



**AKCINĖ BENDROVĖ „LIETUVOS DUJOS“
JOINT STOCK COMPANY LIETUVOS DUJOS**

Aguonų g. 24, LT-03212 Vilnius, Lithuania

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To: The Securities Commission
of the Republic of Lithuania

2009-05-28

CONFIRMATION OF RESPONSIBLE PERSONS

Following Art. 22 of the Law on Securities of the Republic of Lithuania and the Rules for the Drawing up and the Submission of Periodic and Additional Information approved by the Securities Commission of the Republic of Lithuania, we, Viktoras Valentukevičius, General Manager and Giedrė Glinskienė, Deputy General Manager-Chief Financial Officer of AB Lietuvos Dujos, hereby confirm that to the best of our knowledge, the attached AB Lietuvos Dujos Consolidated and Parent Company's Condensed Financial Statements for the Three Months ended 31 March 2009 Prepared According to International Financial Reporting Standards as Adopted by European Union, give a true and fair view of the assets, liabilities, financial position, profit or loss of AB Lietuvos Dujos and the Group.

General Manager

Viktoras Valentukevičius

Deputy General Manager-Chief Financial Officer

Giedrė Glinskienė

AB LIETUVOS DUJOS

CONSOLIDATED AND PARENT COMPANY'S CONDENSED FINANCIAL
STATEMENTS FOR THE THREE MONTHS ENDED 31 MARCH 2009
PREPARED ACCORDING TO
INTERNATIONAL FINANCIAL REPORTING STANDARDS AS ADOPTED BY EU

AB LIETUVOS DUJOS, company code 120059523, Aaguonų Str. 24, Vilnius, Lithuania
CONSOLIDATED AND PARENT COMPANY'S CONDENSED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED 31 MARCH 2009
(all amounts are in LTL thousand unless otherwise stated)

Balance sheets

	Notes	Group		Company	
		As of 31 March 2009 (pre-audited)	As of 31 December 2008 (audited)	As of 31 March 2009 (pre-audited)	As of 31 December 2008 (pre-audited)
ASSETS					
A.					
		2,264,496	2,249,069	2,268,031	2,252,636
A.					
I.		3,561	3,765	3,535	3,738
II.		2,260,870	2,245,239	2,253,694	2,238,096
II.1		183	183	183	183
II.2		2,036,066	2,050,832	2,029,397	2,044,127
II.2.1		82,530	82,994	75,861	76,289
II.2.2		1,256,846	1,268,382	1,256,846	1,268,382
II.2.3		687,182	689,942	687,182	689,942
II.2.4		9,508	9,514	9,508	9,514
II.3		85,109	84,814	85,109	84,814
II.4		12,851	13,596	12,834	13,577
II.5		31,275	32,897	30,986	32,584
II.6		4,260	4,316	4,260	4,316
II.7		91,126	58,601	90,925	58,495
III.		65	65	10,802	10,802
III.1		-	-	10,737	10,737
III.2		65	65	65	65
B.		228,124	280,197	223,849	275,840
I.		24,078	58,660	24,063	58,638
I.1	4	23,155	58,174	23,143	58,159
I.1.1		3,542	2,992	3,541	2,991
I.1.2		19,613	55,182	19,602	55,168
I.2		923	486	920	479
II.		118,971	133,212	118,952	133,207
II.1		118,509	130,878	118,505	130,882
II.2		-	1,852	-	1,844
II.3		462	482	447	481
III.		3,824	4,099	-	-
IV.		81,251	84,226	80,834	83,995
		2,492,620	2,529,266	2,491,880	2,528,476

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The accompanying notes are an integral part of these financial statements.

