Southern Electric Power Distribution plc

Regulatory Accounts for the year ended 31 March 2006

CONTENTS **Section**

Southern Electric Power Distribution plc

Corporate Report for the year ended 31 March 2006

Southern Electric Power Distribution plc

Corporate Report: Review of the year to 31 March 2006.

Southern Electric Power Distribution plc (the Company) is a wholly owned subsidiary of Scottish and Southern Energy plc (the Group). The Company's first responsibility is to maintain safe and reliable supplies of electricity and to restore supplies as quickly as possible in the event of interruptions. In line with this it is encouraging that our performance across a range of measures continues to be good. This performance has been achieved while maintaining close control over the operating cost base and confirms that the electricity networks managed by the Group are among the most efficient in the world.

The Company is the subject of incentive-based regulation by the Office of Gas and Electricity Markets (Ofgem), which sets for periods of five years the prices that can be charged for the use of the electricity network, the capital expenditure and the allowed operating expenditure. In broad terms, Ofgem seeks to strike the right balance between attracting investment in electricity networks, encouraging companies to operate the networks as efficiently as possible and ensuring that prices for customers are no higher than they need to be. As at 31 March 2006, it was estimated that Ofgem's valuation of the assets of the Company's distribution business (the Regulated Asset Value or 'RAV') was approximately £1,480m.

During 2005/06, the Company's operating profit increased by 16.5% to £227.6m. This reflected an increase in the number of units of electricity distributed compared with the previous year and follows the introduction of the new Distribution Price Control for 2005-10 and improved performance under Ofgem's incentives framework. The Company distributed 34.9TWh of electricity, an increase of 0.75TWh on the previous year.

The average number of minutes of lost electricity supply per customer was 71, compared with 84 in the previous year. The number of supply interruptions per 100 customers was 78, compared with 98 in the previous year. Performance in respect of both minutes lost and interruptions was ahead of Quality of Supply Incentive targets set by Ofgem for the 2005-10 Price Control period, which gives financial benefits to distribution network operators that deliver good performance for customers. This together with income earned under other incentive arrangements is expected to lead to additional revenue of over £8m in 2007/08.

Electricity Network Investment

The key responsibility of the Company's business is to maintain safe and reliable supplies of electricity and to restore supplies as quickly as possible in the event of interruptions. During the Price Control period 2000-05, the Company invested £491m in its electricity network. A further £116m was invested in 2005/06. In the course of the year, the Company added 700km to the length of its networks, taking the total to over 76,000km. It also rebuilt 2,630km of its networks as part of its programme of replacing 'open wire' overhead lines and low voltage Consac cable.

The Price Control Review for 2005-10 resulted in significantly increased allowances for capital expenditure to maintain and improve the electricity networks, and the Company's increased investment programme is now under way.

As a result, the Company forecasts that the RAV of its distribution business has increased by around £60m (nominal) to £1,480m as at 31 March 2006. In addition, the Company expects to deliver an increase in capital expenditure, of over 10%, during 2006/07 and to sustain capital expenditure at this level until 2010. On this basis, the RAV is expected to grow by around £310m (or around £130m in real terms) during the 2005-2010 Price Control period.

Electricity Distribution Priorities in 2006/07

During 2006/07, the Company's first objective will be to maintain safe and reliable supplies of electricity and to restore supplies as quickly as possible in the event of interruptions. This will be supported by a significant increase in investment in the networks, targeted at upgrading them where the greatest number of customers will benefit.

Southern Electric Power Distribution plc

Corporate Report: Review of the Year to 31 March 2006

1 Operational Review

1.1 Factors affecting the Business

The Company is responsible for managing an electricity distribution network, serving more than 2,800,000 customers. Distribution of electricity within specified areas is a monopoly activity and the income earned by charging electricity customers for the use of the wires is closely regulated by Ofgem, as is the level of investment which is made in electricity networks. The Company has completed the first year of the price controls set for the period up to 31 March 2010.

Against this background, the Company's objective is to manage the consequences of the growth in demand for electricity and ensure the network has the minimum number of faults and the maximum robustness in the face of severe weather and other supply interruption risks. It is also important to automate networks so that when supply is interrupted, it can be restored as soon as possible. The programme of investment is designed with these goals in mind.

