# Scotia Gas Networks Limited

# Annual Report

# for the year ended 31 March 2009

**Registered Number: 04958135**

# Scotia Gas Networks Limited
# Annual Report
# for the year ended 31 March 2009
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# Scotia Gas Networks Limited

## Directors and advisers

**Directors**
Gregor Alexander
Stephen Dowd
Colin Hood
Robert McDonald
James McPhillimy
Michael Rolland
Sebastien Sherman
Olivia Steedman

**Secretary**
Debbie Harding

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**Registered auditors**
Deloitte LLP
London

**Registered number**
04958135

# Operating and financial review for the year ended 31 March 2009

Scotia Gas Networks Limited (the "**Company**") is a holding company which does not trade. This operating and financial review sets out the main trends and factors underlying the development and performance of the Company and its subsidiary undertakings (together the "**Group**") during the year ended 31 March 2009 as well as those matters which are likely to affect its future development and performance.

The Directors, in preparing this operating and financial review, have sought to comply with the Accounting Standard Board's 2006 Reporting Statement: Operating and Financial Review as far as it applies to the circumstances of the Group.

## The business, its objectives and strategy

The Company is owned by a consortium made up of Scottish and Southern Energy plc, Borealis Infrastructure Europe (UK) Limited which is indirectly wholly owned by OMERS Administration Corporation and OTPPB Investments (U.K.) Limited which is owned by Ontario Teachers' Pension Plan Board. The Company was previously known as Scotia Gas Networks plc and re-registered as a limited company on 10 November 2008.

The Group operates the regulated gas transportation networks in Scotland and the south and south-east of England, two of eight regional gas distribution networks in the United Kingdom. The Group's gas distribution networks comprise approximately 74,000 kilometres of gas mains delivering natural gas to approximately 4.0m domestic, commercial and industrial customers in the Southern region (Southern Gas Networks plc) and to approximately 1.8m domestic, commercial and industrial customers in Scotland (Scotland Gas Networks plc). The Southern network stretches from Milton Keynes in the north, to Dover in the east and Lyme Regis in the west, including London boroughs to the south of the River Thames, while the Scotland network distributes gas in all of Scotland to 75% of households, including remote areas through the Scottish Independent Undertakings (SIU) at Stornoway, Wick, Thurso, Oban and Campbeltown.

In addition to Scotland Gas Networks plc and Southern Gas Networks plc, the Group's other subsidiaries exist primarily to support the activities of the distribution networks.

Scotland Gas Networks plc and Southern Gas Networks plc are both regulated by the Office of Gas and Electricity Markets ("**Ofgem**").

### *Objectives and strategy*

The Group's principal objectives are to deliver natural gas safely, reliably and efficiently across the gas distribution networks and to provide the highest standard of service to our stakeholders, whilst delivering value to our shareholders. Its strategy therefore places the highest emphasis on ensuring activities are carried out safely and that the networks operate in a reliable and efficient manner, so benchmarks and regulatory targets can be exceeded to the benefit of all of its stakeholders.

The Group's overall financial objective is to outperform the price control allowances set by Ofgem. This is achieved by the efficient delivery of capital and replacement expenditure programmes and therefore financial objectives are set to ensure the regulatory targets are achieved or outperformed.

The Group's financing objective is to ensure an efficient capital structure that mitigates interest rate risk through maintaining a minimum of 75% of debt, excluding shareholders' loans, at either fixed rates of interest or index linked. In addition the Group has undertaken not to exceed a debt to RAV ratio for the regulated businesses of 77.5%.

# Scotia Gas Networks Limited

***External and regulatory environment***

The management and operation of the Group's gas transportation assets are subject to a series of legislative requirements to ensure that assets are managed and operated in a safe and reliable manner. The Group must also ensure that arrangements are in place to respond to emergency situations and to ensure hazardous work is carried out safely and with minimum disruption.

The primary legislation controlling the Group's activities as a gas transporter is the Gas Act 1986 (as amended). Under the Gas Act, the Group holds licences which allow it to operate the gas distribution networks it owns. Such businesses are regulated by Ofgem, which has established price control mechanisms that govern the amount of revenue that can be earned by regulated businesses, typically covering five year price control periods. Ofgem assesses the revenue and investment plans of the businesses in order to determine an efficient level of expenditure and the quality of service requirements for the networks are also taken into account. A cost of capital for the required investment in the networks is also determined.

In December 2007, Ofgem published its final proposals for the five year price control covering the period from 1 April 2008 to 31 March 2013 for Scotland Gas Networks plc and Southern Gas Network plc. The policy framework sets out allowances for capital investment, operational costs, replacement expenditure and other incentives.

The Group is also subject to safety legislation that is enforced by the Health and Safety Executive ("**HSE**") in the UK. The organisation processes and procedures are covered in a safety case, which has been accepted by the HSE.

***Market climate***

The UK is in a period where gas supply patterns are moving to a position where more reliance is placed on imported gas. The decline in UK continental shelf gas reserves and the UK energy policy taking cognisance of climate change is driving this shift towards greater use of imported gas.

***Factors affecting the business***

The Group's principal activity is the operation of highly complex infrastructure networks. As a consequence, there are a number of factors that may influence the development and performance of the business, and the financial returns that can be achieved. The principal factors that influence the business are as follows:

**Regulatory price controls**

As outlined above, the prices that can be charged for the use of its networks are determined in accordance with Regulator approved price controls. The outcome of the five-year review baselined the revenues that will be obtained over the five year price control period. In addition, targeted incentive schemes were introduced by the Regulator whereby the Group is able to earn additional revenues by outperforming the targets, or alternatively penalised if the Group does not meet them.

Additionally, the regulatory price controls include an allowed rate of return for the investment the Group makes in its networks. The level of the allowed rate of return determines the extent to which investment to increase the quality and capacity of the networks is economically viable.

**Safety and reliability of the networks**

The Group's ability to operate the networks safely and reliably is of the highest importance. Its performance in these areas affects the costs it incurs and the overall financial performance.

### Efficiency

The Group's objective is to ensure that gas is delivered as efficiently as possible through its networks. This allows the Group to limit price increases and improve its own financial performance.

### Interest rates

The costs of financing our operations are affected by changes in interest rates as some of the Group's borrowings are held at floating rates. Exposure to changes in interest rates are hedged by holding both fixed rate and index linked borrowings and by holding derivative financial instruments (interest rate swaps) where necessary to achieve the desired profile of interest rate risk.

## *Principal risks and uncertainties*

As well as the opportunities the Group has to grow and develop its business, certain risks and uncertainties are faced in achieving its objectives. The principal risks and uncertainties identified are as follows:

- Regulatory price control treatments of certain costs, and allowed regulatory rate of return on investments;
- Changes in laws or regulation affecting business, for example environmental or health and safety law or regulation;
- Breaches of laws or regulation affecting business, or breaches of licence conditions;
- Credit market conditions, the availability and cost of financing and re-financing;
- Failure of the network or other critical non-network operations;
- Pension scheme funding requirements; and
- Changes in tax allowances or rates.

The Board reviews the principal risks and uncertainties facing the business and considers the risk management processes in place, which are designed to safeguard assets and to manage, rather than eliminate, material risks to the achievement of business objectives. These reviews recognise that any such process can provide only reasonable, and not absolute, assurance against material misstatement or loss. Further details of the processes the Board has in place are also set out in the Corporate Governance Statement on pages 15 to 19.

## *Stakeholders*

The Group has a range of external stakeholders including gas customers, employees, suppliers and contractors, Ofgem, local government bodies and communities. The Group adopts an open and constructive approach, both in terms of the way it operates, the services it provides and the impact its activities have on each of its stakeholders. The Group encourages and enables its employees to be active citizens in the communities in which they live and work, through schemes which support staff who are either raising money for, or giving their time to, UK charities, local community or youth sports groups. The Group matches eligible fund raising by individual members of staff.

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### *Key performance indicators*

The Group measures the achievement of its objectives through the use of quantitative assessments and, where quantitative measures are less relevant, through the use of qualitative assessments. The principal key performance indicators ("KPIs") which are used to assess whether principal operating objectives have been achieved are set out below:

| Key performance indicator | Description | Year ended 31 March 2009 | Year ended 31 March 2008 |
|---|---|---|---|
| EBITDA[1] | Earnings before interest, tax, depreciation and goodwill amortisation | **£252.3m** | £220.8m |
| Adjusted EBITDA[1] | EBITDA excluding replacement expenditure | **£457.7m** | £420.0m |
| Capital expenditure | Additions to tangible fixed assets | **£177.0m** | £179.8m |
| Replacement expenditure | The cost of planned maintenance of mains and services | **£205.4m** | £199.2m |
| Debt to RAV ratio[2] | The Group's debt to RAV ratio | **68.4%** | 67.8% |
| Employee lost time incidents | Incidents resulting in employees taking time off work (per 100,000 hours worked) | **0.13** | 0.15 |
| Customer satisfaction - planned interruptions | Results from customer satisfaction surveys 10 = very satisfied | **8.0**[3] | 8.0[4] |
| Customer satisfaction - unplanned interruptions | Results from customer satisfaction surveys 10 = very satisfied | **8.0**[3] | 8.0[4] |
| Escapes attendance | Proportion of uncontrolled escapes attended in one hour – percentage (target 97%) | **98.5** | 97.5 |

1 EBITDA is a non-statutory measure, and is calculated by adding back goodwill amortisation and depreciation to operating profit.

2 "RAV" is defined as Ofgem Regulatory Asset Value of the Southern and Scotland networks plus additions in excess of current allowances expected to be recovered in future periods. Debt for the purposes of the Debt to RAV ratio excludes shareholders' loans and liabilities arising from derivative financial instruments. The percentages stated are as at 31 March 2009 and 31 March 2008 respectively.

3 Based on customer satisfaction survey reports obtained for the nine month period ended 31 December 2008 for Southern Gas Networks plc and Scotland Gas Networks plc.

4 Based on customer satisfaction survey reports obtained for the nine month period ended 31 December 2007 for Southern Gas Networks plc and Scotland Gas Networks plc.

In considering financial performance, the Group uses EBITDA and Adjusted EBITDA. EBITDA is calculated by adding back goodwill amortisation and depreciation, which are non-cash costs, to operating profit. Adjusted EBITDA is calculated by adding back goodwill amortisation, depreciation and 100% of replacement expenditure to operating profit. Replacement expenditure, which, under UK GAAP, is written off to the profit and loss account as it is incurred, improves the future safety and reliability of the networks through the replacement of older gas pipes with modern pipes. Ofgem treats 50% of projected replacement expenditure as recoverable during the year and 50% as recoverable over future years. Accordingly, the Group believes the use of these adjusted measures best illustrates the underlying performance of the business.

### *Resources*

The Group's principal resources are its assets and its people.

The Group's distribution networks comprise approximately 74,000 kilometres of gas mains, together with associated services, plant and machinery and storage facilities.

The Group directly employed 4,038 people at 31 March 2009 (At 31 March 2008: 3,777). It places considerable value on the involvement of employees and has continued to keep them informed on matters affecting them as employees and on the various factors affecting the performance of the Group during the year. It continues to invest in development and training in order to ensure both individual developmental needs and business skill requirements are met.

### Financial review

The Group sets out below its financial review for the year ended 31 March 2009. The comparative figures presented are for the year ended 31 March 2008, as reported in the audited financial statements, unless otherwise stated.

Turnover for the year ended 31 March 2009 was £768.2m (year ended 31 March 2008: £722.4m). The majority of turnover was earned from charges made for the provision of gas transportation capacity as well as revenue based upon gas volumes transported in the year. The increase in turnover reflects the settlement with Ofgem for core allowed revenue which anticipated higher year on year replacement expenditure and operational costs.

Loss for the year before taxation amounted to £78.6m (year ended 31 March 2008: loss of £98.4m) and loss for the year after taxation amounted to £85.1m (year ended 31 March 2008: loss of £80.9m).

Adjusted EBITDA for the year ended 31 March 2008 was £457.7m (year ended 31 March 2008: £420.0m). Adjusted EBITDA is calculated by adding back goodwill amortisation of £9.6m (2008: £9.6m), depreciation of £92.7m (2008: £82.9m) and replacement expenditure of £205.4m (2008: £199.2m) to reported operating profit of £150.0m (2008: £128.3m).

On 12 December 2008, the Company paid an interim dividend of £90.0m for the year ended 31 March 2009 (2007: £nil).

Capital expenditure during the year amounted to £177.0m (year ended 31 March 2008: £179.8m). Capital expenditure is incurred to ensure that the networks continue to operate at minimum agreed pressures and that sufficient storage capacity is available to meet instances of peak demand, as well as when new connections or increased capacity are added to the networks.

### *Treasury policies and capital structure*

The Group's operations are financed by a combination of equity and loans from shareholders, bank borrowings and long term bonds. The Group's funding and liquidity are managed within a framework of policies and guidelines authorised by the Board of Directors. Further details are set out in the Directors' Report on page 11.

The Group's key treasury policies are that the debt to RAV ratio for the regulated businesses does not exceed 77.5% and that a minimum of 75.0% of debt, excluding shareholders' loans, is maintained at either fixed rates of interest or index linked. In accordance with these policies, a target interest rate profile has been set for long term borrowings, excluding shareholders' loans, of between 80 and 85% of borrowings at either fixed rate or index linked. This target is kept under review from time to time. Interest rate swaps are used, where necessary, in order to achieve this desired profile.

During the year the Group repaid £30m (2008: £nil) of shareholder loans.

As at 31 March 2009, the Group's total debt (before issue costs), excluding shareholders' loans and liabilities arising from derivative financial instruments, amounted to £2,901.8m (31 March 2008: £2,593.4m) and the debt to RAV ratio was 68.4% (31 March 2008: 67.8%). Of the total long term borrowings at 31 March 2009, excluding shareholders' loans and after taking into account the effect of interest rate swaps, 79.0% were at either fixed rates of interest or were index linked (31 March 2008: 76.0%).

### *Capital reduction*

The Company completed a reduction of capital using the solvency statement procedure which is provided for private companies by sections 641 to 644 of the Companies Act 2006. This is further detailed in note 19.

### *Pension commitments*

A significant proportion of the Group's employees are members of the Scotia Gas Networks Pension Scheme which provides final salary defined benefits for members.

