Company Registration No. 6873051

ENW Capital Finance plc

Annual Report and Financial Statements

for the year ended 31 March 2012

Contents

Directors' Report

The Directors present their annual report and the audited financial statements of ENW Capital Finance plc (the 'Company') for the year ended 31 March 2012.

Business review and principal activities

The principal activity of the Company during the year ended 31 March 2012 was that of a financing company which has Notes in issue and listed on the London Stock Exchange (the 'NWEN Notes'). The Company is a financing entity within the North West Electricity Networks (Jersey) Limited group (the 'Group') and following the issue of Notes, it lent the net proceeds to its immediate parent company North West Electricity Networks Limited ('NWEN Ltd').

The results for the year are set out in the income statement on page 7.

Dividends

Dividends recognised in the period were £nil (2011: £nil). The Directors do not propose a final dividend for the year ended 31 March 2012 (2011: £nil).

Principal risks and uncertainties

As the Company's obligations in respect of the listed Notes are met via income receivable from NWEN Ltd in relation to the NWEN Notes the Board considers the principal risks and uncertainties facing the Company to be those that affect NWEN Ltd and the larger Group. The principal trade and activities of the Group are carried out in Electricity North West Limited ('ENWL') and a comprehensive review of the strategy and operating model, the regulatory environment, the resources and principal risks and uncertainties facing that company, and ultimately the Group, are discussed in the Business Review of the ENWL annual report and consolidated financial statements.

Financial position

The Company has borrowings of £299.4m at 31 March 2012 (2011: £299.2m), relating to the bond, which has a long-term maturity. The bond has a nominal value of £300.0m at 6.75 per cent that matures in 2015 and it is held at amortised cost net of discount on issue. The Company recognises a receivable from NWEN Ltd equal to the external borrowings.

Corporate governance

The details of the internal control and risk management systems which govern the Company in relation to the financial process are outlined in the Corporate Governance statement contained in the ENWL annual report and consolidated financial statements which are available on the website www.enwl.co.uk.

ENW Capital Finance plc's internal control framework consists of the following;

- A Risk, Control and Assurance team which has the responsibility for independently assessing the adequacy and effectiveness of the management of significant risk areas and internal control.
- Comprehensive compliance regimes are in place within the Company.

ENW Capital Finance plc's risk management framework consists of the following;

- All enterprise risks are managed on a single corporate risk register which is maintained by the Risk, Control and Assurance team.
- All open risks, associated controls and mitigating actions are reviewed on a monthly basis as part of a well embedded risk monitoring process.

ENW Capital Finance plc is not required to comply with the UK Corporate Governance Code but seeks to adopt its principles where appropriate

The ENW Capital Finance plc audit committee is responsible for performing the functions set out in section 7.1.3 of the Disclosure and Transparency Rules of the Financial Services Authority. Membership consists of John Gittins, Niall Mills, Mike Nagle, Christine O'Reilly and Surinder Toor all of whom have competence in accounting. John Gittins is considered an Independent Non-Executive Director and was Chairman of the Committee for the period under review.

Going concern

After making enquires, and based on the assumptions, sensitivities and uncertainties outlined in note 1 to the financial statements, the Directors have concluded that the Company has adequate resources to continue in operational existence for the foreseeable future. For this reason, they continue to adopt the going concern basis in preparing the financial statements.

Directors' Report *(continued)*

Directors

The names of the Directors who held office during the year and thereafter, except as noted, are given below:

J Gittins

S Johnson

N Mills

M McCallion

S Toor

At no time during the year did any Director have a material interest in any contract or arrangement which was significant in relation to the Company's business.

Events after the Balance Sheet Date

There have been no significant events after the balance sheet date.

Directors' and Officers' insurance

The Company maintains an appropriate level of Directors' and Officers' insurance whereby Directors are indemnified against liabilities to third parties to the extent permitted by the Companies Act.

Information given to auditor

Each of the persons who is a Director at the date of approval of this report confirms that:

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

(2) the Director has taken all the steps that he ought to have taken as a Director in order 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 s418 of the Companies Act 2006.