1.2 Use of Resources and Status of Significant Projects

In line with the policies in place to achieve the objectives highlighted at 1.1, a total of £116m was invested in the electricity network. Investment of this kind upgrades the electricity network and reinforces the value of the RAV which, in turn, supports the ongoing value of the business.

In the Southern Electric Power Distribution area, the programme to upgrade and refurbish the network continued during 2005/06, with 1,844km of high voltage overhead lines and 728km of low voltage lines refurbished.

The substantial programme of network automation continued, with another 71 urban substations completed, together with 148 new radio-controlled automated switching units in rural areas, allowing for faster restoration of supply to customers. There has also been significant investment in the underground network, with 36km of high voltage cable replaced.

In 2005/06, the Company distributed 34.9TWh of electricity, an increase of 0.75TWh. The average number of minutes of lost electricity supply per customer was 71, which was within the target set by Ofgem under its Quality of Supply Incentive scheme, which gives financial benefits to distribution network operators that deliver good performance for customers. The number of supply interruptions per 100 customers was 78.

The Company was a 'benchmark' company and was not given any company-specific actions by the DTI commissioned report into power systems emergencies published at the end of 2002. Nevertheless, it has implemented a number of initiatives to improve further the resilience of the electricity network for the future. For example, falling trees or clashing branches are a major source of supply interruptions during windy weather conditions. To improve performance in this area, the Group has started employing directly most of the people involved in tree cutting. This is also in line with the Group's general approach that operations and services are best managed and delivered by people who are directly employed by the company.

Southern Electric Power Distribution plc

Corporate Report: Review of the Year to 31 March 2006

1 Operational Review (continued)

1.3 Employees

Enabling employees to derive the maximum possible benefit from their employment with the Group is one of the principles which has been adopted. The Board believes that this can be achieved through active encouragement of share ownership, participation in the Group's affairs, and the maintenance of effective policies on issues such as equal opportunities.

Participation in the Group's affairs is encouraged through team meetings, briefing documents and an internal magazine. During the year, employees were invited to attend business development and financial results briefings. Policies on such matters as Equal Opportunities and Health and Safety are regularly communicated to staff.

It is Group policy, where possible, to provide employment opportunities for disabled people. Staff who become disabled are supported in continuing employment through identification of suitable jobs and the provision of any necessary re-training.

1.4 Safety

The Group believes that all work can be done in such a way that no-one, whether an employee, contractor, customer or member of the community, suffers from its operations. It believes that all injuries are preventable and it aims to provide staff with training, work methods and equipment to achieve that goal.

'Being safe' is a core value in the business. In line with this, the Group's Health, Safety and Environment Manual, which has the status of a work instruction, emphasises that safety will not be compromised for business interest or operational pressures and all injuries, plant damage and near misses will be reported and investigated. The Director with lead responsibility for Health and Safety is Colin Hood, who is the Chairman of the Group's Health, Safety and Environmental Advisory Committee.

The net result of this commitment to safety is that Scottish and Southern Energy plc continues to lead Britain's electricity industry in safety.

1.5 Principal risks and uncertainties

As the Company operates a regulated monopoly electricity network under a licence issued by OFGEM one of the major risks arises from the quinquennial price review when the future income that the business may collect from the users of the electricity network is set. The current price control period runs from 1 April 2005 to 31 March 2010 and negotiation of the next price control will start in 2008. In arriving at the allowed income Ofgem assess the revenue and capital expenditure plans of the business and determine an efficient level of that expenditure. In addition, they assess the quality of service requirements for the network and determine a cost of capital sufficient to encourage the required investment in the network. Given the importance of the outcome of the price control review process, the establishment of allowable income for the following five years, the Company invests considerable management time to ensure that the correct price control is set.

In the short term the electricity network can be subject to damage, and potentially major disruption, by the weather. Storms caused by winter weather fronts, winter snow fall and lightning storms at any time of year can damage the electricity distribution network and result in customers' supply of electricity being interrupted. To mitigate the effects of these events weather forecasts are closely monitored and staff deployed in advance of foreseeable major weather events. Arrangements are in place to use resources from contractors and other electricity distribution network operators in the event of major interruptions and contracts are in place with suppliers of materials and services which can be brought into action at short notice in the event of severe weather.