In accordance with FRS 17 (Retirement benefits), the Group's balance sheet accounts for any pension asset or liability. The net pension liability following an actuarial valuation carried out by the scheme's actuary as at 31 March 2006 was £46.9m, as a result of which the Group agreed to increase the company contribution rate to 37.3% (from 23.3%) with effect from 1 April 2007. Additionally, the Group agreed to make special pension contributions to repair the deficit amounting to £13.5m per year from 1 April 2007. Following actuarial movements during the year, the scheme showed a deficit of £36.5m, net of related deferred tax at 31 March 2009 (31 March 2008 £19.6m net surplus).

### *Liquidity and cash flows*

Liquidity is maintained through a mixture of long term borrowings and short term liquid funds in order that there are sufficient funds available for the Group's current and planned operations. Committed facilities are in place in order to provide funding for future capital and replacement expenditure as well as to provide sufficient available facilities to meet the seasonal working capital requirements of the Group. The Group expects to issue further long term borrowings during the year ending 31 March 2010 to fund capital and replacement expenditure programmes. At 31 March 2009 the Group's committed undrawn revolving credit facility amounted to £170.0m (31 March 2008: £220.0m). This facility expires in October 2010. The Group secured additional bond financing on 15 May 2008 of £225.0m and on 17 July 2008 of £15.0m.

Net cash inflow from operating activities for the year amounted to £233.8m (year ended 31 March 2008: £204.4m). The increase is principally due to the increase in turnover arising from gas transportation, offset by the increased level of expenditure for mains replacement. The net cash outflow from returns on investments and servicing of finance was £182.1m (2008: £191.3m) with the decrease being attributable to the repayment of £225m short term funding upon which interest was paid monthly following the issue of bonds upon which interest is paid annually and was therefore accrued at the year end. Net cash outflow for capital expenditure and financial investment was £159.8m (2008: £133.0m) reflecting an increased level of capital expenditure during the year compared to the previous period. There were no acquisitions in the year (2008: nil). After taking into account movements in short term deposits and financing items, overdrafts increased by £1.1m in the year (2008: increase of £3.0m).

### *Dividend policy*

The Group's policy is to distribute to shareholders any available surplus funds, after taking into account the cash requirements needed to continue to invest in the business and the Group's level of gearing, and subject to the availability of distributable profits.

### *Accounting policies*

The Group's accounting policies are set out in note 1 to the financial statements. These accounting policies have been applied consistently during the year and in the preceding year and, as previously highlighted in this report operating profit is stated after writing off replacement expenditure during the year.

## Operational review

The Group continued to drive efficiencies from its previous decision to replace its existing functionally-based structure with a geographically-based structure. This has enabled a more local and customer-focused management of the business's operations which, it is believed, will lead to improved customer service and has started to deliver cost savings. On 27 March 2009, in their 'Gas Distribution Annual Report' for 2007/8, Ofgem reported Scotland Gas Network and Southern Gas Network as 1st and 3rd most efficient networks in the UK on the basis of "top down" regression of controllable operating costs, an improvement from 3rd and 4th positions respectively in the previous year.

The Group also carries out quarterly postal customer satisfaction surveys covering both planned (replacement) and unplanned (emergency and repair) work, which is used to further assess quality of service performance. The results of the surveys are highlighted on page 5.

The Group completed a significant programme of work to bring control of its gas distribution networks in-house, from having been previously managed by National Grid under a managed service agreement. This was a complex undertaking, involving a high degree of technical and business change, delivered to stringent safety standards. The critical objective was to gain complete control of the gas pipeline assets, which was completed in October 2008. The programme also resulted in the development of new system control software, to enhance network performance and deliver compliance with the latest EU/UK standards for process control safety.

SGN Contracting Limited continued to deliver a substantial portion of the Group's replacement expenditure programme and connections activities with its in-house labour resources and subcontractors. Connections activity was lower than expected in the year due to the impact of recent economic conditions on the housing market. However, it is believed SGN Contracting Limited's flexible workforce should enable the Group to significantly offset the impact of reduced connections volumes.

In continuation of the existing commercial relationship with National Grid Metering, Southern Gas Networks and Scotland Gas Networks secured significant Metering contracts commencing June 2008 to install and maintain approximately 465,000 meters annually.

In addition, SGN Commercial Services Limited (an accredited Meter Asset Manager) won a substantial contract to fit and maintain 78,000 meters annually on behalf of SSE Energy Supply Limited.

### *Counterparty credit risk*

The Group transacts with banks for the provision of interest rate and currency hedging transactions. Whilst the Group maintains a minimum credit rating requirement of "A" or equivalent with its counterparties the Group recognises that at the year end credit conditions for many banks were unusually tight. At the year end the Group had £98.3m receivables and £233.9m payables relating to financial instruments with bank counterparties.

### *Information systems*

During the year, further work was done to establish and formalise the Group's IT management processes, leading to greater control of projects and mitigating risks associated with production changes, data loss and security threats.

*Safety*

**Injury performance**

The Group's overriding goal is to distribute gas safely and reliably and to ensure a safe workplace for its workforce with everyone striving towards eliminating injuries. This year the Group has reduced its lost time injury performance rate to 0.13 injuries per 100,000 hours (2008: 0.15).

The Group also achieved, once again, a Royal Society for the Prevention of Accidents Occupational Health and Safety gold award, which is awarded to recognise and celebrate the achievement of a very high standard of health and safety at work.

**Gas mains replacement programme**

The Group has, in agreement with Ofgem and HSE, embarked on an extensive safety led programme of gas mains replacement across its networks to replace all iron pipes that are located within 30 metres of any property, which includes the replacement of the individual services connecting the premises to the mains network. The Group has a considerable amount of work to carry out and appreciates that this will inevitably cause some disruption. However, the polyethylene pipes being placed in the ground now, if left undisturbed, have a lifespan of at least 80 years, so when the work is complete people will be able to enjoy security of supply from a distribution infrastructure perspective for many years to come. During the year, the Group has increased its investment in replacement activities to £205.4m, an increase of 3.1% compared to the year ended 31 March 2008.

The Group is committed to working closely with the local authorities and police to plan its work so that the minimum amount of disruption is caused to residents, road users, businesses and traders. Wherever possible the Group will also be using modern, minimum-dig techniques, which allow the laying of gas mains without digging long trenches in the road, causing less impact on the environment and on the local communities.

**Gas escapes standards of service**

The Group's engineers respond to reports of suspected gas leaks 24 hours a day, 365 days a year, regardless of from whom people buy their gas. Its engineers aim to attend all uncontrolled gas escapes within one hour and all controlled gas escapes within two hours. A controlled gas escape is one where the person reporting it has confirmed that the gas emergency control valve serving the premises has been turned off and the smell of gas has gone. An uncontrolled gas escape covers all others.

The Board has a Safety, Health and Environmental Advisory Committee that is responsible for monitoring the Group's health and safety performance and ensuring that the health and safety policy statement is adhered to. The Committee provides the Board with reports on any key areas identified and further details regarding the Committee are set out on page 15 (Corporate Governance Statement).

*Environment*

The Group is committed to the protection and enhancement of the environment and consideration for the environment is a feature of all its business activities. New ways to minimise the environmental impact of its activities are constantly sought.

The Group constantly benchmarks its environmental performance, allowing it to identify new opportunities, share best practice and achieve continual improvements. During the year a number of employee briefings, campaigns and training events were held with the specific aim of increasing employees' knowledge and awareness of environmental matters, as well as health and safety issues. This process of continual development provides staff with the information and competence they need to recognise and manage all significant environmental issues, risks, incidents and opportunities which they are faced with, thereby proactively avoiding pollution to land, air or water and protecting or enhancing the environment.

As part of its commitment to the environment, the Group also works in partnership with conservation charities, schools and a wide range of community groups. The Safety, Health and Environmental Advisory Committee is also responsible for monitoring the Group's environmental performance and ensuring that the environmental policy statement is adhered to.

Targets for 2008/09 included reducing methane emissions through leakage and active pressure management, reducing paper usage in offices and operational sites, reducing commercial fuel usage and reducing impact on the environment through reusing excavated materials and reducing the use of virgin aggregate. Progress to date has been positive.

The Group is developing a dynamic environmental strategy and ten year plan which can be revised to meet changes in internal or external policy or public / industry expectations as and when necessary. In line with its ambition to achieve environmental excellence, the Group will go beyond legislative compliance by seeking to meet internationally accepted good practice wherever it operates. This is reflected in the retention of the ISO 14001 standard (environmental management system standard) which is recognition of continuously reducing the impact on the environment. The Group will be setting equally challenging environmental objectives and targets for 2009/10 in accordance with its environmental strategy and ten year environmental improvement plan.

**Future developments**

***Regulation***

The Group is actively involved in Ofgem's current two year review into the current RPI-X price control regime. Ofgem recently published its first consultation as part of this review and a more comprehensive publication is expected in November 2009.

***Investment***

Longer-term priorities include continued major replacement investment to replace metallic mains with polyethylene mains, a programme which has been developed in consultation with the HSE and Ofgem. In addition, continued major investment to upgrade the gas network is expected in order to meet instances of peak demand. The efficient and economic delivery of this capital investment will further increase the Group's RAV.

***Further details***

Further details on the long term development plans of Southern Gas Networks plc and Scotland Gas Networks plc can be found in their respective long term development statements (published in accordance with Special Condition D3 of their Gas Transporter Licences) and available on the Group's website - www.scotiagasnetworks.co.uk. The long term development plans set out the forecast gas demand over the ten year period and outlines the capital investment plans which are required to ensure the continued operation of both networks in accordance with the Group's licence conditions.

Approved by the Board of Directors and signed on its behalf by:

**Stephen Dowd**
**Chairman**

28 July 2009

# Scotia Gas Networks Limited

# Directors' report for the year ended 31 March 2009

The Directors present their report and the audited consolidated financial statements for the year ended 31 March 2009. The financial statements consolidate the financial statements of the Company and its subsidiary undertakings (together the "**Group**").

### Principal activities

The Company is a holding company which does not trade.

The subsidiary undertakings principally affecting the profits or net assets of the Group in the year are listed in note 13 to the financial statements.

The Group's principal activity is the development, administration, maintenance and safe operation of the Southern and Scotland regional gas distribution systems and the supply of associated transportation, connection and metering services. It will continue these activities for the foreseeable future.

### Change of name

During the year the Company re-registered as a limited company and is now known as Scotia Gas Networks Limited instead of Scotia Gas Networks plc.

### Directors

The Directors of the Company who served during the year ended 31 March 2009, all of whom have been directors for the whole of the year, except where noted, are listed below:

Gregor Alexander
Tanya Covassin (resigned 26 June 2008)
Stephen Dowd (Chairman)
Colin Hood
Robert McDonald
James McPhillimy
Michael Rolland
Sebastien Sherman
Olivia Steedman (appointed 29 July 2008)

### Directors' insurance and indemnities

The Directors of the Company have the benefit of the indemnity provisions in the Company's Articles of Association. The Directors have been granted a qualifying third party indemnity provision which was in force throughout the year. In addition, the Company has purchased and maintained throughout the year directors' and officers' liability insurance in respect of itself, the Group, the Directors and other senior executives of the Group.

### Review of business

The review of business for the year, including an analysis using key performance indicators, together with a description of the principal risks and uncertainties facing the Group are set out in the operating and financial review on pages 2 to 10.

### Results and dividends

The consolidated profit and loss account is set out on page 24, and is reviewed on pages 5 and 6. The Group paid an interim dividend of £90.0m (2008: £nil) on 12 December 2008. The Directors do not recommend the payment of any final dividend for the year (2008: £nil).

## Financial risk management

The Group's funding, liquidity exposure to interest rate, foreign exchange and credit risks are managed within a framework of policies and guidelines authorised by the Board of Directors

### Interest rate risk

The Group has interest bearing liabilities, and its key treasury policies are that its debt to RAV ratio does not exceed 77.5% and that a minimum of 75% of debt is maintained at either fixed rates of interest or index linked. In accordance with these policies a target interest rate profile has been set for long term borrowings of between 80 and 85% of borrowings at either fixed rate or index linked, excluding borrowings from shareholders. The Group uses interest rate swaps, where necessary, in order to achieve this desired profile.

### Liquidity risk

The Group maintains a mixture of long term funding and short term liquid funds in order that there are sufficient funds available for the Group's current and planned operations.

### Foreign exchange risk

The Group has certain borrowings denominated in Euros. In accordance with the Group's policy, cross currency swaps have been used to fully hedge the Euro denominated borrowings into Sterling.

### Credit risk

Counterparty credit risks arising from financial derivatives are managed through the maintenance of financial limits, subject to a minimum credit rating of "A" or equivalent allocated by a recognised major ratings group. In respect of short term cash management, counter parties are subject to review and approval according to defined criteria.

Trade receivables predominantly relate to transportation income from gas shippers. Credit risk arising from the Group's regulated business is managed in accordance with industry standards as set out by the Unified Network Code. The Group contracts with shippers having investment grade ratings only, or where suitable collateral or cash prepayments are made.

### Pricing risk

The Group's gas transportation charges are subject to price control formulae set within the regulatory regime. The Group's maximum allowed revenue in a given price period is dependent upon a number of factors that are not known in advance (such as actual transportation volumes and performance against incentives) and therefore the maximum allowed annual revenue is not known until the end of the relevant period. However, transportation tariffs are set on a prospective basis based upon expected transportation volumes and incentive performance, so actual revenue received or receivable in any one year may differ from the maximum allowed revenue. Where revenues received or receivable differ from the maximum allowed annual revenue, adjustments are made to future prices to reflect this over or under recovery.

### Charitable contributions

The Group made charitable donations of £58,000 in the year (year ended 31 March 2008: £59,261) in support of community and employee initiatives across its operations. There were no political donations in either the current or prior year.

# Scotia Gas Networks Limited

### Employees

The Group places considerable value on the involvement of its employees and has continued to keep them informed on matters affecting them as employees and on the various factors affecting the Group. Participation by employees generally is encouraged through team meetings, briefings, an internal newspaper and an intranet site. The Chief Executive Officer and other senior executives regularly communicate with employees through these channels and employee representatives are consulted regularly on a wide range of matters affecting their current and future interests.