AB LIETUVOS DUJOS, company code 120059523, Agonu Str. 24, Vilnius, Lithuania
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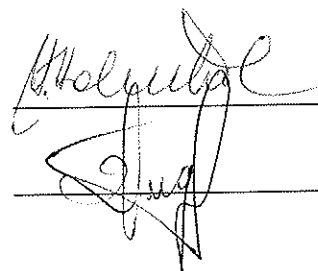
Balance sheets (cont'd)

		Group		Company	
		As of 31 March 2009 (pre-audited)	As of 31 December 2008 (audited)	As of 31 March 2009 (pre-audited)	As of 31 December 2008 (audited)
EQUITY AND LIABILITIES					
C.	Equity	1,911,613	1,882,305	1,910,439	1,881,045
I.	Share capital	469,068	469,068	469,068	469,068
II.	Reserves	1,412,071	1,411,775	1,409,678	1,409,678
II.1	Legal reserves	23,175	23,160	22,983	22,983
II.2	Other reserves	1,388,896	1,388,615	1,386,695	1,386,695
III.	Retained earnings	30,474	1,462	31,693	2,299
D.	Liabilities	581,007	646,961	581,441	647,431
I.	Non-current liabilities	412,560	415,223	413,085	415,750
I.1	Non-current borrowings	7 8,576	8,576	8,576	8,576
I.2	Grants (deferred revenue)	164,317	164,212	164,317	164,212
I.3	Deferred tax liability	239,667	242,435	240,192	242,962
II.	Current liabilities	168,447	231,738	168,356	231,681
II.1	Current portion of non-current borrowings	7 2,144	2,144	2,144	2,144
II.2	Trade payables	5 116,969	180,951	116,946	180,941
II.3	Prepayments received	9,871	10,536	9,870	10,529
II.4	Income tax payable	804	-	804	-
II.5	Payroll related liabilities	11,554	7,901	11,487	7,861
II.6	Other current liabilities	27,105	30,206	27,105	30,206
Total equity and liabilities		2,492,620	2,529,266	2,491,880	2,528,476

The accompanying notes are an integral part of these financial statements.

General Manager Viktoras Valentukevičius

Chief Accountant Žydrūnas Augutis



28 May 2009

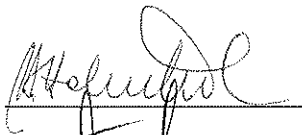
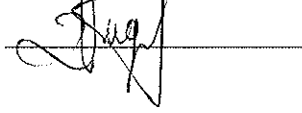
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AB LIETUVOS DUJOS, company code 120059523, Aguonų Str. 24, Vilnius, Lithuania
CONSOLIDATED AND PARENT COMPANY'S CONDENSED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED 31 MARCH 2009
(all amounts are in LTL thousand unless otherwise stated)

Income statements

	Notes	Group		Company	
		Three months	Three months	Three months	Three months
		period ended 31	period ended 31	period ended 31	period ended 31
		March	March	March	March
		2009	2008	2009	2008
		(pre-audited)	(pre-audited)	(pre-audited)	(pre-audited)
I.	Income	529,903	506,325	529,803	506,169
I.1.	Sales	528,386	503,943	528,286	503,787
I.2.	Other operating income	1,517	2,382	1,517	2,382
II.	Expenses	(492,775)	(443,359)	(492,503)	(443,035)
II.1.	Cost of natural gas	(434,737)	(384,333)	(434,737)	(384,333)
II.2.	Other expenses	(58,038)	(59,026)	(57,766)	(58,702)
III.	Profit from operations	37,128	62,966	37,300	63,134
IV.	Financial activities	898	738	809	685
IV.1.	Income	1,087	1,031	998	978
IV.2.	Expenses	(189)	(293)	(189)	(293)
V.	Profit before tax	38,026	63,704	38,109	63,819
VI.	Income tax	6 (8,718)	(10,036)	(8,716)	(10,034)
VI.1.	Current period income tax	(11,485)	(12,094)	(11,485)	(12,094)
VI.2.	Deferred income tax	2,767	2,058	2,769	2,060
VII.	Net profit	29,308	53,668	29,393	53,785
	Basic and diluted earnings per share (LTL)	8 0.06	0.11	0.06	0.11

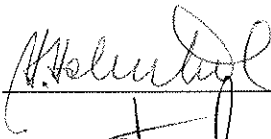
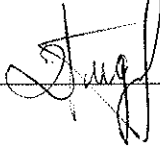
The accompanying notes are an integral part of these financial statements.

