

BB 8510x)1 820028

— for the record — Company Name

Company Type **Private Company Limited By Shares**

Company Number

2537092 Information extracted from

Companies House records on

22nd July 2000

NATIONAL GRID INTERNATIONAL 363s Annual Return

- > Please check the details printed in blue on this statement.
- > If any details are wrong, strike them through and write the correct details in the "Amended details" column.
- > Please use black pen and write in capitals.

Section 1: Company details

	LAERUTG5	
COMPANIES	HOUSE	0414

		29/08/00 29/08/00
Ref: 2537092/03/10	Current details	Amended details
Registered Office Address If any of the details a wrong, strike them the and fill in the correct in the "Amended det column.	arough details	Address UK Postcode
Register of Member of any of the details as wrong, strike them the and fill in the correct in the "Amended det column.	re rough At Registered Office details	UK Postcode
Register of Debent Holders If any of the details a wrong, strike them the and fill in the correct in the "Amended det column.	Not Applicable arough details	Address UK Postcode
> Principal Business Activities If any of the details and wrong, strike them the and fill in the correct in the "Amended detacolumn.	rough holding comps details	•
Please enter addi principal activity c "Amended details See notes for guid list of activity code	ode(s) in " column. dance for	

Company Number - 2537092

Section 2: Details of Officers of the Company

		Current details	Amended details
>	Company Secretary If any of the details for this	Name David Charles FORWARD	Name
	person are wrong, strike them through and fill in the correct details in the "Amended details" column.	Address Robin Down Firle Close Firle Road Seaford East Sussex BN25 2HL	Address
			UK Postcode
	Particulars of a new Company Secretary must be notified on form 288.		Date of change / / Date David Charles FORWARD ceased to be secretary (if applicable)
>	Company Secretary If any of the details for this	Name Fiona Brown SMITH	Name
	person are wrong, strike them through and fill in the correct details in the "Amended details" column.	Address 33 Church Street Crick Northampton NN6 7TP	Address UK Postcode
	Particulars of a new Company Secretary must be notified on form 288.		Date Fiona Brown SMITH ceased to be secretary (if applicable)
>	Director If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column.	Name Stephen John BOX	Name
		Address Blackdown Farmhouse Byfield	Address
		Daventry Northamptonshire NN11 6YN	UK Postcode
		Date of birth 13/09/1950	Nationality
		Nationality British	Occupation
	Particulars of a new Director must be notified on form 288.	Occupation Chartered Accountant	Date of change / / Date Stephen John BOX ceased to be director (if applicable)
		i	<i> </i>

		Section 2: Details of Officers of the Comp	
	<u> </u>	Current details	Amended details
>	Director If any of the details for this person are wrong, strike	Name Charles Ralph Ambrose CARTER	Name
	person are wrong, strike them through and fill in the correct details in the	Address	Address
	"Amended details" column.	171 Boundaries Road	
		London SW12 8HE	
			UK Postcode
			Date of birth
		Date of birth 27/01/1967	Nationality
		Nationality British	Occupation
		-	Date of change / /
	Particulars of a new Director must be notified on form	Occupation Chartered Accountant	Date Charles Ralph Ambrose CARTER ceased to be director (if applicable)
_	288.		
>	Director If any of the details for this	Name Wolbert GERRETSEN	Name
	person are wrong, strike them through and fill in the		Address
	correct details in the "Amended details" column.	Address Jordan South Hill	L
	Tariong a dame botann,	Callington	
		Cornwall	
		PL17 7LN	UK Postcode
			Date of birth / /
		Date of birth 18/02/1942	Nationality
		Nationality Dydah	Occupation
		Nationality Dutch	Date of change / /
	Particulars of a new Director	Occupation Civil Engineer	Date Wolbert GERRETSEN ceased to
	must be notified on form 288.		be director (if applicable)
<u> </u>	Director	Name	Name
	If any of the details for this	David George JEFFERIES	
	person are wrong, strike them through and fill in the		Address
	correct details in the	Address	
	"Amended details" column.	30 Abbots Drive Virginia Water	
		Surrey	
		GU25 4SE	UK Postcode
			Date of birth
		Date of birth 28/12/1933	Nationality
			Occupation
		Nationality British	Date of change / /
	Particulars of a new Director	Occupation Company Director	Date David George JEFFERIES ceased
	must be notified on form 288.		to be director (if applicable)
	200.		