Directors' responsibilities statement

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 International Financial Reporting Standards (IFRSs) as adopted by the European Union. Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, International Accounting Standard 1 requires that directors:

- properly select and apply accounting policies;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in IFRSs are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- make an assessment of the Company's ability to continue as a going concern.

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

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

Directors' Report *(continued)*

Auditor

Deloitte LLP have expressed their willingness to continue in office as auditor of the company.

In accordance with section 487 of the Companies Act 2006, Deloitte LLP are deemed to be re-appointed as auditor of the Company.

Registered address

ENW Capital Finance plc

304 Bridgewater Place

Birchwood Park

Warrington

WA3 6XG

Registered number: 6873051

Approved by the Board on 1 June 2012 and signed on its behalf by:

S Johnson
Director

M McCallion
Director

Independent auditor's report to the members of ENW Capital Finance plc

We have audited the financial statements of ENW Capital Finance plc for the year ended 31 March 2012 which comprise the Income Statement, the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity, the Statement of Cash Flows and the related notes 1 to 15. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

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 financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements 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.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the 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 financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2012 and the company's profit for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial period for which the financial statements are prepared is consistent with the financial statements.

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, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements 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.

Alan Fendall (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
Manchester, United Kingdom

1 June 2012

Income Statement
for the year ended 31 March 2012

	Note	**2012 £'000**	2011 £'000
Operating profit	*2*	**-**	-
Investment income	*4*	**20,431**	20,304
Finance expense	*5*	**(20,420)**	(20,287)
Net investment income		**11**	17
Profit before taxation		**11**	17
Taxation	*6*	**(3)**	(5)
Profit for the year and attributable to equity holder	*13*	**8**	12

All the results shown in the Income Statement, for both the current year and preceding year, derive from continuing operations.

There are no other recognised gains and losses for the current financial year and preceding year other than the result shown above. Accordingly, a separate Statement of Comprehensive Income has not been prepared.

Statement of Financial Position
At 31 March 2012

	Note	2012 £'000	2011 £'000
ASSETS			
Non-current assets			
Trade and other receivables	7,10	**299,404**	299,233
		299,404	299,233
Current assets			
Trade and other receivables	7,10	**5,709**	5,699
Cash and cash equivalents	8,10	**14**	14
		5,723	5,713
Total assets		**305,127**	304,946
LIABILITIES			
Current liabilities			
Trade and other payables	11	**(5,690)**	(5,688)
Net current assets		**33**	25
Non-current liabilities			
Borrowings	9,10	**(299,404)**	(299,233)
Total liabilities		**(305,094)**	(304,921)
Net assets		**33**	25
EQUITY			
Share capital	12, 13	**13**	13
Retained earnings	13	**20**	12
Total shareholder equity	13	**33**	25

The financial statements of ENW Capital Finance plc (registered number 6873051) were approved by the Board of Directors on 1 June 2012 and signed on its behalf by:

M McCallion
Director

Statement of Changes in Equity
for the year ended 31 March 2012

	Share capital	Retained earnings	Total Equity
	£'000	**£'000**	**£'000**
At 1 April 2010	13	-	13
Profit for the period	-	12	12
At 31 March 2011	13	12	25
Profit for the year	-	8	8
At 31 March 2012	**13**	**20**	**33**

Statement of Cash Flows
for the year ended 31 March 2012

	Note	**2012 £'000**	2011 £'000
Operating activities			
Operating profit		-	-
Interest paid		(20,250)	(20,250)
Net cash used in operating activities		(20,250)	(20,250)
Investing activities			
Interest received and similar income		20,250	20,251
Net cash generated from investing activities		20,250	20,251
Net increase in cash and cash equivalents		**-**	1
Cash and cash equivalents brought forward		**14**	13
Cash and cash equivalents at end of the year	*8*	**14**	14

Notes to the financial statements for the year ended 31 March 2012

ENW Capital Finance plc is a company incorporated in the United Kingdom under the Companies Act.

1. ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of the financial statements are set out below:

Basis of preparation

The financial statements have been prepared in accordance with International Financial Reporting Standards ('IFRS') as adopted by the European Union, including International Accounting Standards ('IAS') and interpretations issued by the International Financial Reporting Interpretations Committee ('IFRIC').

The financial statements have been prepared on the historical cost basis.

The preparation of financial statements, in conformity with generally accepted accounting practice ('GAAP') under IFRS, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results ultimately may differ from these estimates.

All Company operations arise from its activities as a financing company in the North West of England. Accordingly only one operating and geographic segment is therefore regularly reviewed by the Chief Executive Officer and Executive Team.

Basis of preparation – going concern basis

The performance, financial position and key risks impacting the Company are detailed in the Directors' Report on page 3. The Company is ultimately a subsidiary of the North West Electricity Networks (Jersey) Limited group, which manages its working capital on a pooled basis across the Group. The ability of the Company to meet its debts as they fall due is dependent on the fellow Group subsidiaries' ability to service its debts to the Company. In consideration of this the Directors of this Company are cognisant of the following going concern disclosure which appears in the financial statements of North West Electricity Networks (Jersey) Limited for the year ended 31 March 2012:

When considering continuing to adopt the going concern basis in preparing the Annual Report and financial statements, the Directors have taken into account a number of factors, including the financial position of the Group, its cash flow forecasts, liquidity position, borrowing facilities and covenant compliance as described in the going concern section of the Directors' Report. Consequently, after making the appropriate enquiries, the Directors have a reasonable expectation that the Group has adequate resources to continue in operational existence and comply with its banking covenants for the foreseeable future. Accordingly, it is appropriate to adopt the going concern basis in preparing the annual report and accounts.

The above text from North West Electricity Networks (Jersey) Limited's financial statements cross refers to disclosures within its Directors' Report. This information is also available within the statutory financial statements of Electricity North West Limited, the main trading company of the Group, and can be read in that company's financial statements.

Consequently, after making the appropriate enquiries, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, it is appropriate to adopt the going concern basis in preparing the annual report and financial statements.

Notes *(continued)*

1. ACCOUNTING POLICIES *(continued)*

Adoption of new and revised standards

In the current year, the following new and revised Standards and Interpretations have been adopted and have affected the amounts reported or the presentation and disclosure in these financial statements:

- IAS 24 (Nov 2009) Related Party Disclosures;
- IAS 32 (amended) Classification of Rights Issues;
- IFRIC 19 Extinguishing Financial Liabilities with Equity Instruments;
- IFRIC 14 (amended) Prepayments of a Minimum Funding Requirement; and
- Improvements to IFRSs (May 2010).

Recently issued accounting pronouncements - International Financial Reporting Standards

At the date of authorisation of these financial statements, the following relevant standards and interpretations were in issue but not yet effective. The Directors anticipate that the adoption of these standards and interpretations will have no material impact on the Company's financial statements. The Directors anticipate that the Company will adopt these standards and interpretations on their effective dates:

- IFRS 9 'Financial Instruments';
- Amendments to IFRS 7 'Financial Instruments; Disclosures' on transfers of financial assets;
- Amendment to IFRS 1 'First time adoption' on fixed dates and hyperinflation;
- Amendment to IAS 12 'Income Taxes' on deferred tax: recovery of underlying assets;
- Amendment to IAS 1 'Financial Statement Presentation' regarding other comprehensive income;
- Amendment to IAS 19 'Employee Benefits';
- IFRS 10 'Consolidated Financial statements';
- IFRS 11 'Joint Arrangements';
- IFRS 12 'Disclosures of Interests in Other Entities';
- IFRS 13 'Fair Value Measurement';
- IAS 27 (revised 2011), 'Separate Financial Statements'; and
- IAS 28 (revised 2011) 'Associates and Joint Ventures'.

Financial instruments

Financial assets and financial liabilities are recognised in the Company's Statement of Financial Position when the Company becomes a party to the contractual provisions of the instrument.

