

Northern Gas Networks Holdings Limited

Annual Report and accounts
for the year ended 31 December 2012

Registered number: 5213525

Directors' report

For the year ended 31 December 2012

The directors present their Annual Report on the affairs of the group, together with the accounts and auditor's report, for the year ended 31 December 2012.

Principal activity

The principal activity of the group throughout the year was the distribution of gas through the North of England network.

The subsidiary undertakings principally affecting the profits or net assets of the group in the year are listed in note 12 to the accounts.

Business review

Group operating profit for the year is £101.6m which is better than the prior year of £84.8m, excluding the exceptional restructuring cost of £11.9m, as a result of a £31.2m increase in revenue from £346.9m in the prior year to £378.1m for 2012, offset by cost increases of only £14.4m due to tight cost management.

The group has debt before financing costs of £1,197.1m (2011 - £1,146.8m) at the year end. This comprises:

- bank loans of £46.0m (2011 - £96.0m) which carry interest at LIBOR plus a margin of 0.71%;
- bonds of £198.9m (2011 - £198.7m) which carry interest of 5.875% and are repayable in 2019;
- bonds of £197.2m (2011 - £197.1m) which carry interest of 5.625% and are repayable in 2040;
- bonds of £505.0m (2011 - £505.0m) which carry interest of 4.875%, £250.0m of which is repayable in 2027 and £255.0m in 2035;
- loans of £210.0m (2011 - £150.0m) carrying interest at 3 month LIBOR plus a margin which varies by facility as detailed in note 15 to the accounts, £25.0m of which is repayable in 2023 and £185.0m in 2024; and
- a loan of £40.0m (2011 - £nil) which carries interest of 3.446% and is repayable in 2024.

This debt structure has given rise to interest payable and similar charges of £61.5m (2011 - £60.1m).

The tax charge for the year was £6.2m (2011 - £0.7m) which represents an effective tax rate of 16% (2011 - 6%). The tax charge and effective tax rate are lower than expected due to a £8.8m (2011 - £8.7m) deferred tax credit as a result of the adjustment of the opening deferred tax liability to reflect the changes in UK corporation tax rates from 25% to 23% (2011 - 27% to 25%). Excluding the one off benefit, the effective tax rate would have been higher.

Capital expenditure ("Capex") for the year was £35.1m (2011 - £44.3m) principally focused on investment in network assets and new IT systems used to support many of the group's operational business activities.

Directors' report (continued)

The group generated a net cash inflow from operating activities for the year of £138.0m (2011 - £133.7m). At the end of the year, the group's undrawn borrowing facilities available for use amounted to £189.0m (2011 - £164.0m).

Business strategy

The group's purpose is to provide safe and secure gas supplies to the people and the businesses within the distribution network. The group's vision of success is to be consistently benchmarked by the regulators, Ofgem and the Health and Safety Executive ("HSE") as being in the top two comparable utilities in safety management, efficiency and customer service.

Key performance indicators (KPI's)

The key financial and non-financial performance indicators used by the Board of Directors in their monitoring of the group, focus on these areas of safety management, efficiency and customer service. Key financial and non-financial performance indicators include:

	2012	2011
Financial performance		
EBITDA*	£153.6m	£134.4m
Net cash from operating activities	£138.0m	£133.7m
Dividends paid	£82.0m	£72.0m
Post maintenance interest coverage ratio	2.0	1.6
EBITDA* interest coverage ratio	2.5	2.2
Senior net debt/Regulatory asset value	65.8%	65.8%
* Profit before interest, tax, depreciation, amortisation and exceptional costs		
Customer service		
Quarterly customer satisfaction survey for repair, replacement and connections	8 out of 10	8 out of 10
Safety management		
Number of lost time injuries to employees and contractors	3	4
Reported injuries to members of the general public	2	1

Directors' report (continued)

Environment

The group recognises the importance of its environmental responsibilities and undertakes its operations in an environmentally sensitive manner, complying with all relevant legislative requirements and higher standards where possible. The group is committed to the protection of the environment in the region it serves. The group's environmental management systems are certified under ISO 14001 and OHSAS 18001. This helps the directors deal proactively with future environmental issues and legislation and assist in the development of environmentally beneficial projects.

Principal risks and uncertainties

The group's principal risks and uncertainties are set out below.

Regulatory environment, revenue and costs

The gas industry is subject to extensive legal and regulatory obligations and controls which Northern Gas Networks Limited ("NGN"), as the licensed entity must comply with. The application and possible changes of these laws, regulations and regulatory standards could have an adverse affect on the operations and financial position of the group or in the case of misreporting, a potential fine.

Health and safety

There is a risk that an incident within the network leads to injury to an employee, contractor or a member of the general public. Any such incident could have an adverse affect on the reputation of the group, or lead to potential prosecution or reduced productivity.

Price control

From 1 April 2013, the new price control (RIIO-GD1) commences, for which NGN's final proposals have been received and agreed. This gives NGN security over regulated revenue until 2021.

Network performance

If the network assets were to fail it could result in a loss in supply of gas to customers and associated adverse publicity and an unexpected increase in costs.

Employees

The success of the group depends to a significant extent on the contribution of its employees and the employees of operational contractors. Fair and effective recruitment, training and employee development are critical to the successful functioning and progression of the business. The ability to adapt in a climate of change is dependent on the appointment and retention of a high calibre, competent, flexible, quality conscious and customer focused workforce all of whom are committed to business success and are given appropriate training. NGN's succession planning strategies mean that development of existing staff is crucial. Effective resourcing and selection processes also play a positive role in improving the image of the group in the community it serves.

The group, as an equal opportunities employer, ensures that no job applicant receives less favourable treatment because of his or her age, colour, disability, ethnic or national origin, gender, marital status or sexuality or is disadvantaged by conditions or requirements which are irrelevant to performance and the group's needs.

Directors' report (continued)

Outlook

The directors expect the general level of activity to remain stable given the certainty provided by the RIIO-GD1 price control outcome which runs to 31 March 2021.

Financial risk management objectives and policies

The group's financial instruments, other than derivatives, comprise borrowings, cash, overdrafts and various items such as trade debtors and trade creditors that arise directly from its operations. The main purpose of these financial instruments is to finance the group's operations.

The group also enters into derivative transactions, principally interest rate swaps. The purpose of such transactions is to manage the interest rate risks arising from the group's sources of finance.

The main risks arising from the group's financial instruments are interest rate risk, currency risk and liquidity risk. The Board of Directors reviews and agrees policies for managing each of these risks and they are summarised below.

Interest rate risk

The long term approach adopted in minimising interest rate exposures on debt is as follows:

- To have a balanced debt portfolio comprising a mixture of nominal and index-linked debt aiming to achieve a degree of symmetry with the Regulator's broad approach to setting cost of debt allowances and so as to maintain a debt portfolio consistent with those of comparable utility companies; and
- To structure debt maturities and interest rate hedges in such a way as to provide protection against adverse movements in the indexed regulatory cost of debt allowance.