General Manager	Viktoras Valentukevičius		28 May 2009
Chief Accountant	Žydrūnas Augutis		28 May 2009

Statements of changes in equity

Group	Share capital	Legal reserve	Other reserves	Retained earnings	Total
Balance as of 1 January 2008 (audited)	469,068	17,962	1,339,919	102,838	1,929,787
Transfer to legal reserve	-	10	-	(10)	-
Transfer to other reserves	-	-	196	(196)	-
Net profit for the reporting period	-	-	-	53,668	53,668
Balance as of 31 March 2008 (pre-audited)	469,068	17,972	1,340,115	156,300	1,983,455
Balance as of 31 December 2008 (audited)	469,068	23,160	1,388,615	1,462	1,882,305
Transfer to legal reserve	-	15	-	(15)	-
Transfer to other reserves	-	-	281	(281)	-
Net profit for the reporting period	-	-	-	29,308	29,308
Balance as of 31 March 2009 (pre-audited)	469,068	23,175	1,388,896	30,474	1,911,613

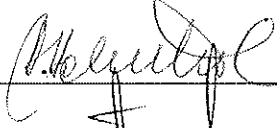
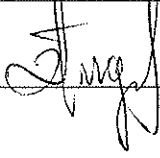
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General Manager	Viktoras Valentukevičius		28 May 2009
Chief Accountant	Žydrūnas Augutis		28 May 2009

Statements of changes in equity (cont'd)

Company	Share capital	Legal reserve	Other reserves	Retained earnings	Total
Balance as of 1 January 2008 (audited)	469,068	17,795	1,338,196	103,766	1,928,825
Net profit for the reporting period	-	-	-	53,785	53,785
Balance as of 31 March 2008 (pre-audited)	469,068	17,795	1,338,196	157,551	1,982,610
Balance as of 31 December 2008 (audited)	469,068	22,983	1,386,695	2,299	1,881,045
Net profit for the reporting period	-	-	-	29,394	29,394
Balance as of 31 March 2009 (pre-audited)	469,068	22,983	1,386,695	31,693	1,910,439

The accompanying notes are an integral part of these financial statements.

General Manager	Viktoras Valentukevičius		28 May 2009
Chief Accountant	Žydrūnas Augutis		28 May 2009

Cash flows statements

	Group		Company	
	Three months period ended 31 March 2009 (pre-audited)	Three months period ended 31 March 2008 (pre-audited)	Three months period ended 31 March 2009 (pre-audited)	Three months period ended 31 March 2008 (pre-audited)
I. Cash flows from (to) operating activities				
I.1 Net profit	29,308	53,668	29,393	53,785
Adjustments of non-cash items:				
I.2 Depreciation and amortisation	24,331	23,378	24,267	23,314
I.3 (Gain) on property, plant and equipment, doubtful trade accounts receivable and inventories write-off and disposal	(32)	(94)	(32)	(94)
I.4 (Reversal of) impairment for property, plant and equipment, financial assets, allowance for doubtful trade accounts receivable and inventories	(2,094)	(133)	(2,094)	(133)
I.5 Income tax expenses	8,719	10,036	8,716	10,034
I.6 Interest (income)	(495)	(660)	(406)	(607)
I.7 Interest expenses	189	293	189	293
I.8 Elimination of other financial activity results	-	(178)	-	(178)
I.9 Amortisation of the grants, deferred revenue and other adjustments of non-cash items	(1,010)	(791)	(1,010)	(791)
	58,916	85,519	59,023	85,623
Changes in working capital:				
I.10 Decrease in inventories	34,983	76,342	34,980	76,341
I.11 Decrease (increase) in trade accounts receivable	14,476	(30,730)	14,485	(30,719)
I.12 Decrease (increase) in other accounts receivable and prepayments	(363)	1,897	(362)	1,869
I.13 (Decrease) in trade accounts payable	(66,612)	(23,774)	(66,624)	(23,778)
I.14 Increase in other account payable and other current liabilities	819	10,984	798	10,944
I.15 Income tax (paid)	(8,838)	(4,757)	(8,838)	(4,757)
	(25,535)	29,962	(25,561)	29,900
Net cash flows from operating activities	33,381	115,481	33,462	115,523
II. Cash flows from (to) investing activities				
II.1 (Acquisitions) of property, plant and equipment and intangible assets	(37,126)	(6,545)	(37,029)	(6,534)
II.2 Proceeds from sales of property, plant and equipment	31	425	31	425
II.3 Decrease (increase) in term deposits	275	(65,005)	-	(65,000)
II.4 Interest received	449	660	360	607
Net cash flows (to) investing activities	(36,371)	(70,465)	(36,638)	(70,502)