Southern Electric Power Distribution plc

Corporate Report: Review of the Year to 31 March 2006

2. Financial Review

2.1 Balance Sheet

The Group and Company both continue to maintain one of the strongest balance sheets in the global utility sector, and both hold an *A+/Aa3* long-term credit rating. This gives the Company significant competitive advantage in terms of cost of funding and supporting new developments.

The Group adopted IAS 19 in full for the treatment of pension scheme assets, liabilities and costs. The majority of employees of the Company are members of the Southern Electric Pension Scheme, which, at 31 March 2006, had an IAS 19 deficit, net of deferred tax, of £198.8M (2005 - £228.5M).

2.2 Financial Risk Management

The Company's financial risk is managed as part of the wider group risk management policy.

The Company's operations are financed by a combination of retained profits, bank borrowings, long term debt issuance and inter company loan stocks.

The main financial risks affecting the Group include exposures to fluctuations or changes in interest rates, foreign exchange rates, liquidity, commodity prices and volumes and counterparty creditworthiness. The Group's Risk Committee, which reports to the Board, reviews and agrees policies for addressing each of these risks. At 31 March 2006, 83.2% of the Group's borrowings were at fixed rates, after taking account of interest rate swaps. The Company's main risk area is in relation to interest rates and, as noted, this is controlled as part of the Group's risk management policies.

2.3 Taxation

The Company's effective current tax rate was 30.4% compared with 24.5% in the previous year after prior year adjustments. The headline effective tax rate is 29.8% compared with 29.5% in the previous year.

2.4 Dividend

The Company's dividend policy was to distribute up to 50% of surplus cash flow as a dividend for both years.

2.5 Accounting policy for connections and capital contributions.

The Company provides financial support to individuals wishing to connect to its distribution network. This support, known as the DUoS allowance, is available whether or not the Company carries out the actual connection works. The cost of the support is capitalised by the Company and depreciated over 40 years.

2.6 Borrowings and Facilities

The Company has loans of £882.8m (2005 – £890.1m) of which £25.0m (2005 - £350.0m) is due to other group companies and £122.8m (2005 - £128.3m) is in the form of loans from the European Investment Bank. Of the total, interest is paid at fixed rates on £857.8m (2005 - £690.1m). As part of the adoption of the fair value hedge accounting requirements of FRS 25 and FRS 26, the Company's loans are stated as being £880.3m (2005 - £890.1m).

As at 31 March 2006, the weighted average interest rate payable was 5.42% (2004 – 5.84%) and the weighted average remaining term was 22.76 years (2005 – 14.15 years).

Southern Electric Power Distribution plc

Corporate Report: Review of the Year to 31 March 2006

2. Financial Review continued

2.7 International Financial Reporting Standards

The application of International Financial Reporting Standards (IFRS) is required for listed companies for accounting periods commencing on or after 1 January 2005. As a result, the Group's financial statements for the year to 31 March 2006 have been prepared in accordance with EU adopted IFRS.

The accounts of Southern Electric Power Distribution plc have been prepared in accordance with applicable UK Generally Accepted Accounting Principles (UK GAAP). A number of the Company's accounting policies have been changed in the accounts to 31 March 2006 following the adoption of a number of new accounting standards issued by the Accounting Standards Board (ASB) as part of the project to converge UK GAAP with adopted IFRS. A fuller explanation of the changes in the Company's accounting policies in included in the Notes to the Accounts, Notes 1 and 2.

Southern Electric Power Distribution plc

Corporate Governance Statement

Scottish and Southern Energy plc Group ("The Group")
The Board continues to commit to the highest standards of corporate governance, and has due regard to the continuing developments in this field. The Group seeks to run its entire business and maximise profits in a way which is responsible, safe, customer focused and commercially aware. These are the four core values which underlie everything the Group does. Moreover, the Group aims to conduct its business in an ethical manner that maintains an appropriate balance between social, economic and environmental issues.

In keeping with this, the Group has continued its commitment to high standards of corporate governance.

Throughout the year the Group has complied with the provisions of the Combined Code except for the following matter. As explained last year, Henry Casley retired as a non-Executive Director on 17 May 2005. He was considered not to be independent in terms of the Combined Code. Since 17 May 2005, the Group has complied with all the provisions set out in section 1 of the Combined Code. Taking account of the above explanation, the Board therefore considers that the Group has satisfied its obligations under the Combined Code.