Applications for employment by disabled persons are always fully considered, bearing in mind the aptitudes of the applicant concerned. In the event of members of staff becoming disabled, every effort is made to ensure their employment within the Group continues and that appropriate training and development is arranged. It is the policy of the Group that the training, career development and promotion of disabled persons should, as far as possible, be identical to that of other employees.

### Creditors payment policy

The Group is committed to maintaining good commercial relationships with its creditors and suppliers and its current policy concerning payment is to:

- agree the terms of payment with those creditors/suppliers when agreeing the terms of each transaction;
- ensure that those creditors/suppliers were made aware of the terms of payment by inclusion of the relevant terms in contracts; and
- pay in accordance with its contractual and other legal obligations.

The payment policy applies to all payments to creditors/suppliers for revenue and capital supplies of goods and services without exception.

At 31 March 2009, the Group had an average of 40 days (2008: 41 days) outstanding in its trade creditors. The Company has not traded in either the current or prior year and accordingly has no trade creditors.

### Future developments

The Group's longer-term priorities include continued major replacement investment to replace metallic mains with polyethylene mains, a programme which has been developed in consultation with the HSE and Ofgem. In addition, continued major investment to upgrade the gas networks is expected in order to meet instances of peak demand. The efficient and economic delivery of this capital investment will further increase the Group's Regulated Asset Value (the regulated asset value attributed to each of the Distribution Networks by Ofgem).

### Going concern

The Group's financial position, cash flows, liquidity position and borrowing facilities together with the factors likely to affect its future performance and the Group's principal risks and uncertainties are set out in the Operating and Financial Review on pages 2 to 10. The Group's financial risk management objectives and risk exposures are set out on page 12.

As stated in the Operating and Financial Review the Group operates the regulated gas distribution networks in South of England and Scotland. The revenue of the Group is regulated by Ofgem via established price control mechanisms based on the distribution network capacity. The Group has considerable financial resources together with committed financing facilities as discussed in Note 16 to finance the current and future operations. The Groups forecasts and projections, taking into account reasonably possible changes in trading performance, show that the Group should be able to operate within the level of its current facilities. As a consequence, the Directors believe that the Group is well placed to manage its business risks successfully despite the current uncertain economic outlook. After making enquiries, the Directors have a reasonable expectation that the Company and the Group have adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and accounts.

**Auditors**

Each of the Directors at the date of this report confirms that:

1) so far as the Director is aware, there is no relevant audit information of which the Company's auditors are unaware; and

2) the Director has taken all the steps that he/she ought to have taken as a Director to make himself/herself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of section 234ZA of the Companies Act 1985.

Deloitte LLP have expressed their willingness to continue in office as auditors and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting of the Company.

**By Order of the Board**

Debbie M Harding

**Debbie Harding**
**Company Secretary**

28 July 2009

# Scotia Gas Networks Limited

## Corporate governance statement

The Board of Directors is the principal decision making forum for the Company and is committed to the highest standards of corporate governance. The Board believes that strong governance improves the performance of the Group and enhances shareholder value. This report sets out the key governance principles and practices of the Company and of the Group.

The Company, being unlisted, is not subject to the UK Financial Reporting Council's Combined Code on Corporate Governance[1] (the "**Combined Code**"), and the Board of Directors does not believe that all of the guidance set out in the Combined Code is applicable to the Company. However, for the purposes of this statement, the Directors have applied the Combined Code insofar as they believe it to be applicable.

### BOARD OF DIRECTORS

The Board of Directors is comprised entirely of non-executive Directors and is the principal decision-making forum for the Company. It has overall responsibility for leading and controlling the Group as well as its financial and operational performance.

As a commercial joint venture, the composition of the Board reflects the shareholders' interests in the consortium. Each of the Directors is an employee of a shareholder or an affiliate of a shareholder of the Company. As the relationship of the shareholders is governed by a Shareholders' and Governance Agreement, any conflict of interest in the position of the Directors would be addressed in accordance with the provisions of the Shareholders' and Governance Agreement. Directors are nominated to the Board in accordance with the terms of the Shareholders' and Governance Agreement. The Directors have been briefed on the duties that have been conferred on them under the Companies Act 2006.

The powers of the Directors are set out in the Company's Articles of Association. To reflect various company law changes made by the Companies Act 2006, the Company adopted a new set of Articles in November 2008. The Board has also adopted a formal schedule of matters detailing key aspects of the Company's affairs reserved to it for decision. This schedule is reviewed regularly. Furthermore, the Board has established three committees with specific responsibilities to ensure focused and effective leadership. Details of the committees are set out on page 17.

The Board meets regularly and held seven meetings during the year.

#### Board Constitution and Appointments

The Board consists of seven non-executive Directors in addition to the non-executive Chairman. During the year, there were two changes to the composition of the Board. Tanya Covassin resigned as a Board member on 26 June 2008 and Olivia Steedman joined the Board on 29 July 2008.

The Board of Directors is the same for the Company and each company within the Group.

Biographical details for each of the Directors are set out on page 20.

#### Chairman

Stephen Dowd was appointed as Chairman on 27 May 2008, succeeding Colin Hood.

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[1] The Combined Code on Corporate Governance is available on the Financial Reporting Council's website (www.frc.org.uk).

**Chief Executive Officer and Chief Financial Officer**

Below the Board, executive responsibility rests with John Morea, Chief Executive Officer ("**CEO**") and Chris Brook, Chief Financial Officer ("**CFO**"). The CEO and CFO are each employed by the Group and are not Directors of the Company. They are supported by an executive committee which meets on a monthly basis and is responsible for managing the day-to-day operations of the Group.

Biographical details for the CEO and CFO are set out on page 20.

**Timeliness and quality of Board information**

The Board has sought to ensure that Directors are properly briefed on issues arising at board meetings by establishing procedures for distributing board papers one week in advance of meetings; considering the adequacy of the information provided before making decisions; adjourning meetings or deferring decisions when Directors have concerns about the information available to them and making the Company Secretary responsible to the Board for the timeliness and quality of information.

All Directors have access to the advice and services of the Company Secretary.

**Directors' remuneration**

The Directors did not receive any remuneration for their services to the Company, or to the Group, during the year ended 31 March 2009 or in the prior year. Accordingly, no further information requires to be disclosed.

**Conflicts of interest**

With effect from 1 October 2008, the Companies Act 2006 introduced a statutory duty on directors to avoid conflicts of interest. During the year, the Company Secretary reviewed all of the Directors' reported actual and potential conflicts of interest and the Board then considered and authorised each Director's reported actual and potential conflicts of interest at its meeting in September 2008.

The Board has put into place a procedure to consider any future actual or potential conflicts of interest that the Directors may have and will review the position regularly.

## Scotia Gas Networks Limited

### Attendance at Board and Board Committee meetings

The attendance of the Board of Directors and the Board committees during the year is as set out below.

| | Board meetings | | Audit Committee meetings | | Remuneration Committee meetings | | Safety, Health and Environmental Committee meetings | |
|---|---|---|---|---|---|---|---|---|
| | Attended | Possible | Attended | Possible | Attended | Possible | Attended | Possible |
| Gregor Alexander | 7 | 7 | 3 | 3 | - | - | - | - |
| Tanya Covassin[2] | 1 | 1 | - | - | 1 | 1 | - | - |
| Stephen Dowd[3] | 6 | 7 | 1 | 2 | 2 | 2 | 3 | 3 |
| Colin Hood[4] | 6 | 7 | - | - | 2 | 2 | - | - |
| Robert McDonald[5] | 5 | 7 | 2 | 2 | - | - | - | - |
| James McPhillimy | 7 | 7 | - | - | 3 | 3 | 3 | 3 |
| Michael Rolland[6] | 6 | 7 | - | - | 2 | 2 | - | - |
| Olivia Steedman[7] | 5 | 6 | 1 | 1 | - | - | - | - |
| Sebastien Sherman[8] | 7 | 7 | 3 | 3 | 1 | 1 | 3 | 3 |

### BOARD COMMITTEES

In order to provide effective and focused leadership, the Board has established three committees with specific responsibilities. These are the Audit Committee, the Remuneration Committee and the Safety, Health and Environmental Advisory Committee, each of which meets regularly.

Each Committee's performance, constitution and terms of reference are reviewed annually to ensure that they are operating effectively. The Company Secretary acts as secretary for each committee and further details are set out below.

### Audit Committee

The current members of the Audit Committee are Gregor Alexander, Sebastien Sherman, Robert McDonald and Olivia Steedman.

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[2] Tanya Covassin ceased to be a member of the Board on 26 June 2008.

[3] Stephen Dowd retired from the Audit Committee on 29 July 2008 but attended one Audit Committee meeting in lieu of Olivia Steedman in November 2008.

[4] Colin Hood joined the Remuneration Committee on 29 July 2008.

[5] Robert McDonald joined the Audit Committee on 29 July 2008.

[6] Michael Rolland joined the Remuneration Committee on 29 July 2008.

[7] Olivia Steedman joined the Board and the Audit Committee on 29 July 2008.

[8] Sebastien Sherman retired from the Remuneration Committee on 29 July 2008.

The principal responsibilities of the Audit Committee are as follows:-

- Ensuring that the Company's financial reports represent an accurate, clear and balanced assessment of the Company's position and prospects;
- Ensuring the economy, efficiency and effectiveness of the Company's operations and internal controls, the reliability and integrity of information and accounting systems, and the implementation of established policies and procedures;
- Monitoring and reviewing the Company's internal audit function; and
- Maintaining a close relationship with the Company's external auditors and reviewing the effectiveness of the external audit process.

As part of its activities, the Audit Committee also reviews and approves key regulatory filings prior to their issue to Ofgem.

The Chairman of the Audit Committee reports to the Board of Directors following each committee meeting on the main areas and subjects the Committee has reviewed such as risk management, internal control, internal audit reports and any issues arising from its review of the financial statements.

The Board considers that the membership of the Audit Committee as a whole has sufficient recent and relevant financial experience to discharge its functions. The Committee met three times during the year.

**Safety, Health and Environmental Advisory Committee**

The current members of the Safety, Health and Environmental Advisory Committee are James McPhillimy (Committee Chairman), Stephen Dowd, Sebastien Sherman, John Morea (Chief Executive Officer) and Gary Barnes (Director of Safety, and Human Resources).

The principal responsibilities of the Safety, Health and Environmental Advisory Committee are as follows:-

- Being assured that the health and safety policy statement and environmental policy statement remain fit for purpose and are being adhered to;
- Setting health and safety, and environmental targets to improve the Group's performance;
- Monitoring health and safety and environmental performance against planned targets and identified key improvement areas by means of appropriate leading and lagging key performance indicators; and
- Encouraging greater awareness of the importance of health, safety and the environment and higher achievement in performance in these areas.

The Chairman of the Safety, Health and Advisory Committee reports to the Board of Directors following each committee meeting on the main areas and subjects the Committee has reviewed. Three meetings were held during the year.

**Remuneration Committee**

The current members of the Remuneration Committee are Michael Rolland (Committee Chairman), Stephen Dowd, Colin Hood and James McPhillimy.

The principal responsibilities of the Remuneration Committee are as follows:-

- To determine and agree with the Board of Directors the Group's framework or broad policy for executive and senior management remuneration. The Committee has delegated authority for setting the remuneration of the CEO, CFO and their direct reports; and
- To review the ongoing appropriateness and relevance of the remuneration policy.

The Chairman of the Remuneration Committee reports to the Board of Directors following each committee meeting on the remuneration matters which the Committee has reviewed. Three meetings were held during the year.

## BOARD AND COMMITTEE PERFORMANCE EVALUATIONS

During the year, the Board has undertaken a comprehensive evaluation of its own performance and that of its three Committees and individual Directors. This was conducted internally using detailed questionnaires which the Chairman then discussed with each Director and the Company Secretary. The Board has considered and discussed the outcomes of the evaluations and is satisfied that it is operating well and focused on the correct strategic issues. Some areas for improvement were highlighted and these will be progressed during 2009/10. Performance of the Board and the Directors will continue to be reviewed on an annual basis.

## INTERNAL CONTROLS IN RELATION TO THE COMPANY'S FINANCIAL REPORTING PROCESS

The Board of Directors is ultimately responsible for the Group's internal control systems and risk management. The Group's system of internal control and embedded risk management, which has been in place throughout the year, helps to safeguard the assets and is designed to manage, rather than eliminate, material risks to the achievement of the business objectives. The Board recognises that these systems can provide only reasonable, and not absolute, assurance against material misstatement or loss.

Accordingly, the Directors have regard to what controls, in their judgement, are appropriate to the business, to the materiality of the risks inherent in the business, and to relative costs and benefits of implementing specific controls.

Internal control is maintained through an organisation structure with clearly defined responsibilities, authority levels and lines of reporting, the appointment of suitably qualified staff in specialised business areas, and continuing investment in high quality information systems. These methods of control are subject to periodic review as to their implementation and continued suitability.

There were no changes in the Company's internal controls over financial reporting during the period covered by this report that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

### Internal audit

The Board of Directors has established the scope of the internal audit function which is responsible for reviewing the effectiveness of the Group's systems of internal control and reports to the Audit Committee of the Board. The internal audit manager reports to the Audit Committee on the audit programme, progress against the programme and any follow-up actions on a bi-monthly basis.

## Scotia Gas Networks Limited

## Directors' and Senior Executives' Biographies and Responsibilities

**Stephen Dowd, Chairman**

Stephen joined the Board of the Company in November 2006 and was appointed Chairman of SGN in May 2008. He is Vice President (Infrastructure) at Ontario Teachers' Pension Plan Board.

**Gregor Alexander, Director**

Gregor joined the Board of the Company at its inception and is also the Chairman of the Audit Committee. He is Finance Director of Scottish and Southern Energy plc and previously worked with the accountancy firm Arthur Andersen.

**Colin Hood, Director**

Colin joined the Board of the Company at its inception and was its Chairman from 2005 until 2008. He is Chief Operating Officer of Scottish and Southern Energy plc and is also a Fellow of the Institute of Engineering and Technology. Colin is a member of the Remuneration Committee.

**Robert McDonald, Director**

Robert joined the Board of the Company in July 2006. He is Director of Regulation at Scottish and Southern Energy plc and has previously worked with the industry's regulatory body. Robert is a member of the Audit Committee.