Currency risk

No exposures are currently identified. Regular monitoring procedures will identify material risks as they arise. Currency risk management is only used to hedge underlying commercial exposures. Therefore trading in currency is prohibited and if an underlying exposure ceases to exist then the corresponding hedge is closed out immediately.

All non-sterling borrowings and associated service costs are hedged into sterling at the time the commitment to draw down is made.

Liquidity risk

The maturities of required committed debt facilities are managed such that at any one time all have a time to maturity of more than one year and that at least 50% by value have a time to maturity of more than two years.

Facilities are staggered to maturity to avoid excessive concentrations in any twelve month period as well as removing refinancing risk if such timeframes coincide with a regulatory reset date. Non-facility debt maturities are also staggered where practicable.

Directors' report (continued)

Going concern

The group's business activities, performance and position, together with its principal risks and uncertainties likely to affect its future development and performance are set out on pages 1 to 4. In addition note 16 to the accounts includes further details of the group's net debt position and details of its derivatives and other financial instruments.

The directors have made enquiries and reviewed the forecasts, including sensitivity analysis, and in light of the facilities available to the group, have a reasonable expectation that the company and 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.

Dividends

The directors do not recommend payment of a final dividend. Interim dividends of 3.3p per share were paid on 25 June 2012 and of 11.1p per share were paid on 20 December 2012 making a total of 14.4p per share for the year (2011 – 12.5p).

Directors

The directors, who served throughout the year except as noted, were as follows:

A Hunter	(Chairman)
M J Horsley	(Chief Executive Officer)
H L Kam	
K S Tso	(resigned 8 February 2013)
C T Wan	(appointed 8 February 2013)
N McGee	
M Robinson	(resigned 4 March 2013)
S Leong	(appointed 4 March 2013)
D Macrae	
L S Chan	(appointed 13 August 2012)
S S Yuen	(appointed 28 August 2012)

Directors' report (continued)

The Board of Directors

The daily operations of the business are managed by the Senior Management Team ("SMT") and the Chief Executive Officer ("CEO"). All significant decisions are referred to the Northern Gas Networks Limited Board of Directors ("the Board") on behalf of the group.

The Board meets at least six times a year. The number of Board meetings held during the year and attendees (including alternates) at the Board meetings are detailed below:

2012		2011	
Date	Attendees	Date	Attendees
17 January	7 out of 7	10 January	8 out of 8
13 March	6 out of 7	14 March	7 out of 8
8 May	6 out of 7	12 May	8 out of 8
24 July	4 out of 7	27 June	9 out of 9
11 September	8 out of 9	5 September	8 out of 8
19 November	8 out of 9	21 November	8 out of 8

The effectiveness of systems and internal controls are reviewed on an ongoing basis by the SMT. The Board is ultimately responsible for the system of internal controls and for the review of their overall effectiveness.

Supplier payment policy

The company's policy, which is also applied by the group, is to settle terms of payment with suppliers when agreeing the terms of each transaction, ensure that suppliers are made aware of the terms of payment and abide by the terms of payment. Trade creditors of the group at 31 December 2012 were equivalent to 4 (2011 – 5) days' purchases, based on the average daily amount invoiced by suppliers during the year.

Charitable and political contributions

During the year the group made charitable donations of £4,315 (2011 - £53,189), principally to local charities serving the communities in which the group operates. No political donations were made (2011 – £nil).

Disabled employees

Applications for employment by disabled persons are always fully considered, bearing in mind the aptitudes of the applicant concerned. In the event of employees becoming disabled every effort is made to ensure that their employment with the group continues and that appropriate training 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 with that of all other employees.

Directors' report (continued)

Employee consultation

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 performance of the group. This is achieved through both formal and informal meetings. Employees are consulted regularly on a wide range of matters affecting their current and future interests. Some employees are eligible to receive an annual bonus related to the overall financial and operational performance of the group.

Auditor

Each of the directors at the date of approval of this report confirms that:

- so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware; and
- the director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

The directors will place a resolution before the annual general meeting to reappoint Deloitte LLP as auditor for the ensuing year.

1100 Century Way
Thorpe Park Business Park
Colton
Leeds
LS15 8TU

By order of the Board,

26 March 2013

M J Horsley
Director

Directors' responsibilities statement

The directors are responsible for preparing the Annual Report and accounts in accordance with applicable law and regulations.

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

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed; and
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the group and company will continue in business.

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

Independent auditor's report

To the Members of Northern Gas Networks Holdings Limited

We have audited the accounts of Northern Gas Networks Holdings Limited for the year ended 31 December 2012 which comprise the group profit and loss account, the group statement of total recognised gains and losses, the group and parent company balance sheets, the group cash flow statement, the statement of accounting policies and the related notes 1 to 27. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards ("United Kingdom Generally Accepted Accounting Practice").

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. 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 auditor's 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 auditor

As explained more fully in the Directors' responsibilities statement, the directors are responsible for the preparation of the accounts and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the accounts in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Through management, 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 accounts may differ from legislation in other jurisdictions.

Scope of the audit of the accounts

An audit involves obtaining evidence about the amounts and disclosures in the accounts sufficient to give reasonable assurance that the accounts are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the group's and the parent company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the accounts. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited accounts. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on accounts

In our opinion the accounts:

- give a true and fair view of the state of the group's and the parent company's affairs as at 31 December 2012 and of the group's profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Independent auditor's report (continued)

Opinion on other matters prescribed by the Companies Act 2006

In our opinion the information given in the Directors' report for the financial year for which the accounts are prepared is consistent with the accounts.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company accounts are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

David Johnson BA FCA (Senior Statutory Auditor)

For and on behalf of Deloitte LLP

Chartered Accountants and Statutory Auditor

Leeds, England

26 March 2013

Consolidated profit and loss account

For the year ended 31 December 2012

	Notes	2012 £'000	2011 £'000
Turnover	1	378,119	346,860
Cost of sales		(13,823)	(10,422)
Gross profit		<u>364,296</u>	<u>336,438</u>
Other operating expenses	2	(262,660)	(263,556)
Operating profit		<u>101,636</u>	<u>72,882</u>
Finance charges (net)	3	(62,666)	(61,780)
Profit on ordinary activities before taxation	4	<u>38,970</u>	<u>11,102</u>
Tax on profit on ordinary activities	7	(6,185)	(675)
Profit for the financial year	20	<u><u>32,785</u></u>	<u><u>10,427</u></u>

The above results arise from continuing operations.

The accompanying notes are an integral part of this consolidated profit and loss account.

Consolidated statement of total recognised gains and losses

For the year ended 31 December 2012

	Notes	2012 £'000	2011 £'000
Profit for the financial year		32,785	10,427
Actuarial gain (loss) relating to the pension scheme	25	9,538	(13,288)
Deferred tax attributable to actuarial gain (loss)		(3,257)	2,524
Total recognised gains and losses relating to the year		39,066	(337)

The accompanying notes are an integral part of this consolidated statement of total recognised gains and losses.