Company Number - 2537092		Section 2: Details of Officers of the Company (continued)		
		Current details	Amended details	
>	Director If any of the details for this	Name David Harold JONES	Name	
	person are wrong, strike them through and fill in the		Address	
	correct details in the "Amended details" column.	Address Hemmick Court Queen Street Hale Fordingbridge		
		Hampshire SP6 2RD	UK Postcode	
			Date of birth / /	
	•	Date of birth 14/05/1942	Nationality	
		Nationality British	Occupation	
		Output Output Olive Franchis	Date of change / /	
	Particulars of a new Director must be notified on form	Occupation Group Chief Executive	Date David Harold JONES ceased to be director (if applicable)	
	288.			
>	Director If any of the details for this	Name Steven Christopher MARSHALL	Name	
	person are wrong, strike them through and fill in the		Address	
	correct details in the "Amended details" column.	Address 5 Greenfield Avenue		
		Baisall Common Coventry		
		CV7 7UG	Luc D. I.	
			UK Postcode	
			Date of birth / /	
		Date of birth 06/03/1961	Nationality	
		Nationality British	Occupation	
		Occupation Engineer	Date of change / / /	
	Particulars of a new Director must be notified on form		Date Steven Christopher MARSHALL ceased to be director (if applicable)	

288.

Company Number - 2537092

Section 3: Share Capital

		Current details	Amended details
>	Issued Share Capital This table shows the total number of shares that have been issued by your company and their Nominal Value. If any of the details are wrong, please fill in the correct details.	Class of share Ordinary	Class of share
		Nominal value of each share £1.00	Nominal value of each share
		Number of shares issued 100	Number of shares issued
		Aggregate Nominal Value of issued shares £100.00	Aggregate Nominal Value of issued shares
>	Total shares issued and value	Total number of shares issued 100	Total number of shares issued
	If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.	Total Nominal value of shares issued £100.00	Total Nominal value of shares issued

> At the date of this Annual Return, if the company has altered or changed its share capital in any way or allotted new shares, please refer to the guidance notes for details of the appropriate form that should be sent with this Annual Return. Annual return guidance notes are available on the Companies House web site at www.companieshouse.gov.uk or by ringing 029 2038 0801.

Section 4: Details of Shareholders

- > The details we hold on your company's shareholders and their shareholdings are printed below. These are based on your last Annual Return.
- > If any details have changed, or if any shares have been transferred, please fill in the details in the "Amended details" or "Shares transferred" column.
- > Please give details of any other shareholders in Section 5.

Curr	rent details	Amended details	Shares transferred
N	Shareholder Name NATIONAL GRID HOLDINGS .TD	Name	
•		Address	
1	Address 85 Park Street .ondon		
S	SE1 9DY	UK Postcode	Shares transferred by NATIONAL GRID HOLDINGS LTD
(Shares held Class Number Ordinary 99	Shares held Class Number	Class Number Date of transfer Colonary ALL 17/07/2000
Ň	Shareholder Jame J.G.C. NOMINEES LTD	Name	
		Address	
1 L	Address 85 Park Street ondon		
S	E1 9DY	UK Postcode	Shares transferred by N.G.C. NOMINEES LTD
(Shares held Class Number Ordinary 1	Shares held Class Number N'L	Class Number Date of transfer

Company Number - 2537092

Section 5: Details of Other Shareholders

- > Please fill in details of any persons or corporate bodies who are shareholders of the company at the date of this return, but whose details are not printed in Section 4.
- > Also, provide the details of any persons who became but have ceased to be shareholders of the company since the date of the last annual return.
- > For jointly held shares please list those joint shareholders consecutively on the form. If a joint shareholder also holds shares in their own right, list that holding separately.
- Please copy this page if there is not enough space to enter all the company's other shareholders.

Shareholders details	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred (If appropriate)	
National Grid Address Five Limited 15 Maylebone Road London UK Postcode NNI STD.	Ordinary 100.	ordinary 100.	17:7.2000
Name			
Address			
UK Postcode			
Name			
Address			
UK Postcode			
Name			
Address			
·			
UK Postcode			



363s Annual Return Declaration

- When you have checked all the sections of this form, please complete this page and sign the declaration below.
- If you want to change the made up date of this annual return, please complete 2 below.

Declaration

I confirm that the details in this annual return are correct as at the made-up-date (shown at 2 below). I enclose the filing fee of £15.

Signature

Date 23,08,2000.

This date must not be earlier than the return date at 2 below

What to do now

Complete this page then send the whole of the Annual Return and the declaration to the address shown at 4 below.