The composition of the Board comprises a non-Executive Chairman, four Executive Directors and four independent non-Executive Directors, which complies with the Combined Code provisions in this regard.

The Board acknowledges its responsibility for ensuring that an adequate system of internal control exists which accords with the requirements of the Turnbull Committee guidance.

Southern Electric Power Distribution plc ("The Company")

Board of Directors
The Board consists of three Directors, two of whom are Directors of the Group. None of the Directors are Directors of Group Companies involved in Supply or Generation activities. The Group has an Audit Committee, a Remuneration Committee, an Executive Committee, a Risk Committee, a Health, Safety and Environmental Advisory Committee and a Nomination Committee and details of the appointees are included in the published Corporate Governance Statement of the Group. The Company, as a subsidiary entity, has no such Committees.

Internal Control
The Directors have overall responsibility for systems of internal control and risk management and for monitoring their effectiveness. The purpose of these systems is to manage, rather than eliminate, the risk of failure to achieve business objectives, and provide reasonable assurance as to the quality of management information and to maintain proper control over income, expenditure, assets and liabilities.

No system of control can, however, provide absolute assurance against material mis-statement or loss. Accordingly, the Directors have regard to what controls, in their judgement, are appropriate to the Company's business, to the materiality of the risks inherent in the business, and to the relative costs and benefits of implementing specific controls. The Board maintains an ongoing process of identifying, evaluating and managing the key commercial, financial and general risks to the Company's business. This process is regularly reviewed by the Board and has been in place for the whole year.

Southern Electric Power Distribution plc

Corporate Governance Statement (continued)

Southern Electric Power Distribution plc ("The Company") continued

Control is maintained through an organisational structure with clearly defined responsibilities, authority levels and lines of reporting; the appointment of suitably qualified staff in specialised business areas; and continuing investment in high quality information systems. These methods of control are subject to periodical review as to their implementation and continued suitability, and have been in place throughout the year and up to the date of approval of the accounts.

There are established procedures in place for regular budgeting and reporting of financial information. The Company's performance is reviewed by the Directors. Reports include variance analysis and projected forecasts for the year compared to approved budgets and non-financial performance indicators.

There are policies in place covering a wide range of issues such as financial authorisations, IT procedures, health and safety and environmental risks. The business risks associated with the Company's operations are regularly assessed by the Directors.

The effectiveness of the systems of internal control is monitored by the internal audit department. Their reports, which include where appropriate relevant action plans, are distributed to senior managers and Directors.

Environment
The Group manages a wide range of environmental issues. Operating the power systems network is recognised as a priority area and formal environmental management systems have been developed across the Group. The systems have five main elements, based on the established management cycle of (1) setting policy, (2) planning, (3) implementing and operating, (4) checking and correcting and (5) reviewing.

The system exists to enable managers to deliver the Group's environmental policies through procedures and work instructions. It reflects an integrated, Group-wide health and safety and environmental management system.

Going Concern
The Directors consider that the Company has adequate resources to continue in operational existence for the foreseeable future. The accounts are therefore prepared on a going concern basis.

Southern Electric Power Distribution plc

Report of the Directors

The Report of the Directors of the Company is included in the Regulatory Financial Statements section of these Accounts as part of the Audited Statutory Accounts.

Southern Electric Power Distribution plc

Statement of Directors' Responsibilities in Respect of the Regulatory accounts and Compliance with Standard Licence Condition 42

The licensee is required by standard condition 42 of the Electricity Distribution Licence to deliver to the Authority regulatory accounts prepared for each financial year ending on 31 March.

REGISTERED NO.
4094290

Southern Electric Power Distribution plc

Regulatory Financial Statements for the year ended 31 March 2006

CONTENTS **Section 2 Page No.**

Southern Electric Power Distribution plc

Report of the Directors

The Directors present their report together with the audited Accounts for the year ended 31 March 2006.

1. Principal Activity

The Company's principal activity continued to be the regulated distribution of electricity.

2. Business Review

The Company is responsible for managing an electricity distribution network, serving more than 2,800,000 customers in the South of England. Distribution of electricity within specified areas is a monopoly activity and is closely regulated by the Office of Gas and Electricity Markets (Ofgem), as is the level of investment which is made in electricity networks.

