

**NORTH WEST ELECTRICITY NETWORKS
(HOLDINGS) LIMITED**

**Annual Report and Consolidated
Financial Statements
for the year ended 31 March 2014**

Notice regarding limitations on Director Liability under English Law

The information supplied in the Directors' Report has been drawn up and presented in accordance with English company law. The liabilities of the Directors in connection with that Report shall be subject to the limitations and restrictions provided by such law.

Cautionary statement regarding forward-looking statements

The Directors' Report and Strategic Report have been prepared solely to provide additional information to the shareholders to assess the Company and the Group's strategies and the potential for those to succeed. They contain certain forward looking statements that are subject to factors associated with, amongst other matters, the economic and business circumstances occurring within the region and country in which the Group operates. It is believed that the expectations reflected in these statements are reasonable but they may be affected by a wide range of variables which could cause actual results to differ materially from those anticipated at the date of the Annual Report. The Company does not undertake any obligation to update or revise these forward-looking statements, except as may be required by law or regulation.

Website and Investor Relations

Electricity North West Limited's website www.enwl.co.uk gives additional information on the Group. Notwithstanding the references we make in this Annual Report to Electricity North West's website, none of the information made available on the website constitutes part of this Annual Report or shall be deemed to be incorporated by reference herein. Interested institutional debt investors can also gain access to additional financial information by contacting the Electricity North West Limited Head of Treasury and Investor Relations (contact details at our website).

Contents

Strategic Report	2
Directors' Report	8
Independent Auditor's Report to the members of North West Electricity Networks (Holdings) Limited	10
Consolidated Income Statement	11
Consolidated and Company Statement of Comprehensive Income	12
Consolidated and Company Statement of Financial Position	13
Consolidated Statement of Changes In Equity	14
Company Statement of Changes In Equity	15
Consolidated and Company Statement of Cash Flows	16
Notes to the Financial Statements	17

Strategic Report

The Directors present their Annual Report and the audited financial statements of North West Electricity Networks (Holdings) Limited (the 'Company') and its subsidiaries (together referred to as the 'Group') for the year ended 31 March 2014.

Business Model

North West Electricity Networks (Holdings) Limited ('NWENH') acts as an intermediary holding company within the North West Electricity Networks (Jersey) Limited group and is non-trading.

The Group's principal activity is the operation and maintenance of the North West's electricity distribution network. The distribution of electricity is regulated by the terms of Electricity North West Limited's ('ENWL's') Electricity Distribution Licence granted under the Electricity Act 1989 and monitored by the Gas and Electricity Markets Authority. ENWL is an indirectly held subsidiary of the Company. The strategy and objectives of the Group are discussed in the Strategic Report of ENWL.

The Group also includes three financing companies which have debt listed on the London Stock Exchange. These companies are ENW Finance plc, NWEN Finance plc and ENW Capital Finance plc. Following the issue of debt, ENW Capital Finance plc lent the net proceeds to its immediate parent company North West Electricity Networks Limited ('NWENL'), NWEN Finance plc lent the net proceeds to its immediate parent company North West Electricity Networks (Holdings) Limited ('NWEN Holdings') and ENW Finance plc lent the net proceeds to a fellow Group subsidiary, ENWL.

Future Developments

Operationally, the past year has been focused around getting the Group ready for the 2015-23 regulatory price review (RIIO-ED1). The new price review period will be extremely challenging for all DNOs, demanding a better service for customers at a reduced cost. Over the past few years, we have been getting the Group ready to meet these challenges. We now have a wide range of initiatives in place and discuss these further in the Strategic Report of ENWL. Not only does this involve completion of our investment programme for the current regulatory period, but it also involves significant change programmes and new IT investment aimed at improving our efficiency and reducing costs for consumers.

Key performance indicators

The performance of the Group is monitored by the Board of Directors by reference to key performance indicators.

Performance against these measures for the years ended 31 March 2014 and 2013 is set out in the following table:

	2014	*Restated 2013
Revenue	£508m	£468m
Operating profit	£271m	£212m
Profit before tax and fair value movements	£122m	£110m
Profit before tax	£140m	£106m
Cash flow (before financing activities)	(£3.1m)	£28.8m

* Restated due to the Group applying IAS19 Employee Benefits (revised 2011) and the related consequential amendments for the first time in the year. For further detail of the impact in the current and prior year following the adoption of IAS19 Employee Benefits (revised 2011) see note 1.

Since the Company operates solely as an investment company it has no non-financial key performance indicators.

For an understanding of the Group's operational performance, non-financial key performance indicators are presented for ENWL and are disclosed in the annual report and financial statements of that company.

Revenue

Revenue has increased to £508m (2013: £468m) as a result of an increase in allowed DUoS (Distribution Use of System) revenue and rising RPI which both of which are in line with the agreed revenue profiling under the current price control period, Distribution Price Control Review period 5 ('DPC5').

As part of the price control period, allowed revenues are agreed with Ofgem which results in an under or over recovery of revenue each year. The under recovery at 31 March 2014 was £19m (2013: £17m under-recovery). This under recovery will be recovered through increased pricing over the next two years.

Operating profit

Operating profit has increased to £271m (2013: £212m) as a result of the increase in revenue detailed above and a decrease in operating costs due to the creation of a provision for retail property liabilities in the prior year partially offset by an increase in other operating costs.

Strategic Report *(continued)*

Key performance indicators *(continued)*

Profit before tax and fair value movements

Profit before tax and fair value movements has increased as a result of increased operating profit offset by an increase in interest expense which is largely due to the interest payment as a result of the regulatory swaps, held by ENWL, maturing in October 2013 and a further increase due to RPI movements on index linked debt.

Profit before tax

The increase in profit before tax of £34m reflects the increase in operating profit as detailed above and net fair value gains of £18m on financial instruments (2013: £4m losses) offset by the increase in interest expense as detailed above.. The fair value gains are largely due to the interest rate swaps which matured in October resulting in the release of the carrying fair value.

Cash flow (before financing activities)

Cash flow before financing activities has decreased by £32m in the year. The increase in cash from operations of £63m has been more than offset by increases in interest paid, tax payments and the increased investments in fixed assets. Net cash outflow from financing activities was £16m in the year (31 March 2013: £12m cash inflow). Dividend payments increased by £34m to £67m and proceeds of new borrowings were £67m.

Liquidity

The Group's primary source of liquidity is from Group operations and from funding raised through external borrowings.

ENWL has an agreed regulatory price control to March 2015 which provides certainty for a large majority of the Group's revenues from ongoing operations, providing both a stable and a predictable source of funds. Forecasts have been prepared for the next regulatory period to 2023 and are used to monitor liquidity.

Short-term liquidity

Short-term liquidity requirements are met from the Group's normal operating cash flows. Further liquidity is provided by cash and short-term deposit balances. In total at 31 March 2014, unutilised committed facilities of £259m (2013: £211m), together with £81m (2013: £101m) of cash and short-term deposits provide substantial short-term liquidity for the Group and Company.

Utilisation of undrawn facilities is with reference to Regulatory Asset Value ('RAV') gearing restrictions for the Group.

Long-term liquidity

The Group's long term debt was £1,591m at 31 March 2014 compared with £1,548m at 31 March 2013. Amounts repayable after more than five years comprise bonds and bank loans.

The Group's long term borrowings net of cash and short-term deposits of £1,510m at 31 March 2014 (2013: £1,447m) consisted substantially of bonds and bank loans with medium to long-term maturities.

The Group's long term debt is comprised of a combination of fixed, floating and index-linked debt, with a range of maturities and interest rates reflective of prevailing market rates at issue.

At 31 March 2014, £nil (2013: £nil) of the long term debt matures within 1 year, £298m (2013: £nil) matures in more than one year but less than two years, £30m (2013: £325m) matures in more than two years but less than five years, and £1,263m (2013: £1,223m) matures in more than five years.

The group companies that issue debt in the public bond markets maintain credit ratings with one or more of the leading credit rating agencies. During the period the credit ratings have been formally reviewed and have been affirmed on a stable outlook basis. Further details are available to credit investors on the companies' website www.enwl.co.uk

Treasury policy

The Group's treasury function operates with the delegated authority of, and under policies approved by, the Board. The treasury function does not act as a profit centre and does not undertake any speculative trading activity.

It seeks to ensure that sufficient funding is available in line with policy and to maintain the agreed targeted headroom to key financial ratios. Long-term borrowings are mainly at fixed rates to provide certainty or are indexed to inflation to match the Group's inflation-linked ('RPI') cash flows.

Strategic Report *(continued)*

Treasury operations

The Group uses two main groups of derivatives to economically hedge exposure to fluctuations in market rates over the medium to long term; interest rates swaps to manage interest rate risk and inflation swaps to convert fixed rate debt to index-linked borrowing.

At 31 March 2014 there were no formal hedging relationships in the Group (2013: none).

The Group's use of derivative instruments relates directly to underlying indebtedness. The proportion of post-hedging borrowings at fixed, floating and index-linked rates of interest is maintained in line with target levels set in the Treasury Policy and is monitored by the Board, with reference to both the level of floating rate borrowings and the projected regulatory revenues that are exposed to inflationary adjustments (index-linked).

The derivatives are accounted for at fair value through profit or loss ("FVTPL"), with fair value movements booked through the income statement. Similarly, fair value movements on the £250m 8.875% 2026 bond in ENWL are booked through the income statement as this bond was designated at FVTPL on initial recognition. These fair value movements are non-cash and reverse over the life of the financial instrument, but can be significant and result in material volatility in the income statement.

In the current year, net fair value gains totalling £18m have been recognised in the income statement (2013: losses of £4m), of which £18m gain (2013: £13m gain) relates to non-cash fair value movements and £nil (2013: £17m loss) relates to cash settlements due to close out of swaps and accretion payments.

The Group's cash flows are in sterling other than sundry purchases of plant denominated in foreign currencies and some assets of the defined benefit pension scheme which are managed by the pension scheme investment managers. The Group has no other material exposure to foreign currency exchange movements.

Going concern

When considering continuing to adopt the going concern basis in preparing the Annual Report and consolidated financial statements, the Directors have taken into account a number of factors, including the following:

- ENWL's electricity distribution licence includes the obligation in standard condition 40 to maintain an investment grade issuer credit rating;
- Under section 3A of the Electricity Act 1989, the Gas and Electricity Markets Authority has a duty, in carrying out its functions, to have regard to the need to secure that licence holders are able to finance their activities, which are the subject of obligations imposed by or under Part 1 of the Electricity Act 1989 or the Utilities Act 2000;
- Management has prepared, and the Directors have reviewed, updated Group forecasts for the DPC5 period ending 31 March 2015 which include projections and cash flow forecasts, including covenant compliance considerations. The forecasts include appropriate assumptions on the efficiencies forecast from business transformation. Inherent in forecasting is an element of uncertainty, our forecasts have been sensitised for possible changes in the key assumptions, including RPI and over/under recoveries of allowed revenue, and demonstrate that there is sufficient headroom on key covenants and that sufficient resources are available within the forecast period;
- The latest forecasts used to assess going concern form part of the 2015-23 regulatory price review (RIIO-ED1) process and therefore extend beyond the normal 12 month forecasting period. During the year ENWL submitted a business plan proposal to Ofgem covering the period 2015 - 2023. Feedback on this submission is expected in July 2014; this inevitably leaves a level of uncertainty around future revenues. The forecasts demonstrate sufficient liquidity and headroom against the key covenant ratios, including when sensitised for variations in operational performance;
- Short-term liquidity requirements are forecast to be met from the Group's normal operating cash flow. Further liquidity is provided by cash and short-term deposit balances. Furthermore, committed undrawn bank facilities of £100m within ENWL and £159m in NWENL are available from lenders which have a maturity of more than one year. Whilst the utilisation of these facilities is subject to gearing covenant restrictions, projections to 31 May 2015 indicate there is significant headroom on these covenants; and

Strategic Report *(continued)*

Going concern *(continued)*

The Group and ENWL are financed largely by long term external funding, and this, together with the present cash position and committed undrawn facilities, provides the appropriate liquidity platform to allow the Company and Group to meet their operational and financial commitments for the foreseeable future. It is the intention of North West Electricity Networks Limited to renew the £300m 6.75% bond issued by ENW Capital Finance plc which is due to mature in June 2015. North West Electricity Networks Limited is well advanced with plans to refinance the related bond on its maturity and has received credit approved offers from four banks rated A or above for standby facilities to increase its flexibility as to the timing of any replacement bond issuance.

Consequently, after making appropriate enquiries, the Directors have a reasonable expectation that the Company has 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 consolidated financial statements.

Principal risks and uncertainties

The principal trade and activities of the Group are carried out in 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 ENWL Annual Report and Financial Statements, which are available on our website, www.enwl.co.uk.

An assessment of the change in risk has been carried out and the principle risks are deemed comparable year on year with the exception of the risk of refinancing. However, as discussed below the Group is confident of securing appropriate long term refinancing.

The Board considers the following risks to be the principal ones that may affect the Group's performance and results, in addition to those identified in the Strategic Report of ENWL.

Failure to comply with investor and banking covenants

The Group has a comprehensive set of covenants contained within the legal agreements surrounding the external

borrowings. A detailed review of all the covenants has been undertaken and appropriate owners identified within the business who are responsible for ensuring compliance.

A compliance reporting regime is well established and the compliance status is reviewed and approved by the Interim CFO and CEO, and is reported to the Board on a monthly basis. There have been no covenant breaches in the current year. Further, there are no covenant breaches forecast nor expected in the most recent approved business plan to 31 May 2015.

Refinancing

The Company is a subsidiary within a group of companies established specifically for the purpose of purchasing ENWL on 19 December 2007. The purchase was financed by a combination of equity and bank finance. The Group is financed largely by long-term external funding, and this, together with the present cash position and committed undrawn facilities, provides the appropriate liquidity platform to allow the Company and Group to meet their operational and financial commitments for the foreseeable future.

The £300m 6.75% bond issued by ENW Capital Finance plc is due to mature in June 2015 and plans to re-finance this debt are at an advanced stage. The debt and bond markets are in good shape with strong investor demand for new issues and the Group is therefore confident of securing a successful long-term refinance to provide stability.

During the year NWEN entered into an interest rate swap locking into forward rates to give increased certainty to the associated cash flows for the current and future pricing periods. There was a £4.1m adverse fair value movement recognised in the year which represents the net of the present value of the credit and execution charges built into the pricing of the swap and the impact of changes in market rates.

Financial risks

The principal financial risks which the Group is exposed to and which arise in the normal course of business are credit risk, liquidity risk and market risk. Market risk includes foreign exchange, interest rate, inflation and equity price risks.

Strategic Report *(continued)*

Principal risks and uncertainties *(continued)*

Credit (counterparty) risk management

The Group is required by Ofgem to accept any company that has obtained a trading licence regardless of their credit status. To mitigate the risk posed by this, all transactions with customers are governed by a contract which all customers are required by Ofgem to sign and adhere to the terms.

Exposure limits with counterparties are reviewed regularly. The Group's exposure and the credit ratings of its counterparties are monitored and the aggregate value of transactions concluded is spread amongst approved counterparties.

Liquidity risk management

The Group manages the liquidity profile of its assets, liabilities and commitments so that cash flows are appropriately balanced and all funding obligations are met when due. This is achieved through maintaining a prudent level of liquid assets, and arranging funding facilities (discussed on previous page).

Market risk management

The Group manages market risk exposure by seeking to match financing costs as closely as possible with the revenues generated by its assets. The regulated revenue generated by ENWL is linked to inflation and the Group, therefore, matches a proportion of the financing costs using a combination of index-linked debt and index-linked derivatives. By matching the cost of funding and revenue in this way, the exposure to movements in inflation is somewhat mitigated. Inevitably, there is not a perfect match and some exposure remains.

Employees

Our people are key to achieving our business strategy, delivering high levels of customer service and enhancing shareholder value. The Group is committed to developing an engaged, motivated and high performing workforce to enable the Group to achieve its vision and goals, whilst putting safety at the core of how we operate.

The Group is committed to employee's health and safety as well as providing equality of opportunity in learning and development. We are committed to developing a nurturing culture in which employees feel valued to reach their full potential and to understand how their own contribution adds value to the Group.

The Group sets policies and encourages a working culture that recognises, respects, values and harnesses diversity for the benefit of the Group and the individual, and we are committed to integrating equality and diversity into all that we do. The Group is committed to fulfilling its obligations in accordance with the Disability Discrimination Act 1995 and best practice.

