

ISSUER REGISTRATION STATEMENT
Section 97(2)(3)(4) of the Securities Act 2001

REGISTRATION STATEMENT RS-1

Select One: Notice of Sale of Securities Initial Registration Annual Registration

Dominica Electricity Services Limited

(Exact name of Company as set forth in Certificate of Incorporation)

Place and date of incorporation: Roseau April 30th 1975

Street and postal address of registered office: 18 Castle Street
P. O. Box 1593
Roseau
DOMINICA

Company telephone number: (767) 255 6000

Fax number: (767) 448 5397

Email address: domlec@domleconline.com

Financial year-end: December 31st 2006

Contact person(s): Ellise Darwton Corporate Secretary

Telephone number (if different from above): (767) 255 6019

Fax number: Same as above

Email address: ellise.darwton@domleconline.com

This Company:

- Has never conducted operations.
- Is in the development stage.
- Is currently conducting operations.
- Has shown a profit in the last financial year.
- Other (Specify): _____
(Check at least one, as appropriate)

Has the company applied for listing on the Eastern Caribbean Securities Exchange [] Yes [] No

Date of Issue of this Registration Statement: April 30th 2007

THIS DISCLOSURE DOCUMENT CONTAINS ALL OF THE REPRESENTATIONS BY THE COMPANY CONCERNING THIS OFFERING, AND NO PERSON SHALL MAKE DIFFERENT OR BROADER STATEMENTS THAN THOSE CONTAINED HEREIN. INVESTORS ARE CAUTIONED NOT TO RELY UPON ANY INFORMATION NOT EXPRESSLY SET FORTH IN THIS DISCLOSURE DOCUMENT, OR THE PROSPECTUS PUBLISHED IN RESPECT OF THIS ISSUE. INVESTMENT IN BUSINESSES INVOLVES A CERTAIN DEGREE OF RISK, AND INVESTORS SHOULD NOT INVEST IN THIS OFFERING UNLESS THEY CAN AFFORD TO LOSE THEIR INVESTMENT IN ITS ENTIRETY. IN MAKING AN INVESTMENT DECISION INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE ISSUER AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THESE SECURITIES HAVE NOT BEEN RECOMMENDED BY ANY REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE.

This Disclosure Document, together with Financial Statements and other Attachments, consists of a total of _____ pages.

PART I
OFFER STATISTICS FOR SECURITIES OFFERING

Not Applicable

PART II
OFFERING PRICE FACTORS

Not Applicable

PART III
DESCRIPTION OF SECURITIES

1. Description of Share Capital

a) Authorised

TYPE/CLASS	AMOUNT
Ordinary	15,000,000

(c) b) Issued

TYPE/CLASS	AMOUNT
Ordinary	10,417,328

2. The securities offered hereby are:

Not Applicable

3. These securities have:

Not Applicable

4. Are the securities convertible? [] Yes [] No

Not Applicable

5. Provide details of any bonus securities or stock dividends in the last two years.

There has been no issue of bonus shares or stock dividend in the past two years

PART IV
USE OF PROCEEDS

Not Applicable

PART V
PLAN OF DISTRIBUTION

Not Applicable

PART VI
OFFER STATISTICS FOR REGISTRATION

Not Applicable

PART VII
THE COMPANY

1. (a) Provide brief history of the company since its inception to the present time.

Dominica Electricity Services Limited was incorporated as a public limited liability company in the Commonwealth of Dominica on April 30th 1975. Commonwealth Development Corporation (CDC) owned 51% of the shares and the Government of Commonwealth of Dominica (GOCD) 49%. In 1983 the GOCD acquired CDC's shareholding in DOMLEC. In 1987 GOCD sold 60% of the company's shares to the public. In 1993 additional Domlec shares floated. Rights issue was offered to shareholders. In 1997 GOCD sold its shares in Domlec to CDC. In 2004 the shareholding of CDC Group PLC was acquired by Dominica Private Power Ltd., part of which was sold to Dominica Social Security.

