. gruodžio 31 d PINIGŲ SRAUTŲ ATASKAITA/

CASH FLOW STATEMENT

(finansinės atskaitomybės sudarymo data)

2010-03-15

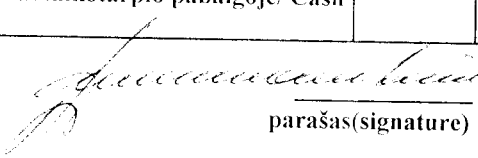
(a) (ataskaitinis laikotarpis) 2009-01-01..2009-12-31

Litas/in Litas

Eil. Nr.	Straipsniai/ Items	Pastabos Nr./ Notes	Finansiniai metai/ Financial year 2009- 12-31	Praėję finansiniai m./ Previous financial year 2008-12-31
I.	Pagrindinės veiklos pinigų srautai/ Cash flows from operating activities			
I.1.	Ataskaitinio laikotarpio pinigų įplaukos (su PVM) / Inflows of the reporting period (VAT included)		28 881 147	26 539 694
I.1.1.	Pinigų įplaukos iš klientų/ Inflows from customers		28 745 745	26 404 065
I.1.2.	Kitos įplaukos/ Other inflows 15209		135 402	135 629
I.2.	Ataskaitinio laikotarpio pinigų išmokos/ Outflows of the reporting period		(36 363 958)	(40 218 066)
I.2.1.	Pinigai, sumokėti žaliavų, prekių ir paslaugų tiekėjams (su PVM)/ Cash paid to suppliers of raw materials, goods and services, and employees (VAT included)		(20 814 115)	(21 157 476)
I.2.2.	Pinigų išmokos, susijusios su darbo santykiais/ Outflows connected with labour relations		(4 426 692)	(8 344 210)
I.2.3.	Sumokėti į biudžetą mokesčiai/ Taxes paid into the		(7 181 109)	(9 644 292)
I.2.4.	Kitos išmokos/ Other payments		(3 942 042)	(1 072 088)
	<u>Grynieji pagrindinės veiklos pinigų srautai/ Net cash flows from operating activities</u>		(7 482 811)	(13 678 372)
II.	Investicinės veiklos pinigų srautai/ Cash flows from investing activities		7 931 630	
II.1.	Ilgalaikio turto (išskyrus investicijas) įsigijimas/ Acquisition of non-current assets (excluding investments)		(88 389)	(253 158)
II.2.	Ilgalaikio turto (išskyrus investicijas) perleidimas/ Transfer of non-current assets (excluding investments)		14 602	578
II.4.	Ilgalaikių investicijų perleidimas/ Transfer of long-term			
	<u>Grynieji investicinės veiklos pinigų srautai/ Net cash flows from investing activities</u>		(73 787)	(252 580)
III.	Finansinės veiklos pinigų srautai/ Cash flows from financing activities			
III.2.	Pinigų srautai, susiję su kitais finansavimo šaltiniais/ Cash flows arising from other financing sources		8 078 139	14 127 478
III.2.1.	Paskolų gavimas		1 100 559	
III.2.2.	Finansinių skolų sumažėjimas/ Decrease in financial		(1 350 687)	(2 086 539)
III.2.2.1.	Paskolų grąžinimas/ Loans returned		(600 559)	(831 927)
III.2.2.2.	Obligacijų supirkimas/ Purchase of bonds			
III.2.2.3.	Sumokėtos palūkanos/ Interest paid		(750 128)	(1 254 612)
III.2.2.4.	Lizingo (finansinės nuomos) mokėjimai/ Payments of lease (finance lease) liabilities			
III.2.3.	Kitų įmonės įsipareigojimų padidėjimas/ Increase in other enterprise liabilities		9 133 996	18 322 587

III.2.4.	Kitų įmonės įsipareigojimų sumažėjimas/ Increase in other enterprise liabilities		(805 729)	(2 108 570)
III.3.	Kiti finansinės veiklos pinigų srautų padidėjimai/ Other increase in cash flows from financing activities		4 436	7 294
III.4.	Kiti finansinės veiklos pinigų srautų sumažėjimai/ Other decrease in cash flows from financing items		(432 127)	(378 151)
	<u>Grynieji finansinės veiklos pinigų srautai/ Net cash flows from financing activities</u>		7 650 448	13 756 621
IV.	Ypatingųjų straipsnių pinigų srautai/ Cash flows from extraordinary items			
IV.1.	Ypatingųjų straipsnių pinigų srautų padidėjimas/ Increase in cash flows from extraordinary items			
IV.2.	Ypatingųjų straipsnių pinigų srautų sumažėjimas/ Decrease in cash flows from extraordinary items			
V.	Valiutų kursų pasikeitimo įtaka gryųjų pinigų ir pinigų ekvivalentų likučiui/ Change in exchange rate		(13 916)	1 693
VI.	Grynasis pinigų srautų padidėjimas (sumažėjimas)/ Net increase (decrease) in cash flows		79 934	(172 638)
VII.	Pinigai ir pinigų ekvivalentai laikotarpio pradžioje/ Cash at the beginning of period			279 877
VIII.	Pinigai ir pinigų ekvivalentai laikotarpio pabaigoje/ Cash at the end of period		79 934	107 239

Generalinė direktorė
(įmonės administracijos vadovo
pareigų pavadinimas)


parašas(signature) **Vijoleta Dunauskienė**
(vardas ir pavardė)

NEMATERIALUSIS TURTAS / INTANGIBLE ASSETS

AB GUBERNIJA, 144715765

(monės pavadinimas, kodas)

DVARO 179, ŠIAULIAI

(adresas)

Priedas Nr.1

App.