As an equal opportunities employer, equal consideration is given to applicants with disabilities in the Group's employment criteria.

The business will modify equipment and practices wherever it is safe and practical to do so, both for new employees and for those employees that become disabled during the course of their employment.

Human Rights

The Group operates exclusively in the UK and, as such, is subject to the European Convention on Human Rights and the UK Human Rights Act 1998.

We respect all human rights and regard those rights relating to non-discrimination, fair treatment and respect for privacy to be the most relevant and to have the greatest potential impact on our key stakeholder groups of customers, employees and suppliers.

We seek to anticipate, prevent and mitigate any potential negative human rights impacts as well as enhance positive impacts through our policies and procedures and, in particular, through our policies regarding employment, equality and diversity, treating customers fairly and information security.

Gender and Diversity

Information on the composition of the workforce at the year end is summarised below:

	2014	2014	2013	2013
	Males	Females	Males	Females
Total Employees	1,317	337	1,292	334
Senior Managers	20	7	21	6
Executive leadership team	7	2	5	3
Directors	7	0	7	0

Strategic Report *(continued)*

Changes in Accounting Policy

In the current financial period the Group has adopted the amendments to IAS 1 "Presentation of Items of Other Comprehensive Income", and IAS19 (revised 2011) "Employee Benefits".

Otherwise, the same accounting policies, presentation and methods of computation are followed in the financial statements as applied in the prior year.

IAS 19 (revised 2011) and the related consequential amendments have impacted the accounting for the Group's defined benefit scheme, by replacing the interest cost and expected return on plan assets with a net interest charge on the defined benefit scheme. The impact has been applied retrospectively in line with the standard resulting in a prior year restatement.

Environmental Impacts

The Group are dedicated to achieving the highest standards of environmental performance, not only by minimising the risk of adverse impacts such as pollution, but through investment in outputs that deliver a positive impact.

Our greenhouse gas emissions are reported in the Strategic Report of ENWL. There are no further disclosures for the rest of the Group which consists of non-trading investment companies with the exception of Electricity North West (Construction and Maintenance) Limited which does not have a material impact on the Group's disclosures.

Corporate Social Responsibility

Details of the Group's approach to corporate responsibility, relating to our environment, social and governance policies, can be found in ENWL's Annual Report and financial statements.

Fair, balanced & understandable

The Directors have reviewed the thorough assurance process in place within the Group with regards to the preparation, verification and approval of financial reports. This process includes:

- ▢ Detailed review and appropriate challenge from key internal Group functions, such as Group Risk, Assurance and Internal Audit;

- ▢ Formal sign-offs from the business area senior managers, the finance managers and Interim CFO of ENWL;
- ▢ Group Audit Committee oversight, involving a review of key financial reporting judgements, review and appropriate challenge on matters such as any changes to significant accounting policies and practices during the year, significant adjustments and the going concern assumption;
- ▢ The involvement of qualified, professional employees with an appropriate level of expertise and experience throughout the business; and
- ▢ Engagement of a professional and experienced firm of external auditors, a framework for full transparent disclosure of information during the audit process and post audit evaluation.

As a result of these processes together with the information and assurance provided by the day to day internal control processes, the information provided by the Executive Leadership Team of ENWL and the in-depth reporting required by Ofgem, both the Audit Committee of ENWL and the Board are satisfied that the Annual Report and Financial Statements taken as a whole, provide a fair, balanced and understandable assessment of the Group's position at 31 March 2014.

Approved by the Board on 3 June 2014 and signed on its behalf by:

S Johnson
Director

Directors' Report

The Directors present their annual report and the audited financial statements of North West Electricity Networks (Holdings) Limited (the 'Company') and its subsidiaries (together referred to as the 'Group') for the year ended 31 March 2014.

Dividends

The Company paid interim dividends of £67m (2013: £33m). The Directors do not propose a final dividend for the year ended 31 March 2014 (2013: same). On 21 May 2014 a subsidiary company, NWEN Group Limited, approved an interim dividend for the financial year ending 31 March 2015, of £25m, payable in June 2014. On receipt of this interim dividend it is proposed that the Board of Directors of NWENH will approve an interim dividend for the financial year ending 31 March 2015, of £25m (£8.20 per share), payable in June 2014.

Directors

The Directors of the Company during the year ended 31 March 2014 are set out below. Directors were appointed for the whole year and to the date of this report except where otherwise indicated.

S Johnson

M McCallion (resigned 24 May 2013)

R O'Malley (appointed 7 March 2013)

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 Group's business.

Directors' and Officers' insurance

The Group 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 2006.

Research and development

The Group is committed to developing innovative and cost-effective solutions for providing high quality services and reliability to our customers, and for the benefit of the wider community and the development of the network, as further detailed in the Business Review of ENWL's Annual Report.

Financial instruments

The risk management objectives and policies of the Group and the Company in relation to the use of financial instruments can be found in note 17 to the financial statements.

Capital structure

See note 26 for details of the Company's capital structure.

Directors' Report *(continued)*

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 Group financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union (EU) and have also chosen to prepare the parent company financial statements under IFRSs as adopted by the EU.

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 Group and parent company and of the profit or loss of the Group and parent company for that period. In preparing these financial statements, International Accounting Standard 1 requires that the 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.

Information given to auditor

Each of the persons who is a Director at the date of approval of this Annual 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 within the provisions of s418 of the Companies Act 2006.

Reappointment of 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

North West Electricity Networks (Holdings) Limited
304 Bridgewater Place
Birchwood Park
Warrington
WA3 6XG

Registered number: 6428534

Approved by the Board on 3 June 2014 and signed on its behalf by:

S Johnson
Director

Independent Auditor's Report to the members of North West Electricity Networks (Holdings) Limited

We have audited the financial statements of North West Electricity Networks (Holdings) Limited for the year ended 31 March 2014 which comprise the Consolidated Income Statement, the Consolidated and Company Statement of Comprehensive Income, the Consolidated and Company Statement of Financial Position, the Consolidated and Company Statement of Changes in Equity, the Consolidated and Company Statement of Cash Flows and the related notes 1 to 31. 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 and, as regards the parent company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

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 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 financial statements. In addition, we read all financial and non-financial information in the annual report to identify material inconsistencies with the audited financial

statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. 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 Group's and of the parent company's affairs as at 31 March 2014 and of the Group's profit for the year then ended;
- ✔ the Group financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union;
- ✔ the parent company financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union and as applied in accordance with the provisions of the Companies Act 2006; and
- ✔ the financial statements 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 Strategic Report and Directors' Report for the financial year 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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- ✔ the parent company 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.

Jane Boardman BSc ACA

for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
Manchester, United Kingdom
3 June 2014

CONSOLIDATED INCOME STATEMENT

For the year ended 31 March 2014

	Note	Group 2014 £m	*Restated Group 2013 £m
Revenue	2	508.0	468.0
Employee costs	3,4	(43.7)	(39.6)
Depreciation and amortisation expense (net)	3	(99.4)	(95.0)
Retail property provision credit/(charge)	19	1.5	(20.6)
Other operating costs		(95.9)	(101.2)
Total operating expenses		(237.5)	(256.4)
Operating profit	3	270.5	211.6
Investment income	5	0.4	0.7
Finance expense	6	(130.8)	(106.7)
Profit before taxation		140.1	105.6
Taxation	7	15.2	(6.4)
Profit for the year attributable to the owners of the Company	25	155.3	99.2

The results shown in the consolidated income statement for both the current and preceding years are derived from continuing operations.

* Restated due to the Group applying IAS19 Employee Benefits (revised 2011) and the related consequential amendments for the first time in the year. IAS19 (revised 2011) changes the accounting for detailed benefit plans and termination benefits and introduces certain changes in the presentation of the defined benefit cost including more extensive disclosures which are reflected within these financial statements. For further detail of the impact in the current and prior year following the adoption of IAS19 Employee Benefits (revised 2011) see note 1.

CONSOLIDATED AND COMPANY STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 March 2014

		Group 2014 £m	Company 2014 £m	*Restated Group 2013 £m	Company 2013 £m
Profit for the financial year		155.3	63.8	99.2	26.4
Items that will not be classified subsequently to profit or loss:					
Remeasurement of defined benefit pension schemes	20	74.1	-	(108.5)	-
Fair value gain on cash flow hedges	17	-	-	7.6	7.6
Deferred tax on remeasurement of defined benefit pension schemes taken directly to equity	21	(14.8)	-	24.9	-
Deferred tax on fair value gain on cash flow hedges taken directly to equity	17, 21	-	-	(1.8)	(1.8)
Adjustment due to change in future tax rates of brought forward deferred tax asset taken directly to equity	21	(5.7)	-	(0.8)	-
Other comprehensive income/(expense) for the year		53.6	-	(78.6)	5.8
Total comprehensive income for the year attributable to equity holders		208.9	63.8	20.6	32.1

* Restated due to the Group applying IAS19 Employee Benefits (revised 2011) and the related consequential amendments for the first time in the year. IAS19 (revised 2011) changes the accounting for detailed benefit plans and termination benefits and introduces certain changes in the presentation of the defined benefit cost including more extensive disclosures which are reflected within these financial statements. For further detail of the impact in the current and prior year following the adoption of IAS19 Employee Benefits (revised 2011) see note 1.

CONSOLIDATED AND COMPANY STATEMENT OF FINANCIAL POSITION

As at 31 March 2014

	Note	Group 2014 £m	Company 2014 £m	Group 2013 £m	Company 2013 £m
ASSETS					
Non-current assets					
Intangible assets and goodwill	10	208.9	-	216.1	-
Property, plant and equipment	11	2,704.9	-	2,571.4	-
Investments	12	-	3.1	-	3.1
		<u>2,913.8</u>	<u>3.1</u>	<u>2,787.5</u>	<u>3.1</u>
Current assets					
Inventories	13	7.3	-	5.2	-
Trade and other receivables	14	58.3	689.4	56.9	687.5
Cash and cash equivalents	15	81.1	11.5	100.5	12.2
Current income tax asset		-	0.1	-	2.6
		<u>146.7</u>	<u>701.0</u>	<u>162.6</u>	<u>702.3</u>
Total assets		<u>3,060.5</u>	<u>704.1</u>	<u>2,950.1</u>	<u>705.4</u>
LIABILITIES					
Current liabilities					
Borrowings	16	(509.7)	(509.7)	(509.7)	(509.7)
Trade and other payables	18	(134.9)	(13.6)	(128.7)	(11.7)
Derivative financial instruments	17	-	-	(31.7)	-
Current income tax liabilities		(11.5)	-	(5.8)	-
Provisions	19	(3.8)	-	(8.5)	-
		<u>(659.9)</u>	<u>(523.3)</u>	<u>(684.4)</u>	<u>(521.4)</u>
Net current (liabilities)/assets		<u>(513.2)</u>	<u>177.7</u>	<u>(521.8)</u>	<u>180.9</u>
Non-current liabilities					
Borrowings	16	(1,591.4)	(177.6)	(1,548.4)	(177.6)
Derivative financial instruments	17	(112.5)	-	(80.4)	-
Deferred tax liabilities	21	(304.2)	-	(333.6)	-
Customer contributions	22	(205.2)	-	(183.0)	-
Provisions	19	(5.8)	-	(11.5)	-
Refundable customer deposits	23	(2.6)	-	(3.1)	-
Retirement benefit obligation	20	(37.1)	-	(105.8)	-
		<u>(2,258.8)</u>	<u>(177.6)</u>	<u>(2,265.8)</u>	<u>(177.6)</u>
Total liabilities		<u>(2,918.7)</u>	<u>(700.9)</u>	<u>(2,950.2)</u>	<u>(699.0)</u>
Net assets/(liabilities)		<u>141.8</u>	<u>3.2</u>	<u>(0.1)</u>	<u>6.4</u>
EQUITY					
Called up share capital	24, 25	3.1	3.1	3.1	3.1
Retained earnings/(deficit)	25	138.7	0.1	(3.2)	3.3
Hedging reserve	25	-	-	-	-
Total equity	25	<u>141.8</u>	<u>3.2</u>	<u>(0.1)</u>	<u>6.4</u>

The financial statements of North West Electricity Networks (Holdings) Limited (registered number 6428534) were approved by the Board of Directors and authorised for issue on 3 June 2014 and signed on its behalf by:

S Johnson
Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 March 2014

	Note	Called up share capital £m	Retained earnings /(deficit) £m	Hedging reserve £m	Total equity £m
At 1 April 2012		3.0	15.0	(5.8)	12.2
Profit for the year		-	99.2	-	99.2
Other comprehensive (expense)/income	20,17	-	(108.5)	7.6	(100.9)
Tax on components of comprehensive income	21	-	24.1	(1.8)	22.3
Total comprehensive income for the year		-	14.8	5.8	20.6
Transactions with owners recorded directly in equity		0.1	-	-	0.1
Equity dividends	8	-	(33.0)	-	(33.0)
At 31 March 2013 (*restated)		3.1	(3.2)	-	(0.1)
Profit for the year		-	155.3	-	155.3
Other comprehensive income	20	-	74.1	-	74.1
Tax on components of comprehensive income	21	-	(20.5)	-	(20.5)
Total comprehensive income for the year		-	208.9	-	208.9
Transactions with owners recorded directly in equity					
Equity dividends	8	-	(67.0)	-	(67.0)
At 31 March 2014		3.1	138.7	-	141.8

* Restated due to the Group applying IAS19 Employee Benefits (revised 2011) and the related consequential amendments for the first time in the year. IAS19 (revised 2011) changes the accounting for detailed benefit plans and termination benefits and introduces certain changes in the presentation of the defined benefit cost including more extensive disclosures which are reflected within these financial statements. For further detail of the impact in the current and prior year following the adoption of IAS19 Employee Benefits (revised 2011) see note 1.

COMPANY STATEMENT OF CHANGES IN EQUITY

For the year ended 31 March 2014

	Note	Called up share capital £m	Retained earnings £m	Hedging reserve £m	Total equity £m
At 1 April 2012		3.0	9.9	(5.8)	7.1
Profit for the year		-	26.4	-	26.4
Fair value loss on cash flow hedges	17	-	-	7.6	7.6
Tax on components of comprehensive income	21	-	-	(1.8)	(1.8)
Total comprehensive income for the year		-	26.4	5.8	32.2
Issue of share capital	25	0.1	-	-	0.1
Equity dividends	8	-	(33.0)	-	(33.0)
At 31 March 2013		3.1	3.3	-	6.4
Profit for the year		-	63.8	-	63.8
Total comprehensive income for the year		-	63.8	-	63.8
Transactions with owners recorded directly in equity					
Equity dividends	8	-	(67.0)	-	(67.0)
At 31 March 2014		3.1	0.1	-	3.2

CONSOLIDATED AND COMPANY STATEMENT OF CASH FLOWS

For the year ended 31 March 2014

	Note	Group 2014 £m	Company 2014 £m	Group 2013 £m	Company 2013 £m
Operating activities					
Cash generated from/(used in) operations	30	364.1	-	301.6	(0.2)
Interest paid		(133.4)	(27.7)	(91.7)	(25.4)
Tax (paid)/ received		(29.1)	-	2.2	0.1
Net cash generated from/(used in) operating activities		201.6	(27.7)	212.1	(25.5)
Investing activities					
Interest received and similar income		0.4	31.0	0.7	25.8
Dividend received		-	64.0	-	33.0
Purchase of property, plant and equipment		(234.6)	-	(212.8)	-
Purchase of intangible assets		-	-	(0.1)	-
Customer contributions received		28.9	-	28.4	-
Proceeds from sale of property, plant and equipment		0.6	-	0.5	-
Net cash (used in)/generated from investing activities		(204.7)	95.0	(183.3)	58.8
Net cash (outflow)/inflow before financing activities		(3.1)	67.3	28.8	33.3
Financing activities					
Dividends paid		(67.0)	(67.0)	(33.0)	(33.0)
Transfer from money market deposits		-	-	25.0	-
Issue of Group loans		-	-	-	(18.5)
Proceeds from borrowings		67.0	-	180.0	180.0
Fees associated with borrowings		(1.3)	(1.0)	(1.8)	(1.8)
Repayment of borrowings		(15.0)	-	(141.0)	(141.0)
Accretion payment		-	-	(10.3)	-
Payment on close out of swap		-	-	(6.9)	(6.9)
Net cash generated (used in)/ from financing activities		(16.3)	(68.0)	12.0	(21.2)
Net (decrease)/increase in cash and cash equivalents		(19.4)	(0.7)	40.8	12.1
Cash and cash equivalents at the beginning of the year	15	100.5	12.2	59.7	0.1
Cash and cash equivalents at the end of the year	15	81.1	11.5	100.5	12.2

NOTES TO THE FINANCIAL STATEMENTS

North West Electricity Networks (Holdings) Limited is a company incorporated in the United Kingdom under the Companies Act.

1. SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of these financial statements are set out below. These policies have been applied consistently in the current year and prior year with the exception if IAS 19 (revised 2011) as detailed below:

Basis of preparation

The financial statements have been prepared in accordance with International Financial Reporting Standards ('IFRS') as adopted for use in 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, except for the revaluation of financial instruments.

The preparation of financial statements, 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 year. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results ultimately may differ from these estimates.

Basis of preparation – going concern basis

When considering continuing to adopt the going concern basis in preparing the Annual Report and consolidated financial statements, the Directors have taken into account a number of factors, including the following:

- █ ENWL's electricity distribution licence includes the obligation in standard condition 40 to maintain an investment grade issuer credit rating;
- █ Under section 3A of the Electricity Act 1989, the Gas and Electricity Markets Authority has a duty, in carrying out its functions, to have regard to the need to secure that licence holders are able to finance their activities, which are the subject of obligations imposed by or under Part 1 of the Electricity Act 1989 or the Utilities Act 2000;
- █ Management has prepared, and the Directors have reviewed, updated Group forecasts for the Distribution Price Control Period 5 ('DPC5') period ending 31 March 2015 which include projections and cash flow forecasts, including covenant compliance considerations. The forecasts include appropriate assumptions on the efficiencies forecast from business transformation. Inherent in forecasting is an element of uncertainty, our forecasts have been sensitised for possible changes in the key assumptions, including RPI and over/under recoveries of allowed revenue, and demonstrate that there is sufficient headroom on key covenants and that sufficient resources are available within the forecast period;
- █ The latest forecasts used to assess going concern form part of the 2015-23 regulatory price review (RIIO-ED1) process and therefore extend beyond the normal 12 month forecasting period. During the year ENWL submitted a business plan proposal to Ofgem covering the period 2015 - 2023. Feedback on this submission is expected in July 2014; this inevitably leaves a level of uncertainty around future revenues. The forecasts demonstrate sufficient liquidity and headroom against the key covenant ratios, including when sensitised for variations in operational performance;
- █ Short-term liquidity requirements are forecast to be met from the Group's normal operating cash flow. Further liquidity is provided by cash and short-term deposit balances. Furthermore, committed undrawn bank facilities of £100m within ENWL and £159m in NWENL are available from lenders which have a maturity of more than one year. Whilst the utilisation of these facilities is subject to gearing covenant restrictions, projections to 31 May 2015 indicate there is significant headroom on these covenants; and

Notes *(continued)*

1. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Basis of preparation – going concern basis *(continued)*

■ The Group and ENWL are financed largely by long term external funding, and this, together with the present cash position and committed undrawn facilities, provides the appropriate liquidity platform to allow the Company and Group to meet their operational and financial commitments for the foreseeable future. It is the intention of North West Electricity Networks Limited to renew the £300m 6.75% bond issued by ENW Capital Finance plc which is due to mature in June 2015. North West Electricity Networks Limited is well advanced with plans to refinance the related bond on its maturity and has received credit approved offers from four banks rated A or above for standby facilities to increase its flexibility as to the timing of any replacement bond issuance.

Consequently, after making appropriate enquiries, the Directors have a reasonable expectation that the Company has 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 consolidated financial statements.

Adoption of new and revised standards

Amendment to IAS 19, 'Employee Benefits';

The Group has retrospectively applied IAS19 Employee Benefits (as revised in 2011) and the related consequential amendments for the first time in the year 31 ended March 2014. IAS19 (revised 2011) changes the accounting for detailed benefit plans and termination benefits and introduces certain changes in the presentation of the defined benefit cost including more extensive disclosures which are reflected within these financial statements.

IAS 19 (revised 2011) and the related consequential amendments have impacted the accounting for the Group's defined benefit scheme, by replacing the interest cost and expected return on plan assets with a net interest charge on the net defined benefit.

For the year ended March 2014 the restated profit after tax is £9.2m lower, of which £2.3m relates to deferred tax, (2013: £3.7m lower of which £1.1m relates to deferred tax) and other comprehensive expense is £9.2m lower (of which £2.3m relates to deferred tax) (2013: £3.7m lower of which £1.1m relates to deferred tax) than previously reported. The Group has always recognised actuarial gains and losses immediately. There has been no effect on the defined benefit obligation.

Other Standards;

In the current year the Directors are not aware of any new or revised Standards or Interpretations which have impacted these financial statements.

Notes *(continued)*

1. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Basis of consolidation

The Group financial statements consolidate the financial statements of the Company and entities controlled by the Company (its subsidiaries), made up to 31 March each year.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated income statement from the effective date of acquisition or up to the effective date of disposal, as appropriate.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by the Group. All intra-group transactions, balances, income and expenses are eliminated on consolidation.

Subsidiaries

Control is achieved where the Company has the power to govern the financial and operating policies, generally accompanied by a shareholding of more than one half of the voting rights, of an investee entity so as to obtain benefits from its activities. On acquisition, the assets and liabilities and contingent liabilities of a subsidiary are measured at their fair values at the date of acquisition. Any excess of the cost of acquisition over the fair values of the identifiable net assets acquired is recognised as goodwill.

If the cost of acquisition is below the fair values of the identifiable net assets acquired the difference is recognised as negative goodwill and immediately written-off and credited to the income statement in the year of acquisition. Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by the Group. All intra-group transactions, balances, income and expenses are eliminated on consolidation.

Investments (Company only)

Investments in subsidiary undertakings are stated at cost less any provisions for permanent diminution in value. Dividends received and receivable are credited to the Company's income statement to the extent that they represent a realised profit for the Company.

Business combinations and goodwill

The acquisition of subsidiaries is accounted for using the purchase method. The cost of the acquisition is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree plus any costs directly attributable to the business combination. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under IFRS 3 are recognised at their fair value at the acquisition date. All costs associated with business combinations are expensed to the income statement.

Goodwill arising on the acquisition is recognised as an asset and initially measured at cost, being the excess of the cost of the business combination over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognised. If, after reassessment, the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities exceeds the cost of the business combination, then the negative goodwill is recognised, but immediately written-off to the income statement.

Goodwill is stated at cost less any accumulated impairment losses. Goodwill is allocated to cash-generating units and is not amortised but is tested annually for impairment, this is because it has an indefinite life.

Notes (continued)

1. SIGNIFICANT ACCOUNTING POLICIES (continued)

Intangible assets

Intangible assets are measured initially at cost and are amortised on a straight-line basis over their estimated useful lives. Assets which have an indefinite life are not subject to amortisation but are tested for impairment at least annually and where there is an indication of impairment. The carrying amount is reduced by any provision for impairment where necessary.

Amortisation periods for categories of intangible assets are:

Computer software	3-10 years
-------------------	------------

Intangible assets under construction are not amortised. Amortisation commences from the date the intangible asset is available for use.

The licence has an indefinite useful life and therefore, is tested annually for impairment.

Property, plant and equipment

Property, plant and equipment comprises operational structures and other assets (including properties, overground plant and equipment and electricity operational assets).

Operational structures

Infrastructure assets are depreciated by writing off their deemed cost less the estimated residual value, evenly over their useful lives, which range from 5 to 80 years. Employee costs incurred in implementing the capital schemes of the Group are capitalised within operational structure assets.

Other assets

All other property, plant and equipment are stated at historical cost less accumulated depreciation.

Historical cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

Freehold land and assets in the course of construction are not depreciated. Other assets are depreciated by writing off their cost evenly over their estimated useful lives, based on management's judgement and experience, which are principally as follows:

Buildings	30-60 years
Fixtures and equipment, vehicles and other	3-40 years

Depreciation methods and useful lives are re-assessed annually and, if necessary, changes are accounted for prospectively.

The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognised in the income statement.

Impairment of tangible and intangible assets

Intangible assets and property, plant and equipment are reviewed for impairment at each reporting date to determine whether there is any indication that those assets may have suffered an impairment loss. An intangible asset with an indefinite life is tested for impairment at least annually and whenever there is an indication of impairment.

If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. Where the asset does not generate cash flows that are independent from other assets, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Notes *(continued)*

1. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Impairment of tangible and intangible assets *(continued)*

The recoverable amount is the higher of fair value less costs to sell, and value in use. Value in use represents the net present value of expected future cash flows discounted on a pre-tax basis using a rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. Impairment of non-current assets is recognised in the income statement within operating costs.

Where an impairment loss subsequently reverses, the reversal is recognised in the income statement and the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but not so as to exceed the carrying amount that would have been determined had no impairment loss been recognised in prior years.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is based on weighted average cost and includes expenditure incurred in acquiring the inventories, conversion costs and other costs in bringing them to their existing location and condition.

Financial instruments

Financial assets and financial liabilities are recognised in the Group's statement of financial position when the Group becomes a party to the contractual provisions of the instrument.

Trade receivables

Trade receivables are stated at nominal value, with any allowances made for any estimated irrecoverable amounts.

Trade payables

Trade payables are stated at their nominal value.

Cash and cash equivalents

In the consolidated statement of cash flows and related notes, cash and cash equivalents includes cash at bank and in hand, deposits, other short-term highly liquid investments which are readily convertible on initial investment into known amounts of cash within three months and which are subject to an insignificant risk of change in value.

Money market deposits

Money market deposits with terms to maturity in excess of three months are not included as cash or cash equivalents and are separately disclosed on the face of the statement of financial position.

Financial investments

Investments (other than interests in subsidiaries and fixed deposits) are recognised and derecognised on a trade date basis and are initially measured at fair value, including transaction costs. Investments are classified as available-for-sale and are measured at subsequent reporting dates at fair value. Gains and losses arising from changes in fair value are recognised directly in equity, until the security is disposed of or is determined to be impaired, at which time the cumulative gain or loss previously recognised in equity is included in the net profit or loss for the year.

Notes *(continued)*

1. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

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.

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 Group after deducting all of its liabilities. Equity instruments issued by the Group are recorded at the proceeds received, net of direct issue costs.

Bank borrowings

Interest-bearing bank loans and overdrafts are recorded at the proceeds received, net of direct issue costs. 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 year in which they arise. The effective interest rate is a method of calculating the amortised cost of a financial liability and of allocating interest expense to the relevant year. 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. The Group derecognises financial liabilities when, and only when, the Group'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 year in which they are accrued. Transaction costs that are directly attributable to the acquisition or issue of a financial asset or financial liability are included in the initial fair value of that instrument.

Under IAS 23 borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalised. A qualifying asset is any major project with a projected timescale of greater than 12 months. Capitalisation commences when activities are undertaken to prepare the asset for use, and expenditure and borrowing costs are being incurred. Capitalisation ceases when substantially all of the activities necessary to prepare the intended asset for its intended use or sale are complete.

Borrowing costs capitalised in the year under IAS 23 were £0.9m (2013: £0.3m), using an average annual capitalisation rate of 5.9% (2013: 5.4%).

Dividend income

Dividend income is recognised when the Company's right to receive payment is established.

Notes *(continued)*

1. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Derivatives and borrowings

The Group's default treatment is for borrowings to be carried at amortised cost, whilst derivatives are recognised separately on the statement of financial position at fair value. Movements in fair values are reflected through the income statement, except for the effective part of any fair value movement on derivatives designated in a cash flow hedge relationship, which is recognised directly in equity. This has the potential to introduce considerable volatility to both the income statement and statement of financial position. The Group accounts for derivative financial instruments at fair value through profit or loss, where hedge accounting cannot be applied. This area is considered to be of significance due to the magnitude of the Group's level of borrowings.

Financial liabilities designated at fair value through profit or loss

Financial liabilities at FVTPL are stated at fair value, with any gains or losses on re-measurement recognised in the income statement. The net gain or loss recognised in the income statement incorporates any interest paid on the financial liabilities and is included in the interest charge. Fair value is determined in the manner described in note 17.

The Group elects to designate a financial liability at inception as fair value through the profit or loss on the basis that it meets the conditions specified in IAS 39 'Financial Instruments: Recognition and Measurement'.

The Group applied the fair value through profit or loss option to the £250m 8.875% 2026 bond upon initial recognition as the complexity of the associated swaps at that time meant that the criteria to allow hedge accounting was not met and the otherwise inconsistent accounting treatment that would have resulted allowed the Group to satisfy the criteria for this designation. Whilst these swaps were closed out during the prior year, IAS 39 does not permit the reclassification of the bond, which remains designated at fair value through profit or loss.

Derivative financial instruments and hedge accounting

Interest rate and index linked swap agreements are used to manage interest rate exposure. The Group does not use derivative financial instruments for speculative purposes. All financial derivatives are initially recognised at fair value at the date the derivative contract is entered into and are subsequently re-measured to their fair value at each statement of financial position date. Changes in the fair value of all derivative financial instruments that are not in a hedging relationship are recognised in the income statement within finance expense as they arise. The Group designates derivatives into hedging relationships and applies hedge accounting where all the criteria under IAS 39 'Financial Instruments: Recognition and Measurement' are met. In the prior year, the Group had one portfolio of financial instrument designated in a hedging relationship; to the extent that the hedging relationship was determined to be effective, the change in fair value of the derivative financial instruments was recognised directly in equity, with any ineffective portion of the gain or loss being recognised immediately in the income statement.

Hedge accounting

There are two types of hedge accounting strategies that the Group considers; a fair value hedge and a cash flow hedge. There are currently no formal hedging relationships in the Group.

IFRS 13 provides clarity around the methodology for measuring fair value. The Group applies the definition of fair value on the basis of an 'exit price' notion and uses a 'fair value hierarchy', which results in a market-based, rather than entity-specific, measurement. This change led to a change in the methodology the Group uses to value index-linked swaps in the prior year on early adoption of IFRS 13.

The fair value methodology for derivative financial instruments under IFRS 13 has been amended to take into account the non-performance risk inherent within the instruments held for both assets and liabilities. Determination of the non-performance risk is based on the transaction price for similar instruments or market data on appropriate credit spreads for the Group and counterparties.

Notes *(continued)*

1. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Derivative financial instruments and hedge accounting *(continued)*

Cash flow hedge

Where a derivative financial instrument is designated as a hedge of the variability in cash flows of a recognised asset or liability, the effective part of any gain or loss on the derivative is recognised directly in equity. Any ineffective portion of the gain or loss on the hedging instrument is recognised in the income statement immediately. Hedge accounting is discontinued when the hedge designation is revoked, or the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting.

Operating profit

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

Taxation

The tax expense represents the sum of current and deferred tax charges for the financial year, adjusted for prior year items.

Current taxation

Current tax, representing UK corporation tax, is based on the taxable profit for the year 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 statement of financial position date. Taxable profit differs from the net profit as reported in the income statement because taxable profit 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 statement of financial position 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 years 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 statement of financial position date.

The carrying amount of deferred tax assets is reviewed at each statement of financial position date and reduced to the extent that it is no longer more likely than not that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is charged or credited to the income statement, except when it relates to items charged or credited to equity, in which case the deferred tax is dealt with in other comprehensive income.

Notes *(continued)*

1. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Employee benefits – Retirement benefit obligations

The Group's defined pension benefit arrangements are provided through a division of the Electricity Supply Pension Scheme (ESPS). The most recent actuarial valuation for the scheme for funding purposes was carried out at 31 March 2010; agreed Actuarial valuations are carried out thereafter at intervals of not more than three years. The 31 March 2013 valuation is being completed and expected to be finalised in 2014. The pension cost under IAS 19 (Revised 2011) 'Employee Benefits' is assessed in accordance with the advice of a firm of actuaries.

The assumptions are disclosed in note 20 of the financial statements. Results are affected by the actuarial assumptions used. These assumptions include those made for investment returns on the scheme's assets, discount rates, pay growth and increases to pensions in payment and deferred pensions, and life expectancy for scheme members. Actual experience may differ from the assumptions made, for example, due to changing market and economic conditions and longer or shorter lives of participants. Defined benefit assets are measured at fair value while liabilities are measured at present value. The difference between the two amounts is recognised as a surplus or obligation in the Statement of Financial Position.