Consolidated balance sheet

31 December 2012

	Notes	2012 £'000	2011 £'000
Fixed assets			
Intangible assets - goodwill	10	184,061	189,711
Tangible assets	11	1,387,135	1,398,463
Investments	12	104	104
		<u>1,571,300</u>	<u>1,588,278</u>
Current assets			
Stock - raw materials		1,278	879
Debtors - due within one year	13	46,909	43,787
Cash at bank and in hand		137	1,892
		<u>48,324</u>	<u>46,558</u>
Creditors: Amounts falling due within one year	14	<u>(131,040)</u>	<u>(188,987)</u>
Net current liabilities		<u>(82,716)</u>	<u>(142,429)</u>
Total assets less current liabilities		1,488,584	1,445,849
Creditors: Amounts falling due after more than one year	15	(1,194,454)	(1,090,807)
Provisions for liabilities excluding pension liability	17	<u>(129,586)</u>	<u>(134,910)</u>
Net assets excluding pension liability		<u>164,544</u>	<u>220,132</u>
Pension liability	25	<u>(12,366)</u>	<u>(25,020)</u>
Net assets including pension liability		<u>152,178</u>	<u>195,112</u>
Capital and reserves			
Called-up share capital	18	571,671	571,671
Profit and loss account	19	<u>(419,493)</u>	<u>(376,559)</u>
Shareholders' funds	20	<u>152,178</u>	<u>195,112</u>

The accompanying notes are an integral part of this consolidated balance sheet.

Company balance sheet

31 December 2012

	Notes	2012 £'000	2011 £'000
Fixed assets			
Investments	12	<u>550,174</u>	<u>550,174</u>
Current assets			
Debtors			
- due within one year	13	1	1
- due after one year	13	24,328	24,328
Cash at bank and in hand		<u>1</u>	<u>1</u>
		24,330	24,330
Creditors: Amounts falling due within one year	14	<u>(2,728)</u>	<u>(2,728)</u>
Net current assets		<u>21,602</u>	<u>21,602</u>
Total assets less current liabilities		<u>571,776</u>	<u>571,776</u>
Net assets		<u>571,776</u>	<u>571,776</u>
Capital and reserves			
Called-up share capital	18	571,671	571,671
Profit and loss account	19	<u>105</u>	<u>105</u>
Shareholders' funds		<u>571,776</u>	<u>571,776</u>

The accompanying notes are an integral part of this company balance sheet.

The accounts of Northern Gas Networks Holdings Limited, Registered number 5213525, were approved by the Board of Directors and authorised for issue on 13 March 2013 and signed on its behalf by:

M J Horsley

Director

26 March 2013

Consolidated cash flow statement

For the year ended 31 December 2012

	Notes	2012 £'000	2011 £'000
Net cash inflow from operating activities	21	138,013	133,679
Returns on investments and servicing of finance	22	(60,168)	(59,689)
Taxation - UK corporation tax paid		(9,651)	(5,997)
Capital expenditure and financial investment	22	(37,944)	(40,994)
Equity dividends paid		(82,000)	(72,000)
Acquisitions and disposals	22	-	(86)
Cash outflow before financing		(51,750)	(45,087)
Financing	22	49,995	49,475
(Decrease) increase in cash in the year	23	<u>(1,755)</u>	<u>4,388</u>

The accompanying notes are an integral part of this consolidated cash flow statement.

Statement of accounting policies

31 December 2012

The principal accounting policies are summarised below. They have all been applied consistently throughout the year and the preceding year.

Basis of accounting

The accounts have been prepared under the historical cost convention and in accordance with applicable United Kingdom ("UK") accounting standards.

Basis of consolidation

The group accounts consolidate the accounts of the company and its subsidiary undertakings drawn up to 31 December. The results of subsidiaries acquired or disposed of are consolidated for the years from or to the date on which control passed. Acquisitions are accounted for under the acquisition method.

Going concern

The Directors' report includes a note on page 5 stating that the directors consider the business to be a going concern at the time of the approval of the Annual Report and accounts.

Intangible assets – goodwill

Goodwill arising on the acquisition of subsidiary undertakings and businesses, representing any excess of the fair value of the consideration given over the fair value of the identifiable assets and liabilities acquired, is capitalised and written off on a straight line basis over its useful economic life, which is estimated to be 40 years in line with the acquired asset base. Provision is made for any impairment.

Tangible fixed assets

Tangible fixed assets are stated at cost, net of depreciation and any provision for impairment. Cost includes internal labour costs and finance costs incurred which are directly attributable to the construction of tangible fixed assets. Contributions received towards the cost of tangible fixed assets are included in creditors as deferred income and credited on a straight-line basis to the profit and loss account over the estimated economic lives of the assets. Depreciation is provided on all tangible fixed assets, other than freehold land and assets in the course of construction, at rates calculated to write off the cost, less estimated residual value, of each asset on a straight-line basis over its expected useful life, as follows:

Gas mains & services	55 to 65 years
Gas storage	40 years
Plant & machinery	10 to 30 years
Freehold buildings	50 years
Leasehold land and buildings	Lesser of lease period and 50 years
Motor vehicles and office equipment	3 to 10 years

Statement of accounting policies (continued)

Investments

Fixed asset investments are shown at cost less any provision for impairment. Current asset investments are stated at the lower of cost and net realisable value.

Stocks

Stocks are stated at the lower of cost and net realisable value. Provision is made for obsolete or defective items where appropriate.

Replacement expenditure

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

Taxation

Current tax is provided at amounts expected to be paid (or recovered) using the UK 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 tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the group's taxable profits and its results as stated in the accounts that arise from the inclusion of gains and losses in tax assessments in years different from those in which they are recognised in the accounts.

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is not recognised when fixed assets are revalued unless by the balance sheet date there is a binding agreement to sell the revalued assets and the gain or loss expected to arise on sale has been recognised in the accounts. Neither is deferred tax recognised when fixed assets are sold and it is more likely than not that the taxable gain will be rolled over, being charged to tax only if and when the replacement assets are sold.

Deferred tax is measured at the average UK tax rates that are expected to apply in the years in which the timing differences are expected to reverse, based on UK tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

Decommissioning and environmental costs

Decommissioning and environmental costs, based on discounted future estimated expenditures, are provided for in full and where appropriate a corresponding tangible fixed asset is also recognised. The unwinding of the discount is included within the profit and loss account as a financing charge.

Statement of accounting policies (continued)

Turnover

Turnover represents income receivable for the distribution of gas and provision of other services in the normal course of business, net of Value Added Tax. Turnover includes an assessment of transportation services supplied to customers between the date of the last meter reading and the year end.

Pension costs

The group has obligations for a defined benefit scheme. The amounts charged to operating profit are the current service costs and gains and losses on settlements and curtailments which are included within operating 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 assets are shown as a net amount of other finance costs or credits adjacent to interest. Actuarial gains and losses are recognised immediately in the 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 consolidated balance sheet.

The group also operates defined contribution schemes. The amount charged to the profit and loss account in respect of pension costs and other post-retirement benefits is the contributions payable in the year. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments in the consolidated balance sheet.