**James McPhillimy, Director**

Jim joined the Board of the Company at its inception. He is Group Services Director at Scottish and Southern Energy plc. Jim is Chairman of the Safety, Health and Environmental Advisory Committee and a member of the Remuneration Committee.

**Michael Rolland, Director**

Michael is President & Chief Executive Officer of Borealis Infrastructure Management Inc. He is a Chartered Accountant having previously worked with an international accounting firm. Michael is Chairman of the Remuneration Committee.

**Sebastien Sherman, Director**

Sebastien joined the Board of the Company in March 2007. He is Senior Vice President at Borealis Infrastructure Management Inc. He is a member of the Audit Committee and the Safety, Health and Environmental Advisory Committee.

**Olivia Steedman, Director**

Olivia joined the Board of the Company in July 2008. She is a Portfolio Manager (Infrastructure) at Ontario Teachers' Pension Plan Board and is a member of the Audit Committee.

**John Morea, Chief Executive Officer**

John joined the Company in May 2005 from Scottish and Southern Energy plc where he was Director of Distribution having previously been Head of Operations for Southern Electric plc. He has extensive experience of electricity distribution, managing business change and delivering significant improvements in business efficiency. He has twice taken distribution companies to the efficiency frontier, with Southern Electric plc in 1999 and Scottish and Southern Energy plc in 2004. John has over 20 years experience within the utilities industry. He is a companion of the Institute of Gas Engineers and Managers, a member of the Institute of Engineering and Technology and holds an MBA.

**Chris Brook, Chief Financial Officer**

Chris joined the Company in September 2008. He spent the previous 11 years with United Utilities where he was Finance Director of United Utilities Contract Solutions between 2003 and 2007, the business responsible for all infrastructure non-regulated activities. From 2007, Chris was Finance Director of United Utilities Water, the regulated water business, before joining the Company. Chris is a Chartered Accountant having trained and qualified with Touche Ross.

**Debbie Harding, Company Secretary**

Debbie was appointed Company Secretary in January 2009. She is also the Group's Company Solicitor.

# Scotia Gas Networks Limited

## Statement of Directors' responsibilities

The Directors are responsible for preparing the Annual 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 Principles. The financial statements are required by law to give a true and fair view of the state of affairs of the Group and of the profit or loss of the Group for that year. 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;
- state whether applicable accounting standards have been followed, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group will continue in business.

The Directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the Group and enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Group's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

The Directors confirm to the best of their knowledge that:

- the financial statements, prepared in accordance with the applicable set of accounting standards, give a true and fair view of the of the assets, liabilities, financial position and profit or loss of the company and the undertakings included in the consolidation taken as a whole as at 31 March 2009; and

- the Directors' report includes a fair and true view of the development and performance of the business and the position of the company and the undertakings included in the consolidation taken as a whole, together with a description of its principal risks and uncertainties.

Signed on behalf of the Board of Directors of Scotia Gas Networks Limited on:

**Stephen Dowd**

**Chairman**

28 July 2009

# Independent auditors' report to the members of Scotia Gas Networks Limited

We have audited the financial statements (the "financial statements") of Scotia Gas Networks Limited (the "**Company**") and its subsidiaries (together, the "**Group**") for the year ended 31 March 2009 which comprise the consolidated profit and loss account, the consolidated statement of total recognised gains and losses, the consolidated and company balance sheets, the consolidated cash flow statement, the reconciliation of net cash flow to movement in net debt and the related notes 1 to 27. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the Company's members, as a body, in accordance with section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

**Respective responsibilities of Directors and auditors**
The Directors' responsibilities for preparing the Annual Report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant United Kingdom legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' report is consistent with the financial statements. The information given in the Directors' report includes that specific information presented in the Operating and Financial Review that is cross referred from the Business review section of the Directors' report.

In addition we report to you if, in our opinion, the Company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding Directors' remuneration and other transactions is not disclosed.

We read the other information contained in the Annual Report as described in the contents section, and consider whether it is consistent with the audited financial statements. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any further information outside the Annual Report.

**Basis of audit opinion**
We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the Directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Group's and Company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

**Opinion**
In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the Group's and the parent Company's affairs as at 31 March 2009 and of the Group's loss for the year then ended;

- the financial statements have been properly prepared in accordance with the Companies Act 1985; and

- the information given in the Directors' report is consistent with the financial statements.

Deloitte LLP

**Deloitte LLP**
Chartered Accountants & Registered Auditors
London

31 July 2009

# Consolidated profit and loss account for the year ended 31 March 2009

| | Notes | Year ended 31 March 2009 £m | Year ended 31 March 2008 £m |
|---|---|---|---|
| **Turnover** | 2 | **768.2** | 722.4 |
| Net operating costs | 3 | **(618.2)** | (594.1) |
| **Operating profit** | 3 | **150.0** | 128.3 |
| Income from fixed asset investments | 13 | **0.5** | 0.4 |
| Interest receivable and similar income | 6 | **15.3** | 9.0 |
| Interest payable and similar charges | 7 | **(244.4)** | (236.1) |
| **Loss on ordinary activities before taxation** | 4 | **(78.6)** | (98.4) |
| Tax (charge)/credit on loss on ordinary activities | 8 | **(6.5)** | 17.5 |
| **Loss for the financial year** | 20 | **(85.1)** | (80.9) |

The above results relate to continuing operations in both the current and previous year.

## Scotia Gas Networks Limited

# Consolidated statement of total recognised gains and losses for the year ended 31 March 2009

| | Notes | Year ended 31 March 2009 £m | Year ended 31 March 2008 £m |
|---|---|---|---|
| Loss for the financial year | 20 | **(85.1)** | (80.9) |
| Cash flow hedges (net of deferred tax) | 20 | **32.6** | (13.6) |
| Actuarial (loss)/gain recognised on defined benefit pension scheme | 26 | **(74.7)** | 48.6 |
| Movement on deferred tax relating to pension scheme | 26 | **20.9** | (14.5) |
| **Total recognised losses for the year** | | **(106.3)** | (60.4) |

# Balance sheets as at 31 March 2009

| | Notes | Group 31 March 2009 £m | Group 31 March 2008 £m | Company 31 March 2009 £m | Company 31 March 2008 £m |
|---|---|---|---|---|---|
| **Fixed assets** | | | | | |
| Intangible assets - goodwill | 11 | **445.3** | 454.9 | **-** | - |
| Tangible assets | 12 | **3,396.0** | 3,311.7 | **-** | - |
| Investments | 13 | **0.2** | 0.2 | **948.4** | 948.4 |
| | | **3,841.5** | 3,766.8 | **948.4** | 948.4 |
| **Current assets** | | | | | |
| Debtors | 14 | **150.2** | 110.4 | **205.2** | 97.4 |
| Short term deposits | | **33.9** | 51.4 | **33.9** | 51.4 |
| | | **184.1** | 161.8 | **239.1** | 148.8 |
| **Creditors: amounts falling due within one year** | 15 | **(277.1)** | (298.4) | **(368.7)** | (217.7) |
| **Net current liabilities** | | **(93.0)** | (136.6) | **(129.6)** | (68.9) |
| **Total assets less current liabilities** | | **3,748.5** | 3,630.2 | **818.8** | 879.5 |
| **Creditors: amounts falling due after more than one year** | 16 | **(3,412.7)** | (3,076.5) | **(533.6)** | (563.6) |
| Provisions for liabilities | 18 | **(436.7)** | (451.6) | **-** | - |
| Deferred income | 12 | **(99.4)** | (77.4) | **-** | - |
| **Net (liabilities)/ assets excluding pension liabilities** | | **(200.3)** | 24.7 | **285.2** | 315.9 |
| Defined benefit pension liabilities | 26 | **(36.5)** | - | **-** | - |
| **Net (liabilities)/ assets including pension liabilities** | | **(236.8)** | 24.7 | **285.2** | 315.9 |
| **Capital and reserves** | | | | | |
| Called up share capital | 19 | **269.1** | 470.0 | **269.1** | 470.0 |
| Hedge reserve | 20 | **(34.8)** | (2.2) | **-** | - |
| Profit and loss account | 20 | **(471.1)** | (443.1) | **16.1** | (154.1) |
| **Shareholders' (deficit)/funds** | 21 | **(236.8)** | 24.7 | **285.2** | 315.9 |

The financial statements were approved by the Board of Directors on 28 July 2009 and were signed on its behalf by:

**Stephen Dowd**
**Director**

**Gregor Alexander**
**Director**

# Scotia Gas Networks Limited

## Consolidated cash flow statement for the year ended 31 March 2009

| | Notes | Year ended 31 March 2009 £m | Year ended 31 March 2008 £m |
|---|---|---|---|
| **Net cash inflow from operating activities** | 22 | **233.8** | 204.4 |
| **Returns on investments and servicing of finance** | | | |
| Interest paid | | **(186.6)** | (197.1) |
| Interest received | | **4.0** | 5.4 |
| Dividends received from fixed asset investments | | **0.5** | 0.4 |
| Net cash outflow from returns on investments and servicing of finance | | **(182.1)** | (191.3) |
| **Taxation** | 27 | **0.7** | 7.8 |
| **Capital expenditure and financial investment** | | | |
| Purchase of tangible fixed assets | | **(184.2)** | (162.4) |
| Sale of tangible fixed assets | | **0.5** | 1.1 |
| Customer contributions received | 12 | **23.9** | 28.3 |
| Net cash outflow for capital expenditure and financial investment | | **(159.8)** | (133.0) |
| **Equity dividends paid** | 10 | **(90.0)** | - |
| **Net cash outflow before management of liquid resources and financing** | | **(197.4)** | (112.1) |
| **Management of liquid resources** | | | |
| Decrease/(increase)in short term deposits | 23 | **17.5** | (21.2) |
| Net cash inflow /(outflow) from management of liquid resources | | **17.5** | (21.2) |
| **Financing** | | | |
| Repayment of shareholders' loans | 23 | **(30.0)** | - |
| Issue of bonds | 23 | **240.0** | 80.0 |
| Drawdown of bank borrowings | 23 | **(10.0)** | 70.0 |
| Payments in respect of financial instruments | 23 | **(21.2)** | (19.7) |
| **Net cash inflow from financing** | | **178.8** | 130.3 |
| **Increase in bank overdrafts** | 23 | **(1.1)** | (3.0) |

# Reconciliation of net cash flow to movement in net debt

| | Notes | Year ended 31 March 2009 £m | Year ended 31 March 2008 £m |
|---|---|---|---|
| Increase in bank overdraft in the year | | **(1.1)** | (3.0) |
| (Decrease)/Increase in short term deposits | | **(17.5)** | 21.2 |
| Movement in borrowings | | **(178.8)** | (130.3) |
| Change in net debt resulting from cash flows | 23 | **(197.4)** | (112.1) |
| Other non-cash changes | 23 | **(86.9)** | (66.4) |
| Net debt at beginning of year | | **(3,243.0)** | (3,064.5) |
| **Net debt at end of year** | 23 | **(3,527.3)** | (3,243.0) |

# Notes to the financial statements for the year ended 31 March 2009

## 1 Principal accounting policies

The financial statements have been prepared in accordance with applicable accounting standards in the United Kingdom and the Companies Act 1985.

The financial statements of the Group present the results for the year ended 31 March 2009. The comparative period presented is the year ended 31 March 2008.

A summary of the more significant Group accounting policies, which have been applied consistently in both years, are as follows.

**Basis of preparation**

These financial statements have been prepared under the historical cost convention except that assets and liabilities were stated at fair value when acquired, and certain derivative financial instruments are also recorded at fair value.

The financial statements have been prepared on the going concern basis as set out in the Directors' Report.

**Basis of consolidation**

The financial statements consolidate the financial statements of the Company and its subsidiary undertakings drawn up to 31 March each year. Subsidiaries are those entities controlled by the Group or the Company.

Subsidiaries acquired are consolidated in the financial statements of the Group from the date that control commences until the date control ceases, using the acquisition method of accounting.

Intra-Group balances and any unrealised gains and losses or income and expenses arising from intra-Group transactions, are eliminated in preparing the consolidated financial statements.

**Turnover**

Turnover is stated net of value added tax and is attributable to the continuing activity of transportation of natural gas and the provision of related services. Turnover includes an assessment of transportation services supplied to customers between the date of the last meter reading and the year end.

Where revenues received or receivable differ from the amount permitted by regulatory agreements, adjustments will be made to future prices to reflect this over or under recovery.

**Replacement expenditure**

Replacement expenditure represents the cost of planned maintenance of gas mains and services assets by replacing or lining sections of pipe. This expenditure is principally undertaken to repair and maintain the safety of the network and is written off as incurred. Expenditure that enhances the performance of mains and services assets is treated as an addition to tangible fixed assets.

**Taxation**

Current tax, including UK corporation tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more or a right to pay less tax in the future have occurred at the balance sheet date, with the following exceptions:

- provision is made for gains on disposal of fixed assets that have been rolled over into replacement assets only where, at the balance sheet date, there is a commitment to dispose of the replacement assets with no likely subsequent rollover or available capital losses;

- provision is made for gains on revalued fixed assets only where there is a commitment to dispose of the revalued assets and the attributable gain can neither be rolled over nor eliminated by capital losses; and

- deferred tax assets are recognised only to the extent that the Directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing difference can be deducted.

Deferred tax is measured on an undiscounted basis.

**Intangible assets – goodwill**

Goodwill is capitalised and amortised on a straight line basis to the profit and loss account over its expected useful life. Goodwill represents the excess of the fair value of the consideration paid for the acquisition of businesses over the fair value of the separable net assets acquired.

The useful life of goodwill related to acquired businesses has been estimated to be 50 years.

A review for impairment of goodwill is carried out at the end of each financial year. Impairment reviews comprise a comparison of the carrying amount of the goodwill with its recoverable amount (the higher of net realisable value and value in use). To the extent that the carrying amount exceeds the recoverable amount, the goodwill is impaired and an impairment loss is recognised in the profit and loss account.

**Fixed asset investments**

Fixed asset investments are stated at cost less a provision for any impairment in value. Costs of the investments include all costs directly related to the acquisition of the investments.