Review of development and performance of the Company

The year to 31 March 2006 was the first year of the current distribution price control period and this, along with an increase in units distributed in the year, has resulted in increased revenue and profitability for the Company. Operating Profit increased by 16.5% to £227.6M.

At the same time the level of investment in the network has also increased in the year in order that the network can be maintained and improved. In 2005/06 the capital expenditure was £116.0M and this level of investment is expected to increase in 2006/07 and in the remaining years of the current price control period. In 2005/06 a further 700km in length was added to the network and 2,630km were rebuilt.

The operational performance of the Company continued to improve with a reduction in the number of customer minutes lost to 71 per customer and the number of supply interruptions per 100 customers falling to 78. This is an improvement on the performance in 2004/05 and is expected to contribute, along with other incentives established in the price control agreement, towards additional income of approximately £8M in 2007/08.

Principal Risks and Uncertainties

As noted, the Company is responsible for managing a regulated electricity distribution network, based in the South of England. One of the major risks arises from the quinquennial price review when the future income that the Company may collect from the users of the electricity network is set. The current price control period runs from 1 April 2005 to 31 March 2010 and negotiation of the next price control will start in 2008. The year to 31 March 2006 is the first year of the current price review period. In arriving at the allowed income Ofgem assess the revenue and capital expenditure plans of the business and determine an efficient level of that expenditure. In addition they assess the quality of service requirements for the network and determine a cost of capital sufficient to encourage the required investment in the network. Given the importance of the outcome of the price control review process, the establishment of allowable income for the following five years, the Company invests considerable management time to ensure that the correct price control is set.

The key responsibility of the Company is to maintain safe and reliable supplies of electricity and to restore supplies as quickly as possible in the event of interruptions. In the long term this is done by ensuring the correct level of investment in the network. In the short term the electricity network can be subject to damage, and potentially major disruption, by the weather. Storms caused by winter weather fronts, winter snow fall and lightning storms at any time of year can damage the electricity distribution network and result in customers' supply of electricity being interrupted. To mitigate the effects of these events weather forecasts are closely monitored and staff deployed in advance of foreseeable major weather events. Arrangements are in place to use resources from contractors and other electricity distribution network operators in the event of major interruptions and contracts are in place with suppliers of materials and services which can be brought into action at short notice in the event of severe weather.

Southern Electric Power Distribution plc

Report of the Directors (continued)

2. Business Review (continued)

Key Performance Indicators

The following financial and operational key performance indicators are used by the Company in measuring performance:

Financial

a) Operating Profit (£M)

Year to March 2005	£195.4M
Year to March 2006	£227.6M
Increase (%)	16.5%

b) Capital Expenditure (£M)

Year to March 2005	£110.7M
Year to March 2006	£116.0M
Increase (%)	4.8%

Operational

c) Electricity Distributed (TWh)

Year to March 2005	34.2 TWh
Year to March 2006	34.9 TWh
Increase (%)	2.0%

d) Customer Minutes Lost

Year to March 2005	84
Year to March 2006	71
Reduction (%)	15.5%

e) Customer Interruptions – number per 100 customers

Year to March 2005	98
Year to March 2006	78
Reduction (%)	20.4%

Southern Electric Power Distribution plc

Report of the Directors (continued)

3. Results and Dividends

The profit for the financial year amounted to £130.2m (2005 - £106.9m). A final dividend of £14.0m (2005 – £30.0m) was declared during the year. The final dividends declared in 2005 and 2006 were paid during the year ended 31 March 2006.

4. Directors

The Directors who served during the year were as follows:-

Gregor Alexander
Colin Hood
Steven Kennedy

5. Directors' Interests in Ultimate Holding Company

The interests of Colin Hood and Gregor Alexander in the shares of the Company's ultimate holding company, Scottish and Southern Energy plc, are disclosed in the Accounts of Scottish and Southern Energy plc. The interests of Steven Kennedy in Scottish and Southern Energy plc are as follows:

	31 March 2006		1 April 2005	
	No of shares eneficially held	**of shares under option**	of shares beneficially held	of shares under option
Steven Kennedy	**1,322**	**4,836**	1,024	5,131

6. Political and Charitable Donations

During the year, no charitable or political donations were made.

7. Employment Policies

Staff are actively encouraged to be involved in Company affairs in a wide variety of ways. These include monthly team meetings, briefing documents and internal videos. Policies on such matters as Equal Opportunities and Health and Safety are regularly communicated to staff and involvement is supported through local committees. New staff joining the Company receive induction training.