Leases

Assets held under finance leases and other similar contracts, 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 economic lives. The capital elements of future lease obligations are recorded as liabilities, while the interest elements are charged to the profit and loss account over the period of the leases to produce a constant rate of charge on the balance of capital repayments outstanding. Hire purchase transactions are dealt with similarly, except that assets are depreciated over their useful economic lives.

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.

Statement of accounting policies (continued)

Finance costs

Finance costs of debt are recognised in the profit and loss account over the term of the instrument at a constant rate on the carrying amount.

Finance costs which are directly attributable to the construction of tangible fixed assets are capitalised as part of the cost of those assets. Capitalisation commences when both finance costs and expenditures for the asset are being incurred and activities that are necessary to get the asset ready for use are in progress and ceases when substantially all the activities that are necessary to get the asset ready for use are complete.

Debt

Debt is initially stated at the amount of the net proceeds after deduction of issue costs. The carrying amount is increased by the finance cost in respect of the accounting year and reduced by payments made in the year.

Derivative financial instruments

The group only holds or issues derivative financial instruments to manage interest rate exposures or commodity price risks in respect of expected gas usage. The principal derivatives used are interest rate swaps. The group does not hold or issue any derivative financial instruments for speculative purposes.

Interest rate swaps are entered into for the purpose of matching or eliminating risk from potential movements in interest rates associated with the borrowing requirements of the group. Amounts payable or receivable in respect of the interest rate swaps are recognised within net interest payable in the profit and loss account over the life of the financial instrument.

Notes to the accounts

31 December 2012

1 Segment information

The directors consider that the group has only one class of business. The group's turnover is generated wholly from within the UK.

2 Other operating expenses

	2012 £'000	2011 £'000
Distribution costs	233,068	234,288
Administrative expenses	29,592	17,344
	<u>262,660</u>	<u>251,632</u>
Exceptional item – restructuring costs	-	11,924
	<u>262,660</u>	<u>263,556</u>

The exceptional item in the prior year related to the cost of undertaking a voluntary severance programme. The profit after tax impact of this was £8.9m. The costs would be classed as administrative expenses.

3 Finance charges (net)

	2012 £'000	2011 £'000
Interest payable and similar charges	61,512	60,089
Less: investment income	(407)	(330)
Other finance charges	1,561	2,021
	<u>62,666</u>	<u>61,780</u>

Interest payable and similar charges

	2012 £'000	2011 £'000
Bank loans and overdrafts	13,835	13,520
Bonds	47,905	47,899
	<u>61,740</u>	<u>61,419</u>
Finance costs capitalised	(228)	(1,330)
	<u>61,512</u>	<u>60,089</u>

Finance costs have been capitalised based on a capitalisation rate of 5.99% (2011 – 5.99%).

Investment income

	2012 £'000	2011 £'000
Income from fixed asset investments	348	286
Interest receivable and similar income	59	44
	<u>407</u>	<u>330</u>

Notes to the accounts (continued)

3 Finance charges (net) (continued)

Other finance charges (income)

	2012 £'000	2011 £'000
Unwinding of discount on provisions (see note 17)	350	2,312
Net cost (return) on pension scheme (see note 25)	1,211	(291)
	<u>1,561</u>	<u>2,021</u>

4 Profit on ordinary activities before taxation

Profit on ordinary activities before taxation is stated after charging:

	2012 £'000	2011 £'000
Depreciation and amounts written off tangible fixed assets		
- owned	46,256	43,903
- held under finance leases and hire purchase contracts	47	44
Amortisation of goodwill	5,650	5,651
Loss on disposal of fixed assets	83	473
Operating lease rentals - other	954	916
	<u>954</u>	<u>916</u>

The analysis of auditor's remuneration is as follows:

	2012 £'000	2011 £'000
Fees payable to the company's auditor for the audit of the company's annual accounts and consolidation	16	16

Fees payable to the company's auditor and its associates for other services to the group

- The audit of the company's subsidiaries pursuant to legislation

	96	93
Total audit fees	<u>112</u>	<u>109</u>

Fees payable to the company's auditor and its associates for other services to the group

- Other services pursuant to legislation

- Tax services

- Other services

	61	59
	130	38
	6	6
Total non-audit fees	<u>197</u>	<u>103</u>

Notes to the accounts (continued)

5 Staff costs

The average monthly number of employees (including executive directors) was:

	2012 Number	2011 Number
Administration	79	79
Operations	1,122	1,139
	<u>1,201</u>	<u>1,218</u>

	2012 £'000	2011 £'000
Their aggregate remuneration comprised:		
Wages and salaries	46,050	44,624
Social security costs	4,447	4,427
Other pension costs	7,945	8,142
	<u>58,442</u>	<u>57,193</u>

6 Directors' remuneration and transactions

Remuneration

The remuneration of the directors was as follows:

	2012 £'000	2011 £'000
Emoluments	518	392
Amounts receivable (other than shares) under long-term incentive schemes	235	62
	<u>753</u>	<u>454</u>

Pensions

No directors were members of pension schemes in either the current or prior years.

Notes to the accounts (continued)

6 Directors' remuneration and transactions (continued)

Highest paid director

The above amounts for remuneration include the following in respect of the highest paid director:

	2012 £'000	2011 £'000
Emoluments	<u>753</u>	<u>454</u>

Transactions

There have been no transactions with directors in the year (2011 – £nil) other than as set out above in respect of remuneration.

7 Tax on profit on ordinary activities

The tax charge comprises:

	2012 £'000	2011 £'000
Current tax		
UK corporation tax	12,958	7,838
Adjustments in respect of prior years	<u>800</u>	<u>(19)</u>
Total current tax	<u>13,758</u>	<u>7,819</u>
Deferred tax		
Current year - origination and reversal of timing differences	2,021	1,198
Adjustments in respect of prior years	(804)	338
Effects of decrease in tax rate on opening liability	<u>(8,790)</u>	<u>(8,680)</u>
Total deferred tax	<u>(7,573)</u>	<u>(7,144)</u>
Total tax on profit on ordinary activities	<u>6,185</u>	<u>675</u>

Notes to the accounts (continued)

7 Tax on profit on ordinary activities (continued)

The differences between the total current tax shown above and the amount calculated by applying the standard rate of UK corporation tax to the profit before tax is as follows:

	2012 £'000	2011 £'000
Group profit on ordinary activities before tax	38,970	11,102
Tax on group profit on ordinary activities at standard UK corporation tax rate of 24.5% (2011 – 26.5%)	9,548	2,942
Effects of:		
Expenses not deductible for tax purposes	5,564	6,165
Capital allowances in excess of depreciation	(74)	(1,826)
Other timing differences	(2,080)	557
Adjustments in respect of prior year	800	(19)
Group current tax charge for the year	13,758	7,819

The group earns its profits in the UK. Therefore the tax rate used for tax on profit on ordinary activities is the standard rate for UK corporation tax, currently 24.5% (2011 – 26.5%).