**Tangible fixed assets**

Tangible fixed assets are stated at cost less depreciation and any provision for impairment. The cost is the purchase cost of the asset, together with any directly attributable costs of acquisition. In respect of assets purchased as part of a business combination, the cost is the fair value of the assets acquired.

The carrying values of tangible fixed assets are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable.

Depreciation is provided on all tangible fixed assets other than freehold land, at rates calculated to write off the cost of each asset evenly over its expected useful life, as follows:

| | |
|---|---|
| Freehold buildings | Up to 50 years |
| Leasehold buildings | Over the shorter of lease term and 50 years |
| Plant and machinery: | |
| - Mains and services | 60 to 65 years |
| - Regulating equipment | 30 to 50 years |
| - Gas storage | 40 years |
| Motor vehicles and office equipment | 3 to 10 years |

**Grants and contributions**

Capital grants and customer contributions in respect of additions to fixed assets are treated as deferred income and released to the profit and loss account over the estimated useful lives of the related assets.

Revenue grants and contributions are credited to the profit and loss account in the year to which they relate. Deferred income in respect of revenue grants and contributions is included within creditors: amounts falling due within one year.

### Finance leases

Assets held under finance leases, which confer rights and obligations similar to those attached to owned assets, are capitalised as tangible fixed assets, and are depreciated over the shorter of the lease terms and their useful lives. The capital elements of future lease payments are recorded as liabilities, while the interest elements are charged to the profit and loss account.

### Operating leases

Rentals under operating leases are charged on a straight-line basis over the lease term, even if the payments are not made on such a basis. Benefits received and receivable as an incentive to sign an operating lease are similarly spread on a straight-line basis over the lease term, except where the period to the review date on which the rent is first expected to be adjusted to the prevailing market rate is shorter than the full lease term, in which case the shorter period is used.

### Pensions

***Defined benefit pension scheme***

The amounts charged to the profit and loss account are the current service costs and gains and losses on settlements and curtailments. They are included within staff costs. Past service costs are recognised immediately in the profit and loss account if the benefits have vested. If the benefits have not vested immediately the costs are recognised over the period until vesting occurs. The interest cost and the expected return on the assets are shown as a net amount of other finance costs or credits within interest payable or receivable. Actuarial gains and losses are recognised immediately in the consolidated statement of total recognised gains and losses.

The defined benefit scheme is funded, with the assets of the scheme held separately from those of the Group, in separate trustee administered funds. Pension scheme assets are measured at fair value and liabilities are measured on an actuarial basis using the projected unit method and discounted at a rate equivalent to the current rate of return on a high quality corporate bond of equivalent currency and term to the scheme liabilities. The actuarial valuations are obtained at least triennially and are updated at each balance sheet date.

The resulting defined benefit asset or liability, net of the related deferred tax, is presented separately after other net assets on the face of the balance sheet. Any pension asset is recognised in the balance sheet to the extent that the benefits may be derived from the surplus in the form of reduced cash contributions in the future or cash refunds.

***Defined contribution pension schemes***

The Group also operates defined contribution pension schemes. The assets of the schemes are held separately from those of the Group in independently administered funds. The amounts charged to the profit and loss account represent the contributions payable to the schemes in the period. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments in the balance sheet.

### Provisions

A provision is recognised in the balance sheet when the Group has a present legal or constructive obligation as a result of a past event and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are discounted where the impact of discounting the expected future cash flows is material.

**Financial instruments**

The Group's funding, liquidity and exposure to interest rate risks are managed within a framework of policies and guidelines authorised by the Board of Directors. In accordance with these policies financial derivative instruments are used to manage interest rate and currency exposure.

Where appropriate these instruments are recorded at fair value and accounted for as described below.

***Effective interest method***

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset, or, where appropriate, a shorter period.

Income and expense is recognised on an effective interest basis for debt instruments other than those financial assets designated as 'at fair value through profit or loss' (FVTPL).

***Financial Assets***

Investments are recognised and derecognised on a trade date where the purchase or sale of an investment is under a contract whose terms require delivery of the investment within the timeframe established by the market concerned, and are initially measured at fair value, plus transaction costs, except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value.

Financial assets at the balance sheet date are classified into the following specified categories: financial assets at FVTPL 'held-to-maturity' investments, 'available-for-sale' (AFS) financial assets and 'loans and receivables'. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

***Impairment of financial assets***

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at each balance sheet date. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been impacted.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade debtors.

If in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

***Trade debtors***

Trade debtors are initially recognised at fair value. The carrying amount is reduced through the use of an allowance account. Appropriate allowances for estimated irrecoverable amounts are recognised where the estimated cash flows are less than the carrying amount. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss.

***Cash and cash equivalents***

Cash and cash equivalents comprise cash on hand and demand deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

### *Financial liabilities*

Financial liabilities are classified as either financial liabilities 'at FVTPL' or 'other financial liabilities'.

### *Financial liabilities at FVTPL*

Financial liabilities are classified as at FVTPL where the financial liability is either held for trading or it is designated as at FVTPL.

A financial liability is classified as held for trading if:

- it has been incurred principally for the purpose of disposal in the near future; or
- it is a part of an identified portfolio of financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

A financial liability other than a financial liability held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the Group is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and IAS 39 Financial Instruments: Recognition and Measurement permits the entire combined contract (asset or liability) to be designated as at FVTPL.

Financial liabilities at FVTPL are stated at fair value, with any resultant gain or loss recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liability.

### *Other financial liabilities*

Other financial liabilities, including borrowings, are initially measured at fair value, net of transaction costs. Other financial liabilities are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis. The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period.

### *De-recognition of financial liabilities*

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire.

***Derivative financial instruments and hedge accounting***

The Group uses interest rate swaps and foreign exchange forward contracts to hedge interest rate and foreign currency risk arising on debt instruments. On inception of the hedge relationship the group documents the relationships between the hedged item and the hedging instrument along with the risk management objectives and its strategy for undertaking various transactions. Furthermore, at inception of the hedge and on an ongoing basis the group documents whether the hedging relationship is highly effective.

Changes in fair value of derivatives that are designated and are effective as hedges of future cash flows are recognised directly in equity within the hedge reserve. Changes in fair value of derivatives that are designated and are effective as fair value hedges are recognised in the profit and loss account but effectively offset changes in fair value of the hedged item.

Changes in the fair value of derivatives that do not qualify for hedge accounting are recognised in the profit and loss account as they arise.

Hedge accounting is discontinued when the hedge instrument expires or is terminated.

Financial assets and financial liabilities are offset where they are settled net as a matter of practice and there is legal right to offset.

## 2 Segmental reporting

Turnover arises entirely in the United Kingdom and is attributable to the continuing activity of transportation of natural gas and the provision of related services, which the Directors consider a single class of business.

## 3 Operating profit and net operating costs

| | **Year ended 31 March 2009 £m** | Year ended 31 March 2008 £m |
|---|---|---|
| Turnover | **768.2** | 722.4 |
| Distribution costs | **(620.5)** | (596.2) |
| Profit on disposal of fixed assets | **0.5** | 1.0 |
| Other operating income | **1.8** | 1.1 |
| Total net operating costs | **(618.2)** | (594.1) |
| **Operating profit** | **150.0** | 128.3 |

Distribution costs include the costs of operating the distribution network together with depreciation, goodwill amortisation and replacement expenditure.

## 4 Loss on ordinary activities before taxation

Group loss on ordinary activities before taxation is stated after charging/(crediting):

| | Year ended 31 March 2009 £m | Year ended 31 March 2008 £m |
|---|---|---|
| Auditors' remuneration | **0.4** | 0.4 |
| Goodwill amortisation | **9.6** | 9.6 |
| Depreciation | | |
| - owned assets | **92.7** | 82.9 |
| - leased assets | **-** | 1.3 |
| Profit on disposal of fixed assets | **(0.5)** | (1.0) |
| Replacement expenditure | **205.4** | 199.2 |
| Impairment of trade debtors | **0.2** | 0.4 |
| Rentals under operating leases – other assets | **1.4** | 1.4 |

Auditors' remuneration for the Group comprises £168,000 (2008: £211,000) in respect of statutory and regulatory audit services, £74,000 (2008: £83,000) in respect of other services pursuant to legislation, £48,000 (2008: £75,000) in respect of bond issue assurance work and £61,200 (2008: £nil) in respect of the capital reduction.

Auditors' remuneration in respect of statutory audit services for the Company amounted to £11,000 (2008: £11,000).

In addition to the above services, the Group's auditors acted as auditors to the Scotia Gas Networks Pension Scheme, and fees of £8,200 (2008: £7,800) have been charged by the auditors to the Group in respect of these services.

## 5 Employee information and directors' emoluments

The Group had 4,038 full time equivalent employees as of 31 March 2009 (31 March 2008: 3,777). The average monthly number of full time equivalent employees during the year was 3,982 (year ended 31 March 2008: 3,737).

The Directors did not receive any remuneration for their services to the Group during the year, or during the prior year. No retirement benefits are accruing in the year or in the prior year to any Directors under money purchase or defined benefit schemes, in respect of their services to the Group.

Staff costs for the Group during the year are as follows:

| | **Year ended 31 March 2009 £m** | Year ended 31 March 2008 £m |
|---|---|---|
| **Staff costs** | | |
| Wages and salaries | **129.3** | 118.1 |
| Social security costs | **11.4** | 10.4 |
| Pension costs (see note 26) | **15.2** | 19.8 |
| | **155.9** | 148.3 |

The Company had 14 employees as of 31 March 2009 (2008: 14).

# 6 Interest receivable and similar income

| | **Year ended 31 March 2009 £m** | Year ended 31 March 2008 £m |
|---|---|---|
| Interest receivable on short term deposits | **0.9** | 0.1 |
| Other finance income: | | |
| Movement on financial derivatives (see note 17) | **11.4** | 6.3 |
| Expected return on pension scheme assets (see note 26) | **26.9** | 25.4 |
| Interest on pension scheme liabilities (see note 26) | **(23.9)** | (22.8) |
| Total other finance income | **14.4** | 8.9 |
| **Total interest receivable and similar income** | **15.3** | 9.0 |

## 7 Interest payable and similar charges

| | Year ended 31 March 2009 £m | Year ended 31 March 2008 £m |
|---|---|---|
| Bank loans | **4.1** | 13.2 |
| Index linked bond interest | **42.8** | 37.2 |
| Other interest payable on bonds | **101.1** | 88.4 |
| Shareholders' loan interest (see note 27) | **67.1** | 70.6 |
| Other interest payable | **5.1** | 12.0 |
| Unwind of discounts in provisions (see note 18) | **24.2** | 14.7 |
| | **244.4** | 236.1 |

## 8 Tax on loss on ordinary activities

### a) Analysis of the tax credit on ordinary activities

| | Year ended 31 March 2009 £m | Year ended 31 March 2008 £m |
|---|---|---|
| **Current tax** | | |
| Corporation tax at 28% (2008: 30%): | **-** | - |
| Adjustment in respect of prior year | **0.9** | 7.8 |
| Total current tax credit | **0.9** | 7.8 |
| **Deferred tax** | | |
| Deferred tax charge for the year | **(6.7)** | (1.0) |
| Adjustments in respect of prior year | **(0.7)** | 10.7 |
| Total deferred tax (charge)/credit for the year | **(7.4)** | 9.7 |
| **Total tax (charge)/credit on loss on ordinary activities** | **(6.5)** | 17.5 |

**b) Factors affecting the current tax credit for the year**

| | Year ended 31 March 2009 £m | Year ended 31 March 2008 £m |
|---|---|---|
| Loss on ordinary activities before tax | **(78.6)** | (98.4) |
| Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 28% (2008:30%) | **(22.0)** | (29.5) |
| Effects of: | | |
| Non taxable income | **(0.1)** | (0.1) |
| Deferred tax on accelerated capital allowances | **(8.7)** | (4.0) |
| Deferred tax recognised on unutilised losses | **11.3** | 0.7 |
| Depreciation on non-qualifying assets | **7.7** | 8.2 |
| Other short term timing differences | **(9.4)** | (2.0) |
| Tax losses not recognised | **18.3** | 19.3 |
| Expenses not deductible for tax purposes | **2.9** | 7.4 |
| Adjustment in respect of prior year – surrender of tax losses | **(0.9)** | (7.8) |
| **Current tax credit** | **(0.9)** | (7.8) |

As of the balance sheet date there are no legislative changes which materially effect future tax charge.

# 9 Profit of the Company for the financial year

The Company's profit for the year amounted to £59.3m (year ended 31 March 2008: £70.4m loss). In accordance with the exemption available under section 230 of the Companies Act 1985, no separate profit and loss account is presented in respect of the Company.

# 10 Dividends

| **Equity shares** | Year ended 31 March 2009 £m | Year ended 31 March 2008 £m |
|---|---|---|
| Interim dividends paid of 19.1469 p (2008: pence nil) | **90.0** | - |

# Scotia Gas Networks Limited

## 11 Intangible fixed assets

| Group | Goodwill £m |
|---|---|
| **Cost** | |
| At 1 April 2008 and at 31 March 2009 | **482.1** |
| | |
| **Accumulated amortisation** | |
| At 1 April 2008 | 27.2 |
| Charge for the year | 9.6 |
| **At 31 March 2009** | **36.8** |
| | |
| **Net book value** | |
| **At 31 March 2009** | **445.3** |
| At 31 March 2008 | 454.9 |

The goodwill, which arose on the acquisitions of Scotland Gas Networks plc and Southern Gas Networks plc, is being amortised on a straight line basis over 50 years. This is the period over which the Directors estimate that the value of the underlying businesses acquired are expected to exceed the value of the underlying assets.

A review for impairment of goodwill is carried out at the end of each financial year. No impairment loss has been recorded in either the current or the prior year.