(Lt)

Nematerialusis turtas/ State of intangible assets 2009-12-31

Rodikliai/ Items	Patentai, licencijos ir pan./ Intangible rights	Programinė įranga/ Computers software	Kitas nematerialusis turtas/ other assets	Iš viso/ Total
Likutinė vertė praėjusių finansinių metų pabaigoje/ Acquisition value at the end of previous financial year	54 500	4 372	465	59 338
a) Ilgalaikis nematerialusis turtas įsigijimo savikaina/ Acquisition value				
Praėjusių finansinių metų pabaigoje/ at the end of previous financial year	327 000	111 154	67 225	505 379
Finansinių metų pokyčiai/ Current year changes::				
- turto įsigijimas/ Acquisitions of assets				
- kitiems asmenims perleistas ir nurašytas turtas (-)/ Cessions and disused assets (-)				
- perrašymai iš vieno straipsnio į kitą + / (-) Transfers from one heading to another				
Finansinių metų pabaigoje/ At the end of the current year	327 000	111 154	67 225	505 379
b) Amortizacija/ Depreciations				
Praėjusių finansinių metų pabaigoje/ At the end of previous financial year	272 500	106 782	66 760	446 042
Finansinių metų pokyčiai/ Current year changes:				
- finansinių metų amortizacija/ depreciation of financial year	54 498	4 370	457	59 325
- kitiems asmenims perleisto ir nurašyto turto amortizacija (-)/ acquired by third parties				
- perrašymai iš vieno straipsnio į kitą + / (-)/Transfers from one heading to another				
Finansinių metų pabaigoje/ at the end financial year	326 998	111 152	67 217	505 367
c) Vertės sumažėjimas/ decrease of value				
Finansinių metų pabaigoje/ at the end financial year				
d) Likutinė vertė finansinių metų pabaigoje/ Net value at the end of current year (a) - (b) - (c)	2	2	8	12

ILGALAIKIS MATERIALUSIS TURTAS/ INTANGIBLE ASSETS

AB GUBERNIJA, 144715765

(įmonės pavadinimas, kodas)

DVARO 179, ŠIAULIAI

(adresas)

priedas Nr.2

Ilgalaikis materialusis turtas/ State of tangible assets 2009-12-31

Litas/in Litas

Rodikliai/ Items	Pastatai ir statiniai/ Buildings and constructions	Mašinos ir įrengimai/ Machinery and equipments	Transporto priemonės/ Vehicle	Ilgalakis turtas komplekta cijoje/tangi ble assets inkomplekt	Kitas mate- rialusis turtas/ Other tangible assets	Nebaigta statyba/Contr uctio in progres	Iš Viso/Total
Likutinė vertė praėjusių finansinių metų pabaigoje / Acquisition value at the end of previous financial year	19 720 930	15 225 330	338 518	517 586	912 270		36 714 634
a) Įsigijimo savikaina/ Acquisition value							
Praėjusių finansinių metų pabaigoje/ at the end of previous financial year	14 157 801	39 742 887	3 412 404	517 586	8 007 117	430 706	66 268 501
- turto įsigijimas/ Acquisitions of assets			28 000	30 591			58 591
- perleistas ir nurašytas turtas (-) / Cessions and disused assets (-)		403 446			360 504		763 950
- perrašymai iš vieno straipsnio į kitą + / (-)/ Transfers from one heading to another		21 052		(61 713)	40 661		
Finansinių metų pabaigoje/ At the end of the current year	14 157 801	39 360 493	3 440 404	486 464	7 687 274	430 706	65 563 142
b) Perkainojimas/ REVALUATION							
Praėjusių finansinių metų pabaigoje/ at the end of previous financial year	11 709 824						11 709 824
Vertės padidėjimas(sumazėjimas)							
- perrašymai iš vieno straipsnio į kitą + / (-)/ Transfers from one heading to another							
Finansinių metų pabaigoje/ at the end of financial year	11 709 824						11 709 824
c) Nusidėvėjimas/ Depreciations							
Praėjusių finansinių metų pabaigoje/ At the end of previous financial year	6 577 401	24 517 557	3 073 886		7 094 847		41 263 691
- finansinių metų nusidėvėjimas/ depreciation of financial year	462 860	2 093 316	101 125		469 561		3 126 862
perkainuoto turto nusidėjimas/releluation	1 321 507						1 321 507
- kitiems asmenims perleisto ir nurašyto turto nusidėvėjimas (-) acquired by third parties		403 299			355 107		758 406
- perrašymai iš vieno straipsnio į kitą + / (-)/ Transfers from one heading to another							
Finansinių metų pabaigoje/ at the end of financial year	8 361 768	26 207 574	3 175 011		7 209 301		44 953 654
e) Likutinė vertė finansinių metų pabaigoje/ Net value at the end of current year (a) + (b) - (c) - (d)	17 505 857	13 152 919	265 393	486 464	477 973	430 706	32 319 312



AKCINĖ BENDROVĖ

THE DECLARATORY LETTER

Financial accountability for the year 2009

I. GENERAL INFORMATION

AB "Gubernija" (hereinafter-the Company) was registered on May 5, 1993 in the registry of the legal entities. The code of the Company is 144715765. The manager of the registry is the national enterprise "Registry centre".