The group's planned level of capital investment is expected to remain at similar levels as current investment. Therefore, it expects to be able to claim capital allowances in excess of depreciation in future years, at a similar level to the current year.

Finance Act 2012, which was substantively enacted partly in March 2012 and partly in July 2012, included provisions to reduce the rate of corporation tax to 23% with effect from 1 April 2013. Accordingly, deferred tax balances have been revalued to the lower rate of 23%, which has resulted in a credit to the profit & loss account of £8.8m and a debit to reserves of £1.2m.

The government has announced that it intends to further reduce the rate of corporation tax to 21% with effect from 1 April 2014 and 20% with effect from 1 April 2015. As this legislation was not substantively enacted by 31 December 2012, the impact of the anticipated rate changes is not reflected in the tax provisions reported in these accounts.

8 Profit attributable to the company

The profit for the financial year dealt with in the accounts of the parent company was £82,000,000 (2011 - £72,000,000). As permitted by Section 408 of the Companies Act 2006, no separate profit and loss account is presented in respect of the parent company.

Notes to the accounts (continued)

9 Dividends paid on equity shares

	2012 £'000	2011 £'000
Equity shares		
- interim dividend paid of 3.3p (2011 – 3.1p) per ordinary share	18,750	18,000
- interim dividend paid of 11.1p (2011 – 9.4p) per ordinary share	63,250	54,000
	<u>82,000</u>	<u>72,000</u>

10 Intangible fixed assets - goodwill

	£'000
Cost	
At 1 January 2012 and 31 December 2012	<u>226,912</u>
Amortisation	
At 1 January 2012	37,201
Charge for the year	5,650
At 31 December 2012	<u>42,851</u>
Net book value	
At 31 December 2012	<u>184,061</u>
At 31 December 2011	<u>189,711</u>

Notes to the accounts (continued)

11 Tangible fixed assets

Group	Land and buildings £'000	Gas distribution assets £'000	Motor vehicles £'000	Other equipment £'000	Assets in the course of construction £'000	Total £'000
Cost						
At 1 January 2012	3,200	1,544,366	11,773	86,025	2,754	1,648,118
Additions	-	27,344	257	1,091	6,382	35,074
Disposals	-	(94)	(76)	(8)	-	(178)
Transfers	-	1,944	-	5,869	(7,813)	-
At 31 December 2012	<u>3,200</u>	<u>1,573,560</u>	<u>11,954</u>	<u>92,977</u>	<u>1,323</u>	<u>1,683,014</u>
Depreciation						
At 1 January 2012	1,507	212,588	7,221	28,339	-	249,655
Charge for the year	75	34,091	1,789	10,348	-	46,303
Disposals	-	(14)	(63)	(2)	-	(79)
At 31 December 2012	<u>1,582</u>	<u>246,665</u>	<u>8,947</u>	<u>38,685</u>	<u>-</u>	<u>295,879</u>
Net book value						
At 31 December 2012	<u>1,618</u>	<u>1,326,895</u>	<u>3,007</u>	<u>54,292</u>	<u>1,323</u>	<u>1,387,135</u>
At 31 December 2011	<u>1,693</u>	<u>1,331,778</u>	<u>4,552</u>	<u>57,686</u>	<u>2,754</u>	<u>1,398,463</u>
Leased assets included above:						
Net book value						
At 31 December 2012	<u>353</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>353</u>
At 31 December 2011	<u>400</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>400</u>

Short leasehold assets included within land and buildings above have a cost of £643,000 (2011 - £643,000), depreciation charge in the year of £47,000 (2011 - £44,000), accumulated depreciation of £290,000 (2011 - £243,000) and a net book value of £353,000 (2011 - £400,000).

Leased assets included within motor vehicles above have a cost of £160,000 (2011 - £160,000), accumulated depreciation of £160,000 (2011 - £160,000) and a net book value of £nil (2011 - £nil).

Cumulative finance costs capitalised included in the cost of tangible fixed assets amount to £6,532,000 (2011 - £6,304,000).

The company does not hold any tangible fixed assets (2011 - £nil).

Notes to the accounts (continued)

12 Fixed asset investments

	Group		Company	
	2012 £'000	2011 £'000	2012 £'000	2011 £'000
Subsidiary undertakings	-	-	550,174	550,174
Other investments	104	104	-	-
	<u>104</u>	<u>104</u>	<u>550,174</u>	<u>550,174</u>

Principal group investments

The parent company and the group have investments in the following subsidiary undertakings which principally affected the profits or net assets of the group:

Subsidiary undertakings	Country of incorporation	Principal activity	Holding	%
Northern Gas Networks Limited ⁺ ("NGN")	England & Wales	Gas distribution	100 ordinary shares of £1	100
Northern Gas Networks Finance Plc ("NGNF")	England & Wales	Financing	50,000 ordinary shares of £1	100
Northern Gas Networks Operations Limited ("NGNOL")	England & Wales	Gas network operations	2 ordinary shares of £1	100
Northern Gas Networks Pensions Trustee Limited ("NGNPT")	England & Wales	Pension scheme trustee	1 ordinary share of £1	100

⁺ Held directly by Northern Gas Networks Holdings Limited.

The other investment represents a 10.38% holding in xoserve Limited, which provides information, data processing, invoicing and supply point administration services to the group. xoserve Limited is registered in England & Wales.

Subsidiary undertakings

£'000

Cost and net book value

At 1 January 2012 and 31 December 2012

550,174

Other Investments

£'000

Cost and net book value

At 1 January 2012 and 31 December 2012

104

Notes to the accounts (continued)

13 Debtors

	Group		Company	
	2012 £'000	2011 £'000	2012 £'000	2011 £'000
Amounts falling due within one year:				
Trade debtors	1,018	913	-	-
Amounts owed by parent undertakings	1	1	1	1
Other debtors	1,653	1,756	-	-
Prepayments and accrued income	44,237	41,117	-	-
	<u>46,909</u>	<u>43,787</u>	<u>1</u>	<u>1</u>
Amounts falling due after more than one year:				
Amounts owed by group undertakings	-	-	24,328	24,328
	-	-	24,328	24,328
	<u>46,909</u>	<u>43,787</u>	<u>24,329</u>	<u>24,329</u>

14 Creditors: Amounts falling due within one year

	Group		Company	
	2012 £'000	2011 £'000	2012 £'000	2011 £'000
Bank loans	44,925	94,625	-	-
Payments received on account	1,227	12,301	-	-
Trade creditors	834	2,265	-	-
Amounts owed to group undertakings	-	-	2,524	2,480
Other taxation and social security	1,835	1,672	-	-
Accruals and deferred income	67,387	67,402	204	248
Defined contribution pension scheme accrual	36	33	-	-
UK corporation tax	14,796	10,689	-	-
	<u>131,040</u>	<u>188,987</u>	<u>2,728</u>	<u>2,728</u>

Bank loans comprise a working capital facility of £18.0m repayable on 17 January 2013, a working capital facility of £7.0m and a revolving credit facility of £5.0m both repayable on 21 January 2013, a revolving credit facility of £5.0m repayable on 28 January 2013 and a revolving credit facility of £11.0m repayable on 31 January 2013. These facilities are available to be redrawn until 29 July 2016 and carry interest at LIBOR plus a margin of 0.71%.