Trade receivables

Trade receivables are stated at historical cost, which given their short term nature approximately equates to fair value, with any allowances made for any estimated irrecoverable amounts.

Trade payables

Trade payables are stated at historical cost, which given their short term nature approximately equates to their fair value.

Cash and cash equivalents

In the statement of cash flows and related notes, cash and cash equivalents includes cash at bank and in hand.

Notes *(continued)*

1. ACCOUNTING POLICIES *(continued)*

Financial liabilities and equity

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Financial assets

All financial assets are recognised and derecognised on a trade date where the purchase or sale of a financial asset is under a contract whose terms require delivery of the financial asset 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 are classified into the following specified categories: financial assets 'at fair value through profit or loss' (FVTPL), 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.

The effective interest method is a method of calculating the amortised cost of a debt instrument 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 and points 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 debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL.

Borrowings

Finance charges, including premiums payable on settlement or redemption and direct issue costs, are accounted for on an amortised cost basis to the income statement using the effective interest method and are added to the carrying amount of the instrument to the extent that they are not settled in the period in which they arise. 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, to the net carrying amount on initial recognition.

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

Finance expense and interest income

All borrowing costs and finance income that are not directly attributable to the acquisition, issue or disposal of a financial asset or financial liability are recognised in the income statement in the period in which they are accrued. Transaction costs that are directly attributable to the issue of the financial liabilities have been capitalised, and are being amortised, within North West Electricity Network Limited, since that company is deemed to have the financial benefit of the financing transactions.

Operating profit

Operating profit is stated after charging operating expenses but before investment income, finance expense and other gains and losses.

Notes *(continued)*

1. ACCOUNTING POLICIES *(continued)*

Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

Current taxation

Current tax, representing UK corporation tax, is based on the taxable profit for the period and is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted at the balance sheet date. Taxable profit differs from the net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible.

Deferred taxation

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are provided, using the liability method, on all taxable temporary differences at the balance sheet date. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries except where the group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the temporary timing differences are expected to reverse based on tax rates and laws that have been enacted or substantively enacted at the balance sheet date.

Critical Accounting Policies

In the process of applying the Company’s accounting policies, the Company is required to make certain estimates, judgements and assumptions that it believes are reasonable based upon the information available. These estimates and assumptions affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the years presented.

On an ongoing basis, the Company evaluates its estimates using historical experience, consultation with experts and other methods considered reasonable in the particular circumstances. Actual results may differ significantly from the estimates, the effect of which is recognised in the year in which the facts that give rise to the revision become known.

The following policies are those critical judgements which the Company believes have the most significant impact on the annual results under IFRS.

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 affected.

2. OPERATING PROFIT

Audit fees payable to Deloitte LLP of £6,074 for the year (2011: £4,000) were borne by another Group company and have not been recharged. There are no non-audit fees in 2012 (2011: £nil). Any fees payable to professional services firms are borne by ENWL.

3. DIRECTORS AND EMPLOYEES

The Company had no employees during the current or preceding period and the Directors received no remuneration during the current or preceding period from the Company.

Notes *(continued)*

4. INVESTMENT INCOME

	2012 £'000	2011 £'000
Interest receivable from parent undertaking	**20,431**	20,304

5. FINANCE EXPENSE

	2012 £'000	2011 £'000
Interest payable on borrowings held at amortised cost	**20,420**	20,287

6. TAXATION

Corporation tax is calculated at 26% (2011: 28%) of the estimated assessable profit for the period.

The table below reconciles the notional tax charge at the UK corporation tax rate to the effective tax rate for the year:

	2012 £'000	**2012 %**	2011 £'000	2011 %
Profit before tax	**11**		17	
Tax charge at the UK corporation tax rate of 26% (2011: 28%)	**3**	**26.0**	5	28.0

There is no deferred tax in the company in the current or prior year.