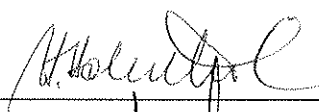
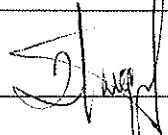
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The accompanying notes are an integral part of these financial statements.

Cash flows statements (cont'd)

	Group		Company	
	Three months period ended 31 March 2009 (pre-audited)	Three months period ended 31 March 2008 (pre-audited)	Three months period ended 31 March 2009 (pre-audited)	Three months period ended 31 March 2008 (pre-audited)
III. Cash flows from (to) financing activities				
III.1 Dividends (paid)	(49)	(7)	(49)	(7)
III.2 Loans (repaid)	-	(3,270)	-	(3,270)
III.3 Grants received	103	1,032	103	1,032
III.4 Interest (paid)	(39)	(124)	(39)	(124)
Net cash flows (to) financing activities	15	(2,369)	15	(2,369)
IV. Net increase in cash and cash equivalents	(2,975)	42,647	(3,161)	42,652
V. Cash and cash equivalents at the beginning of the period	84,226	33,594	83,995	33,337
VI. Cash and cash equivalents at the end of the period	81,251	76,241	80,834	75,989

The accompanying notes are an integral part of these financial statements.

General Manager	Viktoras Valentukevičius		28 May 2009
Chief Accountant	Žydrūnas Augutis		28 May 2009

Notes to the financial statements

1 General information

AB Lietuvos Dujos (hereinafter "the Company") and consolidated AB Lietuvos Dujos and UAB Palangos Perlas (hereinafter "the Group") condensed financial statements, including the balance sheets as of 31 March 2009, income statements, cash flows statements and statements of changes in equity for the three months ended 31 March 2009 and 31 March 2008 are not audited. The consolidated and the Company's financial statements for the year ended 31 December 2008 are audited and prepared according to International Financial Reporting Standards (IFRS). For better understanding of the information provided in those financial statements, the consolidated and the Company's condensed financial statements must be read together with the consolidated and the Company's annual financial statements of 2008.

The Company's shares are traded on the NASDAQ OMX Vilnius Stock Exchange, they are listed on the Main trade list.

2 Accounting principles

The Group's and the Company's condensed financial statements as of 31 March 2009 have been prepared in accordance with International Accounting Standard (hereinafter "IAS") 34 Interim Financial Reporting.

The principal accounting policies adopted in preparing the condensed financial statements for the three months period ended as of 31 March 2009 were the same as these used for preparing the financial statements for 2008 according to the IFRS, as adopted in the European Union.

From 1 January 2009 the Group and the Company in their Income Statements switched from the method of classifying expenses by function to the method of classifying expenses by nature and disclosed comparative information in respect of previous period.

The Group and the Company when drawing up the Financial Statements for the three months period ended 31 March 2009 applied the IAS 23 Borrowing Costs effective for periods beginning on and after 1 January 2009.

3 Segment information

The main operating segments of the Group and the Company are: natural gas transmission, distribution, supply, other activity business segment.