The main activity of the Company is production and sales of beer and soft drinks. The sale is in the local and foreign markets and specialty shops as well. The Company has got its specialty shops at Dvaro 179, V.Kudirkos 44 A, Vilniaus g.15 A, Lyros g. 13, Birutės g. 37 in Šiauliai, at Juozapavičiaus pr. 10A in Kaunas, at Šaltupio g.26 in Anykščiai, at Taikos pr.115-119, Naikupės pr.44 in Klaipėda, at Kęstučio g. 4, in Kretinga, at Gerosios Vilties 18A, and Vytauto g.39 in Vilnius. The Company has also got an agency and the warehouse of the wholesale (M. Slezevičiaus g. 7, Vilnius).

Traditional technologies are used in production of the high quality beer in the company "Gubernija": a natural method of fermentation is applied, beer is not being diluted.

Significant working conditions which may influence the development of the Company

AB "Gubernija" works in complicated financial conditions and under other indefinite factors which may have influence on the perspectives of the activities for the Company. The Company has been working into a loss already for some years, so due to the loss or the changed conditions in the market and the economic crisis the future activities will be complicated. Due to the decreased amounts of production, a part of employees was made redundant.

An average number of employees on the list is calculated following the rules No 141proved by The Department of Statistics to the Government of the Republic of Lithuania on 22, December, 2001. In the last year of 2008, there were 231 employees, in the reporting year 2009 there were 192 employees.

The interim financial statements are announced on the webpage of the Company <http://www.gubernija.lt/>.

II. THE POLICY OF ACCOUNTING

AB "Gubernija" in its practice follows the Laws on Joint-stock companies of the Republic of Lithuania, Laws on the Securities' market, other laws and regulatory acts of the Republic of Lithuania. The Company draws its financial reports in compliance with the Laws on Financial Reporting of the Republic of Lithuania, standards of International financial accountability, and the accounting policy of the Company.

Numbers in the financial accountability are given in a national currency, Litas (Lt). Operations made in a foreign currency are calculated in Litas according to the exchange rate of that day. The financial year fo the Company starts on January 1 and ends on December 31.

By the order of the General Manager since July 2008 AB "Gubernija" changed the accounting policy of the long- term assets(the group of the production machinery)- the reassessment method to account the machinery has been changed into the method of the acquisition cost price, the secondary reevaluation of

buildings and constructions was performed. The financial accountability for December 31, 2009 is prepared on the base of succession of the activities.

III. The succession of the activities

During the financial year, which ended on December 31, 2009 the Company experienced a loss of 4 185 618 Lt. On December 31, 2009 the private capital of the Company was negative and reached 8 167 031 Lt, and the short-term obligations on December 31, 2009 were 22 804 077 Lt bigger than the short-term assets. In the opinion of the management of the Company, the Company can continue its activities, expecting some financial and other support from the shareholders which would ensure the succession of the activities of the Company in the future. Due to this reason, the financial accountability for December 31, 2009 is prepared on the base of succession of the activities.

IV. Principles of accounting

4.1. Intangible assets

The assets, having no material form are referred to the intangible assets which the Company disposes and using which expects to get some financial profit in the future, are accounted by its costprice, the reduced sum of the accumulated amortization and the loss of depreciation.

Amortization is calculated applying the directly proportional(linear) method during the rated periods of gaining some economical profit which match with the 1st annex of the Income Tax Act No.IX-675, the Republic of Lithuania on December 20, 2001 and the reserve acquisition value of which is 100 Lt. The computer software is amortized during the period of 3 years. The sum of amortization rated during the reporting cycle is declared in the report of the profit (loss), in the article of the expenditures of the activities.

Expenditure for the maintenance of the intangible assets and other postexpenses are referred to the expenditure of the reporting period when they were experienced. The loss of the decrease of the value for the intangible assets and experienced due to the write-off of the assets are referred to the expenditure of the activities of the Company. Referring the intangible assets in the report of the profit (loss), the result of the contract- profit or loss- is declared in the part of other activities.

4.2. Tangible assets

Tangible assets are the assets, owned and monitored by the Company, which are expected to gain some economical profit in the future periods, which will be used longer than one year, the acquisition (production) costprice can be set credibly, and the value of which is bigger than the set reserve value for the certain group of assets.

Tangible assets are accounted by the acquisition cost price, the sum of the accumulated depreciation and the rated decrease of the value. The depreciation is not calculated for the land.

The depreciation is calculated applying the directly proportional (linear) method, depreciating the value of the assets to the residual value during the prospective period when the assets are used usefully. Depreciation is begun to be calculated since the date of the next month when the assets are begun to be used. Expenditures of the depreciation is referred to the expenditures of the activities of the Company.

The Company applies the periods for the running of the long- term tangible assets which match with the 1st annex of the Income Tax Act No.IX-675, the Republic of Lithuania on December 20, 2001.

The assets are considered as the long- term if the period of their usage is longer than one year and the acquisition value is not less than 100 Lt.