- (b) Provide a description of the developments in the company's main line of business including accomplishments and future plans.

In the year 2006, Domlec made encouraging progress on several fronts; new challenges arose and areas requiring significant improvement were clarified. An encouraging feature of DOMLEC's 2006 operations was the dramatic improvement in the reliability of service delivered to customers, measured by a 48% reduction in the system outages (SAIDI) index. Interruptions to supply were relatively few, mainly the accidental result of activities undertaken by others or of the bad weather systems that Dominica is prone to experience at certain times of year, and those which did occur were generally of shorter duration than in the past. Interim measures taken over the last two years - the addition of four generator units, replacement of obsolete switchgear at Padu, continuing upgrades of system controls, increased allocation of resources to preventative maintenance, and accelerated skills training - are producing good results in this crucial area of the Company's mission. The company's intention for 2007 is to consolidate the gains already made in reliability and cost controls through the measures outlined below, simultaneous with efforts to secure - in the new dispensation to be brought about by the regulatory changes being sponsored by Government - an equitable chance to compete and prosper as a long term partner in the development of Dominica.

Of particular importance is the establishment of a modern medium speed diesel plant which is critical to ensuring reliable, fuel efficient production. Accordingly the company is redoubling efforts to secure the land and the regulatory conditions that will allow it to confidently launch this project as soon as possible.

In looking forward the company is conscious of a recent upsurge of interest from tourism and leisure developers attracted by Dominica's nature island appeal. At least two of these proposals are of a scale that will tend to draw in other investments thus building momentum for a sustained growth in economic activity over time, adding to the ongoing public sector investment program. Management has agreed three essential goals of a program that would allow the company to satisfy the demands of a vibrant investment climate in Dominica.

- An urgent upgrade to leading regional standards of the reliability and quality of supply delivered to customers. The main measures would include a new power plant containing initially up to 3x3.8 MW medium speed generators; a transmission line system to efficiently deliver power to each load center across the island; upgraded switchgear, controls and system protection.
- Operational efficiencies to drive down electricity prices over time. The targets here include power loss reduction to no more than 10% within 5 years, and to steadily reduce production and delivery costs down to appropriate benchmarks within the same period.
- Avoidance of expensive fuels by deploying available cost effective renewable technologies, principally geothermal, hydro and wind.

This is a costly set of interventions, requiring a steady stream of investments in long term assets. As the incumbent service provider in a market of only 15MW peak demand it is DOMLEC's natural mandate to take responsibility for the first two program goals. Regarding the last goal the company has agreed with Government's representatives that the participation of other investors on equal terms is appropriate and desirable.

In the discussions with Government's appointed task force on regulatory reform management put forward for consideration a set of principles that were considered to be encouraging and supportive of sufficient investment in the electricity sector. These include:

- the establishment of a small independent board of expert regulators which would issue and revoke licenses;
- the regulator to set operational efficiency targets with penalties for poor performance, for all licensees;
- the rates charged by licensees to be determined and adjusted annually through a defined mechanism linked to capital employed, the costs of efficient operations and reasonable returns on investments;
- DOMLEC's license to be continued in duration and scope of operations.

The new Electricity Supply Act of 2006 unfortunately does not accommodate these requests in a number of important areas. Management is concerned that the independence of the regulatory board it describes could at some point be called into question because of ministerial influence in its appointment and maintenance. Additionally, the guidelines for setting rates do not contain explicit links with investments, costs and shareholder returns.

However our most fundamental concern is that the Act reduces the term of DOMLEC's license by ten years, setting a new expiration date of 2015. This leaves DOMLEC with only an assured eight years of future operations in an industry which requires large injections of capital to purchase long lived fixed assets, and which would typically employ long term financing (12 to 18 years) to do so. The indications are that this new situation could cause us to be shut out from access to the best sources of finance, thus unable to compete effectively in the sector. The company is therefore seeking to urgently restart the dialogue with Government with a view to having the license term reinstated and to facilitate DOMLEC's ability to make an early start on those investments that appear to fall naturally to it. It is expected that an accommodation will be found.