## 12 Tangible fixed assets

| Group | Land and buildings £m | Plant and machinery £m | Motor vehicles and office equipment £m | Total £m |
|---|---|---|---|---|
| **Cost** | | | | |
| At 1 April 2008 | 40.0 | 3,392.1 | 103.2 | 3,535.3 |
| Reclassifications | 22.5 | (22.5) | - | - |
| Additions | 5.7 | 137.8 | 33.5 | 177.0 |
| **At 31 March 2009** | **68.2** | **3,507.4** | **136.7** | **3,712.3** |
| **Depreciation** | | | | |
| At 1 April 2008 | 2.0 | 204.6 | 17.0 | 223.6 |
| Charge for the year | 1.5 | 77.2 | 14.0 | 92.7 |
| **At 31 March 2009** | **3.5** | **281.8** | **31.0** | **316.3** |
| **Net book value** | | | | |
| **At 31 March 2009** | **64.7** | **3,225.6** | **105.7** | **3,396.0** |
| At 31 March 2008 | 38.0 | 3,187.5 | 86.2 | 3,311.7 |

Included within motor vehicles and office equipment are assets held under finance leases with a net book value of £nil (2008: £0.2m).

| The Group net book value of land and buildings comprises: | **31 March 2009 £m** | 31 March 2008 £m |
|---|---|---|
| Freehold properties | **64.1** | 37.4 |
| Short leasehold properties | **0.6** | 0.6 |
| **Net book value** | **64.7** | 38.0 |

The movement in freehold properties in the year includes the book value of environmental assets reclassified to land and buildings.

The Company had no tangible fixed assets in either year.

The Group has received customer contributions relating to plant and machinery. In accordance with the Group's accounting policy the assets are capitalised within fixed assets and recognised as deferred income in the balance sheet. The deferred income is released to the profit and loss account over the estimated lives of the related assets. The amount deferred under this policy was as follows:

| Deferred income | **31 March 2009 £m** | 31 March 2008 £m |
|---|---|---|
| Customer contributions brought forward | **77.4** | 50.3 |
| Customer contributions received in year | **23.9** | 28.3 |
| Amortisation in year | **(1.9)** | (1.2) |
| | **99.4** | 77.4 |

The Company has no deferred income.

## 13 Fixed asset investments

| | Group £m | Company £m |
|---|---|---|
| **Cost and net book value** | | |
| **Shares in Group undertakings** | | |
| At 1 April 2008 and at 31 March 2009 | - | 948.4 |
| **Other investments** | | |
| At 1 April 2008 and at 31 March 2009 | 0.2 | - |
| | 0.2 | 948.4 |

### Other fixed asset investments

Other fixed asset investments relate to the Group's investments in Xoserve Limited, which provides transportation transactional services on behalf of all the major gas network transportation companies. The Group holds 23.1% (2008: 23.1%) of the ordinary shares of Xoserve Limited.

During the year the Group received dividends of £460,000 (2008: £448,000) in relation to this investment.

**Interests in Group undertakings**

Details of the principal subsidiary undertakings at the end of the year, which are directly wholly owned by the Company, are as follows:

| Name of subsidiary | Description of shares held | Country of registration | Principal activities |
|---|---|---|---|
| Southern Gas Networks plc | 160,123,772 ordinary shares of £1 each | England & Wales | Development, administration, maintenance and operation of regional gas distribution system and supply of transportation services. |
| Scotland Gas Networks plc | 49,392,787 ordinary shares of £1 each | Scotland | Development, administration, maintenance and operation of regional gas distribution system and supply of transportation services. |
| SGN Contracting Limited | 1 ordinary share of £1 | England & Wales | Supply of contracting services. |
| SGN Connections Limited | 1 ordinary share of £1 | England & Wales | Supply of gas connections services. |
| SGN Commercial Services Limited | 1 ordinary share of £1 | England & Wales | Meter asset manager and supply of commercial services. |

# 14 Debtors

| | Group | | Company | |
|---|---|---|---|---|
| | **31 March 2009 £m** | 31 March 2008 £m | **31 March 2009 £m** | 31 March 2008 £m |
| **Amounts falling due within one year** | | | | |
| Trade debtors | **44.7** | 53.0 | - | - |
| Amounts owed by Group undertakings | - | - | **205.2** | 96.0 |
| Prepayments and accrued income | **6.9** | 8.5 | - | 0.1 |
| Derivative financial instruments (see note 17) | **98.3** | 48.7 | - | - |
| Other debtors | **0.3** | 0.2 | - | 1.3 |
| | **150.2** | 110.4 | **205.2** | 97.4 |

Trade debtors are stated net of bad debt provisions of £1.1m (2008: £0.9m) and credit note provisions of £1.0m (2008: £1.0m).

Within amounts owed by Group undertakings are loans amounting to £117.3m (2008: £27.4m) which incur interest at 1.5% (2008: 5.25%).

## 15 Creditors: amounts falling due within one year

| | Group | | Company | |
|---|---|---|---|---|
| | **31 March 2009 £m** | 31 March 2008 £m | **31 March 2009 £m** | 31 March 2008 £m |
| Bank loans and overdrafts | **12.9** | 71.8 | **13.2** | 12.3 |
| Trade creditors | **39.1** | 41.3 | **-** | - |
| Amounts owed to Group undertakings | **-** | - | **332.5** | 179.4 |
| Other amounts owed to shareholders (see note 27) | **-** | 0.2 | **-** | 0.2 |
| Other taxation and social security | **19.5** | 31.2 | **0.2** | 0.2 |
| Other creditors | **2.5** | 3.3 | **-** | 0.2 |
| Accrued interest | **54.0** | 47.2 | **22.7** | 23.7 |
| Other accruals | **86.5** | 77.7 | **0.1** | 1.7 |
| Deferred income | **12.4** | 11.8 | **-** | - |
| Derivative financial instruments (see note 17) | **50.2** | 13.9 | **-** | - |
| | **277.1** | 298.4 | **368.7** | 217.7 |

The amount owed to Group undertaking represents loans which incur interest at 0.5% (2008: 5.25%)

## 16 Creditors: amounts falling due after more than one year

| | Group | | Company | |
|---|---|---|---|---|
| | **31 March 2009 £m** | 31 March 2008 £m | **31 March 2009 £m** | 31 March 2008 £m |
| **Bonds:** | | | | |
| **Fixed rate and index linked:** | | | | |
| £165m 2.127% index linked due 2022 | **188.1** | 179.6 | - | - |
| £250m 2.013% index linked due 2035 | **284.8** | 272.0 | - | - |
| £150m 2.066% index linked due 2025 | **171.0** | 163.3 | - | - |
| £15m 2.580% index linked due 2028 | **15.3** | - | - | - |
| £257m 4.75% fixed rate due 2017 | **255.2** | 255.0 | - | - |
| £225m 4.875% fixed rate due 2034 | **224.3** | 224.3 | - | - |
| £215m 4.875% fixed rate due 2020 | **214.2** | 214.1 | - | - |
| £375m 4.875% fixed rate due 2029 | **373.3** | 373.2 | - | - |
| £225m 6.38% fixed rate due 2040 | **223.3** | - | - | - |
| | **1,949.5** | 1,681.5 | | - |
| **Floating rates:** | | | | |
| €365m floating rate loan note due 2010 | **337.7** | 289.6 | - | - |
| £233m floating rate loan note due 2015 | **232.6** | 232.5 | - | - |
| £50m floating rate loan note due 2015 | **49.9** | 49.9 | - | - |
| £50m floating rate loan note due 2015 | **49.9** | 49.9 | - | - |
| £80m floating rate loan note due 2043 | **79.5** | 79.5 | - | - |
| | **749.6** | 701.4 | - | - |
| Total bonds | **2,699.1** | 2,382.9 | - | - |
| Revolving credit facility drawn | **180.0** | 130.0 | - | - |
| Shareholders' loans (see note 27) | **533.6** | 563.6 | **533.6** | 563.6 |
| | **3,412.7** | 3,076.5 | **533.6** | 563.6 |

The shareholder loans, which are subordinated, are redeemable at par on 31 May 2015, or may be redeemed at par by the Company by giving due notice. Interest accrues at a fixed rate of 12.5% per annum and the Company may, upon giving due notice, elect to pay some or all of the interest payable through the issuance of further loans to shareholders.

The total revolving credit facility is £350.0m and expires in October 2010.

Of the above borrowings, amounts falling due after more than five years total £2,895.0m (2008: £2,656.9m) and £517.7m (2008: £419.6m) falls due after more than two years but not more than five years. The Company's borrowings fall due in more than five years.

The above borrowings are stated after the deduction of issue costs of £9.8m (2008: £8.7m). Certain interest costs in respect of index linked bonds are not payable until the principal amount of the bond is repaid and are included within the carrying value of the borrowings stated above. The amount included in the carrying value of the borrowings at 31 March 2009 is £80.7m (2008: £51.3m).

## 17 Financial instruments

The Group's funding, liquidity and exposure to interest rate, foreign currency exchange and credit risks are managed within a frame work of policies and guidelines authorised by the board of Directors. In accordance with these policies, and in accordance with covenants set out as part of bond issuances made by the Company, financial derivatives are used to manage financial exposures.

The Treasury function is responsible for managing banking and liquidity requirements of the Group, risk management relating to interest rate and foreign exchange exposures, and for managing the credit risk relating to banking counterparties with which it transacts. The department operations are governed by policies determined by the Board and any breaches of these polices are reported to the Audit Committee.

### Categories of financial instruments

The categories of financial assets and liabilities held by the Group were as follows:

| | Book Value | |
|---|---|---|
| | **2009** | 2008 |
| | **£m** | £m |
| **Financial assets held at amortised cost** | | |
| Equity investments | **0.2** | 0.2 |
| Trade debtors | **44.7** | 53.0 |
| Short term deposits | **33.9** | 51.4 |
| | **78.8** | 104.6 |
| **Financial assets at fair value** | | |
| Derivative financial instruments in designated hedging relationships | **89.1** | 48.7 |
| Derivative financial instruments through the profit and loss account | **9.2** | - |
| | **98.3** | 48.7 |
| **Total financial assets** | **177.1** | 153.3 |

| | Book Value | |
|---|---|---|
| | **2009** **£m** | 2008 £m |
| **Financial liabilities held at amortised cost** | | |
| Trade creditors | **39.1** | 41.3 |
| Accrued interest | **54.0** | 47.2 |
| Other accruals | **86.5** | 77.7 |
| Bank loans and overdrafts | **192.8** | 201.8 |
| Bonds | **2,361.4** | 2,093.3 |
| Shareholder loans | **533.6** | 563.6 |
| | **3, 267.4** | 3,024.9 |
| **Financial liabilities at fair value** | | |
| Bonds | **337.7** | 289.6 |
| Derivative financial instruments in designated hedging relationships | **50.2** | 10.4 |
| Onerous contract swaps | **183.7** | 180.8 |
| Derivative financial instruments through the profit and loss account | **-** | 3.5 |
| | **571.6** | 484.3 |
| **Total financial liabilities** | **3,839.0** | 3,509.2 |

**Onerous contract swaps**

In 2005 the Group entered into interest rate swap contracts to fix the Group's interest cost relating to (floating rate) bridging loans which were in place at the time. In October 2005, permanent long term capital markets debt was issued to replace floating rate bridging loans. At that point these swaps became obsolete and consequently matching swaps were transacted (under which the Group received fixed rate interest) to close out the position. The crystallised loss was recognised in the profit and loss and a discounted provision equal to the market value of the matched swaps was established under onerous contract provision (see note 18). At 31 March 2009 the provision for onerous contract swap loss was £183.7m (2008: £180.8m).

**Fair values**

The Group's financial instruments recorded at amortised cost are shown below together with their fair values:

| | **31 March 2009** | | 31 March 2008 | |
|---|---|---|---|---|
| | **Book Value £m** | **Fair Value £m** | Book Value £m | Fair Value £m |
| Bonds | **2,361.4** | **2,199.6** | 2,093.3 | 2,050.6 |
| Shareholder loans | **533.6** | **406.8** | 563.6 | 528.9 |
| | **2,895.0** | **2,606.4** | 2,656.9 | 2,579.5 |

Fair values of bonds and shareholder loans have been determined by reference to closing quoted market values where available or otherwise by discounting future cash flows at their market interest rate.

The carrying value of all other financial assets and liabilities approximates to their book value.

**Risks**

Exposure to counterparty credit risk, interest rate risk, currency risk and liquidity risk arise in the normal course of business. The extent of any exposures and the policies implemented to manage them are set out below:

**Credit risk**

Credit risk is the risk that a counterparty will default on its obligation resulting in financial loss to the company.

The maximum exposure to credit risk is the carrying value of financial assets as follows:

| | **31 March 2009 £m** | 31 March 2008 £m |
|---|---|---|
| Net trade receivables | **44.7** | 53.0 |
| Financial derivative assets | **98.3** | 48.7 |
| Short term deposits | **33.9** | 51.4 |
| | **176.9** | 153.1 |

Counterparty credit risks arising from financial derivatives are managed through the maintenance of financial limits, subject to a minimum credit rating of "A" or equivalent allocated by a recognised major ratings group. In respect of short term cash management, counter parties are subject to review and approval according to defined criteria. The Group conducted a review of counterparty credit risk and concluded that no adjustment was required to reflect the net credit risk in arriving at the fair value of financial instruments stated in the balance sheet.

Trade receivables predominantly relate to transportation income from gas shippers. Credit risk arising from the Group's regulated business is managed in accordance with industry standards as set out by the Unified Network Code. The Group contracts with shippers having investment grade ratings only, or where suitable collateral or cash prepayments are made.

Trade receivables from non-transportation income relates to consumers and businesses in relation to works for alterations, diversions, meters or damage repairs. In 2008/09 non-transportation receivables were 11.0% (2007/08: 12.6 %) of net trade receivables. An impairment allowance has been set aside according to the Group's impairment policy.

The largest transportation debtor is £12.9m (2008: £15.3m). There is no material credit exposure to any one customer.

The ageing of trade receivables net of impairment allowance were:

| | **31 March 2009 £m** | 31 March 2008 £m |
|---|---|---|
| Not past due | **43.6** | 48.3 |
| Past due 0-30 days | **0.3** | 1.3 |
| Past due 31-90 days | **0.3** | 1.9 |
| Past due over 90 days | **0.5** | 1.5 |
| | **44.7** | 53.0 |

The movement in the allowance for impairment of trade receivables was:

| | **31 March 2009 £m** | 31 March 2008 £m |
|---|---|---|
| Balance at 1 April 2008 | **0.9** | 0.5 |
| Increases in allowance for impairment | **0.2** | 0.4 |
| Impairment losses recognised | **-** | - |
| Balance at 31 March 2009 | **1.1** | 0.9 |

In addition there are credit note provisions against trade debtors of £1.0m (2008: £1.0m).