The profit or loss from the sale of the long- term tangible assets is defined as the difference between the incomes and the residual value for the ceded long-term tangible assets and is acknowledged in the report of the profit (loss) as other incomes or expenses from the activities.

The acquisition cost price is increased by the value of the performed maintenance/ repair works and the period of the useful usage for these assets is specified, if the repair works of the long- term tangible assets extend the period of the useful usage for these assets and improve their utility. The value of the repair works is acknowledged as the expenses for the activities of the reporting cycle, if such repair works do not improve their utility and do not extend the period of the useful usage for these assets, but only maintain the suitable condition for exploitation.

4.3. The financial assets

The financial assets are registered only then when the Company gets or acquires the right to get money or other financial assets. The financial assets are acknowledged in the acquisition value for the first time, and later every day of performing the financial accountability depending on the aim of the assets' acquisition:

- The financial assets for resale- by its real value;
- Long-term loans and receivable sums till the redemption- by the amortized cost price;
- Short- term loans and receivable sums till the redemption- by the cost price less depreciation;

The Company writes-off the financial assets or the part of them only when it loses the right to control the assets or the part of them. After ceding or writing- off the financial assets or the part of them, the result of ceding is declared in the report of the profit (loss). The profit or loss due to the changes of the true value for the financial assets is acknowledged in the report of the profit (loss). The sum of amortization for the financial assets, rated by the amortized cost price for the reporting cycle is acknowledged as the income from the financial and investment activities in the report of the profit (loss).

4.4. Financial obligations

Financial obligations are registered in the reports only then when the Company accepts the obligation to pay money or with other financial assets. The Company accepts the financial obligation for the first time by the acquisition cost price, and later every day of performing the financial accountability it rates anew depending on the relation to the prices in the market and the period of payment: the financial assets related with the prices in the market - by its real value; other long-term financial obligation- by the amortized cost price; other short- term financial obligations- the cost price.

The Company writes-off the financial obligation or a part of it only then when the obligation is completed, annulled or does not validate. After ceding or withdrawing the financial obligation the result of the contract is declared on the profit (loss) report. The profit or loss due to the changes of the true value for the financial obligation is acknowledged in the profit (loss) report. The sum of amortization for the financial obligation rated by the amortized cost price is acknowledged as the expenses from the financial and investment activities in the profit (loss) report. The interest and the loss related to the financial obligations must be acknowledged as the expenses in the profit (loss) report.

4.5. Resources

The acquired resources in the accounting are registered by their acquisition cost price. They are shown by the acquisition cost price or the net value of the prospective realisation in the balance: by the smaller one of those two. The cost price of the sold goods is set following FIFO method of the write-off for the resources of prices. The cost price of the acquisition consists of the acquisition cost price, expenses for transportation and other related expenses.

4.6. Receivable sums

The receivable sums are accounted by the true value. For the prospective decrease of the value for the receivable sums there is a formed reserve according to the inveteration of the receivable sums and the evaluation of separate receivable sums.

4.7. Money and money equivalents

Money consists of odds of cash in the till, money on deposit, and odds of money at the trading stands (taken of the electronic cash registers). Money equivalents are made of short- term investment and the ones of the high liquidity which can be converted into cash quickly, the duration of these investments since the date of their acquisition do not overcome the period of three months and such investment is not sensitive for the significant changes of their value.

4.8. Foreign currency

Contracts in the foreign currency are accounted following the official currency exchange rate which is valid on that date. Incomes and the loss from making such contracts and the monetary assets, and the translation of obligations from the foreign currency to the national currency for the end of the period are accounted in the profit (loss) report.

4.9. Acknowledgement of incomes and expenses

The typical activity of the Company is production and sales of beer and soft drinks.

Incomes are acknowledged when they are earned. Increase of the economical profit for the Company is considered as incomes. The accumulated sums by the third parties and the value added tax are not acknowledged as incomes.

Incomes from the sales of the products are acknowledged when : the Company passes risk related to the sold production to the customer; the Company does not own and control the sold production; it is likely the Company will get some economical profit related to the contract of selling the products and which will be rated credibly; and the expenses related to the contract of selling the products can be rated credibly.

Expenses are acknowledged following the principles of accumulation and comparison during the reporting cycle when incomes related to them are earned without considering the time of payment.

The result of ceding the used long-term tangible and intangible assets, realization of the secondary production, other incomes, or expenses not related to the typical activities, except the financial and investment activities are referred to **other activities**.

Dividends, interest, fines, the incomes or the loss from the investment accounted by the method of the property, the result of ceding the financial assets, the result of the change for the foreign currency exchange rate are referred to **the financial and investment activities**. The income dividends are acknowledged when the dividends are announced. The fines and the interest are acknowledged as incomes (expenses) when there are such.

4.10. The rent of activities- The Company is the tenant

The rent of the long-term tangible assets when the renter has a significant part from the profit of risk and property is classified as the rent. The fee for renting the activities (less any discounts received from the tenant) are acknowledged as incomes in the profit (loss) report proportionally during the whole period of the rent.

4.11. Description of business segments and the ways to spread incomes and expenses for the segments

The main business segments in the Company are selling beer and soft drinks and the service of marketing.