The tax charge in future periods will be affected by the announcement on 21 March 2012 that the corporation tax main rate will be reduced to 24% from 1 April 2012. The rate will be reduced by 1% annually until 1 April 2014 when the rate will be 22%.

Tax rate changes are taken into account if they are substantively enacted at the statement of financial position date. The reduction to 24% was included in a resolution passed under the Provisional Collection of Taxes Act 1968 on 26 March 2012.

7. TRADE AND OTHER RECEIVABLES

	2012 £'000	2011 £'000
Non-current assets		
Amounts due from parent undertaking	**299,404**	299,233
Current assets		
Amounts due from parent undertaking (interest)	**5,709**	5,699

On 21 July 2009 the Company lent North West Electricity Networks Limited (the 'Parent Company') proceeds of £299.1m in relation to the Notes issue of £300.0m at 6.75 per cent fixed rate due 2015, net of discount on issue. The carrying value of the receivable reflects the amortisation of the discount.

Notes *(continued)*

8. CASH AND CASH EQUIVALENTS

	2012 **£'000**	2011 £'000
Cash at bank and in hand	**14**	14

9. BORROWINGS

This note provides information about the contractual terms of the Company's loans and borrowings. For more information about the Group's exposure to credit risk, liquidity risk and market risk see note 10.

	2012 **£'000**	2011 £'000
Non-current liabilities (Borrowings measured at amortised cost)		
6.75% £300m bond maturing 2015	**299,404**	299,233

The Company has issued £300.0m 6.75 per cent fixed rate Notes due 2015, guaranteed by North West Electricity Networks Limited (the 'Parent Company') and NWEN Group Limited.

Borrowing facilities

The Company had no unutilised committed bank facilities at 31 March 2012 (2011: £nil). There is no formal bank overdraft facility in place at 31 March 2012.

Notes *(continued)*

10. FINANCIAL INSTRUMENTS

A financial instrument is a contract that gives rise to a financial asset in one entity and a financial liability or equity in another entity. The Company uses financial instruments to invest liquid asset balances, raise funding and manage the risks arising from its operations.

The principal risk which the Company is exposed to and which arises in the normal course of business is liquidity risk.

Control over financial instruments

The Company has a formal risk management structure, which includes the use of risk limits, reporting and monitoring requirements, mandates, and other control procedures. It is currently the responsibility of the Group Board to set and approve the risk management procedures and controls. For a full discussion of the Group's risk management policies refer to the ENWL financial statements.

Risk management

All of the Company's activities involve analysis, acceptance and management of some degree of risk or combination of risks. The most important type of financial risk is liquidity risk. The Company has low level exposure to market risk, which includes foreign exchange, interest rate, inflation (RPI) and equity price risks. The Company has no exposure to foreign exchange, inflation (RPI) or equity price risk or any direct exposure to interest rate risk as all borrowings are at a fixed rate and matched by income from an inter-company receivable.

Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient funds to meet the obligations or commitments resulting from its business operations or associated with its financial instruments, as they fall due. As the Company's obligations in respect of the listed Notes are met via income receivable from North West Electricity Networks Limited via the inter-company loan arrangement the Board considers the liquidity risk to be low and that cash flows are appropriately balanced to allow all funding obligations to be met when due.

The following is an analysis of the maturity profile of contractual cash flows of principal and interest payable under financial liabilities on an undiscounted basis. All cash flows are shown gross.

Bonds	**On demand £'000**	**<1 year £'000**	**1-2 years £'000**	**2-3 years £'000**	**3-4 years £'000**	**>4 years £'000**	**Total £'000**
As at 31 March 2012	**-**	**(20,250)**	**(20,250)**	**(20,250)**	**(310,125)**	**-**	**(370,875)**
As at 31 March 2011	-	(20,250)	(20,250)	(20,250)	(20,250)	(310,125)	(391,125)

Market risk

The Company has low level exposure to market risk, which includes foreign exchange, interest rate, inflation (RPI) and equity price risks. The Company has no exposure to foreign exchange, inflation (RPI) or equity price risk or any direct exposure to interest rate risk as all borrowings are at a fixed rate.