In the interim we continue to plan for realization of the vision of a DOMLEC at the center of a resurgence of growth in Dominica. The 2007 budget allows for costs to be incurred on completing the project definitions, feasibility studies and conceptual designs for the proposed new plants, for land acquisition, and for recruitment and training of the skills that will be needed during implementation and subsequent operations. Provision has also been made for prudent additions to the generating capacity at Fond Cole and Sugar Loaf to maintain in the interim the reliability that consumers deserve, though recognizing that these plants must soon be phased out.

- (c) Indicate the extent to which the company's operations have depended or are expected to depend upon patents, copyrights, trade secrets, know-how or other proprietary information. Describe the steps taken to secure and protect the company's intellectual property. (Include use of confidentiality agreements, covenants-not-to-compete and the like).

Not Applicable

- (d) State names of the company's subsidiaries. Outline their business purposes. Give names of primary owners. (Indicate whether this information is included in the Financial Statements attached hereto).

The company has no subsidiaries.

- (e) State whether the company is a subsidiary. If so, describe the business of the parent company. Indicate what percentage of the company is owned by the parent.

The Company is a subsidiary of Dominica Private Power Ltd which owns 52% of the issued share capital of the Company. The Dominica Social Security owns 20%.

- (f) Summarise the material events in the development of the company including any material acquisitions or mergers during the past five years.

The majority shareholding of CDC Group PLC was acquired by Dominica Private Power Ltd in May 2004.

2. List in order of importance the factors, which are the most substantial risks to an investor (i.e., those factors which constitute the greatest threat that the investment will be lost in whole or in part, or will not provide an adequate return).

(1) Amendments to the Electricity Supply Act.

(2) Credit risk

(3) Business interruption and damage resulting from natural disasters.

3. Indicate whether the company is having or anticipates having within the next 12 months any cash flow or liquidity problems and whether or not it is in default or in breach of any note, loan, lease or other indebtedness or financing arrangement requiring the company to make payments.

The company is not in breach neither does it envisaged that it will be in breach of any of its financing arrangements within the next twelve months. It does not have nor does it anticipate any cash flows or liquidity problems within the next twelve months.

4. Indicate whether proceeds from this offering will satisfy the company's cash requirements for the next 12 months, and whether it will be necessary to raise additional funds. State the source of additional funds, if known.

Not Applicable

**PART VIII
CAPITALIZATION**

5. Indicate the capitalisation of the company as of the most recent balance sheet date (adjusted to reflect any subsequent stock splits, stock dividends, recapitalisations or refinancings) and as adjusted to reflect the sale of the minimum and maximum amount of securities in this offering and the use of the net proceeds therefrom:

	Amount Outstanding		
	As of:		<u>As Adjusted</u>
Debt:	<u>2006/12/31</u>		<u>Minimum</u>
Short-term debt (average interest rate 6.45%)	\$6,042,019		\$ _____
Long-term debt (average interest rate 6.35%)	\$30,220,636		\$ _____
Total debt	\$36,262,655		\$ _____
Stockholders equity (deficit):			
Preferred stock - par or stated value (by class of preferred in order of preferences)			
	\$ _____	\$ _____	\$ _____
	\$ _____	\$ _____	\$ _____
	\$ _____	\$ _____	\$ _____
Common stock--par or stated value	\$10,417,328	\$ _____	\$ _____
Additional paid in capital	\$ _____	\$ _____	\$ _____
Retained earnings (deficit)	\$32,486,798	\$ _____	\$ _____
Total stockholders equity (deficit)	\$42,904,126	\$ _____	\$ _____
Total Capitalisation	\$79,166,781	\$ _____	\$ _____

6. Capital Commitments and Contingent Liabilities

a	Unfunded Pension Liabilities	NONE
b	Letters of Credit	NONE
c	Performance bonds	NONE
d	Guarantees and Warranties:	

The Company has contingent liabilities arising from bank guarantees and other matters arising during the ordinary course of business. It is not anticipated that any material liabilities will arise from these contingent liabilities. The Company has provided a guarantee to the bank in respect of car loans to employees. At December 31, 2006 the outstanding balance of these loans was \$6,692 (2005 - \$46,786).