The net interest expense is recognised within finance costs (see note 6)

The remeasurement of the defined benefit pension schemes is recognised immediately through the Statement of Comprehensive Income.

In addition, the Group also operates a defined contribution pension scheme. Payments are charged to the Income Statement as employee costs as they fall due. The Group has no further payment obligations once the contributions have been paid.

IFRIC14: 'The limit on a defined benefit asset, minimum funding requirements and their interaction' was published by the interpretations committee of the International Accounting Standards Board in July 2007 and was adopted during the year ended 31 March 2008. IFRIC14 provides guidance on the extent to which a pension scheme surplus should be recognised as an asset and may also require additional liabilities to be recognised where minimum funding requirements exist. Legal opinion was obtained that a pension surplus could be recovered on wind up of the scheme and could therefore be recognised, along with associated liabilities. At the current time, this interpretation does not affect the Group.

Revenue recognition

Revenue represents the fair value of the income receivable in the ordinary course of business primarily for the distribution of electricity during the year, exclusive of value-added tax. Revenue includes an assessment of the volume of unbilled energy distributed to customers between the date of the last meter reading and the year end. Remaining sales relate to the invoice value of other goods and services provided which also relate to the electricity network.

Where turnover received or receivable in the year exceeds the maximum amount permitted by regulatory agreement and adjustments will be made to future prices to reflect this over-recovery, no liability is recognised as such an adjustment to future prices relates to the provision of future services. Similarly no asset is recognised where a regulatory agreement permits adjustments to be made to future prices in respect of an under-recovery. The Group recognises revenue generally at the time of delivery and when collection of the resulting receivable is reasonably assured. Payments received in advance of revenue recognition are recorded as deferred revenue.

Customer contributions

Contributions receivable in respect of property, plant and equipment are treated as deferred income, which is credited to the income statement over the estimated economic lives of the related assets. Amortisation of contributions received post 1 July 2009 is shown as revenue rather than within operating costs following the adoption of IFRIC 18.

Notes *(continued)*

1. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Refundable customer deposits

Refundable customer deposits received in respect of property, plant and equipment are held as a liability until repayment conditions come into effect and the amounts are repaid to the customer or are transferred to customer contributions.

Leases

Operating lease rentals are charged to the income statement on a straight-line basis over the period of the lease.

Research and development

Research and development costs are written off to the income statement as incurred.

Critical accounting judgements and key sources of estimation uncertainty

In the process of applying the Group's accounting policies, the Group 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 Group 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 Group believes have the most significant impact on the annual results under IFRS.

Carrying value of long-life assets

The Group's accounting policy for property, plant and equipment ('PPE') is detailed above. The carrying value of PPE as at 31 March 2014 was £2,705m (2013: £2,571m). Additions to PPE totalled £228m (2013: £214m) and the depreciation charge was £94m in the year ended 31 March 2014 (2013: £88m). The estimated useful economic lives of PPE are based on management's judgement and experience. When management identifies the useful lives differ materially from the estimates used to calculate depreciation, the charge is adjusted prospectively. Due to the significance of PPE investment to the Group, variations between actual and estimated useful lives could impact operating results both positively and negatively, although historically, few changes to estimated useful lives have been required.

In accordance with IFRS, the Group is required to evaluate the carrying values of PPE for impairment whenever circumstances indicate, in management's judgement, that the carrying value of such assets may not be recoverable. An impairment review requires management to make subjective judgements concerning the cash flows, growth rates and discount rates of the cash-generating units under review.

In the financial year ended 31 March 2014, the Directors have assessed the carrying value of both tangible and intangible fixed assets in accordance with the principles of IAS 36 'Impairment of Assets'. This review was underpinned by value in use calculations on the recoverable amounts of the cash generating units ('CGUs'). For the purpose of impairment testing the Group have determined that there is only one CGU and, due to favourable operating cash flows being forecast to the end of RIIO-ED1 and beyond, no impairment exists. Furthermore, management have completed a review of tangible fixed assets for material obsolescence and/or physical damage and no indication of impairment was identified.

Notes *(continued)*

1. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Critical accounting judgements and key sources of estimation uncertainty *(continued)*

Revenue recognition

Under IFRS, the Group recognises revenue generally at the time of delivery and when collection of the resulting receivable is reasonably assured. Should management consider that the criteria for revenue recognition are not met for a transaction, revenue recognition would be delayed until such time as the transaction becomes fully earned. Payments received in advance of revenue recognition are recorded as deferred revenue. The Group raises bills and recognises revenue in accordance with its entitlement to receive revenue in line with the limits established by the periodic regulatory price review processes.

The principal customers of the business are the electricity supply companies that utilise the Group's distribution network to distribute electricity from generators to the end consumer. Revenue from such activity is known as 'use of system'. The amount billed is dependent upon the volume of electricity distributed, including estimates of the units distributed to customers. The estimated usage is based on historic data, judgement and assumptions. Operating revenues are gradually adjusted to reflect actual usage in the period over which the meters are read.

Accounting for provisions and contingencies

The Group is subject to a number of claims incidental to the normal conduct of its business, relating to and including commercial, contractual and employment matters, which are handled and defended in the ordinary course of business. The Group routinely assesses the likelihood of any adverse judgements or outcomes to these matters as well as ranges of probable and reasonably estimated losses. Reasonable estimates involve judgements made by management after considering information including notifications, settlements, estimates performed by independent parties and legal counsel, available facts, identification of other potentially responsible parties and their ability to contribute, and prior experience. A provision is recognised when it is probable that an obligation exists for which a reliable estimate can be made of the obligation after careful analysis of the individual matter. The required provision may change in the future due to new developments and as additional information becomes available. Matters that either are possible obligations or do not meet the recognition criteria for a provision are disclosed, unless the possibility of transferring economic benefits is remote.

Property provision

ENWL held the leasehold title to a number of retail properties as a result of its legacy retail operations whilst trading as Norweb Plc. ENWL assigned the majority of these to a third party in 1996. However, the third party went into administration and ENWL still has a potential liability for lease obligations under privity of contract rules for these retail properties. The retail properties have lease expiry dates ranging from 2014 to 2021. The Directors have recognised a provision based on the probable financial exposure, having consulted with both internal and external property advisors and property management agents. Further information on the judgements involved is provided in note 19 to the financial statements.

Taxation

Assessing the outcome of uncertain tax positions requires judgements to be made regarding the application of tax law and the results of negotiations with, and enquiries from, tax authorities.

Retirement benefits

The pension cost under IAS 19 (revised 2011) 'Employee Benefits' is assessed in accordance with the advice of a firm of actuaries. The assumptions are disclosed in note 20 of the financial statements. Results are affected by the actuarial assumptions used. These assumptions include those made for investment returns on the schemes' assets, discount rates, pay growth and increases to pensions in payment and deferred pensions, and life expectancy for scheme members. Actual experience may differ from the assumptions made, for example, due to changing market and economic conditions and longer or shorter lives of participants.

Notes *(continued)*

1. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Critical accounting judgements and key sources of estimation uncertainty *(continued)*

Fair values of derivative financial instruments

The Group uses derivative financial instruments to manage the exposure to interest rate risk and inflation risk. The Board has authorised the use of derivatives by the Group to reduce the risk of loss arising from changes in market risks, and for economic hedging reasons. All financial derivatives are initially recognised at fair value at the date the derivative contract is entered into and are subsequently re-measured to their fair value at each statement of financial position date.

Changes in the fair value of all derivative financial instruments that are not in a hedging relationship are recognised in the income statement within finance expense as they arise. The Group designates derivatives into hedging relationships and applies hedge accounting where all the criteria under IAS 39 'Financial; Instruments: Recognition and Measurement' are met. The Group is therefore subject to volatility in the income statement due to changes in the fair values of the derivative financial instruments. Further information on the judgements involved is provided in note 17.

Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash generating units to which goodwill has been allocated. The value in use calculation requires the entity to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate present value. The value in use calculation performed concludes that no impairment loss is required against this goodwill.

Impairment of intangibles

Management assesses the recoverability of intangible assets on an annual basis. Determining whether any of the intangible assets are impaired requires an estimation of the value in use of the asset to the Group. This value in use calculation requires the Group to estimate the future cash flows expected to arise from the asset and a suitable discount rate in order to calculate the present value for the asset and compare that calculation to its carrying value. See note 10.

Impairment of investments

Management assesses the recoverability of investments on an annual basis. The net assets at the statement of financial position date of the Company which the investment is held within are compared with the carrying value of the investment at the statement of financial position date. Should the net assets be lower than the carrying value, this is treated as an indicator for impairment and an impairment test is conducted.

Any such impairment test would require an estimation of the value in use of the asset to the Group. The value in use calculation would require the Group to estimate the future cash flows expected to arise from the asset, discounted at a suitable rate to calculate the present value for the asset, and compare that calculation to its carrying value.

Notes *(continued)*

2. REVENUE

	Group 2014 £m	Group 2013 £m
Revenue	<u>508.0</u>	<u>468.0</u>

Predominantly all Group revenues arise from electricity distribution in the North West of England and associated activities. Only one operating segment is therefore regularly reviewed by the Chief Executive Officer and Executive Leadership Team.

Included within the above are revenues of approximately £374.9m (2013: £345.9m) which arose from sales to the Group's five (2013: five) largest customers. Customer 1 represented £115.4m (2013: £108.4m), Customer 2 £102.5m (2013: £94.4m), Customer 3 £71.0m (2013: £65.3m), Customer 4 £43.8m (2013: £40.3m) and Customer 5 £42.2m (2013: £37.5m) of revenues. No other customer represented more than 10 per cent of revenues either this year or in the prior year.

Notes *(continued)*

3. OPERATING PROFIT

The following items have been included in arriving at the Group's operating profit:

	2014	*Restated
	£m	2013
		£m
Employee costs		
Employee costs (note 4)	43.7	39.6
	<hr/>	<hr/>
Depreciation and amortisation expense (net)		
Depreciation of property, plant and equipment:		
Owned assets (note 11)	93.9	88.4
Amortisation of intangible assets and customer contributions:		
Software (note 10)	7.2	8.3
Customer contributions ¹ (note 22)	(1.7)	(1.7)
	<hr/>	<hr/>
Depreciation and amortisation expense (net)	99.4	95.0
	<hr/>	<hr/>
Other income		
Profit on disposal of property, plant and equipment	(0.2)	(0.6)
Other operating costs include:		
Research and development	2.1	2.0
Operating leases:		
- Land and buildings	0.9	0.9
- Plant and machinery	0.1	0.1
	<hr/> <hr/>	<hr/> <hr/>

¹ For the year ended 31 March 2014, £2.8m (2013: £2.6m) of customer contributions have been amortised through revenue in line with IFRIC 18.

* Restated due to the Group applying IAS19 Employee Benefits (revised 2011) and the related consequential amendments for the first time in the year. For further detail of the impact in the current and prior year following the adoption of IAS19 Employee Benefits (revised 2011) see note 1.

Notes *(continued)*

3. OPERATING PROFIT *(continued)*

Analysis of the auditor's remuneration is as follows:

	2014	2013
	£m	£m
Fees payable to the Company's auditor and their associates for the audit of the Company's annual financial statements	-	-
Fees payable to the Company's auditor and their associates for other services to the Group:		
The audit of the Company's subsidiaries	0.1	0.1
Total audit fees	0.1	0.1
Audit related assurance services *	0.1	0.1
Taxation advisory services	-	0.2
Other assurance services	-	0.1
Total non-audit fees	0.1	0.4
Total fees payable	0.2	0.5

* Fees payable to the auditor in relation to other audit related services totalled £82,450 (2013: £81,600).

Fees payable for the audit of the Company's financial statements of £3,635 (2013: £2,958) were borne by another Group company and have not been recharged.

Fees payable to Deloitte LLP and their associates for non-audit services to the Company are not required to be disclosed because the consolidated financial statements are only required to disclose such fees on a consolidated basis.

Notes *(continued)*

4. EMPLOYEE COSTS

Employee costs

	Group 2014 £m	*Restated Group 2013 £m
Wages and salaries	75.0	70.9
Social security costs	7.1	6.8
Pension costs (see note 20)	14.8	12.4
	<hr/>	<hr/>
Employee costs (including Directors' remuneration)	96.9	90.1
Costs transferred directly to fixed assets	(53.2)	(50.5)
	<hr/>	<hr/>
Charged to operating expenses	43.7	39.6
	<hr/> <hr/>	<hr/> <hr/>

The average monthly number of employees during the year (including executive Directors) was:

	Group 2014 Number	Group 2013 Number
Electricity distribution	1,688	1,622
	<hr/> <hr/>	<hr/> <hr/>

There are no employees of the Company (2013: nil).

* Restated due to the Group applying IAS19 Employee Benefits (revised 2011) and the related consequential amendments for the first time in the year. IAS19 (revised 2011) changes the accounting for detailed benefit plans and termination benefits and introduces certain changes in the presentation of the defined benefit cost including more extensive disclosures which are reflected within these financial statements. For further detail of the impact in the current and prior year following the adoption of IAS19 Employee Benefits (revised 2011) see note 1.

5. INVESTMENT INCOME

Group	2014 £m	2013 £m
Interest receivable on short-term bank deposits held at amortised cost	0.4	0.7
	<hr/>	<hr/>
Total investment income	0.4	0.7
	<hr/> <hr/>	<hr/> <hr/>

Notes *(continued)*

6. FINANCE EXPENSE (NET)

Group	2014	2014	2013	2013
	£m	£m	£m	£m
Interest payable				
Interest payable on borrowings held at amortised cost	69.4		62.8	
Interest payable on borrowings designated at fair value through profit or loss	22.2		22.2	
Net receipts on derivatives held for trading	25.6		(10.8)	
Other finance charges related to index linked debt	7.9		8.2	
Capitalisation of borrowing costs under IAS 23	(0.9)		(0.3)	
Interest payable to Group undertakings	20.5		20.5	
Interest cost on pension plan obligations	4.1		-	
Total interest expense		148.8		102.6
Fair value movements on financial instruments				
Fair value movement on borrowings designated at fair value through profit or loss	(18.5)		17.1	
Fair value movement on derivatives held for trading	0.5		(30.2)	
Accretion payable on index-linked swaps	-		10.3	
Cash settlement on close-out of swaps	-		6.9	
Total fair value movement		(18.0)		4.1
Total finance expense (net)		130.8		106.7

The fair value movement of the borrowings designated at fair value through profit or loss is derived from movements in the market ask price of the bond; this is a Level 1 input under IFRS 13. The fair value movements on the derivatives are derived using a discounted cash flow technique using both market expectations of future interest rates and future inflation levels, obtained from Bloomberg, and calibrations to observable market transactions evidencing fair value; these are Level 2 inputs under IFRS 13. Note 17 provides more detail on this.

There have been no accretion payments on the index-linked swaps in the year; these are scheduled five yearly and the next payment is due in July 2017.

Notes (continued)

7. TAXATION

	Group 2014 £m	*Restated Group 2013 £m
Current tax:		
Current year	34.8	20.4
Prior year	(0.1)	(2.0)
	<u>34.7</u>	<u>18.4</u>
Deferred tax (note 21):		
Current year	(1.9)	6.5
Prior year	1.2	(2.3)
Impact of change in future tax rates	(49.2)	(16.2)
	<u>(49.9)</u>	<u>(12.0)</u>
Tax (credit)/charge for the year	<u><u>(15.2)</u></u>	<u><u>6.4</u></u>

Corporation tax is calculated at 23% (2013: 24%) of the estimated assessable profit for the year.

The rate will be reduced to 21% on 1 April 2014 and 20% on 1 April 2015. The tax disclosures reflect deferred tax measured at the 20% rate.

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

	2014 £m	*Restated 2013 £m
Profit before tax	140.1	105.6
Tax at the UK corporation tax rate of 23% (2013: 24%)	32.2	25.4
Prior year adjustments	1.1	(4.3)
Impact of change in tax rates on current period deferred tax	0.3	(0.3)
Non-deductible expenses	0.4	1.8
Impact from change in future tax rates	(49.2)	(16.2)
Tax (credit)/charge for the year	<u><u>(15.2)</u></u>	<u><u>6.4</u></u>

* Restated due to the Group applying IAS19 Employee Benefits (revised 2011) and the related consequential amendments for the first time in the year. For further detail of the impact in the current and prior year following the adoption of IAS19 Employee Benefits (revised 2011) see note 1.