Expenses are spread among the main segments:

1. The cost price selling of the production is referred directly, according to the actually sold amount;
2. Expenses mentioned below are referred directly: expenses of selling, of the natural loss, of transportation and rent, of salaries, other taxes of activities, of deterioration of long-term tangible assets.

Other expenses including utilities and means of communication are spread proportionally to the actual expenses of each segment.

4.12. Profit tax

Profit of the financial year 2009 is charged by the tariff of 20 percent of the profit tax according to the laws on taxes of the Republic of Lithuania.

The deferred profit tax is accounted applying the obligation method to all temporary differences, occurring among the assets and the taxation base of obligations and their accounting value on the purpose to complete the financial accountability.

The valid tariffs of the profit tax are used for casting the deferred profit tax.

Payable sums of the profit tax in the future reporting cycles, which occur due to the taxable temporary differences, are considered as the obligation of the deferred profit tax. Retrieving sums of the profit tax in the future reporting cycles, which occur due to the ceding of scoring temporary differences and unimproved taxing loss and only in the amount, which the Company credibly expects to earn enough of the taxable profit in the future sufficient to use temporary differences, are considered as the assets of the deferred profit tax.

The assets of the deferred tax and the obligation are acknowledged as long-term. The assets of the deferred profit tax and the obligation are acknowledged when at the same time it is expected to retrieve the assets of the deferred profit tax and refund the obligation assets of the deferred profit tax.

V. The policy for administration the financial risk

Risk of the sale debts. The Company controls risk of sales with the deferred payment setting the limits for every customer or their group. This risk is being constantly supervised, performing regular reviews of the customers' indebtedness.

Risk for the currency. The Company performs payments with the main suppliers in Euros, besides that considering the fixed ratio of Euro and Litas, and the provided introduction of Euro in the Republic of Lithuania in the future the Company does not observe any significant risk of the currencies for the further activities of the Company.

Risk for the interest rate. The Company has loans due to which the fluctuation of the interest rate standards do not influence the results from the activities of the Company and do not increase the risk related to the interest rate.

VI. The policy of the Company and programmes in the spheres of environment protection, waste utilization and decreasing of pollution

The policy of the Company is to meet all needs of the customers. The offer should match the demand. To sell qualitative production. To investigate the market for reaching chosen aims and goals. A big attention is paid to the learning of the executives. There was participation in several seminars and trainings. The Company completed the task of collecting the packaging waste for the reuse by the Department of Environment in order to decrease the environment pollution.

VII. The policy of pricing

The Company has an economist who estimates precisely the structure of the cost price for the sold production, its profitability and the factors that increase or decrease the profit. He knows well the customers' opinion about the sold production of the Company. Besides that, he evaluates the price policy of the rivals, estimates the ductility of the market, economical conditions and the ways of selling. He performs the market research, how the policy of prices or the ways of selling change for one or another good. Employees of the sales department of the Company in everyday activities use the modern mobile system for managing the business. Innovative technologies allow the Company to shorten the period from taking the order until its fulfillment, avoid mistakes by formulating the definite base of the purchasing and selling data. Some attention is paid to the promotional actions and publicity campaigns for selling, implementation of projects in public relations.

Considering the actions in selling, the Company is planning and matching the appearance of products commercials in media.

The information system of the Company helps for the employees of the commerce to monitor the development of sales and to make right decisions on time in case conditions in the market of the consumer commodities or state economics change.

IX. Notes of the declaratory letter

The balance of the year 2009

Note No 01- the status of the intangible assets (A.I.)

Litas

Indicators	Patents, licences, etc.	Computer software	Oether intangible assets	In total
Likutinė vertė praėjusių finansinių metų pabaigoje/ Acquisition value at the end of previous financial year	54 500	4 372	465	59 338
a) Ilgalaikis nematerialusis turtas įsigijimo savikaina/ Acquisition value of the long-term intangible assets				
Praėjusių finansinių metų pabaigoje/ at the end of previous financial year	327 000	111 154	67 225	505 379
Finansinių metų pokyčiai/ Current year changes:				
- turto įsigijimas/ Acquisition of assets				
- kitiems asmenims perleistas ir nurašytas turtas (-)/ Cessions and disused assets (-)				
- perrašymai iš vieno straipsnio į kitą + / (-) Transfers from one heading to another				
Finansinių metų pabaigoje/ At the end of the current year	327 000	111 154	67 225	505 379
b) Amortizacija/ Depreciation				
Praėjusių finansinių metų pabaigoje/ At the end of previous financial year	272 500	106 782	66 760	446 042
Finansinių metų pokyčiai/ Current year changes:				
- finansinių metų amortizacija/ depreciation of the financial year	54 498	4 370	457	59 325
- kitiems asmenims perleisto ir nurašyto turto amortizacija (-)/ceded and written-off by the third parties				
- perrašymai iš vieno straipsnio į kitą + / (-)/Transfers from one heading to another				
Finansinių metų pabaigoje/ at the end financial year	326 998	111 152	67 217	505 367
c) Vertės sumažėjimas/ decrease of value				
Finansinių metų pabaigoje/ at the end of the financial year				
d) Likutinė vertė finansinių metų pabaigoje/ Net value at the end of current year (a) - (b) - (c)	2	2	8	12

In the year 2009 depreciation for 59 325 Lt was accounted.

The liquid value of 12 items of the long-term intangible assets on December 31, 2009 was 1 Lt for one item.