2. Date of this return

This AR is made up to 1/8/2000

If you are making this return up to an earlier date, please give the date here

Note: The form must be delivered to CH within 28 days of this date

Date of next return

If you wish to change your next return to a date earlier than 1st August 2001 please give the new date here:

__/__/___

4. Where to send this form

Please return this form to:

Registrar of Companies

Companies House

Crown Way Cardiff CF14 3UZ OR

For members of the Hays Document

Exchange service

DX 33050 Cardiff

Have you enclosed the filing fee with the company number written on the reverse of the cheque?

Cheaue

Postal Order

Cheque /-Postal Order

Number 820028

(Please complete as appropriate)

Contact Address

Please give the name and address of the person who should be contacted if there are any queries about this form.

Contact Name

Mr D. C. FORWARD

Telephone number inc code

<u>020</u>]_ 3125860.

DX number if applicable

Address

DX exchange

Postcode

NATIONAL GRID INTERNATIONAL LIMITED COMPANY NO. 2537092

Enclosure to 2000 Annual Return.

PARTICULARS OF SUBSIDIARY UNDERTAKINGS (SECTION 231 (5) COMPANIES ACT 1985 REFERS)

The Subsidiary undertakings listed below are wholly owned and registered in England and Wales, except as otherwise indicated. Unless otherwise indicated, the only class of shares issued is ordinary shares.

1 SUBSIDIARY UNDERTAKINGS OF NATIONAL GRID INTERNATIONAL LIMITED

Grid Investment Holdings Limited (75% owned), with subsidiary Grid One Limited.

National Grid Overseas Limited

NGC Zambia Limited

NGC Indus Limited

NG USI Inc. (USA registered)

National Grid (Isle of Man) Limited (registered in Isle of Man, and 50% holder of Manx Cable Company Limited- Isle of Man)

National Grid Australia GP Pty Ltd (Australia)

National Grid Australia LLP (Australia), with subsidiary National Grid Australia Pty Ltd (Australia), whose subsidiary is Basslink Pty Ltd

Teldata International Limited, with subsidiary Teldata Solutions Inc (USA), holding company for First Point Services Inc. (USA).

The Electricity Transmission Company Limited

Associated company of National Grid International Limited

NG Koleje Telekomunicaja (Poland, 23.75%)

II SUBSIDIARY UNDERTAKINGS OF National Grid Overseas Limited

National Grid Overseas Two Limited

III SUBSIDIARY UNDERTAKING OF National Grid Overseas Two Limited

National Grid Holdings BV (Netherlands)

IV SUBSIDIARY UNDERTAKINGS OF National Grid Holdings BV

National Grid Holland Limited

National Grid Brazil Finance

NGC do Brazil Participações Ltda (Brazil)

National Grid Brazil Transmission BV (Netherlands)

National Grid Indus BV (Netherlands)

National Grid India BV (Netherlands), holding company for Karnataka Translink Limited (India)

National Grid Poland BV (Netherlands)

National Grid Reserve V BV (Netherlands)

National Grid Reserve IV BV (Netherlands)

National Grid Brazil BV (Netherlands), holder of a 50% interest in JVCO Participacoes Ltda (Brazil) (formerly Noresko Group), holding company for Holdco Paticipacoes Ltda (Brazil), holding company for Intelig Telecomunicacoes Ltda (Brazil).

National Grid Manquehue BV (Netherlands); holding company for National Grid Chile Holdings Ltda (Chile), holding company for National Grid Chile Investment Ltda (Chile), holder of a 30% investment in Telefonica Manquehue SA (Chile), which holds a 30% interest in Southern Cone Communications Company SA (Chile).

National Grid Chile BV (Netherlands); holding company for National Grid Southern Cone Holdings Ltda (Chile), the holding company for National Grid Southern Cone Investment Ltda (Chile), which holds a 50% interest in Southern Cone Communications Company SA (Chile).

The subsidiaries of Southern Cone Communications Company are Southern Cone Communications (Chile) SA and Southern Cone Communications (Argentina) SA

National Grid Zambia BV (Netherlands), which has a 38.9% interest in Copperbelt Energy Corporation Plc (Zambia)

National Grid Finance BV (Netherlands), which has a 41.25% interest in Citilec SA (incorporated in Argentina), which owns 65% of Transener SA (Argentina) in the form of 100% class A ordinary shares and 36% of the class B ordinary shares. Transener owns 90% of Transba SA (Argentina).