In addition to the amount charged to the Income Statement, £14.8m of deferred tax relating to the remeasurement of the defined benefit schemes has been charged to the Statement of Comprehensive Income, (2013 restated: £24.9m credited) as has a £5.7m deferred tax charge due to changes in future tax rates of the brought forward deferred tax asset (2013: £0.8m charge); and £nil deferred tax on the fair value loss on cash flow hedges (2013: £1.8m charge).

Notes *(continued)*

8. DIVIDENDS

Amounts recognised as distributions to equity holders in the year comprise:

Group and Company	2014	2013
	£m	£m
Interim dividends for the year ended 31 March 2014 of 2,133.33 pence per share (31 March 2013: 1,100.00 pence per share)	67.0	33.0
	<u><u>67.0</u></u>	<u><u>33.0</u></u>

At the current and prior year ends, there were no proposed final dividends subject to approval by equity holders of the Company and, hence, no liabilities have been included in the financial statements at 31 March 2014 and 31 March 2013 respectively.

On 21 May 2014 a subsidiary company, NWEN Group Limited, approved an interim dividend for the financial year ending 31 March 2015, of £25m, payable in June 2014. On receipt of this interim dividend it is proposed that the Board of Directors of NWENH will approve an interim dividend for the financial year ending 31 March 2015, of £25m (819.76 pence per share), payable in June 2014.

9. DIRECTORS' REMUNERATION

	2014	2013
	£m	£m
Salaries	0.7	0.5
Accrued bonus	0.7	0.7
Pension	0.1	0.1
	<u><u>1.5</u></u>	<u><u>1.3</u></u>

The aggregate emoluments of the Directors in 2014 amounted to £1,529,937. (2013: £1,275,842). Emoluments comprise salaries, fees, taxable benefits, compensation for loss of office and the value of short-term and long-term incentive awards. Amounts payable under long-term incentive awards are not payable until June 2015 and are dependent upon a combination of both financial performance and comparative performance, as assessed by Ofgem, over the DPC5 period. The emoluments of the highest paid Director in 2014 in respect of services to the Group amounted to £1,007,203 (2013: £774,941).

Included in the total emoluments shown above for the current year, are amounts payable for compensation for loss of office of £260,000 (2013: £nil) all paid in cash. Not included in the amounts shown above are further payments made in respect of Directors' services, as detailed in note 29.

Mr R O'Malley is a member of, and contributed to, a defined benefit section of the ENW Electricity Supply Pension Scheme ('ENW ESPS'), which provides an entitlement, on normal retirement of age 65, equal to 1/60th of pensionable earnings for each complete year of service. Mr S Johnson is a member of the defined contribution section of the ENW ESPS scheme.

The pension contributions for the highest paid Director for 31 March 2014 were £nil (2013: £nil). The accrued pension at 31 March 2014 for the highest paid Director was £nil (2013: £nil).

As at 31 March 2014 and 31 March 2013 the Directors have no interests in the ordinary shares of the Company. All remuneration was borne by ENWL.

Notes (continued)

10. INTANGIBLE ASSETS AND GOODWILL

Group	Goodwill £m	Software £m	Licence £m	Assets in course of construction £m	Total £m
Cost					
At 1 April 2012	10.1	54.7	186.9	3.6	255.3
Additions	-	0.1	-	-	0.1
Transfers	-	3.3	-	(3.3)	-
Disposals	-	-	-	(0.1)	(0.1)
At 31 March 2013	10.1	58.1	186.9	0.2	255.3
Disposals	-	(2.2)	-	-	(2.2)
At 31 March 2014	10.1	55.9	186.9	0.2	253.1
Amortisation					
At 1 April 2012	-	30.9	-	-	30.9
Charge for the year	-	8.3	-	-	8.3
At 31 March 2013	-	39.2	-	-	39.2
Charge for the year	-	7.2	-	-	7.2
Disposals	-	(2.2)	-	-	(2.2)
At 31 March 2014	-	44.2	-	-	44.2
Net book value at 31 March 2014	10.1	11.7	186.9	0.2	208.9
Net book value at 31 March 2013	10.1	18.9	186.9	0.2	216.1

At 31 March 2014, the Group and Company had no contractual commitments for the acquisition of intangible assets (2013: £nil).

The licence held by the Group to transmit and distribute electricity is viewed as having an indefinite life as the Directors' believe the licence would only be revoked if there were a serious breach of the terms and conditions of the licence. The licence is held subject to 25 years notice in writing from the Authority to the licensee.

Notes *(continued)*

10. INTANGIBLE ASSETS AND GOODWILL *(continued)*

Goodwill arose on the acquisition of Electricity North West Services Limited ('ENWSL') in 2010.

Impairment testing

The Group tests annually for impairment or more frequently if there are indications that intangible assets with indefinite lives might be impaired. The recoverable amounts of the cash generating units ('CGUs') are determined from value in use calculations. For the purposes of impairment testing the Group have determined that there is only one CGU. The key assumptions for the value in use calculations are those regarding discount rates and the outcomes of future Ofgem price control settlements.

The Group has prepared cash flow forecasts for a 25 year period, which represents the notice period on the licence to distribute electricity. The rate used to discount cash flows was 7.56% (2013: 7.56%) reflecting an assumed level of risk associated with the cash flows generated from the licence.

Based on the impairment testing performed, management are comfortable that sufficient headroom exists between the value in use and the carrying value of the assets such that no impairment loss is required to be booked.

Notes (continued)

11. PROPERTY, PLANT AND EQUIPMENT

Group	Operational structures £m	Non operational land and buildings £m	Fixtures and equipment, vehicles and other £m	Assets in course of construction £m	Total £m
Cost					
At 1 April 2012	3,261.5	13.0	51.2	221.0	3,546.7
Additions	63.8	2.2	3.7	144.5	214.2
Transfers	88.8	0.2	7.1	(96.1)	-
Disposals	(4.9)	-	(1.7)	-	(6.6)
At 31 March 2013	3,409.2	15.4	60.3	269.4	3,754.3
Additions	59.7	3.1	2.4	162.7	227.9
Transfers	136.9	4.7	2.6	(144.2)	-
Disposals	(6.4)	(0.3)	(7.2)	-	(13.9)
At 31 March 2014	3,599.4	22.9	58.1	287.9	3,968.3
Depreciation					
At 1 April 2012	1,073.4	4.4	23.2	-	1,101.0
Charge for the year	76.2	0.5	11.7	-	88.4
Disposals	(4.9)	-	(1.6)	-	(6.5)
At 31 March 2013	1,144.7	4.9	33.3	-	1,182.9
Charge for the year	80.4	0.7	12.8	-	93.9
Disposals	(6.3)	-	(7.1)	-	(13.4)
At 31 March 2014	1,218.8	5.6	39.0	-	1,263.4
Net book value at 31 March 2014	2,380.6	17.3	19.1	287.9	2,704.9
Net book value at 31 March 2013	2,264.5	10.5	27.0	269.4	2,571.4

At 31 March 2014, the Group had entered into contractual commitments for the acquisition of property, plant and equipment amounting to £87.7m (2013: £74.7m). The Company had not entered into contractual commitments for the acquisition of property, plant and equipment at 31 March 2014 (2013: same).

Notes *(continued)*

12. INVESTMENTS

	Company £m
Cost and carrying value	
At 1 April 2013	3.1
Addition: Investment in NWEN Finance plc	-
	<hr/>
At 31 March 2014	3.1 <hr/> <hr/>

Details of the principal investments at 31 March 2014 are as follows. To avoid a statement of excessive length, details of investments which are not significant have been omitted.

Company Only

Subsidiary undertaking	Description of holding	Proportion held	Nature of business
NWEN Finance plc	Ordinary shares of £1 each	100%	Financing company

Group – indirectly held by the Company

Indirect subsidiaries

North West Electricity Networks Limited	Ordinary shares of £1 each	100%	Financing company
Electricity North West Limited	Ordinary shares of 50p each	100%	Energy distribution
ENW Capital Finance plc	Ordinary shares of £1 each	100%	Financing company
ENW Finance plc	Ordinary shares of £1 each	100%	Financing company

Associated undertaking

Nor.Web DPL Limited	Ordinary shares of £1 each	50%	Dormant
---------------------	----------------------------	-----	---------

Joint ventures

Selectusonline Limited	Ordinary shares of 66.67p each	16.67%	Planning and procurement
------------------------	--------------------------------	--------	--------------------------

13. INVENTORIES

	Group 2014 £m	Company 2014 £m	Group 2013 £m	Company 2013 £m
Raw materials and consumables	7.3	-	5.2	-
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

Notes *(continued)*

14. TRADE AND OTHER RECEIVABLES

	Group 2014 £m	Company 2014 £m	Group 2013 £m	Company 2013 £m
Trade receivables	6.5	-	6.1	-
Amounts owed by Group undertakings	0.5	689.6	0.5	687.5
Prepayments and accrued income	51.3	-	50.3	-
Balance at 31 March	58.3	689.6	56.9	687.5

Group

Trade receivables do not carry interest and are stated net of allowances for doubtful receivables of £0.4m (2013: £0.3m) estimated by management based on known specific circumstances, past default experience and their assessment of the current economic environment. The average credit period taken on sales is 14 days (2013: 14 days).

The Directors consider that the carrying amount of Group trade and other receivables approximates their fair value. Of the Group trade receivables, 29% (2013: 31%) are past due but not impaired. The majority of balances are less than 45 days past due; a balance of £1.4m is greater than 45 days past due at 31 March 2014 (2013: £0.5m), against which an allowance for doubtful debt of £0.4m (2013: £0.3m) has been made.

The movement on the provision for estimated irrecoverable amounts of trade receivables is as follows:

	Group 2014 £m	Company 2014 £m	Group 2013 £m	Company 2013 £m
Balance at beginning of year	0.3	-	0.4	-
Charged/(credited) to income statement	0.1	-	(0.1)	-
Balance at end of year	0.4	-	0.3	-

Group trade receivables comprise 354 (2013: 356) individual customers. The Group is required by Ofgem to accept any company that has obtained a trading licence regardless of their credit status. To mitigate the risk posed by this, all transactions with customers are governed by a contract which all customers are required by Ofgem to sign and adhere to the terms.

Under the terms of the contract, the maximum unsecured credit that the Group may be required to give is 2% of the Regulatory Asset Value ('RAV') of the Company. In addition the contract makes provisions for the credit quality of customers and adjusts the credit value available to them based on credit ratings and payment history. Where a customer exceeds their agreed credit level under the contract the customer must provide collateral to mitigate the increased risk posed. As at 31 March 2014 £2.5m (2013: £2.7m) of cash had been received as security.

The allowed RAV is set by Ofgem for each year of DPC5 (1 April 2010 to 31 March 2015) and is £1,700m for the year ended 31 March 2014 based on March closing prices (2013: £1,631m).

At 31 March 2014 £93.1m (2013: £91.2m) of unsecured credit limits had been granted to customers and the highest unsecured credit limit given to any single customer was £10.7m (2013: £10.7m). All of the customers granted credit of this level must have a credit rating of at least A- from Standard and Poor's and A3 from Moody's Investor Services or a guarantee from a parent company of an equivalent rating. Alternatively, the customer must be able to prove their creditworthiness on an ongoing basis.

Notes *(continued)*

14. TRADE AND OTHER RECEIVABLES *(continued)*

Company

For further details of the amounts owed by subsidiary undertakings see note 28. There is no provision against this receivable. The amounts are repayable on demand. Having not requested payment the balance is current and no element is overdue.

15. CASH AND CASH EQUIVALENTS AND MONEY MARKET DEPOSITS

	Group 2014 £m	Company 2014 £m	Group 2013 £m	Company 2013 £m
Short-term bank deposits including cash at bank and in hand	81.1	11.5	100.5	12.2
Cash and cash equivalents	81.1	11.5	100.5	12.2

Cash and cash equivalents comprise cash at bank and in hand, net of any bank overdrafts which are payable on demand. Money market deposits with terms to maturity in excess of three months are not included as cash or cash equivalents and are separately disclosed on the face of the statement of financial position.

The effective interest rate on short-term deposits was a weighted average of 0.52% (2013: 0.53%) and these deposits had an average maturity of 6 days (2013: 14 days).

16. BORROWINGS

This note provides information about the contractual terms of the Group's loans and borrowings. For more information about the Group's exposure to interest rate risk and liquidity risk see note 17.

	Group 2014 £m	Company 2014 £m	Group 2013 £m	Company 2013 £m
Non-current liabilities				
Bonds	1,361.8		1,374.9	-
Bank and other term borrowings	229.6		173.5	-
Amounts owed to subsidiary undertaking	-	177.6	-	177.6
Total borrowings	1,591.4	177.6	1,548.4	177.6
Current liabilities				
Amounts owed to parent undertaking	509.7	509.7	509.7	509.7
	2,101.1	687.3	2,058.1	687.3

Notes *(continued)*

16. BORROWINGS *(continued)*

Carrying value by category

The carrying values by category of financial instruments were as follows:

	Year of maturity	Group 2014 £m	Company 2014 £m	Group 2013 £m	Company 2013 £m
Borrowings designated at fair value through profit or loss					
8.875% £250m bond	2026	364.0	-	382.5	-
		364.0	-	382.5	-
Borrowings measured at amortised cost					
8.875% £200m bond	2026	195.9	-	195.7	-
6.125% £200m bond	2021	196.3	-	195.9	-
6.750% £300m bond	2015	298.4	-	297.4	-
5.875% £180m bond	2021	177.6	-	177.7	-
1.4746%+RPI ¹ £100m index-linked bond	2046	129.6	-	125.7	-
1.5911%+RPI ¹ £135m index-linked loan	2024	149.8	-	145.9	-
0.38%+RPI ¹ £100m index-linked loan ²	2032	49.9	-	-	-
Amortising costs re: Long term loans at LIBOR plus 0.7%	2017	(0.2)	-	(0.3)	-
Long term loans at LIBOR plus 1.2%	2016	30.1	-	27.9	-
Amounts owed to parent undertaking	On demand	509.7	509.7	509.7	509.7
Amounts owed to subsidiary undertaking	2021	-	177.6	-	177.6
Total borrowings measured at amortised cost		1,737.1	687.3	1,675.6	687.3
Total borrowings		2,101.1	687.3	2,058.1	687.3

¹ Adjusted for RPI - Retail Price Index – the UK general index of retail prices (for all items) as published by the Office of National Statistics.

² At the 31 March 2014 £50m of the £100m index-linked loan had been drawn down.

The 6.75% £300m bonds are secured and guaranteed by the issuing company, ENW Capital Finance plc, North West Electricity Networks Limited and NWEN Group Limited. The 5.875% £180m bonds are secured and guaranteed by both North West Electricity Networks (Holdings) Limited and North West Electricity Networks (Finance) Limited. All other loans and borrowings are unsecured. There is no formal bank overdraft facility in place at 31 March 2014 (2013: same). All borrowings are in sterling. The fair values of the Group's financial instruments are shown in note 17.

Included within the borrowing note are capitalised facility arrangement fees of £0.3m (2013: £0.3m) relating to the undrawn Revolving Credit Facilities.

Borrowing facilities

The Group had £259.4m (2013: £211.4m) in unutilised committed bank facilities at 31 March 2014 of which £90.0m expires within one year (2013: £40.0m), £nil expires after one year but less than two years (2013: £nil) and £169.4m expires in more than two years (2013: £171.4m). The Company has committed undrawn bank facilities of £nil that expire in more than two years (2013: £nil).

Notes *(continued)*

17. 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 Group uses financial instruments to invest liquid asset balances, raise funding and manage the risks arising from its operations.

The principal risks which the Group is exposed to and which arise in the normal course of business include credit risk, liquidity risk and market risk, in particular interest rate risk and inflation risk. Derivative financial instruments are used to change the basis of interest cash flows from fixed to either inflation-linked or an alternative fixed profile to more accurately match the revenue profile.

The Board has authorised the use of derivatives by the Group to reduce the risk of loss arising from changes in market risks, and for economic hedging reasons.

The accounting policy for derivatives is provided in note 1.

Control over financial instruments

The Group 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 Board to set and approve the risk management procedures and controls.

Risk management

All of the Group's activities involve analysis, acceptance and management of some degree of risk or combination of risks. The most important types of financial risk are credit risk, liquidity risk and market risk. Market risk includes foreign exchange, interest rate, inflation (RPI) and equity price risks.