Note No 02- The status of long-term tangible assets (A.II.)

Litas

Indicators	Buildings and constructions	Machinery and equipment	Vehicles	Permanent assets in sets	Unfinished constructions	Other equipment, tools	In total
The residual value in the end of the last financial year	19 290 224	15 225 330	338 518	517 586	912 270	430 706	36 714 634
a) The cost price of the acquisition							
In the end of the last financial year	14 157 801	39 742 887	3 412 404	517 586	8 007 117	430 706	66 268 501
-the acquisition of the assets			28 000	30 591			58 591
-disposed and written-off assets (-)		403 446			360 504		763 950
rewrites from one article to another +/-)		21 052		(61 713)	40 661		
In the end of the financial year	14 157 801	39 360 493	3 440 404	486 464	7 687 274	430 706	65 563 142
b) Reassessment							
In the end of the last financial year	11 709 824						11 709 824
increase (decrease) of the value +/-)							
rewrites from one article to another +/-)							
In the end of the financial year	11 709 824						11 709 824
c) Depreciation							
In the end of the last financial year	6 577 401	24 517 557	3 073 886		7 094 847		41 263 691
-depreciation of the financial year	462 860	2 093 316	101 125		469 561		3 126 862
depreciation of the reassessed assets	1 321 507						1 321 507
depreciation of assets disposed and written-off to other people (-)		403 299			355 107		758 406
rewrites from one article to another +/-)							
In the end of the financial year	8 361 768	26 207 574	3 175 011		7 209 301		44 953 654
e) The residual value in the end of the last financial year	17 505 857	13 152 919	265 393	486 464	477 973	430 706	32 319 312
(a) + (b) - (c) - (d)							

A sum of 430 706 Lt was accumulated in the unfinished constructions which did not change during the year 2009. A sum of 3 126 862Lt for the depreciation of long-term tangible assets was accounted in the year 2009.

These assets were acquired:

- Means of transport were acquired for 28 000 Lt ;
- Other tangible assets were acquired for 30 591Lt

The Company does not have any assets by the trust law.
6162 items of long-term tangible assets depreciated to the liquid price of 1 Lt are used.

Note No 03- The financial assets (A.III.)

Indicators	The remainders 2007-12-31	The remainders 2008-12-31	Increase Decrease(+)	The remainders 2009-12-31
Investment into daughter enterprises and associated companies	17 100	17 100	0	17 100

There were no investments into daughter enterprises and associated companies in the year 2009. On December 31, 2009 there were investments only to:

- Into VŠĮ "Žaliasis taškas" – 15 000 Lt.
- Into VŠĮ Šiaulių universiteto mokslo ir technologijos parkas- 2000Lt
- UAB "Krepšinis ir mes"- 100 Lt.

Note No 04- Resources and prepayments (B. I.1-I.1.I)

The acquisition cost price is applied for the recording of the resources. The Company buys resources only for its needs. The stocks are written off applying FIFO method of accounting the prices.

Indicators	Resources and complementing products	Incomplete production	Complete production	Goods for resale	Litas
					In total
a) the cost price of acquisition of the resources on December 31, 2008	2 145 450	309 208	697 566	12 896	3 165 120
b) the cost price of acquisition of the resources on December 31, 2009	2 026 517	175 577	397 358	10 545	2 609 996
including:					
Other					
Prepayments in advance for stocks, services on December 31, 2009	257 284	0	0	0	257 284
Incomplete contracts					

There are no incomplete contracts during the year 2009.
The Company does not have any mortgaged resources or resources at the third parties.

Note No 05- Sums receivable in one year (B. II. I. – II.3)

Title	Remainders 2009-12-31	Remainders 2008-12-31	Increase Decrease(-)
Sums receivable in one year in total:	3 091 137	3 788 051	(696 914)
Indebtedness of the customers	3 086 624	3 782 965	(696 341)
Other receivable sums	4513	5086	(573)

Measured debts of the customers and acts of measuring are made with 57% of customers. Other debts of the customers that are not measured are considered as true in the financial records.

Note No 06- Other short-term assets (B. III.1.- III.3)

Title	Remainders 2009-12-31	Remainders 2008-12-31	Increase Decrease(-)
Other short-term assets	288 300	288 300	0
Deposit accounts	288 300	288 300	0
Other short-term assets	0	0	0

Other short-term assets are the deposit account which is made to guarantee paying the excise duty for the production taken from the storage.

Note No 07- Money and money equivalents

	December 31, 2009	December 31, 2008
Litas		
Money in a bank	73 464	68 499
Money in the till	2 770	8 584
Money on the way to the bank (from the selling stands)	3 700	30 156
Money and money equivalents	79 934	107 239

Note No 08- The private capital (C. I. – IV.I.)**The authorized (signed) capital**

The authorized capital of the Company on December 31, 2009 was 24814720 Lt. It is divided into 24814720 nominal ordinary shares that cost 1 Lt each. All shares are completely paid-up.

The structure of the authorized capital:

Indicators	Number of shares	Sum (Lt)
I According to the type of shares	24814720	24814720
I.1. Ordinary shares	24814720	24814720

During the year 2009 there were no changes in the authorized capital.