Notes to the accounts (continued)

15 Creditors: Amounts falling due after more than one year

	Group	
	2012	2011
	£'000	£'000
Bank loans	249,953	149,980
Guaranteed bond due 2027	249,672	249,649
Guaranteed bond due 2035	254,620	254,603
Bond due 2019	198,215	197,940
Bond due 2040	195,827	195,673
Deferred income	46,167	42,962
	<u>1,194,454</u>	<u>1,090,807</u>

The bank loans comprise £25.0m which carries interest at 3 month LIBOR plus a margin of 0.36% repayable on 23 January 2023, £25.0m which carries interest at 3 month LIBOR plus a margin of 0.55% repayable on 24 June 2024, £100.0m which carries interest at 3 month LIBOR plus a margin of 0.62% repayable on 30 March 2024, £60.0m which carries interest at 3 month LIBOR plus a margin of 1.13% repayable on 30 July 2024 and £40.0m which carries a fixed rate interest of 3.446% paid bi-annually on 20 June and 20 December and is repayable on 20 December 2024.

The guaranteed bond due 2027 of £250.0m matures on 30 June 2027 and will be redeemed at par. Interest is paid annually on 30 June at a rate of 4.875%.

The guaranteed bond due 2035 of £255.0m matures on 15 November 2035 and will be redeemed at par. Interest is paid annually on 15 November at a rate of 4.875%.

The bond due 2019 of £200.0m matures on 8 July 2019 and will be redeemed at par. Interest is paid annually on 8 July at a rate of 5.875%.

The bond due 2040 of £200.0m matures on 23 March 2040 and will be redeemed at par. Interest is paid annually on 23 March at a rate of 5.625%.

16 Derivatives and other financial instruments

Page 4 of the Directors' report provides an explanation of the role that financial instruments have had during the year in creating or changing the risks the group faces in its activities. The explanation summarises the objectives and policies for holding or issuing financial instruments and similar contracts, and the strategies for achieving those objectives that have been followed during the year.

The numerical disclosures in this note deal with financial assets and financial liabilities as defined in Financial Reporting Standard 13 "Derivatives and other financial instruments: Disclosures" ("FRS 13"). Certain financial assets such as investments in subsidiary undertakings are excluded from the scope of these disclosures.

As permitted by FRS 13, short term debtors and creditors have been excluded from the disclosures, other than the currency disclosures. The directors believe that the fair values are not materially different from the balance sheet values for the current and prior years.

Notes to the accounts (continued)

16 Derivatives and other financial instruments (continued)

Interest rate profile

The group has no financial assets other than sterling cash deposits of £137,000 (2011 – £1,892,000) which are part of the financing arrangements of the group. The sterling cash deposits comprise monies held in bank accounts.

After taking into account interest rate swap contracts entered into by the group, the interest rate profile of the group's financial liabilities at 31 December 2012 was as follows:

	Floating rate 2012 £'000	Fixed rate 2012 £'000	Total 2012 £'000
Borrowings – Bank Loans	209,960	84,918	294,878
Borrowings – Bonds	-	898,334	898,334
Total	<u>209,960</u>	<u>983,252</u>	<u>1,193,212</u>

The profile at 31 December 2011 for comparison purposes was as follows:

	Floating rate 2011 £'000	Fixed rate 2011 £'000	Total 2011 £'000
Borrowings – Bank Loans	149,980	94,625	244,605
Borrowings – Bonds	-	897,865	897,865
Total	<u>149,980</u>	<u>992,490</u>	<u>1,142,470</u>

Further analysis of the interest rate profile at 31 December 2012 and 31 December 2011 is as follows:

	2012		
	Floating rate	Fixed rate	
	Weighted average interest rate %	Weighted average interest rate %	Weighted average period for which rate is fixed Years
Borrowings – Bank Loans	1.2	2.3	5.7
Borrowings – Bonds	-	5.3	17.9

Notes to the accounts (continued)

16 Derivatives and other financial instruments (continued)

2011

	Floating rate	Fixed rate	
	Weighted average interest rate %	Weighted average interest rate %	Weighted average period for which rate is fixed Years
Borrowings – Bank Loans	1.6	1.5	0.1
Borrowings – Bonds	-	5.3	18.9

Further details of interest rates on long term borrowings are given in note 15.

Maturity of financial liabilities

The maturity profile of the group's financial liabilities at 31 December was as follows:

	2012 £'000	2011 £'000
In one year or less	44,925	94,625
In more than five years	1,148,287	1,047,845
	<u>1,193,212</u>	<u>1,142,470</u>

Borrowing facilities

The group had undrawn committed borrowing facilities at 31 December, in respect of which all conditions precedent had been met, as follows:

	2012 £'000	2011 £'000
Expiring in one year or less	35,000	-
Expiring in more than two years	154,000	164,000
	<u>189,000</u>	<u>164,000</u>

Fair values

Set out below is a comparison by category of book values and fair values of the group's financial assets and liabilities at 31 December.

Notes to the accounts (continued)

16 Derivatives and other financial instruments (continued)

Liabilities (assets)	2012		2011	
	Book value £'000	Fair value £'000	Book value £'000	Fair value £'000
Primary financial instruments held or issued to finance the group's operations				
Short term borrowings	44,925	46,000	94,625	96,000
Long term borrowings	249,953	260,314	149,980	150,590
Bonds	898,334	1,016,584	897,865	961,630
Derivative financial instruments held to manage the interest rate and currency profile				
Interest rate swaps	-	(85,653)	-	(56,171)

The fair value of the bonds has been determined from the market price of the listed debt. The fair values of the interest rate swaps have been determined by reference to prices available from the markets on which the instruments involved are traded. All the other fair values shown above have been calculated by discounting expected future cash flows at prevailing interest rates.

Gains and losses on hedges

The group enters into interest rate swaps to manage its interest rate profile. Changes in the fair value of instruments used as hedges are not recognised in the accounts until the hedged position matures. An analysis of these unrecognised gains and losses is as follows:

	2012			2011		
	Gains £'000	Losses £'000	Net £'000	Gains £'000	Losses £'000	Net £'000
Unrecognised gains and losses on hedges at 1 January	231,045	(174,874)	56,171	77,759	(122,078)	(44,319)
Gains and losses arising in previous years that were recognised in the year	-	-	-	-	-	-
Gains and losses arising before 1 January that were not recognised in the year	231,045	(174,874)	56,171	77,759	(122,078)	(44,319)
Gains and losses arising in the year that were not recognised in the year	20,833	8,649	29,482	153,286	(52,796)	100,490
Unrecognised gains and losses on hedges at 31 December	<u>251,878</u>	<u>(166,225)</u>	<u>85,653</u>	<u>231,045</u>	<u>(174,874)</u>	<u>56,171</u>
Of which:						
Gains and losses expected to be recognised in 2013	-	-	-	-	-	-
Gains and losses expected to be recognised in 2014 or later	<u>251,878</u>	<u>(166,225)</u>	<u>85,653</u>	<u>231,045</u>	<u>(174,874)</u>	<u>56,171</u>