The only material exposure the Group has to foreign exchange risk or equity price risk relates to purchases of plant denominated in foreign currencies and to the assets of the defined benefit pension scheme, which are managed by the pension scheme investment managers.

The Group's risk management policies are designed to identify and analyse these risks, to set appropriate risk limits and controls and to monitor the risks and limits continually by means of reliable and up to date systems. The Group modifies and enhances its risk management policies and systems to reflect changes in markets and products. The Audit Committee is responsible for independently overseeing the activities in relation to Group risk management. The Group treasury function, which is authorised to conduct the day-to-day treasury activities of the Group, reports on a regular basis to the Committee. The Group's processes for managing risk and the methods used to measure risk have not changed since the prior year. In the year, there have been changes to the Group's policies in relation to the management of credit risk; risk limits and minimum credit ratings of counterparties have been amended to reflect changes to market conditions and the associated level of perceived risks.

Notes *(continued)*

17. FINANCIAL INSTRUMENTS *(continued)*

Credit risk

The Group takes on exposure to credit risk, which is the risk that financial loss arises from the failure of a customer or counterparty to meet its obligations under a contract as they fall due. Credit risk arises principally from trade finance and treasury activities. The Group has dedicated standards, policies and procedures to control and monitor credit risk.

The counterparties under treasury activities consist of financial institutions. In accordance with IAS 39, the Directors have considered and quantified the exposure of the Group to counterparty credit risk and do not consider there to be a material credit risk adjustment required. The exposure to counterparty credit risk will continue to be monitored. Although the Group is potentially exposed to credit loss in the event of non-performance by counterparties, such credit risk is controlled through regular credit rating reviews of the counterparties and by limiting the total amount of exposure to any one party. Management does not anticipate any counterparty will fail to meet its obligations.

Significant changes in the economy, or in the utilities sector could result in losses not necessarily provided for at the statement of financial position date. The total number of customers as at 31 March 2014 was 354 (2013: 356), however there are only five (2013: five) principal customers, see note 2. The creditworthiness of each of these is closely monitored. Whilst the loss of one of the principal customers could have a significant impact on the Group, due to the small number of these, the exposure to such credit losses would be mitigated in most cases by the protection the regulator provides to cover such losses. Nonetheless, the credit management process must be closely adhered to, to avoid such circumstances, and the Group's management therefore closely monitor adherence to this process.

Trade receivables

Credit risk in relation to trade receivables is considered to be relatively low, due to the small number of principal customers, and the fact that each of these customers has a contract in place with the Group, and is required to provide collateral in the form of a cash deposit subject to the amounts due and their credit rating. At 31 March 2014 there was £2.3m receivables past due (2013: £1.9m) against which an allowance for doubtful debts of £0.4m has been made (2013: £0.3m).

Treasury investments

The Directors do not believe that the Group is exposed to any material concentrations of credit risk in relation to treasury investments (including both amounts placed on deposit with counterparties and asset interest rate swaps).

As at 31 March 2014 none (2013: none) of the Group's treasury portfolio exposure was either past due or impaired, and no terms had been re-negotiated with any counterparty. The Group has limits in place to ensure counterparties have a certain minimum credit rating, and individual exposure limits to ensure there is no concentration of credit risk. The table below provides details of the ratings of the Group's treasury portfolio:

Credit Rating	2014	2014	2013	2013
	£m	%	£m	%
AAA	43.3	47.9	43.9	38.1
AA	-	-	-	-
AA-	15.7	17.4	13.6	11.8
A+	-	-	24.9	21.6
A	31.3	34.7	32.9	28.5
	90.3	100.0	115.3	100.0

No collateral is held in relation to Treasury assets at the statement of financial position date (2013: same). The rating profile of counterparties has remained unchanged.

Notes *(continued)*

17. FINANCIAL INSTRUMENTS *(continued)*

Exposure to credit risk

The maximum exposure to credit risk is represented by the carrying amount of each financial asset, including derivatives, in the statement of financial position. For trade receivables, the value is net of any collateral held in cash deposits (please refer to note 14 for further details).

	2014	2014	2013	2013
	Group	Company	Group	Company
Credit risk by category	£m	£m	£m	£m
Trade receivables	6.5	-	6.1	-
Cash and cash equivalents	81.1	11.5	100.5	12.2
	87.6	11.5	106.6	12.2

Trade receivables, cash and cash equivalents are measured at fair value which approximates to cost.

Liquidity risk

Liquidity risk is the risk that the Group 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. The Group manages the liquidity profile of its assets, liabilities and commitments so that cash flows are appropriately balanced and all funding obligations are met when due. This is achieved through maintaining a prudent level of liquid assets, and arranging funding facilities.

The Board is responsible for monitoring the maturity of liquidity and deposit funding balances and taking any action as appropriate. A long-term view of liquidity is provided by Group financial models which project cash flows out 40 years ahead, and a medium-term view is provided by the Group business plan covering the current and following regulatory period, which is updated and approved annually by the Board. Shorter-term liquidity is monitored via an 18 month liquidity projection and this is reported to the Board. The Board has approved a liquidity framework within which the business operates.

Notes *(continued)*

17. FINANCIAL INSTRUMENTS *(continued)*

Liquidity risk *(continued)*

Available liquidity at 31 March was as follows:

	2014	2014	2013	2013
	Group	Company	Group	Company
Available liquidity	£m	£m	£m	£m
Cash and cash equivalents	81.1	11.5	100.5	12.2
Committed undrawn bank facilities	259.4	-	211.4	-
Total	340.5	11.5	311.9	12.2

Cash and cash equivalents comprise cash at bank and in hand, net of any bank overdrafts which are payable on demand.

Committed undrawn bank facilities include £90.0m (2013: £40.0m) of facilities that expire within one year, £nil (2013: £nil) that expires after one year but less than two years and £169.4m (2013: £171.4m) that expires in more than two years.

The Group gives consideration to the timing of scheduled payments to avoid the risks associated with the concentration of large cash flows within particular time periods. The Group uses economic hedges to ensure that certain cash flows can be matched.

Notes (continued)

17. FINANCIAL INSTRUMENTS (continued)

Liquidity risk (continued)

The following is an analysis of the maturity profile of contractual cash flows of principal and interest payable under financial liabilities and derivative financial instruments on an undiscounted basis. Derivative cash flows have been shown net; all other cash flows are shown gross.

Group At 31 March 2014	On demand £m	<1 year £m	1-2 years £m	2-3 years £m	3-4 years £m	>4 years £m	Total £m
Trade payables	(25.6)	-	-	-	-	-	(25.6)
Refundable customer deposits	(0.3)	(2.5)	-	-	-	(0.1)	(2.9)
Amount owed to parent undertaking	(519.7)	-	-	-	-	-	(519.7)
Bonds	-	(85.2)	(374.8)	(64.7)	(64.7)	(1,416.8)	(2,006.2)
Borrowings	-	(33.7)	(4.7)	(6.2)	(5.6)	(208.5)	(258.7)
Derivative financial instruments (net)	-	6.0	5.8	5.8	1.7	(64.5)	(45.2)
	(545.6)	(115.4)	(373.7)	(65.1)	(68.6)	(1,689.9)	(2,858.3)
Group At 31 March 2013	On demand £m	<1 year £m	1-2 years £m	2-3 years £m	3-4 years £m	>4 years £m	Total £m
Trade payables	(18.3)	-	-	-	-	-	(18.3)
Refundable customer deposits	-	(3.0)	-	-	-	(0.1)	(3.1)
Amount owed to parent undertaking	(519.7)	-	-	-	-	-	(519.7)
Bonds	-	(79.8)	(79.6)	(369.5)	(59.4)	(1,452.8)	(2,041.1)
Borrowings	-	(2.9)	(2.8)	(2.8)	(31.3)	(162.6)	(202.4)
Derivative financial instruments (net)	-	(25.6)	6.2	6.2	6.2	(76.3)	(83.3)
	(538.0)	(111.3)	(76.2)	(366.1)	(84.5)	(1,691.8)	(2,867.9)
Company At 31 March 2014	On demand £m	<1 year £m	1-2 years £m	2-3 years £m	3-4 years £m	>4 years £m	Total £m
Amount owed to parent undertaking	(519.7)	-	-	-	-	-	(519.7)
Amounts owed to subsidiary undertaking	-	(10.6)	(10.6)	(10.6)	(10.6)	(217.0)	(259.4)
	(519.7)	(10.6)	(10.6)	(10.6)	(10.6)	(217.0)	(779.1)
Company At 31 March 2013	On demand £m	<1 year £m	1-2 years £m	2-3 years £m	3-4 years £m	>4 years £m	Total £m
Amount owed to parent undertaking	(519.7)	-	-	-	-	-	(519.7)
Amounts owed to subsidiary undertaking	-	(5.3)	(5.3)	(5.3)	(5.3)	(203.8)	(225.0)
	(519.7)	(5.3)	(5.3)	(5.3)	(5.3)	(203.8)	(744.7)

Notes *(continued)*

17. FINANCIAL INSTRUMENTS *(continued)*

Market risk

Market risk is the risk that future cash flows of a financial instrument, or the fair value of a financial instrument, will fluctuate because of changes in market prices. Market prices include foreign exchange rates, interest rates, inflation (RPI), equity and commodity prices. The main types of market risk to which the Group is exposed are interest rate risk and inflation risk. The Board is required to review and approve policies for managing these risks on an annual basis. The Board approves all new interest rate swaps and index-linked swaps entered into. The management of market risk is undertaken using risk limits, approved by the Chief Financial Officer or Treasurer under delegated authority. The Group has no significant foreign exchange, equity or commodity exposure.

The Group has exposure to interest rate risk and inflation risk and this is explained in the sections below.

The Group borrows in the major global debt markets at fixed, index-linked and floating rates of interest, using derivatives, where appropriate, to generate the desired effective interest basis.

Interest rate risk

Interest rate risk is the risk that either future cash flows of a financial instrument, or the fair value of a financial instrument, will fluctuate because of changes in market interest rates. The Group's floating rate borrowings and derivatives are exposed to a risk of change in cash flows due to changes in interest rates. The Group's fixed rate borrowings and derivatives are exposed to a risk of change in their fair value due to changes in interest rates.

Investments in short-term receivables and payables are not exposed to interest rate risk.

The Group uses derivative financial instruments to change the basis of interest cash flows from fixed to either inflation-linked or an alternative fixed profile to more accurately match the revenue profile. The cash flows exchanged under the derivatives are calculated by reference to a notional principal amount. The notional principal reflects the extent of the Group's involvement in the instruments, but does not represent its exposure to credit risk, which is assessed by reference to the fair value.

Notes (continued)

17. FINANCIAL INSTRUMENTS (continued)

Sensitivity analysis on interest

The Group's fixed rate borrowings and derivatives are exposed to a risk of change in their fair value due to changes in interest rates. The following sensitivity analysis is used by Group management to monitor interest rate risk. The analysis below shows forward-looking projections of market risk assuming certain market conditions occur. The sensitivity figures are calculated based on a downward parallel shift of 0.5% and upward parallel shifts of 0.5% and 1% in the yield curve.

	2014			2013		
	Change in interest rates			Change in interest rates		
	-0.5%	+0.5%	+1%	-0.5%	+0.5%	+1%
	£m	£m	£m	£m	£m	£m
Debt held at fair value	(16.0)	15.2	29.6	(18.2)	17.2	33.4
Interest rate swaps	(0.2)	0.2	0.3	(0.1)	0.1	0.2
Inflation-linked swaps	(21.1)	18.6	35.1	(40.8)	35.5	66.4
Total fair value movement	(37.3)	34.0	65.0	(59.1)	52.8	100.0

The sensitivity analysis above shows the amount by which the fair value of items recorded on the statement of financial position at fair value would be adjusted for a given interest rate movement. As fair value movements are taken to the income statement, there would be a corresponding adjustment to profit in these scenarios (figures in brackets represent a reduction to profit). However, there would be no direct cash flow impact arising from these adjustments.

The Group's floating rate borrowings and derivatives are exposed to a risk of change in cash flows due to changes in interest rates. The analysis below shows the impact on profit for the year if interest rates over the course of the year had been different from the actual rates.

	2014			2013		
	Change in interest rates			Change in interest rates		
	-0.5%	+0.5%	+1%	-0.5%	+0.5%	+1%
	£m	£m	£m	£m	£m	£m
Debt held at amortised cost – floating interest rate	(0.2)	0.2	0.5	(0.1)	0.1	0.3
Total finance expense impact	(0.2)	0.2	0.5	(0.1)	0.1	0.3

Although the above measures provide an indication of the Group's exposure to market risk, such measures are limited in that historical data is not necessarily a good guide to future events, and the exposures are calculated on static statement of financial position balances, with future changes in the structure of the statement of financial position ignored.

Index-linked debt is carried at amortised cost and as such the statement of financial position in relation to this debt is not exposed to movements in interest rates.

Notes *(continued)*

17. FINANCIAL INSTRUMENTS *(continued)*

Inflation risk

The Group's revenues are linked to movements in inflation, as measured by the Retail Prices Index ('RPI'). To economically hedge exposure to RPI, the Group links a portion of its funding costs to RPI by either issuing RPI linked bonds or by using derivative financial instruments. The Group's index-linked swaps are exposed to a risk of change in their fair value arising from a risk of change of future cash flows due to changes in inflation rates. The Group's revenues are also linked to RPI via returns on the Regulated Asset Value ('RAV') and an increase in RPI would increase revenues, mitigating any increase in finance expense.

Sensitivity analysis on inflation

The Group's inflation-linked derivatives are exposed to a risk of change in their fair value due to changes in inflation rates. The following sensitivity analysis is used by Group management to monitor inflation rate risk. The analysis below shows forward-looking projections of market risk assuming certain market conditions occur. The sensitivity figures are calculated based on a downward parallel shift of 0.5% and upward parallel shifts of 0.5% and 1% in the yield curve.

	2014			2013		
	Change in inflation rates			Change in inflation rates		
	-0.5%	+0.5%	+1%	-0.5%	+0.5%	+1%
	£m	£m	£m	£m	£m	£m
Inflation-linked swaps	25.6	(28.1)	(59.1)	45.9	(50.9)	(107.4)
Total fair value movement	25.6	(28.1)	(59.1)	45.9	(50.9)	(107.4)

The sensitivity analysis above shows the amount by which the fair value of items recorded on the statement of financial position at fair value would be adjusted for a given inflation rate movement. As fair value movements are taken to the income statement, there would be a corresponding adjustment to profit in these scenarios (figures in brackets represent a reduction to profit). However, there would be no direct cash flow impact arising from these adjustments.

The Group's inflation-linked borrowings and derivatives are exposed to a risk of change in cash flows due to changes in inflation rates. The analysis below shows the impact on profit for the year if inflation rates over the course of the year had been different from the actual rates.

	2014			2013		
	Change in inflation rates			Change in inflation rates		
	-0.5%	+0.5%	+1%	-0.5%	+0.5%	+1%
	£m	£m	£m	£m	£m	£m
Debt held at amortised cost – inflation-linked interest basis	1.7	(1.7)	(3.3)	1.4	(1.4)	(2.8)
Inflation-linked swaps	-	-	(0.1)	-	-	(0.1)
Total finance expense impact	1.7	(1.7)	(3.4)	1.4	(1.4)	(2.9)

Notes *(continued)*

17. FINANCIAL INSTRUMENTS *(continued)*

Hedging

The Group does not use derivative financial instruments for speculative purposes, and has not pledged collateral in relation to any of its derivative instruments. At 31 March 2014, the Group's derivatives are not designated in formal hedging relationships (2013: no formal hedge relationships), and instead are measured at fair value through the income statement.

Cash flow hedge accounting

At 31 March 2014, the Group had no formal hedge relationships (2013: no formal hedge relationships). During March 2013 both the hedged item (£121.0m floating loan) and the hedging instruments (£121.0m interest rate swaps) were repaid in full and so at 31 March 2013 there were no formal hedging relationships in the Group.