The reserve of reassessment

The reserve of reassessment consists of the difference in the reassessed value for the buildings and constructions. Depreciating the part of the reassessed assets, the reserve of reassessment is being reduced and the unacknowledged profit of the reporting year is declared, and the used deferred profit tax is stated in the profit (loss) report. The unacknowledged profit of the reporting year due to the depreciation of the part of the reassessed assets is 1 057 206 Lt.

Reserves

On January 1, 2009 the Company does not have the compulsory reserve formed by the law.

The retained earnings (the loss)

The Company at the end of the last financial year had (21 696 565) Lt of the retained earnings (the loss).

During the reporting financial year 2009 the Company experienced the loss of (21 696 565) Lt. The Company offers its shareholders a project of retaining the earnings of the year 2009:

Articles	Sum (Lt)
1)The retained earnings of previous financial year- the profit(loss)	(21 696 565)
2)The net result of previous financial year- the profit(loss)	(3 128 413)
3)The retained profit (loss) of the reporting financial year in the profit(loss) report	0
4)Transfers from reserves	0
5) Contribution of shareholders to cover the loss	0
6) The retained profit (loss) in total	(24 824 978)
7) A part of profit for the compulsory reserve	0
8) A part of profit to the reserve to acquire own shares	0
9) A part of profit to other reserves	0
10) A part of profit for paying dividends	0
11) A part of profit for annual payments, bonuses for employees and on other purposes	0
12) The retained profit (loss) in the end of the reporting financial year transferred to other financial year	(24 824 978)

The Company does not plan to buy its own shares in The year 2010. There is no net profit earned to pay dividends for the year 2009.

The own capital of the Company became smaller than it is set in the statutes of the 38th article (part 3) for the Joint- stock companies. On December 31, 2009 The private capital of the Company was 32.4 percent of the authorized capital.

Note No 09- Payable sums and long-term obligations in one year (E. I)

Indicators	December 31,2009	December 31,2008
Financial debts	0	11 459 558
Deferred taxes	1 365 315	1 629 617

Note No 10- Payable sums and short-term obligations in one year (E. II.1.- II. 8)

Litas

Indicators	Debts or their parts, payable		
	During one financial year	In one year but not later than in five years	In five years
The division of the payable sums according to the types			
The part of the current year of the long-term debts			
Financial debts:	21 085 570		
1. For credit institutions	500 000		
2. Other debts Including accumulated interest for December 31, 2009	20 585 570		
Other debts in total			
including			
Debts to the suppliers	2 996 894		
including:			
Related suppliers			
Other suppliers	2 996 894		
Debts for taxes	3 217 245		
including:			
- The real property tax	23 926		
- Tax for environment pollution	4 238		
- Sales VAT	1 069 251		
- The excise duty	2 119 830		
- Tax for packaging	0		
- The profit tax	0		
Work relations and related obligations	1 192 478		
including:			
-salary	259 243		
- social insurance	133 759		
-Income tax for the residents	183 327		
-deferrals for payment of the unused holidays and calculations of social insurance	616 149		
-other debts			
Other debts	638 540		

The Company was granted the loans by the credit institutions and natural persons. Paying back the loans is guaranteed by the long-term tangible assets, money in the bank including future incomes into bank accounts. The interest rate for the loans is set following the interest rate in the market and is revised every 3 months, so the accounting value of the loans match their true value, and the influence of negotiation is not significant.

The Company does not have debt obligations the implementation of which would be guaranteed by the state guarantee and (or) assets, leasing (financial rent).

Measured debts of the customers and acts of measuring are made with 59% of suppliers. Other debts for the suppliers the customers that are not measured are considered as true in the financial records. The Company does not have any rights and obligations which could not be shown in the balance.

The report of profit (loss) (I.-IV.)

Note No 11- Business segments

Information about the main segments in sales and services

Indicator s	Units of measuring	Business segments				Litas	
		Sales		Services		IV quarter	
		2009	2008	2009	2008	2009	2008
Incomes	Lt	24 998 902	37 277 054	831 486	1 039 655	5 685 689	8 543 091
Expenditure	Lt	27 796 994	40 914 468	620 415	725 705	6 468 374	10 311 083
Typical profit (loss) from activities	Lt	(2 798 092)	(3 637 414)	211 071	313 950	(782 685)	(1 767 992)
The cost price of goods	Lt	19 979 361	29 714 189	620 415	325 705	4 502 066	7 108 408
Of them:							
Used for its own needs	Lt	8081	11 337	0	0	3009	2646

The given data show that results of the activities for the year 2009 of the Company were determined by the result of sales. The income from sales in the of year 2009 decreased in 32,94% in comparison with the year 2008. The Company experienced the loss of 2 587 021 Lt from its typical activities.

The Company experienced the natural loss of goods during the year 2009 for the sum of 6 723 280 Lt, what it is allowed as the deduction according the law on the profit tax.

Note No 12- Other activities

Indicators	The year	The year
	2009	2008
	Lt	Lt
Incomes	16 150	35 697
Expenditure	73 260	84 699

Other untypical incomes from activities in the article of the incomes from activities are 16 150Lt which decreased by 54,76% in comparison with the year 2008. Expenses to earn these incomes in the article of expenses for other activities are 73 260Lt, i.e., decreased by 13,51% in comparison with the year 2008.