At the end of each reporting period a review of the provision for bad and doubtful debts is performed taking in to account the age, status and risk of recovery for each receivable.

### Liquidity risk

Liquidity risk, the risk that the Group will have insufficient funds to meet liabilities as they fall due, is ultimately managed by the treasury function, which has defined an appropriate liquidity risk framework for the management of the Group's short, medium and long term funding and liquidity requirements. The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

The contractual maturity of the Group's financial assets and liabilities are shown in the following tables. The amounts shown are gross cash inflows/(outflows) with the exception of financial derivatives settled on a net basis where the amounts represent undiscounted net cash flows. When the amount payable is not fixed, the amount disclosed is determined by reference to relevant conditions existing at the reporting date.

| | | | | 2009 | | | |
|---|---|---|---|---|---|---|---|
| | 0-12 Months £m | 1-2 years £m | 2-5 years £m | > 5 years £m | Contractual cash flows £m | Interest / Discounting £m | Carrying value £m |
| **Financial liabilities loans and borrowings** | | | | | | | |
| Bank overdrafts | (12.9) | - | - | - | (12.9) | - | (12.9) |
| Bank loans | (1.8) | (180.0) | - | - | (181.8) | 1.8 | (180.0) |
| Shareholder loans | (66.7) | (66.7) | (200.4) | (617.1) | (950.9) | 417.3 | (533.6) |
| Bonds | (95.8) | (334.2) | (273.0) | (4,132.6) | (4,835.6) | 2,136.5 | (2,699.1) |
| | (177.2) | (580.9) | (473.4) | (4,749.7) | (5,981. 2) | 2,555.6 | (3,425.6) |
| **Derivative financial liabilities** | | | | | | | |
| Hedging interest rate swaps | (11.0) | (11.6) | (34.8) | (102.9) | (160.3) | 110.1 | (50.2) |
| Onerous contract swaps | (19.7) | (19.6) | (59.2) | (125.2) | (223.7) | 40.0 | (183.7) |
| | (30.7) | (31.2) | (94.0) | (228.1) | (384.0) | 150.1 | (233.9) |
| **Other financial liabilities** | | | | | | | |
| Trade and Other payables | (39.1) | - | - | - | (39.1) | - | (39.1) |
| | (39.1) | - | - | - | (39.1) | - | (39.1) |
| **Total financial liabilities** | (247.0) | (612.1) | (567.4) | (4,977.8) | (6,404.3) | 2,705.7 | (3,698.6) |

The Group expects to meets its obligations from cash balances, operating cash flows and re-financing.

The corresponding amounts for 2008 were as follows:

| 2008 | 0-12 Months £m | 1-2 years £m | 2-5 years £m | > 5 years £m | Contractual cash flows £m | Interest / Discounting £m | Carrying value £m |
|---|---|---|---|---|---|---|---|
| **Financial liabilities loans and borrowings** | | | | | | | |
| Bank overdrafts | (11.8) | - | - | - | (11.8) | - | (11.8) |
| Bank loans | (60.3) | (131.1) | - | - | (191.4) | 1.4 | (190.0) |
| Shareholder loans | (70.4) | (70.4) | (211.2) | (722.0) | (1,074.0) | 510.4 | (563.6) |
| Bonds | (101.3) | (99.9) | (561.2) | (3,835.7) | (4,598.1) | 2,215.2 | (2,382.9) |
| | (243.8) | (301.4) | (772.4) | (4,557.7) | (5,875.3) | 2,727.0 | (3,148.3) |
| **Derivative financial liabilities** | | | | | | | |
| Fair value swaps | (1.1) | (1.4) | (4.1) | (41.5) | (48.1) | 37.7 | (10.4) |
| Onerous contract swap | (19.8) | (19.8) | (60.7) | (143.8) | (244.1) | 63.3 | (180.8) |
| Interest rate swaps | (0.8) | (0.4) | (1.2) | (1.6) | (4.0) | 0.5 | (3.5) |
| | (21.7) | (21.6) | (66.0) | (186.9) | (296.2) | 101.5 | (194.7) |
| **Other financial liabilities** | | | | | | | |
| Trade and Other payables | (41.3) | - | - | - | (41.3) | - | (41.3) |
| | (41.3) | - | - | - | (41.3) | - | (41.3) |
| **Total financial liabilities** | (306.8) | (323.0) | (838.4) | (4,744.6) | (6,212.8) | 2,828.5 | (3,384.3) |

### Currency risk

The Group generally transacts in sterling denominated currency with the exception of certain material purchases and bond financing.

The Group enters into cross currency swap agreements from time to time with the effect of converting contractual commitments denominated in foreign currencies into sterling obligations. At 31 March 2009 the Group had no foreign currency exposure in relation to purchase contract commitments.

As at 31 March 2009 the Group had 365m Euro denominated bonds in issue with a carrying value of £337.7m (2008: £289.6m). The Group has cross currency swap agreements in place to hedge movements in the euro bonds as a result of which the Group has no exposure to currency risk related to these bonds at the balance sheet date. These financial derivatives are further described under fair value hedges.

### Interest rate risk

The Group limits the impact of interest rate risk by implementing a policy of 80-85% of borrowing being either at fixed or index linked, excluding borrowing from shareholders. Derivative financial instruments are transacted to hedge risk in accordance with this policy.

The impact of a change in interest rates on financial derivatives is dependent on whether their designation is fair value through the profit or loss, or if designated as cash flow hedges then the impact will be through equity.

The following table represents the annualised impact (net of deferred tax) of 100 basis point change in short term interest rates at the reporting date in relation to equity and income statement. The analysis assumes that all other variables remain constant.

| | 31 March 2009 £m | 31 March 2008 £m |
|---|---|---|
| Impact on income statement | | |
| Floating rate instruments | (6.7) | (6.5) |
| Fixed to floating swaps | (0.8) | (0.8) |
| | (7.5) | (7.3) |
| Impact on equity | | |
| Floating to fixed swaps | 2.6 | 2.6 |
| | 2.6 | 2.6 |

**Cash flow hedges**

Cash flow hedges comprise floating to fixed interest rate swaps of future interest payments relating to existing bonds. Receipts and payments for the swaps and the underlying bonds are exactly matched and in accordance with FRS 26 any gain or loss that is deferred to equity is recognised in profit or loss over the period that the floating rate interest payments impact on profit.

The movement before deferred tax taken to equity in respect of cash flow hedges in the year was £45.8m loss (2008: £19.6m loss). The hedge reserve movement is expected to unwind in profit or loss over the course of the next 34 years.

**Fair value hedges**

The Group has also entered into cross currency swaps to hedge the fair value of 365m bonds denominated in Euros into sterling obligations. The relevant swaps and bonds are a designated hedge relationship and accordingly gains or losses are offset in the year through profit or loss to the extent that the hedge is effective.

Movements on fair value swaps at 31 March 2009 were a £48.3m gain (2008: £43.9m gain) and on the related hedged 365m Euro denominated bonds at 31 March 2009 were £48.1m (2008: £43.6m loss).

**Movement in derivatives included in income statement**

The net movement included within interest in the income statement for financial derivatives is as follows:

| | 31 March 2009 £m | 31 March 2008 £m |
|---|---|---|
| Net fair value gains/(losses) | **12.7** | 4.2 |
| Less: net amounts (paid)/received | **(1.3)** | 2.1 |
| Net movement in financial derivatives | **11.4** | 6.3 |

In addition the movement on onerous swap contracts in the period was £22.7m loss (2008: £13.3m) included in discount unwind within interest payable.

## 18 Provisions for liabilities

| Group | Onerous financial instruments £m | Environmental £m | Deferred tax £m | Other Provisions £m | Total £m |
|---|---|---|---|---|---|
| At 1 April 2008 | 180.8 | 27.5 | 227.4 | 15.9 | 451.6 |
| Arising during the year | - | 0.4 | - | 0.8 | 1.2 |
| Utilised during the year | (19.8) | - | - | (5.8) | (25.6) |
| Released during the year | - | (2.0) | - | (0.3) | (2.3) |
| Net movement in deferred tax | - | - | (12.4) | - | (12.4) |
| Amortisation of discount | 22.7 | 1.5 | - | - | 24.2 |
| **At 31 March 2009** | **183.7** | **27.4** | **215.0** | **10.6** | **436.7** |

### Onerous financial instruments

The onerous financial instruments provision relates to interest rate swap contracts which the Group holds (see note 17). The provision recorded at each balance sheet date represents the aggregate fair value of the swap contracts held. The provision will be utilised as cash settlement payments are made over the life of the swaps over the next eighteen years.

### Environmental

The environmental provision represents the Directors' best estimate of environmental restoration costs, where the Group has a legal obligation to restore sites at the balance sheet date. The provision has been discounted and is stated at the present value of the estimated expenditure to settle the obligation. This provision is expected to be utilised over the next twenty years.

### Deferred tax

The net movement on the deferred tax provision has arisen as a result of a surrender of tax losses during the year, offset by other movements in the year of which £0.9m is recorded as a charge to the profit and loss account and £13.3m is recorded as a credit to the Statement of Total Recognised Gains and Losses.

The Company has no provisions in either year.

Deferred tax recognised in the financial statements (excluding deferred tax recognised in respect of pension liabilities - see note 26) is as follows:

| | Group | | Company | |
|---|---|---|---|---|
| | **31 March 2009 £m** | 31 March 2008 £m | **31 March 2009 £m** | 31 March 2008 £m |
| Accelerated capital allowances | **(292.1)** | (275.2) | - | - |
| Deferred tax asset on losses | **51.7** | 40.6 | - | - |
| Deferred tax on cash flow hedges | **14.0** | 0.8 | - | - |
| Other timing differences | **11.4** | 6.4 | - | - |
| | **(215.0)** | (227.4) | - | - |

The Group has unrecognised deferred tax assets in respect of unutilised tax losses of £191.4m (2008: £123.0m). Deferred tax assets have been recognised in respect of tax losses to the extent that it is considered probable that these assets will be recovered. Deferred tax assets have not been recognised in respect of unutilised tax losses in the Company amounting to £53.6m (2008: £34.4m).

In accordance with FRS 19 ("Deferred tax"), deferred tax has been measured based upon a corporation tax rate of 28%, being the tax rate substantively enacted at the balance sheet date.

**Others**

This represents a provision for other legal and constructive obligations held by the Group. This provision is expected to be utilised over the next fifteen years.

# 19 Share capital

| | 31 March 2009 | | 31 March 2008 | |
|---|---|---|---|---|
| | **Number** | **Value (£m)** | Number | Value (£m) |
| **Authorised share capital** | | | | |
| 'A' ordinary shares of £1 each | **3,764,974,998** | **3,765.0** | 4,000,000,000 | 4,000.0 |
| 'B' ordinary shares of £1 each | **1,882,487,499** | **1,882.5** | 2,000,000,000 | 2,000.0 |
| 'C' ordinary shares of £1 each | **1,882,487,499** | **1,882.5** | 2,000,000,000 | 2,000.0 |
| 'A' ordinary shares of 57.25p each | **235,025,002** | **134.5** | - | - |
| 'B' ordinary shares of 57.25p each | **117,512,501** | **67.3** | - | - |
| 'C' ordinary shares of 57.25p each | **117,512,501** | **67.3** | - | - |
| | **8,000,000,000** | **7,799.1** | 8,000,000,000 | 8,000.0 |

| | 31 March 2009 | | 31 March 2008 | |
|---|---|---|---|---|
| | **Number** | **Value (£m)** | **Number** | **Value (£m)** |
| **Allotted, called up and fully paid shares** | | | | |
| 'A' ordinary shares of 57.25p (2008: £1) each | **235,025,002** | **134.5** | 235,025,002 | 235.0 |
| 'B' ordinary shares of 57.25p (2008: £1) each | **117,512,501** | **67.3** | 117,512,501 | 117.5 |
| 'C' ordinary shares of 57.25p (2008: £1)each | **117,512,501** | **67.3** | 117,512,501 | 117.5 |
| Total | **470,050,004** | **269.1** | 470,050,004 | 470.0 |

The 'A', 'B' and 'C' ordinary shares rank pari passu in all respects.

On 19 November 2008, the Company reduced the nominal value of its issued, called and paid shares to 57.25p each. Consequently, the total value of called up share capital decreased by £200.9m.

## 20 Reserves

| | Hedge reserve | | Profit and loss account | |
|---|---|---|---|---|
| | **Group £m** | **Company £m** | **Group £m** | **Company £m** |
| At 1 April 2008 | 2.2 | - | (443.1) | (154.1) |
| (Loss)/profit for the financial year | - | - | (85.1) | 59.3 |
| Reduction of capital (see note 19) | - | - | 200.9 | 200.9 |
| Dividends paid on equity shares (see note 10) | - | - | (90.0) | (90.0) |
| Movement on cash flow hedges | 45.8 | - | - | - |
| Deferred tax on cash flow hedges | (13.2) | - | - | - |
| Actuarial loss on defined benefit pension scheme (net of related tax) | - | - | (53.8) | - |
| **At 31 March 2009** | **34.8** | **-** | **(471.1)** | **16.1** |

## 21 Reconciliation of movements in Group shareholders' funds

| | **Year ended 31 March 2009 £m** | Year ended 31 March 2008 £m |
|---|---|---|
| Loss for the financial year | **(85.1)** | (80.9) |
| Dividend paid on equity shares (see note 10) | **(90.0)** | - |
| Cash flow hedges (net of deferred tax) | **(32.6)** | (13.6) |
| Actuarial (loss)/gain on defined benefit pension scheme (net of related tax) | **(53.8)** | 34.1 |
| Net decrease in shareholders' funds | **(261.5)** | (60.4) |
| Opening shareholders' funds | **24.7** | 85.1 |
| **Closing shareholders' funds** | **(236.8)** | 24.7 |

## 22 Cash flow from operating activities

Reconciliation of operating profit to net cash inflow from operating activities:

| **Continuing operations** | **Year ended 31 March 2009 £m** | Year ended 31 March 2008 £m |
|---|---|---|
| Operating profit | **150.0** | 128.3 |
| Depreciation charge | **92.7** | 82.9 |
| Goodwill amortisation | **9.6** | 9.6 |
| Amortisation of deferred income | **(1.9)** | (1.2) |
| Profit on disposal of fixed assets | **(0.5)** | (1.0) |
| Increase/(decrease) in debtors | **13.2** | (16.0) |
| Decrease(increase) in creditors | **(23.3)** | 19.0 |
| Movement in provisions | **(6.0)** | (17.2) |
| **Total net cash inflow from operating activities** | **233.8** | 204.4 |

## 23 Analysis of net debt

| | 1 April 2008 £m | Cash flow £m | Non-cash changes £m | 31 March 2009 £m |
|---|---|---|---|---|
| Bank overdraft | (11.8) | (1.1) | - | (12.9) |
| Debt due within one year: | | | | |
| - Bank loans | (60.0) | 60.0 | - | - |
| - Financial instruments | (14.0) | 1.4 | (37.6) | (50.2) |
| Debt due after more than one year: | | | | |
| - Bonds | (2,382.9) | (240.0) | (76.2) | (2,699.1) |
| - Bank loans | (130.0) | (50.0) | - | (180.0) |
| - Shareholders' loans | (563.6) | 30.0 | - | (533.6) |
| Onerous financial instruments | (180.8) | 19.8 | (22.7) | (183.7) |
| Other financial instruments | 48.7 | - | 49.6 | 98.3 |
| Short term deposits | 51.4 | (17.5) | - | 33.9 |
| | **(3,243.0)** | **(197.4)** | **(86.9)** | **(3,527.3)** |

Short term deposits comprise short term highly liquid investments with a maturity of three months or less.

