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**NATIONAL GRID TWO LIMITED**

**DIRECTORS' REPORT**

**AND UNAUDITED FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 MARCH 2010**

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## **NATIONAL GRID TWO LIMITED**

### **DIRECTORS' REPORT**

#### **FOR THE YEAR ENDED 31 MARCH 2010**

The Directors present their report and the unaudited financial statements of the Company for the year ended 31 March 2010

#### **PRINCIPAL ACTIVITY**

The Company has been dormant within the meaning of the Companies Act 2006 throughout the year

#### **PROFIT AND LOSS ACCOUNT**

No profit and loss account is presented with these financial statements because the Company has not received income, incurred expenditure or recognised any gains or losses during either the year under review or the preceding accounting period. There have been no movements in shareholders' funds during the year under review or the preceding accounting period.

#### **DIRECTORS**

The Directors of the Company during the year and up to the date of signing the financial statements were

M A D Flawn  
D C Forward

#### **DIRECTORS' INDEMNITIES AND INSURANCE**

National Grid plc indemnifies officers of subsidiary companies against liabilities arising from the conduct of National Grid's business, to the extent permitted by law, by the placing of Directors' and Officers' insurance. The insurance indemnifies individual Directors' and Officers' personal legal liability and cost for claims arising out of actions taken in connection with the business of National Grid plc and its subsidiaries.

**NATIONAL GRID TWO LIMITED**

**DIRECTORS' REPORT (continued)**

**FOR THE YEAR ENDED 31 MARCH 2010**

**STATEMENT OF DIRECTORS' RESPONSIBILITIES**

The Directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations

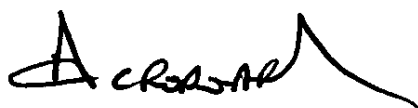
Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing those financial statements, the Directors are required to

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**ON BEHALF OF THE BOARD**



**D C Forward**  
Company Secretary  
24 September 2010



**REGISTERED OFFICE**

1-3 STRAND  
LONDON  
WC2N 5EH

Registered in England and Wales  
No 3875211

# NATIONAL GRID TWO LIMITED

## BALANCE SHEET

AT 31 MARCH

	Note	2010 £'000	2009 £'000
<b>Fixed asset investment</b>	4	<u>1</u>	<u>1</u>
<b>Current assets</b>			
Amounts owed by a fellow subsidiary undertaking		<u>1,808</u>	<u>1,808</u>
<b>Net current assets</b>		<u>1,808</u>	<u>1,808</u>
<b>Net assets</b>		<u><b>1,809</b></u>	<u><b>1,809</b></u>
 <b>Capital and reserves</b>			
Called up share capital	5	-	-
Profit and loss account		<u>1,809</u>	<u>1,809</u>
<b>Total shareholders' funds</b>		<u><b>1,809</b></u>	<u><b>1,809</b></u>

For the year ending 31 March 2010 the Company was entitled to exemption from audit under Section 480 of the Companies Act 2006 relating to dormant companies

The Directors acknowledge their responsibility for

- a) Ensuring the members have not required the Company to obtain an audit of its accounts for the year in question in accordance with Section 476 of the Companies Act 2006, and
- b) Ensuring that the Company has complied with the Companies Act 2006 with respect to accounting records and the preparation of accounts

The financial statements on pages 3 to 5 were approved by the Board of Directors on 24 September 2010 and signed on its behalf by



**M A D Flawn**  
Director

**NATIONAL GRID TWO LIMITED**  
**NOTES TO THE UNAUDITED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 MARCH 2010**

**1. Accounting policies**

**Basis of accounting**

These financial statements have been prepared under the historical cost convention and in accordance with applicable UK accounting and financial reporting standards and the Companies Act 2006

In accordance with Section 400 of the Companies Act 2006, the Company is exempt from preparing consolidated financial statements as it is a wholly owned subsidiary of National Grid Holdings Limited and is included within the consolidated accounts of National Grid Holdings One plc

**2. Profit and loss account**

No profit and loss account is presented with these financial statements because the Company has not received income, incurred expenditure or recognised any gains or losses during either the year under review or the preceding accounting period. There have been no movements in shareholders' funds during the year under review or the preceding accounting period.

**3. Directors and employees**

The emoluments of the Directors are not paid to them in their capacity as Directors of the Company and are payable for services wholly attributable to other National Grid subsidiary undertakings. Accordingly, no details in respect of their emoluments have been included in these financial statements. During the year there were two Directors (2009: none) who exercised share options in the ordinary shares of the ultimate parent company, National Grid plc.

There were no employees of the Company during the year (2009: none).

**4. Fixed asset investment**

The fixed asset investment at 31 March 2010 represents a 100% shareholding in £1 B shares in NGG Telecoms Holdings Limited which is an investment holding company registered in England and Wales.

**5. Called up share capital**

	2010 £	2009 £
<b>Allotted, called up and fully paid</b>		
100 ordinary shares of £1 each	<u>100</u>	<u>100</u>

## **NATIONAL GRID TWO LIMITED**

### **NOTES TO THE UNAUDITED FINANCIAL STATEMENTS (continued)**

#### **FOR THE YEAR ENDED 31 MARCH 2010**

##### **6. Related party transactions and ultimate parent company**

The Company is exempt from disclosing transactions with National Grid plc and its subsidiary undertakings where all of the voting rights are held within the group. There were no related party transactions with companies where not all of the voting rights are held within the National Grid plc group of companies.

The ultimate parent and controlling company is National Grid plc and the immediate parent company is National Grid Holdings Limited. The largest and smallest groups which include the Company and for which consolidated financial statements are prepared, are headed by National Grid plc and National Grid Holdings One plc respectively. Both of these companies are registered in England and Wales.

Copies of these consolidated financial statements can be obtained from the Company Secretary, National Grid plc, 1-3 Strand, London, WC2N 5EH.