	2014	2013
	£m	£m
Balance of cash flow hedge reserve at 1 April	-	(5.8)
Effective portion of change in fair value of hedging instruments used in cash flow hedges, after settlement of interest	-	0.9
Deferred tax on change in fair value of hedging instruments used in cash flow hedges	-	(1.8)
Transferred to Income Statement on cessation of hedge	-	6.7
Balance of cash flow hedge reserve at 31 March	-	-

Fair values

The tables below provide a comparison of the book values and fair values of the Group's financial instruments by category as at the statement of financial position date. Where available, market values have been used to determine fair values (see Level 1 in the fair value hierarchy overleaf). Where market values are not available, fair values have been calculated by discounting future cash flows at prevailing interest and RPI rates sourced from market data (see Level 2 in the fair value hierarchy overleaf). In light of the adoption of IFRS 13 in the year, the rates used to discount these cash flows have been adjusted for the non-performance risk of either the Company or the counterparty where appropriate. The non-performance risk has been calculated by reference to the most recent comparable transactions and market-corroborated data adjusted for market and Company specific events subsequent to the transactions. The adjustment for non-performance risk of the Company as at 31 March 2014 is £72.4m (2013: £109.4m).

Notes *(continued)*

17. FINANCIAL INSTRUMENTS *(continued)*

Fair values *(continued)*

For cash and cash equivalents, trade and other receivables and trade and other payables the book values approximate to 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 Group for similar financial instruments as at the year end.

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

Financial assets:	Group Carrying value £m	Group Fair value £m	Company Carrying value £m	Company Fair value £m
31 March 2014				
<i>Current assets:</i>				
Trade receivables	6.5	6.5	-	-
Cash and cash equivalents	81.1	81.1	11.5	11.5
	87.6	87.6	11.5	11.5
31 March 2013				
<i>Current assets:</i>				
Trade receivables	6.1	6.1	-	-
Cash and cash equivalents	100.5	100.5	12.2	12.2
	106.6	106.6	12.2	12.2

The carrying value of trade receivables approximates to their fair value.

Notes (continued)

17. FINANCIAL INSTRUMENTS (continued)

31 March 2014	Group Carrying value £m	Group Fair value £m	Company Carrying value £m	Company Fair value £m
Financial liabilities:				
Non-current liabilities:				
Borrowings designated at fair value through profit or loss	(364.0)	(364.0)	-	-
Borrowings measured at amortised cost	(1,227.4)	(1,364.2)	-	-
Derivative financial instruments - held for trading swaps	(112.5)	(112.5)	-	-
Amounts owed to subsidiary undertaking	-	-	(177.6)	(190.4)
Refundable customer deposits	(2.6)	(2.6)	-	-
	<u>(1,706.5)</u>	<u>(1,843.3)</u>	<u>(177.6)</u>	<u>(190.4)</u>
Current liabilities:				
Trade payables	(25.6)	(25.6)	-	-
Refundable customer deposits	(0.3)	(0.3)	-	-
Derivative financial instruments - held for trading swaps	-	-	-	-
Amounts owed to subsidiary undertaking	-	-	-	-
Borrowings - amounts owed to parent undertaking	(509.7)	(509.7)	(509.7)	(509.7)
	<u>(535.6)</u>	<u>(535.6)</u>	<u>(509.7)</u>	<u>(509.7)</u>
31 March 2013	Group Carrying value £m	Group Fair value £m	Company Carrying value £m	Company Fair value £m
Financial liabilities:				
Non-current liabilities:				
Borrowings designated at fair value through profit or loss	(382.5)	(382.5)	-	-
Borrowings measured at amortised cost	(1,165.8)	(1,363.5)	-	-
Derivative financial instruments - held for trading swaps	(80.4)	(80.4)	-	-
Amounts owed to subsidiary undertaking	-	-	(177.6)	(181.9)
Refundable customer deposits	(3.1)	(3.1)	-	-
	<u>(1,631.8)</u>	<u>(1,829.5)</u>	<u>(177.6)</u>	<u>(177.6)</u>
Current liabilities:				
Trade payables	(18.3)	(18.3)	-	-
Derivative financial instruments – held for trading	(31.7)	(31.7)	-	-
Amounts owed to subsidiary undertaking	-	-	-	-
Borrowings - amounts owed to parent undertaking	(509.7)	(509.7)	(509.7)	(509.7)
	<u>(559.7)</u>	<u>(559.7)</u>	<u>(509.7)</u>	<u>(509.7)</u>

The carrying value of trade payables approximates to their fair value for both the Group and Company.

Notes *(continued)*

17. FINANCIAL INSTRUMENTS *(continued)*

Fair value measurements recognised in the statement of financial position

The following table provides an analysis of Group's financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

31 March 2014 - Group	Level 1 £m	Level 2 £m	Level 3 £m	Total £m
Financial assets at fair value through profit or loss				
Derivative financial assets	-	-	-	-
Financial liabilities at fair value through profit or loss				
Derivative financial liabilities	-	(112.5)	-	(112.5)
Financial liabilities designated at FVTPL	(364.0)	-	-	(364.0)
	(364.0)	(112.5)	-	(476.5)
<hr/>				
31 March 2013 - Group	Level 1 £m	Level 2 £m	Level 3 £m	Total £m
Financial assets at fair value through profit or loss				
Derivative financial assets	-	-	-	-
Financial liabilities at fair value through profit or loss				
Derivative financial liabilities	-	(112.1)	-	(112.1)
Financial liabilities designated at FVTPL	(382.5)	-	-	(382.5)
	(382.5)	(112.1)	-	(494.6)

There were no transfers between levels during the current year (2013: same).

The Company has no financial liabilities valued at fair value through profit or loss (2013: same).

Notes (continued)

18. TRADE AND OTHER PAYABLES

	Group 2014 £m	Company 2014 £m	Group 2013 £m	Company 2013 £m
Trade payables	25.6	-	18.3	-
Amounts owed to Group companies	10.1	13.6	10.1	11.1
Other taxation and social security	9.3	-	11.1	-
Customers' contributions (note 22)	4.8	-	2.4	-
Refundable customer deposits (note 23)	0.3	-	-	-
Accruals and deferred income	84.8	-	86.8	0.6
	<u>134.9</u>	<u>13.6</u>	<u>128.7</u>	<u>11.7</u>

Trade payables and accruals principally comprise amounts outstanding for capital purchases and ongoing costs. The average credit period in the year was 19 days from receipt of invoice (2013: 15 days). The Directors consider that the carrying amount of trade and other payables approximates to their fair value.

19. PROVISIONS

	Group Other £m
At 1 April 2013	20.0
Transfer from accruals	-
Additional provision in the year	-
Release to the income statement on re-estimate of liability	(1.5)
Utilisation of provision	(8.9)
At 31 March 2014	9.6

	Group Other 2014 £m	Group Other 2013 £m
Current	3.8	8.5
Non-current	5.8	11.5
At 31 March	9.6	20.0

Notes *(continued)*

19. PROVISIONS *(continued)*

During the year ended 31 March 2013 a provision was created in connection with a portfolio of retail properties which ENWL was liable for under privity of contract.

The resulting carried forward provision at 1 April 2013 was £20m and related to 4 former High Street retail properties and 25 former out of town retail properties. As a result of assignments and surrenders during the year £1.5m of the provision has been released and £8.9m of the provision utilised.

The combined closing provision of £9.6m relates to 1 former High Street retail property and 15 former out of town retail properties and has been evaluated by management and is supported by relevant external legal and property specialists, and reflects the Company's best estimate as at the statement of financial position date of the amounts that could become payable by the Company, on a discounted basis.

The estimate is a result of a detailed risk assessment process, which considers a number of variables including the location and size of the stores, expectations regarding the ability of the Company to both defend its position and also to re-let the properties, conditions in the local property markets, demand for retail warehousing, likely periods of vacant possession and the results of negotiations with individual landlords, letting agents and tenants, and is hence inherently judgemental.

In terms of the likely timing of cash outflows, exposure across the properties is forecast to peak at approximately £3.6m in 2014/15 with the remaining outflows falling over the period to 2021. The maximum potential exposure in relation to this combined portfolio, on a discounted basis, is £20.8m, profiled over a 7 year period from 2014 to 2021, the total undiscounted exposure is £26.5m.

Notes *(continued)*

20. RETIREMENT BENEFIT SCHEMES

Group

The Group's defined benefit arrangement is the ENW Group of the ESPS ("the Scheme") and forms part of the Electricity Supply Pension Scheme ("ESPS"). Up to 31 March 2011 the Scheme was split into two sections. However, following the 'hive-up' of the assets and liabilities of ENWSL to ENWL and the termination of the Asset Services Agreement between ENWL and ENWSL on the 31 March 2011, the two sections were merged as at that date.

The Scheme contains both a defined benefit section and a defined contribution section. The defined benefit section of the Scheme closed to new entrants on 1 September 2006, with new employees of the Group since then instead provided with access to the defined contribution section.

The defined benefit section is a UK funded final salary arrangement providing pensions and lump sums to members and dependants. The defined benefit section is a separate fund that is legally separated from the entity. The Trustee board of the Scheme is composed of representatives from both the employer and members of the Scheme. Under the Pensions Act 2004 at least one third of the Trustee Board must be member nominated and the Trustee Board has made the necessary arrangements to fulfil this obligation. The Trustee Board of the pension Scheme is required by law to act in the interest of the Scheme and all relevant stakeholders of the Scheme, i.e. active employees, retirees and employers. The Trustee Board is responsible for the operation, funding and investment strategy of the Scheme.

During the year the Group made contributions of £12.5m (2013: £28.5m) to the defined benefit section of the Scheme. The Group estimates that contributions for the year ending 31 March 2015 will amount to around £12.3m. The total defined benefit pension expense for the year was £17.9m (2013: £11.6m). Information about the pension arrangements for the Executive Directors is contained in note 9.

As at 31 March 2014 contributions of £1.4m (2013: £2.4m) due in respect of the current reporting period had not been paid over to the defined benefit Scheme.

Funding the liabilities

UK legislation requires the Trustee Board to carry out valuations at least every three years and to target full funding against a basis that prudently reflects the Scheme's risk exposure. The valuation report as at 31 March 2013 has been completed and the revised schedule of contributions is being negotiated with the Trustee Board. The funding plan from the 31 March 2010 valuation remains in place. The previous valuation as at 31 March 2010 identified a shortfall of £145.1 million against the Trustee Board's statutory funding objective. In the event of underfunding the Group must agree a deficit recovery plan with the Trustee Board within statutory deadlines. As part of the 2010 Actuarial valuation the Group agreed to remove the shortfall by paying annual contributions, starting at £1.32m each month from October 2010 to March 2014, then £0.84m each month until March 2020 and then £0.64m each month up until March 2025. The 31 March 2013 actuarial valuation is expected to be finalised before 30 June 2014. As part of this valuation a new recovery plan will be agreed and put in place.

The preliminary results of the 2013 funding valuation have been projected forward by an independent actuary to take account of the requirements of revised IAS 19 (revised 2011) 'Employee Benefits' in order to assess the position as at 31 March 2014. The present value of the defined benefit obligation, the related current service cost and the past service cost were measured using the projected unit credit method. A pension deficit under IAS 19 (revised 2011) of £37.1m is included in the statement of financial position at 31 March 2014 (2013 deficit of £105.8m).

The weighted average duration of the defined benefit obligation is approximately 17 years.

Investment strategy

The defined benefit Scheme assets are invested in a diversified range of assets, details of which are set out below. The Scheme has a de-risking strategy in place to move assets from growth to bond assets when certain funding triggers are met. The triggers are assessed against the Scheme's funding level on a 'low-risk' basis. The Trustees and the Group have also agreed a mechanism hedge interest rate and inflation risks over time. The de-risking and hedging strategies have also been communicated to Ofgem. As at 31 March 2014 3 de-risking triggers have been activated.

Notes *(continued)*

20. RETIREMENT BENEFIT SCHEMES *(continued)*

Other risks

The Scheme exposes the Group to risks, such as longevity risk, inflation risk, interest rate risk and investment risk. As the Scheme's obligation is to provide lifetime pension benefits to members upon retirement, increases in life expectancy will result in an increase in the Scheme's liabilities. Other assumptions used to value the defined benefit obligation are also uncertain.

These risks are managed through de-risking and hedging strategies and are measured and reported at Board level through a risk dashboard.

Winding up

Although currently there are no plans to do so, the Scheme could be wound up in which case the benefits would have to be bought out with an insurance company. The cost of buying-out benefits would be significantly more than the defined benefit obligation calculated in accordance with IAS 19 (revised 2011).

Defined Contribution arrangements

All assets within the defined contribution section of the Scheme are held independently from the Group.

The total cost charged to the income statement in relation to the defined contribution section for the year ended 31 March 2014 was £1.8m (2013: £1.6m) and represents contributions payable to the Scheme at rates specified in the rules of the Scheme. As at 31 March 2014 contributions of £nil (2013: £0.1m) due in respect of the current reporting period had not been paid over to the defined contribution Scheme.

Defined benefits employee benefits

The reconciliation of the opening and closing statement of financial position is as follows:

	2014	*Restated
	£m	2013
		£m
At 1 April	(105.8)	(14.2)
Expense recognised in the income statement	(17.9)	(11.6)
Contributions paid	12.5	28.5
Total remeasurement included in OCI	74.1	(108.5)
At 31 March	(37.1)	(105.8)

*Restated due to the Group applying IAS19 Employee Benefits (revised 2011) and the related consequential amendments for the first time in the year. IAS19 (revised 2011) changes the accounting for detailed benefit plans and termination benefits and introduces certain changes in the presentation of the defined benefit cost. For further detail of the impact in the current and prior year following the adoption of IAS19 Employee Benefits (revised 2011) see note 1.

Notes *(continued)*

20. RETIREMENT BENEFIT SCHEMES *(continued)*

The reconciliation of the opening and closing statement of financial position is as follows:

Movements in the fair value of the Group pension Scheme liabilities were as follows:

	2014 £m	2013 £m (*restated)
At 1 April	(1,166.9)	(972.9)
Current service cost	(12.3)	(10.2)
Interest expense	(46.8)	(48.3)
Member contributions	(2.0)	(2.2)
Augmentation	(0.7)	(0.6)
Remeasurement:		
Effect of changes in demographic assumptions	(6.6)	-
Effect of changes in financial assumptions	69.8	(183.7)
Effect of experience adjustments	(18.1)	-
Benefits paid	53.1	53.1
ENWSL acquisition and other bulk transfers	-	(2.1)
At 31 March	(1,130.5)	(1,166.9)

The liability value as at 31 March 2014 is made up of the following approximate splits:

	£m
Liabilities owing to active members	323.2
Liabilities owing to deferred members	82.0
Liabilities owing to pensioner members	725.3
Total liability at 31 March 2014	1,130.5

Notes *(continued)*

20. RETIREMENT BENEFIT SCHEMES *(continued)*

Movements in the fair value of the Group pension Scheme assets were as follows:

	2014	2013
	£m	£m
At 1 April	1061.1	958.7
Interest income	42.7	48.3
Return on plan assets	29.0	75.2
Company contributions	12.5	28.5
Member contributions	2.0	2.2
Benefits paid	(53.1)	(53.1)
Administrative expenses	(0.8)	(0.8)
Bulk transfers	-	2.1
At 31 March	1,093.4	1,061.1

The net pension expense before taxation recognised in the income statement, before capitalisation, in respect of the defined benefit Scheme is summarised as follows:

	2014	2013
	£m	£m
		(*restated)
Current service cost	(12.3)	(10.2)
Past service cost ¹	(0.7)	(0.6)
Interest income on plan assets	42.7	48.3
Interest expense on Scheme obligations	(46.8)	(48.3)
Administration expenses and taxes	(0.8)	(0.8)
Net pension expense before taxation	(17.9)	(11.6)

The above amounts are recognised in arriving at operating profit except for the interest on Scheme assets and interest on Scheme obligations which have been recognised within investment income.

The main financial assumptions used by the actuary (in determining the deficit) were as follows;

	2014	2013
	%	%
Discount rate	4.4	4.1
Pensionable salary increases	3.9	3.9
Pension increases	3.3	3.4
Price inflation	3.4	3.4

¹ For the year ended 31 March 2013, the Past Service Cost includes [£0.6m] in respect of augmentations and for the year ending 31 March 2014, the Past Service Cost includes [£0.7m] in respect of augmentations.

Notes *(continued)*

20. RETIREMENT BENEFIT SCHEMES *(continued)*

The mortality rates utilised in the valuation are based on the standard actuarial tables S1PMA/S1PFA (birth year) tables with a 105% loading to allow for differences in mortality between the Scheme population and the population used in the standard tables (unchanged from 2013). A long term improvement rate of 1.25% p.a. is assumed (unchanged from 2013), although the underlying model has been updated from the CMI 2009 model to the CMI 2011 model. These factors have been taken into account in the calculation of the defined benefit obligations of the Scheme.