Non-cash changes noted above represent fair value movements on financial instruments (see note 17) and interest incurred on index linked bonds during the year which has not been paid and has been included within the carrying value of amounts borrowed.

## 24 Operating lease commitments

The Group has lease agreements in respect of properties for which the payments extend over a number of years.

| | 31 March 2009 £m | 31 March 2008 £m |
|---|---|---|
| **Annual commitments under non-cancellable operating leases** | | |
| Within one year | - | - |
| Within two to five years | **0.3** | 0.2 |
| After five years | **0.8** | 0.7 |
| | **1.1** | 0.9 |

The Company has no operating lease commitments in either year.

## 25 Capital commitments

Capital projects contracted for by the Group but not provided in the financial statements amounted to £15.9m at 31 March 2009 (31 March 2008: £12.9m). The Company has no capital commitments at 31 March 2009 (31 March 2008: £nil).

## 26 Pension commitments

A significant proportion of the Group's employees are members of the Scotia Gas Networks Pension Scheme ("the Scheme"). The Scheme provides final salary defined benefits for employees who joined the Lattice Group Scheme prior to 31 March 2002. A defined contribution section was added to the Lattice Group Scheme from 1 April 2002 for employees joining the Lattice Group Scheme from that date. Employees of the Group who were previously members of the Lattice Group Scheme transferred to the Scotia Gas Networks Pension Scheme on 1 December 2005.

**a) Defined benefit scheme**

The Scheme is operated by the Group and is funded with assets held in separate trustee administered funds. It is subject to independent valuations at least every three years, on the basis of which the qualified actuary determines the rate of employers' contribution, which, together with the specified contributions payable by the employees and proceeds from the scheme's assets, are expected to be sufficient to fund the benefits payable under the scheme.

The latest full actuarial valuation was carried out as at 31 March 2006. In accordance with FRS 17, a limited actuarial review has been carried out by Hymans Robertson at 31 March 2009 using the projected unit method.

The following financial assumptions have been used:

| | **As at 31 March 2009** | As at 31 March 2008 | As at 31 March 2007 | As at 31 March 2006 |
|---|---|---|---|---|
| Discount rate | **6.7% p.a.** | 6.9% p.a. | 5.4% p.a. | 4.9% p.a. |
| Inflation assumption | **3.0% p.a.** | 3.5% p.a. | 3.1% p.a. | 2.9% p.a. |
| Rate of increase of salaries | **4.5% p.a.** | 5.0% p.a. | 4.6% p.a. | 4.4% p.a. |
| Rate of increase of pensions payment | **3.0% p.a.** | 3.5% p.a. | 3.1% p.a. | 2.9% p.a. |

The assumptions relating to longevity underlying the pension liabilities are based on standard actuarial mortality tables and include impact of medium cohort improvements with a 1.5% p.a. underpin in the longevity assumption. The assumed life expectancy in years for a member once they reach age 65 is as follows:

| | **As at 31 March 2009 Male** | **As at 31 March 2009 Female** | As at 31 March 2008 Male | As at 31 March 2008 Female | As at 31 March 2007 Male | As at 31 March 2007 Female |
|---|---|---|---|---|---|---|
| Member currently aged 65 | **23** | **26** | 21 | 23 | 21 | 23 |
| Member currently aged 45 | **26** | **28** | 22 | 24 | 22 | 24 |

## Scotia Gas Networks Limited

The fair value of the assets in the scheme, the present value of the liabilities in the scheme and the expected rate of return were:

| | **31 March 2009** | | 31 March 2008 | | 31 March 2007 | |
|---|---|---|---|---|---|---|
| | Long term rate of return expected | Value £m | Long term rate of return expected | Value £m | Long term rate of return expected | Value £m |
| Equities | **7.7%** | **194.7** | 8.0% | 234.5 | 8.0% | 235.7 |
| Government bonds | **4.2%** | **63.6** | 4.5% | 71.5 | 4.5% | 64.3 |
| Corporate bonds | **6.7%** | **30.2** | 6.9% | 25.8 | 5.1% | 31.3 |
| Property | **5.2%** | **12.4** | 5.5% | 22.5 | 5.5% | 15.3 |
| Cash | **2.2%** | **17.2** | 5.8% | 14.6 | 5.9% | 1.0 |
| Total market value of assets | | **318.1** | | 368.9 | | 347.6 |
| Actuarial value of liabilities | | **(368.8)** | | (341.7) | | (414.6) |
| (Deficit)/surplus in scheme | | **(50.7)** | | 27.2 | | (67.0) |
| Related deferred tax asset/(liability) | | **14.2** | | (7.6) | | 20.1 |
| **Net pension (liability)/ asset** | | **(36.5)** | | 19.6 | | (46.9) |

**Movement in fair value of scheme assets**

| | **Year ended 31 March 2009 £m** | Year ended 31 March 2008 £m |
|---|---|---|
| At 1 April | **341.7** | 347.6 |
| Expected return on scheme assets | **26.9** | 25.4 |
| Contributions from scheme members | **1.9** | 1.7 |
| Contributions from the company | **34.5** | 34.2 |
| Actuarial gains and losses | **(82.8)** | (36.8) |
| Benefits paid | **(4.1)** | (3.2) |
| Restriction of recognised surplus | - | (27.2) |
| **As at 31 March** | **318.1** | 341.7 |

The Group has an obligation to make cash contributions as agreed with the Pension Trustees and cannot restrict future contributions or obtain refunds without agreement of the Trustees. Accordingly the recoverable value of the pension asset at 31 March 2008 was restricted to £nil.

**Movement in fair value of scheme liabilities**

| | Year ended 31 March 2009 £m | Year ended 31 March 2008 £m |
|---|---|---|
| At 1 April | **(341.7)** | (414.6) |
| Service cost | **(13.5)** | (18.4) |
| Interest cost | **(23.9)** | (22.8) |
| Contributions from scheme members | **(1.9)** | (1.7) |
| Actuarial gains and losses | **8.1** | 112.6 |
| Benefits paid | **4.1** | 3.2 |
| **At 31 March** | **(368.8)** | (341.7) |

The Group's contribution rate during the year was 37.3% of pensionable earnings. Additionally, the Group made special pension contributions to repair the deficit amounting to £13.5m. The expected contributions to be made in the year to 31 March 2010 are 37.3% of pensionable salary.

The actual loss on scheme assets was £109.7m (2008: loss of £62.2m).

The cumulative amount of actuarial losses recognised in the statement of total recognised gains and losses since the adoption of FRS 17 is £27.4m (2008: gains of £26.4m).

**Analysis of the amounts recognised in the profit and loss account**

| | Year ended 31 March 2009 £m | Year ended 31 March 2008 £m |
|---|---|---|
| **Amount charged to operating profit:** | | |
| Current service cost | **(13.5)** | (18.4) |
| **Analysis of the amount credited to finance income:** | | |
| Expected return on pension scheme assets (see note 6) | **26.9** | 25.4 |
| Interest on pension scheme liabilities (see note 6) | **(23.9)** | (22.8) |
| Net finance income | **3.0** | 2.6 |
| **Net charge to the profit and loss account** | **(10.5)** | (15.8) |

**Analysis of the amount recognised in the statement of total recognised gains and losses (STRGL)**

| | **Year ended 31 March 2009 £m** | Year ended 31 March 2008 £m |
|---|---|---|
| Actual return less expected return on pension scheme assets | **(82.8)** | (36.8) |
| Experience gains/(losses) on scheme liabilities | **-** | - |
| Changes in financial assumptions underlying the present value of the scheme liabilities | **8.1** | 112.6 |
| Restriction of recognised surplus | **-** | (27.2) |
| Deferred tax | **20.9** | (14.5) |
| **Actuarial (loss)/gain recognised in STRGL** | **(53.8)** | 34.1 |

There were no amounts recognised in the statement of total recognised gains and losses for the period from 10 November 2003 (date of incorporation of the Company) to 31 March 2005, and accordingly there were no experience gains and losses for this period.

| History of experience gains and losses | Year ended 31 March 2009 | Year ended 31 March 2008 | Year ended 31 March 2007 |
|---|---|---|---|
| Difference between the expected and actual return on scheme | **(£82.8m)** | (£36.8m) | (£3.4m) |
| - Percentage of scheme assets at year end | **(26.0%)** | (10.0%) | (1.0)% |
| Experience gains and losses on scheme liabilities | - | - | (£31.3m) |
| - Percentage of the present value of scheme liabilities at year end | - | - | (7.5%) |
| Changes in financial assumptions underlying scheme liabilities | **£8.1m** | £112.6m | £31.0m |
| - Percentage of the present value of scheme liabilities at year end | **2.2%** | 32.2% | 7.5% |
| Total actuarial gains/(losses) recognised in the statement of total recognised gains and losses | **(£74.7m)** | £75.8m | (£3.7m) |
| - Percentage of the present value of scheme liabilities at year end | **20.2%** | 22.2% | (0.9%) |

| Movement in surplus/(deficit) during the year | £m | £m | £m |
|---|---|---|---|
| Surplus/(deficit) in scheme at start of year | - | (67.0) | (59.2) |
| Movement in year: | | | |
| - Current service costs | **(13.5)** | (18.4) | (19.7) |
| - Contributions | **34.5** | 34.2 | 12.8 |
| - Other finance income | **3.0** | 2.6 | 2.8 |
| - Actuarial gain/(loss) | **(74.7)** | 75.8 | (3.7) |
| Restriction of recognised surplus | - | (27.2) | - |
| Surplus/(deficit) in scheme at end of the year | **(50.7)** | - | (67.0) |

### (b) Defined contribution schemes

The amounts recognised in the profit and loss account are as follows:

| | Year ended 31 March 2009 £m | Year ended 31 March 2008 £m |
|---|---|---|
| Amount charged in respect of defined contribution schemes | **1.7** | **1.4** |

## 27 Related parties

The Company is owned by a consortium consisting of Scottish and Southern Energy plc (50%), OTPPB Investments (UK) Limited (25%), which is owned by Ontario Teachers' Pension Plan Board and Borealis Infrastructure Europe (UK) Limited (25%) which is indirectly wholly owned by OMERS Administration Corporation.

It is the opinion of the Directors that the Group and Company have no single controlling party as the Company is controlled jointly by the consortium.

**Transactions with shareholders**

Amounts owed to shareholders and loans from shareholders are set out below:

| | Group | |
|---|---|---|
| | **31 March 2009 £m** | 31 March 2008 £m |
| **Shareholders' loans:** | | |
| Scottish and Southern Energy plc | **266.8** | 281.8 |
| Borealis (Luxembourg) SCA | **133.4** | 140.9 |
| OTPPB Investments (UK) Limited | **133.4** | 140.9 |
| | **533.6** | 563.6 |
| **Interest owed to shareholders:** | | |
| Scottish and Southern Energy plc | **11.3** | 11.9 |
| Borealis (Luxembourg) SCA | **5.7** | 5.9 |
| OTPPB Investments (UK) Limited | **5.7** | 5.9 |
| | **22.7** | 23.7 |
| **Other amounts owed to shareholders:** | | |
| Scottish and Southern Energy plc | **9.7** | 10.2 |

The aggregate interest expense charged to the profit and loss account in respect of shareholders' loans was £67.1m (year ended 31 March 2008: £70.6m). Interest accrues on the shareholders' loans at a fixed rate of 12.5% per annum, and is payable semi-annually in arrears on 30 November and 31 May each year. The Company may, upon giving due notice, elect to pay some or all of the interest payable through the issuance of further loans to its shareholders. During the year, there were no additional loans issued in this way (year ended 31 March 2008: £nil).

During the year the Company repaid £30m (2008: £nil) of the loans to its shareholders.

Other than interest charges relating to shareholder loans, the following transactions took place during the year between the Group and the Scottish and Southern Energy plc group of companies ("SSE").

| | **Year ended 31 March 2009 £m** | Year ended 31 March 2008 £m |
|---|---|---|
| Sales of goods and services | **133.8** | 107.1 |
| Purchase of goods and services | **(74.2)** | (63.3) |
| Sale of tax losses | **0.7** | 7.8 |

Sales of goods and services to SSE primarily represent gas transportation services. At 31 March 2009 an amount of £13.2m (2008: £15.3m) was owed by SSE in relation to these services and is included within trade debtors.

SSE provides services to the Group in the form of a management services agreement for corporate services. The Group also purchases certain items such as consumables stock and shrinkage gas from SSE. Included within purchases of goods and services are direct costs in relation to tangible fixed asset and acquisitions projects incurred by SSE which have been recharged to the Group. These costs amount to £1.8m (year ended 31 March 2008: £8.3m) which have been capitalised in the year.

During the year, the Group surrendered gross tax losses of £36.2m to SSE relating to the period ended 31 March 2008 (2008: £59.2m) for an aggregate cash consideration of £0.6m (2008: £7.8m).