Note No 13- Results of the financial and investment activities

Indicators	The year 2009	The year 2008
	Lt	Lt
a) Incomes from the financial and investment activities	60 275	55 123
Specification of significant sums		
- interest received from banks	578	556
-subsidies from the Labour office		
- other incomes	2456	319
- the positive influence of the currency exchange rate	57 241	54 248
-received incomes from the retained profit		
b) Expenses from the financial and investment activities	1 871 064	2 119 793
Specification of significant sums		
-expenses of the interest	953 300	1 267 115
- the negative influence of the currency exchange rate	61 361	49 388
-other expenses	575 448	478 401
	280 955	324 889

Incomes from untypical activities of 60 275 Lt, which increased in 8,55% in comparison with the year 2008 are accounted in the article of the incomes from the financial and investment activities. Other expenses in the article of expenses for the activity expenses to earn these incomes made 1 871 064 Lt, i.e., decreased by 14,58% in comparison with the year 2008.

Note No14- contracts with the related parties

Different shareholders own the shares of the Company, one party does not have the opportunity to control the other party or can make a significant influence making financial decisions or decisions on activities.

Note No 15- Use of the deferred profit tax

The profit tax is used for the grace of the profit tax due to the reassessment depreciation of long-term assets, which in previous periods had the grace of the profit tax as well.

Note No16- Net profit (dead loss)

During the fourth quarter of the year 2009 the Company experienced the loss of 1 112 028 Lt, and during twelve months of the year 2009 experienced the loss of 4 185 618 Lt.

Note No 17 –Other significant information

On February 2, 2009, in the meeting of the board the request of Mr Povilas Stumbrys, general manager of AB "Gubernija" was satisfied to depose him and to elect Mrs Diana Veleckienė to become the general manager at interim since February 3, 2009, till the permanent general manager would be nominated. It was also announced that on February 12, 2009, at 1 pm the second extraordinary general meeting of the shareholders is called and the agenda was presented. On February 12, 2009, AB "Gubernija" received a judgement from Vilnius district court of February 12, 2009 by which the court decided to ban AB "Gubernija" to hold the second extraordinary general meeting of the shareholders on February 12, 2009 at 1 pm, and till March 21, 2009, having no separate permission of the court to hold and call meetings of the shareholders of AB "Gubernija".

On May 18, 2009 the Company received a judgement from Šiauliai district court which forbade AB "Gubernija" to register the minute and decisions of the general ordinary shareholders' meeting on April 30, 2009 in the registry of the legal entities.

On July 3, 2009 by the decision of the court the validity of the minute and decisions made on June 23, 2009 in the extraordinary general meeting of the shareholders was suspended, it was banned to register them the the registry of legal entities. The decision by the department of the market operations (No 191, July 3, 2009). To continue the supervisory status: Gubernija PVA (LT0000114357 GUBIL).

On May 19, 2009 State Tax Inspectorate of Šiauliai District made a decision to defer 1 086 006, 8 Lt as paying of the tax arrears till May 27, 2010, deferring the beginning of the payments till June 22, 2009. And another decision by State Tax Inspectorate of Šiauliai District made on December 30, 2009- a set grace for paying of the tax arrears with a condition that its payment must be guaranteed by the hypothecated assests or the guarantee.

Note No18- Information about administrative bodies

On July 20, 2009 AB NASDAQ OMX Vilnius received a judgement of July 9, 2009 from Šiauliai district court by which the court derestricted the judgement of Šiauliai district court of June 30, 2009 about the application of the interim precautionary measures to suspend the validity of the minute from the general meeting of the shareholders and the decisions made, forbidding to register them in the registry of the legal entities.

On July 21, 2009 The Court derestricted the judgement of Šiauliai district court on the application of the interim precautionary measures.

On July 22, 2009 AB "Gubernija" disseminated the statement stating that on July 17, 2009 having no quorum in the meeting , the general extraordinary meeting of the shareholders had not taken place.

By the decision of the board meeting of AB "Gubernija" on July 21, 2009 a revised extraordinary general meeting of the shareholders is called on August 13, 2009, at 12 am.

The agenda for the revised extraordinary general meeting of the shareholders:

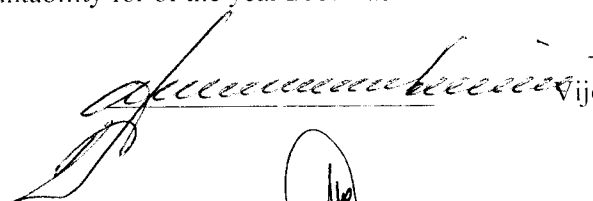
1. Hypothecation of the assets of the Company to the use of the State Tax Inspectorate of Šiauliai District for the period of the taxing loan.

On August 13, 2009 the revised extraordinary general meeting of the shareholders of AB "Gubernija" did not take place due to the absence of the shareholders.

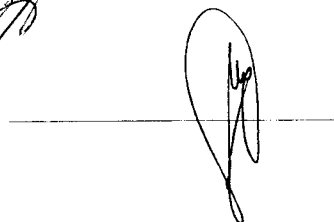
There is a civil case at Vilnius District court No Nr.2-2077-104/2009, in which questions related to the fulfillment of the crediting contract Nr.0640404060817-20 of December 28, 2004 are being solved.

The financial accountability for of the year 2009 has been audited.

General Manager

 Vijoleta Dunauskienė

Executive accountant



Daiva Leinartienė