- e Undrawn commitments NONE
- f Letters of Comfort NONE
- g Capital Commitment:
The Company has committed to purchase products and services in the amount of \$1,688,217 (2005 - \$2,316,860) from a number of companies during 2007.
- h Others NONE

PART IX
DIVIDEND POLICY

7. If the company has within the last five years paid dividends, provide the following:

DATE	AMOUNT	% OF NET INCOME	DIVIDEND PER SHARE
2006	\$1,562,599	26.05%	15 cents
2005	\$1,250,079	20.25%	12 cents
2004	\$ 625,040	17.37%	6 cents
2003	\$ 625,061	31.28%	6 cents

8. Outline any projections or plans for payment of dividends over the next two years?

The Board of Directors has declared and paid a dividend of fifteen cents per share for the year ended December 31st 2006. In addition, the board has declared a dividend of 7.5 cents per ordinary share on record as of April 18th 2007.

PART X
OFFICERS AND KEY PERSONNEL OF THE COMPANY

Name: Joel Fitzgerald Huggins Title: Managing Director

Age: 60

Mailing Address: P.O. Box 1593
18 Castle Street
Roseau, Dominica.

Telephone No.: (767) 448-2681/ 255-6000

Name of employers, titles and dates of positions held during past five years with an indication of job responsibilities.

St. Vincent Electricity Services Ltd.
Chief Executive Officer, 1981 to 2003

Responsible for all aspects of day-to-day management of the business.

Education (degrees, schools, and dates):

BSc (Engineering)
University of the West Indies, 1971

Position: Financial Controller

Name: Marvelin Etienne

Age: 43

Mailing Address: 18 Castle Street Roseau Dominica

Telephone No.: (767) 255-6022

Name of employers, titles and dates of positions held during past five years with an indication of job responsibilities. Financial Controller - Domlec - 1 Feb 2002 to current

Financial Controller (Ag) – Domlec – 12 Feb 2001 to 31 Jan 2002

Financial Accountant – Domlec – 1 Jan 1999 to 11 Feb 2001

Management Accountant – Domlec – 2 Mar 1998 to 31 Dec 1998

Senior Audit Clerk – Coopers & Lybrand – Jan 1995 to Feb 1998

Education (degrees, schools, and dates):

Certified General Accountant – Certified General Accountants Association of Canada

Associate Degree – Accounting – Tri-County Technical College, South Carolina, USA

Certificate in Micro-computer Applications – Tri-County Technical College, South Carolina, USA

Also a Director of the Company Yes No

Name: Ellise Darwton

Position: Company Secretary
Age: 36

Mailing Address: 91 Victoria Street
Roseau
Commonwealth of Dominica

Telephone No.:(767) 448-5833/ 255- 6019

Name of employers, titles and dates of positions held during past five years with an indication of job responsibilities.

1st April 2003 To Present- Domlec – Company Secretary/Legal Officer

June 2002 To March 2003- Private Practice–Solicitor, Barrister, Conveyancer, Notary Public

April 1997 To June 2002 – Associate Attorney – Alick Lawrence
Chambers – Solicitor, Barrister, Conveyancer, Notary Public

Education (degrees, schools and dates):

October 1997 – Legal Education Certificate –Sir Hugh Wooding Law School, Trinidad

October 1995 – LLB (Hons) UWI

Also a Director of the Company Yes No

Position: Chief Engineer

Name: Rawlins Bruney

Age: 52

Mailing Address: P O Box 534

Morne Daniel

Dominica

Telephone No.: (767) 255 6012

Name of employers, titles and dates of positions held during past five years with an indication of job responsibilities.