Notes *(continued)*

10. FINANCIAL INSTRUMENTS *(CONTINUED)*

Liquidity risk *(continued)*

Fair values

The table below provides a comparison of the book and fair values of the Company's financial instruments by category as at the balance sheet date. Where available, market values have been used to determine fair values. Where market values are not available, fair values have been calculated by discounting cash flows at prevailing interest rates.

For cash and cash equivalents, trade and other receivables, trade and other payables and short-term loans and receivables with a maturity of less than one year the book values approximate the fair values because of their short-term nature. For non-public long term loans and receivables, fair values are estimated by discounting future contractual cash flows to net present values using current market interest rates available to the Company for similar financial instruments as at year end.

The fair values of financial assets and liabilities, together with the carrying amounts shown in the balance sheet, are as follows:

Financial assets	**Carrying value 2012 £'000**	**Fair value 2012 £'000**	Carrying value 2011 £'000	Fair value 2011 £'000
***Non-current assets**:*				
Amounts due from Group undertaking	**299,404**	**334,071**	299,233	327,771
***Current assets**:*				
Cash and cash equivalents	**14**	**14**	14	14
Interest receivable	**5,709**	**5,709**	5,699	5,699
Financial liabilities:				
***Non-current liabilities**:*				
Borrowings measured at amortised cost	**(299,404)**	**(334,071)**	(299,233)	(327,771)
Current liabilities				
Interest payable	**(5,682)**	**(5,682)**	(5,683)	(5,683)

11. TRADE AND OTHER PAYABLES

	2012 £'000	2011 £'000
Accrued interest	**5,682**	5,683
Amounts due to Group undertaking	**8**	5
	5,690	5,688

Notes *(continued)*

12. SHARE CAPITAL

	2012 £'000	2011 £'000
Authorised and allotted:		
50,000 ordinary shares of £1 each	**50**	50

	2012 £'000	2011 £'000
Allotted and part paid		
50,000 ordinary shares of £1 each, of which £0.25 has been called up and paid	**13**	13

13. TOTAL SHAREHOLDER'S EQUITY

	Share capital £'000	**Retained earnings £'000**	**Total shareholder's equity £'000**
As at 1 April 2010	13	-	13
Profit for the year	-	12	12
At 31 March 2011	13	12	25
Profit for the year	**-**	8	8
At 31 March 2012	**13**	**20**	**33**

14. RELATED PARTY TRANSACTIONS

During the year, the Company entered into the following transactions with related parties:

	2012 £'000	2011 £'000
Interest receivable from North West Electricity Networks Limited	**20,431**	20,304

Amounts outstanding with related parties are as follows:

	2012 £'000	2011 £'000
Loans to North West Electricity Networks Limited (note 7)	**299,404**	299,233
Interest receivable from North West Electricity Networks Limited (note 7)	**5,709**	5,699
Amounts payable to Group undertaking (note 11)	**8**	5

The loan to North West Electricity Networks Limited carries interest at 6.75% fixed rate and is repayable in 2015.

Notes *(continued)*

15. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The immediate parent undertaking is North West Electricity Networks Limited and the ultimate parent undertaking is North West Electricity Networks (Jersey) Limited, a company incorporated and registered in Jersey. The external address of the ultimate parent company is: Whiteley Chambers, Don Street, St Helier, Jersey, JE4 9WG.

The largest group in which the results of the Company are consolidated is that headed by North West Electricity Networks (Jersey) Limited, incorporated in Jersey. The smallest group in which they are consolidated is that headed by North West Electricity Networks Limited, a company incorporated and registered in the UK.

First State Investment Fund Management S.a.r.l. on behalf of First State European Diversified Infrastructure Fund FCP-SIF ('EDIF') and IIF Int'l Holding GP Ltd ('IIF') have been identified as ultimate controlling parties and are advised by Colonial First State Global Asset Management (a member of the Commonwealth Bank of Australia Group) and JP Morgan Investment Management Inc respectively.