Notes to the accounts (continued)

17 Provisions for liabilities excluding pension liability

	Restructuring £'000	Deferred tax £'000	Environmental restoration £'000	Contractor claims £'000	Other £'000	Total £'000
Group						
At 1 January 2012	11,924	104,687	8,239	920	9,140	134,910
Charged (credited) to profit and loss account	4,564	(587)	-	6,246	549	10,772
Utilised in the year	(6,703)	-	(7)	-	(682)	(7,392)
Released unused	(1,157)	-	-	(750)	-	(1,907)
Adjustment arising from the decrease in tax rate	-	(8,375)	-	-	-	(8,375)
Adjustment arising from discounting	-	-	315	-	35	350
Transferred from accruals	-	-	-	1,228	-	1,228
At 31 December 2012	8,628	95,725	8,547	7,644	9,042	129,586

Deferred tax

Deferred tax is provided as follows:

	2012 £'000	2011 £'000
Group		
Accelerated capital allowances	96,402	104,861
Other timing differences	(677)	(174)
Provision for deferred tax	95,725	104,687

Deferred tax in respect of the group's defined benefit pension scheme is disclosed in note 25.

Restructuring

Estimated costs of the voluntary severance programme. It is expected that this provision will be utilised within one year of the balance sheet date.

Environmental restoration

Estimated environmental restoration costs are provided where the group has a legal obligation to restore sites at the balance sheet date. The provision represents the estimated net present value for statutory decontamination of old gas sites. It also reflects the obligations associated with other environmental damage.

Notes to the accounts (continued)

17 Provisions for liabilities excluding pension liability (continued)

Other

Other provisions relate to the estimated net present value of future claims in relation to past public and employer's liability events.

The timing of the utilisation of the environmental and other provisions is inherently uncertain although the directors expect that such utilisation will occur mainly beyond one year from the balance sheet date.

Contractor claims

The provision for contractor claims relates to claims received from primary contractors in respect of work variations and final invoice valuations upon closing out contracts and represents the best estimate of the amounts required to settle these claims, which is expected mainly within one year of the balance sheet date.

18 Called-up share capital

	2012 £'000	2011 £'000
<i>Allotted, called-up and fully-paid</i>		
571,669,980 ordinary shares of £1 each	571,670	571,670
<i>Allotted and called-up</i>		
999 ordinary shares of £1 each	1	1
1 special share of £1	-	-
	<u>571,671</u>	<u>571,671</u>

The unpaid shares remain outstanding within debtors at the year end.

The ordinary shares and the special share are separate classes of shares and carry the same rights and privileges and rank pari passu in all respects.

Notes to the accounts (continued)

19 Reserves

	Profit and loss account £'000
Group	
At 1 January 2012	(376,559)
Profit for the financial year	32,785
Actuarial gain relating to the pension scheme	9,538
Deferred tax attributable to the actuarial gain	(3,257)
Dividends paid on equity shares	<u>(82,000)</u>
At 31 December 2012	<u>(419,493)</u>
	Profit and loss account £'000
Company	
At 1 January 2012	105
Profit for the financial year	82,000
Dividends paid on equity shares	<u>(82,000)</u>
At 31 December 2012	<u>105</u>

Notes to the accounts (continued)

20 Reconciliation of movements in group shareholders' funds

	2012 £'000	2011 £'000
Profit for the financial year	32,785	10,427
Other recognised gains and losses relating to the year (net)	6,281	(10,764)
Dividends paid on equity shares	(82,000)	(72,000)
Net movement in shareholders' funds	<u>(42,934)</u>	<u>(72,337)</u>
Opening shareholders' funds	<u>195,112</u>	<u>267,449</u>
Closing shareholders' funds	<u>152,178</u>	<u>195,112</u>

21 Reconciliation of operating profit to operating cash flows

	2012 £'000	2011 £'000
Operating profit	101,636	72,882
Depreciation and amortisation	51,953	49,598
Loss on sale of tangible fixed assets	83	473
Increase in stock	(399)	(37)
Increase in debtors	(3,147)	(362)
(Decrease) increase in creditors	(6,426)	5,475
Increase in provisions	3,289	11,624
Adjustment for pension funding	(8,976)	(5,974)
Net cash inflow from operating activities – continuing operations	<u>138,013</u>	<u>133,679</u>

22 Analysis of cash flows

	2012 £'000	2011 £'000
<i>Returns on investments and servicing of finance</i>		
Interest received	56	332
Interest paid	(60,224)	(60,021)
Net cash outflow	<u>(60,168)</u>	<u>(59,689)</u>
<i>Capital expenditure and financial investment</i>		
Purchase of tangible fixed assets	(37,960)	(41,155)
Sale of tangible fixed assets	16	161
Net cash outflow	<u>(37,944)</u>	<u>(40,994)</u>

Notes to the accounts (continued)

22 Analysis of cash flows (continued)

	2012 £'000	2011 £'000
<i>Acquisitions and disposals</i>		
Purchase of subsidiary undertaking	-	(86)
Net cash outflow	-	(86)
	2012 £'000	2011 £'000
<i>Financing</i>		
New unsecured loan	99,995	-
(Decrease) increase in short term borrowings	(50,000)	49,475
Net cash inflow	49,995	49,475

Notes to the accounts (continued)

23 Analysis and reconciliation of net debt

	1 January 2012 £'000	Cash flow £'000	Other non-cash changes £'000	31 December 2012 £'000
Cash at bank and in hand	1,892	(1,755)	-	137
	<u>1,892</u>	<u>(1,755)</u>	<u>-</u>	<u>137</u>
Debt due after 1 year	(1,047,845)	(99,995)	(447)	(1,148,287)
Debt due within 1 year	(94,625)	50,000	(300)	(44,925)
	<u>(1,142,470)</u>	<u>(49,995)</u>	<u>(747)</u>	<u>(1,193,212)</u>
Net debt	<u>(1,140,578)</u>	<u>(51,750)</u>	<u>(747)</u>	<u>(1,193,075)</u>

	2012 £'000	2011 £'000
(Decrease) increase in cash in the year	(1,755)	4,388
Cash inflow from increase in debt	(49,995)	(49,475)
Change in net debt resulting from cash flows	<u>(51,750)</u>	<u>(45,087)</u>
Other non-cash changes	(747)	(1,768)
Movement in net debt in year	(52,497)	(46,855)
Net debt at 1 January	<u>(1,140,578)</u>	<u>(1,093,723)</u>
Net debt at 31 December	<u>(1,193,075)</u>	<u>(1,140,578)</u>

Notes to the accounts (continued)

24 Financial commitments

Capital commitments are as follows:

	Group	
	2012 £'000	2011 £'000
Contracted for but not provided for	1,319	1,374

Annual commitments under non-cancellable operating leases are as follows:

	2012		2011	
	Land and buildings £'000	Other £'000	Land and buildings £'000	Other £'000
Group				
Expiry date:				
- within one year	-	152	53	66
- between two and five years	386	235	386	529
	<u>386</u>	<u>387</u>	<u>439</u>	<u>595</u>

The group has a total commitment of £9.7m (2011 - £10.1m) over the term of the 2027 and 2035 bonds in relation to a financial guarantee from FGIC UK Limited ("FGIC") to cover the 2027 and 2035 guaranteed bonds included within long term borrowings in note 15.