Segment information for the periods ended 31 March 2009 and 31 March 2008 is presented below:

Group

As of 31 March 2009 (pre-audited)	Transmission	Distribution	Supply	Other	Total
Sales	38,237	62,061	426,848	1,240	528,386
Profit from operations	16,458	13,758	5,900	1,012	37,128
As of 31 March 2008 (pre-audited)					
Sales	38,771	52,247	412,318	607	503,943
Profit from operations	14,296	11,335	35,992	1,343	62,966

Company

As of 31 March 2009 (pre-audited)	Transmission	Distribution	Supply	Other	Total
Sales	38,237	62,061	426,848	1,140	528,286
Profit from operations	16,458	13,758	5,900	1,184	37,300
As of 31 March 2008 (pre-audited)					
Sales	38,771	52,247	412,318	451	503,787
Profit from operations	14,296	11,335	35,992	1,511	63,134

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(all amounts are in LTL thousand unless otherwise stated)

4 Inventories

	Group		Company	
	31 March 2009 (pre-audited)	31 December 2008 (audited)	31 March 2009 (pre-audited)	31 December 2008 (audited)
Raw materials, spare parts and other inventories	3,643	3,058	3,642	3,057
Goods for resale (including natural gas)	19,613	55,182	19,602	55,168
Inventories, gross	23,256	58,240	23,244	58,225
Less: allowance for inventories	(101)	(66)	(101)	(66)
	<u>23,155</u>	<u>58,174</u>	<u>23,143</u>	<u>58,159</u>

As of 31 March 2009 the Group's and the Company's balances of the goods for resale decreased significantly due to the lower quantity of natural gas stored in Latvia gas storage.

The cost of inventories accounted for at net realizable value amounted to LTL 1,837 thousand as of 31 March 2009 (LTL 1,160 thousand as of 31 December 2008). Changes in the allowance for inventories in the three months of 2009 and 2008 were included into operating expenses.

5 Trade payables

	Group		Company	
	31 March 2009 (pre-audited)	31 December 2008 (audited)	31 March 2009 (pre-audited)	31 December 2008 (audited)
Suppliers of natural gas	104,652	177,729	104,652	177,729
Other	12,317	3,222	12,294	3,212
	<u>116,969</u>	<u>180,951</u>	<u>116,946</u>	<u>180,941</u>

As of 31 March 2009 the Group's and the Company's balances of the trade payables decreased due to the lower import price of the natural gas mainly.

6 Income tax

The income tax rate applied on the profit for the year 2009 is 20% (for the year 2008: 15%) according to applicable legislation of the Republic of Lithuania.

7 Borrowings

The Company's borrowings as of 31 March 2009:

Borrowings (pre-audited)	Borrowings and their portions, payable			
	Current borrowings	Payable after one year but not later than in five years	Payable after five years	Total
Borrowings from Lithuanian credit institutions	2,144	8,576	-	10,720

In the calculations, official currency exchange rates as of 31 March 2009 set by the Bank of Lithuania are applied: EUR/LTL 3.4528

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7 Borrowings (cont'd)

As of 31 March 2009, the weighted average annual interest rate of borrowings outstanding was 5.65 % (5.65% as of 31 December 2008).

The borrowings outstanding as of 31 March 2009 were denominated in EUR (100 %).

8 Earnings per share

Basic earnings per share reflect the Group's and the Company's net income, divided by the weighted average number of shares. There are no diluting instruments, therefore basic and diluted earnings per share are equal. Calculations of the basic earnings per share are presented below:

	Group		Company	
	31 March 2009 (pre-audited)	31 March 2008 (pre-audited)	31 March 2009 (pre-audited)	31 March 2008 (pre-audited)
Net profit attributable to the shareholders (in LTL thousand)	29,308	53,668	29,393	53,785
Weighted average number of shares in thousand	469,068	469,068	469,068	469,068
Basic earnings per share (in LTL)	0.06	0.11	0.06	0.11

9 Dividends

During the regular general shareholders' meeting on 22 April 2009, when approving the Company's 2008 profit and loss appropriation, the decision was made to pay to shareholders dividends for the year 2008 in the amount of LTL 45 million (LTL 0.096 per ordinary registered share with the par value of LTL 1 per share).

10 Commitments and contingencies

Legal disputes

1. On 29 December 2008 the National Control Commission for Prices and Energy (hereinafter the Commission) adopted the Resolution No O3-219 "On the Public Limited Company Lietuvos Dujos Natural Gas Transmission and Distribution Prices and Natural Gas Prices for Household Customers" (hereinafter the Resolution), with which the Commission unilaterally set natural gas transmission and distribution prices and natural gas prices for household customers to be applied from 1 January 2009. On 28 January 2009 AB Lietuvos Dujos applied to Vilnius County Administrative Court for annulment of the above Resolution of the Commission.