Domlec – Manager Power Production, August 2001 to present

Engineering Manager, Dec 1997 to August 2001

Transmission & Distribution Manager, January 1995 to December 1997

Education (degrees, schools, and dates):

B.Sc Electrical Engineering, UWI – August 1976

Certificate in Energy Management, UWI – January 1986

Also a Director of the Company Yes No

Position: Human Resources Manager

Name: Bertilia Le Blanc McKenzie

Age: 43

Mailing Address: P O Box 514

Roseau, Dominica

Telephone No.: (767) 255 6105/ 440 0488

Name of employers, titles and dates of positions held during past five years with an indication of job responsibilities.

National Development Foundation of Dominica – Training Officer (Feb 1990 – Oct 1997)
Responsible for managing the training function at this institution. This function included providing training and technical assistance (organisational development interventions) to micro, small and medium sized enterprises.

Domlec – Human Resources Officer (Oct 1997 – April 2001) Assisting the Administration Manager in managing the Human Resources function of the organisation.

Domlec – Human Resources Manager (April 2001 to present) Managing the HR function of the organisation. This includes recruitment and selection, manpower planning, human resource development, compensation management, employee relations and occupational health and safety management.

Education (degrees, schools, and dates):

Bachelor of Arts (Hon) Major in Economics and Minor in Psychology – City University of New York – June 1988

Masters in Business Administration (Distinction) – Specialisation in General Management and Human Resources Management – University of the West Indies – October 1998

Also a Director of the Company Yes No

Position: Engineering Services Manager

Name: Mark Riddle

Age: 41

Mailing Address: 18 Castle Street

Roseau, Dominica

Telephone No.: (767) 255-6117

Name of employers, titles and dates of positions held during past five years with an indication of job responsibilities.

(1) Guyana Electricity Services – 1997 –1999 – Senior T & D Engineer (responsible for network design and maintenance)

(2) Domlec – 1999-2000 – Planning & Projects Engineer (responsible for planning and execution of Generation & Network expansion and improvement)

(3) Domlec – 2000-2001 – Planning & Design Engineer

(4) Domlec – 2001 – present – Engineering Manager (responsible for all network expansion, design, improvement and development)

Education (degrees, schools, and dates):

BSc Electrical Engineering 1991 – University of Guyana

Diploma of Electrical Technology, 1987 – University of Guyana

Also a Director of the Company Yes No

Position: IT MANAGER

Name: Carl Maynard

Age:44

Mailing Address:

Dominica Electricity Services

P.O Box 1593

Castle Street, Roseau

Dominica

Telephone No.: (767)255 6147

Name of employers, titles and dates of positions held during past five years with an indication of job responsibilities

March 1991 to March 2004: Assistant Engineer Data Systems/Systems Administrator
Cable & Wireless Dominica.

Responsible for the entire Local Area Network which includes all systems, servers, support to users, remote locations support. Made a Regional Implementer and was responsible for the entire implementation of the (Regional) Cable & Wireless Caribbean Point of Sale System. Job duties included support given to both local and Regional users of the Wide Area Network and significant travel to work in all C&W Caribbean locations as well as work in the U.S

March 2004 to Present:

Current job responsibilities includes managing the entire I.T Department within DOMLEC and to ensure smooth operations of the Company's Wide Area Network which includes managing all systems, telephone network and to manage all I.T staff within the I.T Department.

Education (degrees, schools, and dates):

Bachelor of Science (Computer Science) January 1990
Microsoft Certified Systems Engineer

Position: Generation Manager

Name: Nigel Vidal

Age: 33

Mailing Address: P.O Box 1071, Roseau

Telephone No.: (767)-255-6171

Name of employers, titles and dates of positions held during past five years with an indication of job responsibilities.

Jan 2005 – Present:

Generation Manager – Domlec.

Retained engineering responsibilities. Responsible for the management of the Generation Dept. (Operations, Budgeting, and Planning). Reporting head for the departments four(4) section heads.

Dec 2001 – Dec 2004:

Generation Dept. Mechanical & Project Engineer – Domlec.

Engineering support for projects, and overhauls. Acted as Generation Mgr. in his absence.