The current life expectancies (in years) underlying the value of the accrued pension Scheme liabilities for the Scheme are:

	2014	2013
	Years	Years
Male life expectancy at age 60		
Retired member	26.7	26.5
Non-retired member	28.2	28.0

In valuing the liabilities of the Scheme at 31 March 2014 mortality assumptions have been made as indicated above.

The following table presents a sensitivity analysis for each significant actuarial assumption showing how the defined benefit obligation would have been affected by changes in the relevant actuarial assumption that were reasonably possible at the balance sheet date. This sensitivity analysis applies to the defined benefit obligation only and not to the net defined benefit pension liability, the measurement of which depends on a number of factors including the fair value of Scheme assets. The calculations alter the relevant assumption by the amount specified, whilst assuming that all other variables remained the same. This approach is not necessarily realistic, since some assumptions are related: for example, if the scenario is to show the effect if inflation is higher than expected, it might be reasonable to expect that nominal yields on corporate bonds will increase also.

	2014	2013
	£m	£m
Increase in Defined Benefit Obligation		
Discount rate decrease by 25 basis points	46	50
Price inflation increase by 25 basis points	44	48
Life expectancy increase longevity by 1 year	31	32

Notes *(continued)*

20. RETIREMENT BENEFIT SCHEMES *(continued)*

As at 31 March 2014, the fair value of the Scheme's assets and the liabilities recognised in the statement of financial position were as follows:

	Scheme assets at 31 March 2014 %	Value at 31 March 2014 £m	Scheme assets at 31 March 2013 % (**restated)	Value at 31 March 2013 £m (**restated)
Cash and Cash equivalents	1.1	12.1	0.4	3.8
Equity instruments	11.6	126.8	32.3	343.1
Debt instruments	65.7	718.7	44.1	468.4
Real Estate	10.4	113.6	7.4	78.6
Global Tactical Asset Allocation	-	-	4.4	46.3
Distressed Debt	1.8	19.3	1.6	16.7
Hedge Funds	9.4	102.9	9.8	104.2
Total fair value of assets	100	1,093.4	100	1,061.1
Present value of liabilities		(1,130.5)		(1,166.9)
Net retirement benefit obligation		(37.1)		(105.8)

**The breakdown of the assets into different classes is now more detailed as required by IAS 19 (revised 2011).

Notes *(continued)*

21. DEFERRED TAX

The following are the major deferred tax liabilities and assets recognised by the Group, and the movements thereon, during the current and prior year.

Group	Accelerated tax depreciation £m	Retirement benefit obligations £m	Other £m	Total £m
At 1 April 2012	397.7	(3.4)	(26.4)	368.0
(Credited)/charged to the income statement (*restated)	(21.8)	3.1	6.7	(12.0)
Deferred tax on remeasurement of defined benefit pension schemes taken directly to equity (*restated)	-	(24.9)	-	(24.9)
Deferred tax on fair value loss on cash flow hedges taken directly to equity	-	-	1.8	1.8
Adjustment due to change in future tax rates of brought forward deferred tax asset	-	0.8	-	0.8
	<u>375.9</u>	<u>(24.4)</u>	<u>(17.9)</u>	<u>333.6</u>
(Credited)/charged to the income statement				
Deferred tax on remeasurement of defined benefit pension schemes taken directly to equity	(50.3)	(3.6)	4.0	(49.9)
Deferred tax on fair value gain on cash flow hedges taken directly to equity	-	14.8	-	14.8
Adjustment due to change in future tax rates of brought forward deferred tax asset	-	5.7	-	5.7
	<u>325.6</u>	<u>(7.5)</u>	<u>(13.9)</u>	<u>304.2</u>

*The 2013 retirement benefit obligations have been restated following the retrospective application of the amendments to IAS 19 (revised 2011). For further detail of the impact in the current and prior year following the adoption of IAS19 Employee Benefits (revised 2011) see note 1.

Company	Other £m	Total £m
At 1 April 2012	(1.9)	(1.9)
Deferred tax on fair value loss on cash flow hedges taken directly to equity	1.8	1.8
Adjustment	0.1	0.1
	<u>-</u>	<u>-</u>
At 31 March 2013	-	-
Deferred tax on fair value loss on cash flow hedges taken directly to equity	-	-
Adjustment	-	-
	<u>-</u>	<u>-</u>
At 31 March 2014	-	-

There are no significant unrecognised deferred tax assets or liabilities for either the Group or Company in either the current or prior year. Other deferred tax in the Group relates primarily to derivative financial instruments.

Notes *(continued)*

22. CUSTOMER CONTRIBUTIONS

Customer contributions are amounts received from a customer in respect of the provision of a new connection to the network.

Customer contributions are amortised through the income statement over the lifetime of the relevant asset.

Group	£m	
At 1 April 2012		160.6
Additions in the year		29.1
Amortisation		(4.3)
		<u>185.4</u>
At 31 March 2013		185.4
Additions in the year		29.1
Amortisation		(4.5)
		<u>210.0</u>
	2014	2013
	£m	£m
Amounts due in less than one year (note 18)	4.8	2.4
Amounts due after more than one year	205.2	183.0
	<u>210.0</u>	<u>185.4</u>

23. REFUNDABLE CUSTOMER DEPOSITS

Refundable customer deposits are those customer contributions which may be partly refundable, dependent on contracted targets.

Group	2014	2013
	£m	£m
Amounts due in less than one year (note 18)	0.3	-
Amounts due after more than one year	2.6	3.1
	<u>2.9</u>	<u>3.1</u>

24. CALLED UP SHARE CAPITAL

Group and Company	2014	2013
	£m	£m
Authorised:		
3,050,000 (2013: 3,050,000) ordinary shares of £1 each	3.1	3.1
	<u>3.1</u>	<u>3.1</u>
Allotted, called up and fully paid:		
3,050,000 (2013: 3,050,000) ordinary shares of £1 each	3.1	3.1
	<u>3.1</u>	<u>3.1</u>

During the prior year the Company authorised and issued 50,000 fully paid shares allotted to North West Electricity Networks (UK) Limited as payment for NWEN Finance plc shares (see note 28).

No person has any special rights of control over the Company's share capital and all allotted shares are fully paid.

See note 26 for details of the voting rights of each share.

Notes *(continued)*

25. SHAREHOLDER'S EQUITY

Group	Share capital £m	Retained (deficit)/ earnings £m	Hedging reserve £m	Total £m
At 1 April 2012	3.0	15.0	(5.8)	12.2
Profit for the year	-	102.9	-	102.9
Issue of share capital	0.1	-	-	0.1
Dividends paid	-	(33.0)	-	(33.0)
Post tax fair value loss on cash flow hedge	-	-	5.8	5.8
Post tax actuarial loss on defined benefit schemes	-	(87.3)	-	(87.3)
Adjustment due to change in future tax rates of brought forward deferred tax asset	-	(0.8)	-	(0.8)
	<u>3.1</u>	<u>(3.2)</u>	<u>-</u>	<u>(0.1)</u>
At 31 March 2013				
Profit for the year	-	155.3	-	155.3
Dividends paid	-	(67.0)	-	(67.0)
Post tax actuarial gain on defined benefit schemes	-	59.3	-	59.3
Adjustment due to change in future tax rates of brought forward deferred tax asset	-	(5.7)	-	(5.7)
	<u>3.1</u>	<u>138.7</u>	<u>-</u>	<u>141.8</u>
At 31 March 2014				

The hedging reserve represents the cumulative amount of gains and losses on hedging instruments deemed effective in cash flow hedges. The cumulative deferred gain or loss on the hedging instrument is recognised in profit or loss only when the hedged transaction impacts the profit or loss, or is included as a basis adjustment to the non-financial hedged item, consistent with the applicable accounting policy.

Notes *(continued)*

25. SHAREHOLDER'S EQUITY *(continued)*

Company	Share Capital £m	Retained earnings £m	Hedging reserve £m	Total £m
At 1 April 2012	3.0	9.9	(5.8)	7.1
Profit for the year	-	26.4	-	26.4
Issue of share capital	0.1	-	-	0.1
Dividend paid	-	(33.0)	-	(33.0)
Post tax fair value loss on cash flow hedge	-	-	5.8	5.8
	<u>3.1</u>	<u>3.3</u>	<u>-</u>	<u>6.4</u>
At 31 March 2013	3.1	3.3	-	6.4
Profit for the year	-	63.8	-	63.8
Dividend paid	-	(67.0)	-	(67.0)
	<u>-</u>	<u>(67.0)</u>	<u>-</u>	<u>(67.0)</u>
At 31 March 2014	<u>3.1</u>	<u>0.1</u>	<u>-</u>	<u>3.2</u>

As permitted by section 408 of the Companies Act 2006, the Company has not presented its own income statement. The amount of Group profit after tax for the financial year dealt with in the Company's income statement is £63.8m (2013: £26.4m).

26. CAPITAL STRUCTURE

Details of allotted share capital together with details of the movements in the Company's issued share capital during the year are shown in note 24. Each share carries the right to one vote at general meetings of the Company.

There are no specific restrictions on the size of a holding nor on the transfer of shares, which are both governed by the general provisions of the Articles of Association and prevailing legislation. The Directors are not aware of any agreements between holders of the Company's shares that may result in restrictions on the transfer of securities or on voting rights. No person has any special rights of control over the Company's share capital and all allotted shares are fully paid.

With regard to the appointment and replacement of Directors, the Company is governed by its Articles of Association, the Companies Act and related legislation. The Articles themselves may be amended by special resolution of the shareholders. The powers of Directors are described in the Articles of Association, copies of which are available on request.

27. OPERATING LEASES

The Company does not hold any non-cancellable operating leases as at the 31 March 2014 (2013: same). The Group is committed to making the following payments over the lifetime of the lease in respect of non-cancellable operating leases which expire in:

	Land and buildings 2014 £m	Plant and machinery 2014 £m	Land and buildings 2013 £m	Plant and machinery 2013 £m
Within one year	-	-	-	-
In the second to fifth years inclusive	0.2	-	0.2	-
After five years	5.6	3.1	6.2	3.1
	<u>5.8</u>	<u>3.1</u>	<u>6.4</u>	<u>3.1</u>

Notes *(continued)*

28. ACQUISITION OF SUBSIDIARY

NWEN Finance plc

On 15 March 2013 North West Electricity Networks (UK) Limited acquired 100% of the ordinary share capital of NWEN Finance plc, being 50,000 shares of £1 each, for £50,000 cash consideration. Subsequently, on 19 March 2013 North West Electricity Networks (Holdings) Limited issued and allotted 50,000 fully paid ordinary shares of £1 each to North West Electricity Networks (UK) Limited in exchange for 100% of the NWEN Finance plc ordinary share capital. Following this transaction on 19 March 2013, North West Electricity Networks (Finance) Limited issued and allotted 50,000 fully paid ordinary shares of £1 each to North West Electricity Networks (UK) Limited in exchange for the 50,000 North West Electricity Networks (Holdings) Limited ordinary shares of £1 each. No goodwill arose on any of these transactions.

29. RELATED PARTY TRANSACTIONS

Group and Company

Loans are made between companies in the North West Electricity Networks (Jersey) Limited Group on which varying rates of interest are chargeable. Transactions between the Company and its subsidiaries, which are related parties, have been eliminated on consolidation and are not disclosed in the Group figures of this note. During the year, the following transactions with related parties were entered into:

	Group 2014 £m	Company 2014 £m	Group 2013 £m	Company 2013 £m
Transactions with related parties				
Recharges to Electricity North West (Construction and Maintenance) Limited	1.1		0.9	-
Recharges from Electricity North West (Construction and Maintenance) Limited	0.4		0.5	-
Executive Directors' remuneration (note 9)	1.5	-	1.3	-
Directors' services	0.2	-	0.2	-
Interest payable to North West Electricity Networks (Finance) Ltd	20.5	20.5	20.5	20.5
Interest payable to NWEN Finance plc	-	10.6	-	0.3
Interest receivable from North West Electricity Networks Limited	-	31.0	-	25.8
Dividends paid to North West Electricity Networks (Finance) Limited	67.0	67.0	33.0	33.0
Dividends received from North West Electricity Networks (Group) Limited	-	64.0	-	33.0

Notes *(continued)*

29. RELATED PARTY TRANSACTIONS *(continued)*

Amounts outstanding with related parties are as follows:

	Group 2014 £m	Company 2014 £m	Group 2013 £m	Company 2013 £m
Amounts owed to related parties				
Amounts owed to Electricity North West Limited	-	0.3	-	0.2
Loans owed to North West Electricity Networks (Finance) Limited	509.7	509.7	509.7	509.7
Interest payable to North West Electricity Networks (Finance) Limited	10.0	10.0	10.1	10.1
Amounts owed to Electricity North West (Construction and Maintenance) Limited	-	-	0.2	-
Amounts owed to North West Electricity Networks Limited	-	0.5	-	0.5
Amounts owed to NWEN Finance plc	-	180.0	-	180.0
Interest payable to NWEN Finance plc	-	2.9	-	0.3
Group tax relief to North West Electricity Networks (Finance) Limited	-	-	0.2	-
Amounts owed by related parties				
Amounts owed by North West Electricity Networks Limited	-	676.5	-	676.5
Interest owed by North West Electricity Networks Limited	-	12.9	-	11.0
Group tax relief from Electricity North West Limited	-	-	-	1.9
Group tax relief from North West Electricity Networks Limited	-	-	-	0.5
Group tax relief from Electricity North West (Construction and Maintenance) Limited	0.1	0.1	-	-
Amounts owed by Electricity North West (Construction and Maintenance) Limited	0.5	-	0.5	-

Fees of £0.1m (2013: £0.1m) were payable to Colonial First State in respect of the provision of Directors' services. Colonial First State is part of the Commonwealth Bank of Australia which is identified as a related party.

Fees of £0.1m (2013: £0.1m) were payable to IIF Int'l Holding GP Ltd ('IIF') in respect of the provision of Directors' services which is identified as a related party.

For disclosure relating to executive directors remuneration see note 9.

The loans from related parties comprise amounts loaned from North West Electricity Networks (Finance) Limited. £200.0 million carries interest at 10% per annum and £309.7 million is interest free. The loans to related parties comprise amounts loaned to North West Electricity Networks Limited. £200.0 million carries interest at 10% per annum, £327.0 million is interest free, £131.0 million carries interest at LIBOR plus 1.5%. All other related party balances bear no interest.

Notes *(continued)*

30. CASH GENERATED FROM OPERATIONS

	2014	2014	*Restated	
	Group	Company	2013	2013
	£m	£m	Group	Company
			£m	£m
Operating profit/(loss)	270.5	-	211.6	(0.1)
Adjustments for:				
Depreciation of property, plant and equipment	93.9	-	88.4	-
Amortisation of intangible assets	7.2	-	8.3	-
Amortisation of customer contributions	(4.5)	-	(4.3)	-
Profit on disposal of property, plant and equipment	(0.2)	-	(0.6)	-
Cash contributions in excess of pension charge to operating profit	1.3	-	(16.9)	-
Operating cash flows before movement in working capital	368.2	-	286.5	(0.1)
Changes in working capital:				
(Increase)/decrease in inventories	(2.0)	-	1.6	-
(Increase) in trade and other receivables	(1.3)	-	(3.1)	-
(Decrease)/increase in trade and other payables	(0.8)	-	16.6	(0.1)
Cash generated from/(used in) continuing operations	364.1	-	301.6	(0.2)

* Restated due to the Group applying IAS19 Employee Benefits (revised 2011) and the related consequential amendments for the first time in the year. IAS19 (revised 2011) changes the accounting for detailed benefit plans and termination benefits and introduces certain changes in the presentation of the defined benefit cost. For further detail of the impact in the current and prior year following the adoption of IAS19 Employee Benefits (revised 2011) see note 1.

31. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The immediate parent undertaking is North West Electricity Networks (Finance) Limited and the ultimate parent undertaking is North West Electricity Networks (Jersey) Limited, a company registered in Jersey. The address of the ultimate parent company is: Ogier House, The Esplanade, St Helier, Jersey, JE4 9WG.

This Group is the smallest group in which the results of the Company are consolidated. The largest group in which the results of the Company are consolidated is that headed by North West Electricity Networks (Jersey) Limited.

First State Investments Fund Management S.à.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.