The group has also entered into a Guarantee and Reimbursement Agreement with FGIC in relation to the 2027 and 2035 bonds issued by Northern Gas Networks Finance Plc ("the Issuer") in November 2005 of £505.0m. The group guarantees the punctual payment of any and all sums and fees due to FGIC and undertakes to pay any amount due from the Issuer but not paid by it. The group also indemnifies FGIC against any loss or liability suffered, if any obligation guaranteed by FGIC is, or becomes, unenforceable, invalid or illegal. The amount of the loss or liability under the indemnity is equal to the amount FGIC would otherwise have been entitled to recover.

Notes to the accounts (continued)

25 Pension arrangements

The group has obligations for a defined benefit pension scheme.

The amounts recognised in the balance sheet are as follows:

	2012 £'000	2011 £'000
Present value of funded obligations	328,339	308,949
Fair value of plan assets	(312,280)	(275,589)
Deficit	16,059	33,360
Related deferred tax asset	(3,693)	(8,340)
Net liability	<u>12,366</u>	<u>25,020</u>
Amounts in the balance sheet		
- Liabilities	<u>12,366</u>	<u>25,020</u>

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

	2012 £'000	2011 £'000
<i>Amount charged to operating profit</i>		
Current service costs	6,820	6,848
Past service costs	5,916	-
	<u>12,736</u>	<u>6,848</u>
<i>Amount credited to net finance charges</i>		
Interest costs	14,614	14,802
Expected cost return on plan assets	(13,403)	(15,093)
Net cost (return) on pension scheme (see note 3)	<u>1,211</u>	<u>(291)</u>
Total	<u>13,947</u>	<u>6,557</u>

The total amounts recognised in the statement of total recognised gains and losses are as follows:

	2012 £'000	2011 £'000
Actuarial (gains) losses	<u>(9,538)</u>	<u>13,288</u>

The cumulative amount of actuarial gains and losses recognised in the statement of total recognised gains and losses is as follows:

	2012 £'000	2011 £'000
Actuarial losses	<u>26,364</u>	<u>35,902</u>

Notes to the accounts (continued)

25 Pension arrangements (continued)

Changes in the present value of the defined benefit obligation are as follows:

	2012 £'000	2011 £'000
Opening defined benefit obligation	308,949	277,816
Service cost	6,820	6,848
Past service cost	5,916	-
Interest cost	14,614	14,802
Member contributions	730	854
Actuarial losses	756	13,622
Benefits paid	(9,446)	(4,993)
Closing defined benefit obligation	<u>328,339</u>	<u>308,949</u>

Changes in the fair value of plan assets are as follows:

	2012 £'000	2011 £'000
Opening fair value of plan assets	275,589	251,481
Expected return	13,403	15,093
Actuarial gains	10,294	334
Employer contributions	21,710	12,820
Member contributions	730	854
Benefits paid	(9,446)	(4,993)
	<u>312,280</u>	<u>275,589</u>

The group expects to contribute £16.1m to its defined benefit pension plan in 2013.

The major categories of plan assets as a percentage of the total plan assets and the expected rate of return on plan assets are as follows:

	2012		2011	
	Percentage of plan assets %	Expected return on plan assets %	Percentage of plan assets %	Expected return on plan assets %
Equity securities	35.36	6.80	33.70	6.40
Bond securities	48.39	3.80	51.10	3.40
Property	12.24	6.80	13.20	6.40
Other	4.01	0.50	2.00	0.30

To determine the overall expected rate of return on plan assets the group considered the current level of expected returns on risk free investments (primarily government bonds), the historical level of the risk premium associated with the other asset classes in which the assets are invested and the expectations for future returns of each asset class in

Notes to the accounts (continued)

25 Pension arrangements (continued)

the plan. The expected return for each asset class was then weighted, based on the asset allocation in the plan to develop the assumption for the expected rate of return on plan assets.

The actual return on plan assets is as follows:

	2012 £'000	2011 £'000
Actual return on plan assets	<u>23,687</u>	<u>15,427</u>

Principal actuarial assumptions at the balance sheet date (expressed as weighted averages) are:

	2012	2011
Discount rate	4.50%	4.70%
Expected return on plan assets	4.80%	5.90%
Future salary increases	3.40%	3.50%
Future pension increases	2.90%	3.00%
Inflation	2.90%	3.00%
Life expectancy - member aged 65	21.8 years	21.8 years
- member aged 40	24.0 years	23.7 years

Amounts for the current and previous four periods are as follows:

	31 December 2012 £'000	31 December 2011 £'000	31 December 2010 £'000	31 December 2009 £'000	31 December 2008 £'000
Defined benefit obligation	(328,339)	(308,949)	(277,816)	(233,924)	(195,262)
Plan assets	<u>312,280</u>	<u>275,589</u>	<u>251,481</u>	<u>209,819</u>	<u>174,517</u>
Deficit	<u>(16,059)</u>	<u>(33,360)</u>	<u>(26,335)</u>	<u>(24,105)</u>	<u>(20,745)</u>

Experience adjustments for the current and previous four periods are as follows:

	31 December 2012	31 December 2011	31 December 2010	31 December 2009	31 December 2008
Plan assets:					
Amount (£'000)	10,294	334	8,473	20,574	(49,202)
Percentage of plan assets	3%	-	3%	10%	(28)%
Plan liabilities:					
Amount (£'000)	(11,065)	230	-	3,019	4,800
Percentage of the present value of plan liabilities	(3)%	-	-	1%	2%

The group also operates defined contribution schemes for which the pension charge for the year amounted to £1,578,000 (2011 - £1,470,000).

Notes to the accounts (continued)

26 Related party transactions

There have been no transactions with directors in the year (2011 - £nil) other than remuneration as disclosed in note 6 to the accounts.

During the year the group purchased services in the ordinary course of business from related parties as follows:

	2012 £'000	2011 £'000
CHED Services Limited	<u>104</u>	<u>104</u>

CHED Services Limited is controlled within the Cheung Kong Infrastructure Holdings Limited group of companies whose ultimate parent undertaking is Hutchinson Whampoa Limited. There was £104,000 within creditors (CHED Services Limited) at 31 December 2012 (2011 – £52,000).

27 Ultimate controlling party

The company is wholly owned by a consortium comprising of:

<u>Shareholder</u>	<u>Ultimate parent undertaking</u>
PG (April) Limited (47.1%)	Hutchison Whampoa Limited
Beta Central Profits Limited (41.3%)	Power Assets Holdings Limited
SAS Trustee Corporation (11.6%)	Not applicable