Dec 1999 – Dec 2001:

Quality Assurance Manager & ISO Representative – W&W Electronics Ltd. Grenada.

Implementing, monitoring, and corrective actions for company's ISO9002 compliance and quality assurance system.

Education (degrees, schools, and dates):

Sept 1995 – Dec 1998:

BSc. Mechanical Engineering UWI St. Augustine

Sept 1994 – May 1995

Natural Sciences UWI St. Augustine

Also a Director of the Company

Yes

* No

DIRECTORS OF THE COMPANY

Name:

Title Director/ Chairman

G. Robert Blanchard Jr.

Age: 43

C/o WRB Enterprises Inc.
1414 Swann Avenue
Suite 201
Tampa Florida 33606

Telephone No.: (813) 251 3737

Name of employers, titles and dates of positions held during past five years with an indication of job responsibilities.

WRB Enterprises, Inc., President – 2002 to present

WRB Enterprises, Inc., Executive Vice President 1991 -2002

Education (degrees, schools, and dates):

Emery University- Bachelor of Arts in Political Science 1986

BA - Philosophy

Name:
Nigel D. Wardle

Title: Director

Age: 50

C/o WRB Enterprises Inc.
1414 Swann Avenue
Suite 201
Tampa Florida 33606

Telephone No.: (813) 251 3737

Name of employers, titles and dates of positions held during past five years with an indication of job responsibilities.

1995-2002 General Manager – Grenada Electricity Services Ltd

2002 to date Vice President - WRB Enterprises, Inc.

Education (degrees, schools, and dates):

South Bank University – BA Business

Member Institute of Chartered Accountants 1981

Name:

Valda Frederica Henry

Title Director

Age:41

Mailing Address: _

P O Box 1690, Roseau, Dominica

Telephone No.: 767 449 9649

Name of employers, titles and dates of positions held during past five years with an indication of job responsibilities.

VF Inc Chief Executive Officer – 2006 - Management and Financial Consulting

WHITCO Inc, Business Development Director – 2002 – Present – Management and Financial Consulting

Education (degrees, schools, and dates):

Ph D – University of Warwick, 2002

CFA – Association of Investment Management & Research, now CFA Institute

MBA – Manchester Business School - 1993

BSc (Management) – University of the West Indies, Cave Hill Campus - 1988

Name: Trevor Burton

Title _____

Mailing Address: _ P.O.Box 32
6 Long Lane
Roseau

Age: _____

Telephone No.: 448 2310

Name of employers, titles and dates of positions held during past five years with an indication of job responsibilities.

Burton & Co. Ltd. Managing Director

L.A.Dupigny & Co. Ltd. Managing Director

Education (degrees, schools, and dates):

Name:
Malcolm C. Harris

Title: Director

Age: 61

Mailing Address:

C/o WRB Enterprises Inc.
1414 Swann Avenue
Suite 201
Tampa Florida 33606

Telephone No.: (813) 251 3737

Name of employers, titles and dates of positions held during past five years with an indication of job responsibilities.

WRB Enterprises, Inc

1988 to date – Director, Vice President and CFO

Education (degrees, schools, and dates):

Member of the Institute of Chartered Accountants 1968

Member of the Institute of Taxation 1968

University of Miami “: Masters in Business Administration - 1978

Position: Director

Name: Grayson J. Stedman

Age: 63

Mailing Address: Banana Industry Trust

P.O. Box 1116,
Charles Avenue
Goodwill, Dominica

Telephone No.: (767) 440-2070

Name of employers, titles and dates of positions held during past five years with an indication of job responsibilities.

Executive Officer – Banana Industry Trust

Executive Officer with responsibility for the operations of the Trust funded by the EU. Report to a Board of Trustees – from April 2002.

Director – Caribiss Incorporated with responsibility for financial operations of the Company, a private Information Technology Company from 1998 – 2002.