2. AB Lietuvos Dujos is taking part as third interested party in the case in Vilnius County Administrative Court according to the complaint of 29 December 2008 of the National Gas, Electricity and Heat Consumer Protection League regarding the Commission's Resolution No O3-219 "On the Public Limited Company Lietuvos Dujos' Natural Gas Transmission and Distribution Prices and Natural Gas Prices for Household Customers".

3. AB Lietuvos Dujos has also lodged complaints against previous activities of the Commission. These complaints are currently in progress. AB Lietuvos Dujos lodged a complaint to Vilnius County Administrative Court against the Commission's Resolution No O3-18 of 29 April 2005 "On AB Lietuvos Dujos' Price Caps of Natural Gas Transmission and Distribution and Price Caps of Natural Gas for the Regulated Customers", the Commission's Resolution No O3-30 of 30 May 2005 "On AB Lietuvos Dujos' Prices of Natural Gas Transmission and Distribution and Prices of Natural Gas for Regulated Customers", the Commission's Resolution No O3-36 of 30 June 2005 "On AB Lietuvos Dujos' Prices of Natural Gas Transmission and Distribution and Prices of Natural Gas for Regulated Customers", and the Commission's Resolution No O3-20 of 27 April 2006 "On the Adjustment of AB Lietuvos Dujos' Price Caps of Natural Gas Transmission and Distribution and Price Caps of Natural Gas for Regulated Customers". With the decision of 13 March 2007 Vilnius County Administrative Court rejected the complaint of AB Lietuvos Dujos. AB Lietuvos Dujos took an appeal to the Supreme Administrative Court of Lithuania (hereinafter SACL). In its judgement passed on 27 December 2007, SACL proposed that the case should be heard by an extended judicial collegium. On 1 April 2009, the appeal lodged by the appellant AB Lietuvos Dujos was granted in part, and the Vilnius County Administrative Court's judgement of 13 March 2007 was altered. The part of the judgement regarding the Commission's Resolution No O3-36

10 Commitments and contingencies (cont'd)

of 30 June 2005 "On AB Lietuvos Dujos' Prices of Natural Gas Transmission and Distribution and Prices of Natural Gas for Regulated Customers" was annulled and the lawsuit (in this part) was sent to the court of first instance for re-examination.

The outcome of above mentioned claims is uncertain and can not be estimated with reasonable efforts. In addition, based on the management estimates, there is no need to accrue any amounts for any potential future losses in relation to the above – mentioned cases. The Company is applying tariffs approved by the Commission.

11 Related party transactions

The parties are considered related when one party has the possibility to control the other one or have significant influence over the other party in making financial and operating decisions.

The related parties of the Group and the Company, transaction amounts and debts as of 31 March 2009 and 2008 were as follows:

- E.ON Ruhrgas International AG (one of the major shareholders of the Company);
- OAO Gazprom (one of the major shareholders of the Company);
- State Property Fund (one of the major shareholders of the Company);
- UAB Palangos Perlas (subsidiary of the Company);
- AS Latvijas Gaze (the same shareholders)

As of 31 March 2009 (pre-audited)	Purchases	Sales	Accounts receivable	Accounts payable
OAO Gazprom	399,171	3,765	1,232	104,652
UAB Palangos Perlas	4	18	7	-
AS Latvijas Gaze	979	-	-	187
	<u>400,154</u>	<u>3,783</u>	<u>1,239</u>	<u>104,839</u>

As of 31 March 2008 (pre-audited)	Purchases	Sales	Accounts receivable	Accounts payable
OAO Gazprom	307,352	3,008	969	90,145
UAB Palangos Perlas	15	21	7	1
AS Latvijas Gaze	3,527	-	-	1,772
	<u>310,894</u>	<u>3,029</u>	<u>976</u>	<u>91,918</u>