Education (degrees, schools, and dates):

- 1980 - Diploma in Accounting
- 1982 - Diploma in Accounting & Finance
- 1987 - Certificate in Business Administration
- 1986 - Completed a course of study for the Certified Management Accountants of Canada

George Brown College of Applied Arts & Technology, Canada

Seneca College of Applied Arts & Technology, Canada

University of Ottawa

Society of Management Accountants of Canada.

Name:

Title: Director

Philip Norman ROLLE

Age: 71

Mailing Address: P O Box 3
Roseau
Dominica.

Telephone No.: 767 449 1154 (H) 767 448 2279 (W)

Name of employers, titles and dates of positions held during past five years with an indication of job responsibilities.

1960 To Date	Managing Director	Valley Engineering Sales & Service Ltd
2005 To Date	Director	Grenada National Bank
2003 To Date	Director	Caribbean Credit Company
2003 To Date	Director	National Bank of Dominica
1992 To Date	Director	Jas. Garraway & CO.(Tobacco Factory) Ltd

Education (degrees, schools, and dates):

Senior Certificate - Dominica Grammar School 1948 To 1954
Engineering Diploma First Class Chelsea College of Aeronautical & Automobile Engineering
Institution of Mechanical Engineers Part I and II

PART XI

SUBSTANTIAL STOCKHOLDERS

1. (a) Principal owners of the company (those who beneficially own more than 5% of the common and preferred stock presently outstanding whether directly or indirectly) starting with the largest common stockholder. Indicate by endnote any transaction where the consideration was not cash. State the nature of any such consideration.

SECURITIES NOW HELD:

Name: Address:	Class Securities:	of	No. Securities:	of	% of Total
Name: Address:	Class Securities:	of	No. Securities:	of	% of Total
Dominica Private Power Limited	Ordinary		5,407,394		51.91
Dominica Social Security	Ordinary		2,083,467		20.00

- (b) Include all common stock issuable upon conversion of convertible securities and show conversion rate per share as if conversion has occurred.

UPON CONVERSION:

Name: Address:	Class Securities:	of	Conversion Rate:	No. of Securities upon Conversion	% of Total*

* Current holding of securities if conversion option were exercised.

PART XII
LITIGATION

1. Describe any past litigation or administrative action which has had a material effect upon the company's business, financial condition, or operations, including any litigation or action involving the company's Officers, Directors or other key personnel. State the names of the principal parties, the judgement and amounts involved.

Case

DOMHCV0447
OF 2002

Ricky Rolle v. Stanley Daniel and Dominica Electricity Services Limited

Date Filed: November 26th 2002

Case Type: Negligence: Claimant involved in a vehicular accident with the defendant company's vehicle being driven at the time by an employee of the defendant company.

Status: On the 16th day of June 2006, damages was agreed upon by the parties in the sum of \$215,000 inclusive of costs.

PART XIII
MISCELLANEOUS FACTORS

NONE

**PART XV
SIGNATURES**

A Director, the Chief Executive and Financial Officers of the company shall sign this Registration Statement on behalf of the company. By so doing each certifies that he has made diligent efforts to verify the material accuracy and completeness of the information herein contained. By submitting this Registration Statement to the ECSRC, each Director, the Chief Executive Officer and the Chief Financial Officer of the company agree to make himself available to each investor prior to the time of investment, and to respond to questions and otherwise confirm the information contained herein. The Directors, the Chief Executive Officer and the Chief Financial Officer hereby undertake to make the exhibits to this Registration Statement, or as is provided by law, available to each investor, prior to the making of any investment by such investor.

The Chief Financial Officer by signing this form is hereby certifying that the financial statements submitted fairly state the company's financial position and results of operations, or receipts and disbursements, as of the dates and period(s) indicated. The Chief Financial Officer further certifies that all financial statements submitted herewith are prepared in accordance with International Accounting Standards consistently applied (except as stated in the notes thereto) and (with respect to year-end figures) including all adjustments necessary for fair presentation under the circumstances.

Name of Chief Executive Officer:

Signature

Date

Name of Director:

Signature

Date

Name of Chief Financial Officer:

Signature

Date