It is Company policy, where possible, to provide employment opportunities for disabled people. Staff who become disabled are supported in continuing employment through identification of suitable jobs and the provision of necessary retraining.

8. Supplier Payment Policy

The Company complies with the CBI Prompt Payment Code. The main features of the Code are that payment terms are agreed at the outset of a transaction and are adhered to; that there is a clear and consistent policy that bills are paid in accordance with the contract; and that there are no alterations to payment terms without prior agreement. Copies of the Code are available on application to the Company Secretary. The number of suppliers' days represented by trade creditors was 30 days at 31 March 2006 (2005 - 30 days).

Southern Electric Power Distribution plc

Report of the Directors (continued)

9. Auditors

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware; and each director has taken all the steps that ought to have been taken as a director to be aware of any relevant audit information and to establish that the company's auditors are aware of that information.

10. Change in Registered Office

On 1 June 2006 the Company changed the location of its Registered Office to 55 Vastern Road, Reading RG1 8BU.

ON BEHALF OF THE BOARD

Vincent Donnelly
Company Secretary
24 July 2006

Southern Electric Power Distribution plc

Statement of directors’ responsibilities in respect of the Directors’ Report and the Accounts

The directors are responsible for preparing the Directors’ Report and the Accounts in accordance with applicable law and regulations.

Company law requires the directors to prepare Accounts for each financial year. Under that law they have elected to prepare the Accounts in accordance with UK Accounting Standards.

The Accounts are required by law to give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing these Accounts, the directors are required to:

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

The directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that its Accounts comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Southern Electric Power Distribution plc

Independent Auditors' Report to the Members of Southern Electric Power Distribution plc

We have audited the Accounts of Southern Electric Power Distribution plc for the year ended 31 March 2006 which comprise the Profit and Loss Account, the Balance Sheet, the Statement of Total Recognised Gains and Losses and the related notes. These Accounts have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an 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 auditors
As described in the Statement of Directors' Responsibilities on page 5, the company's directors are responsible for the preparation of the Accounts in accordance with applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

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

We report to you our opinion as to whether the Accounts give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the Accounts. We also report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

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

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

Opinion
In our opinion:

- the Accounts give a true and fair view, in accordance with UK Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 March 2006 and of its profit for the year then ended;
- the Accounts have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Directors' Report is consistent with the Accounts.

KPMG Audit Plc
Chartered Accountants
Registered Auditor
Edinburgh
24 July 2006

Southern Electric Power Distribution plc

Profit and Loss Account
for the year ended 31 March 2006

	Note	2006 £M	2005 restated £M
Turnover		**415.9**	369.2
Cost of sales		**(17.7)**	(17.1)
Gross profit		**398.2**	352.1
Distribution costs		**(161.6)**	(144.9)
Administrative costs		**(9.0)**	(11.8)
Operating profit	3	**227.6**	195.4
Gain on disposal of fixed assets		**0.7**	0.3
Net interest payable	6	**(42.7)**	(44.0)
Profit on ordinary activities before taxation		**185.6**	151.7
Tax on profit on ordinary activities	7	**(55.4)**	(44.8)
Profit for the financial year	19	**130.2**	106.9

The above results are derived from continuing activities.

The accompanying notes are an integral part of these Accounts.

Southern Electric Power Distribution plc

Balance Sheet
as at 31 March 2006

	Note	2006 £M	2005 restated £M
Fixed Assets			
Tangible assets	9	**1,616.4**	1,564.2
Investments	10	**0.1**	-
		1,616.5	1,564.2
Current assets			
Stocks	11	**-**	1.7
Debtors	12	**254.9**	208.7
		254.9	210.4
Creditors:			
Amounts falling due within one year	13	**(161.3)**	(280.0)
Net current assets / (liabilities)		**93.6**	(69.6)
Total assets less current liabilities		**1,710.1**	1,494.6
Creditors:			
Amounts falling due after more than one year	14	**(1,075.7)**	(945.5)
Financial liabilities	22	**(6.4)**	-
		(1,082.1)	(945.5)
Provisions for liabilities and charges			
Deferred taxation	16	**(336.4)**	(338.6)
Other provisions	17	**-**	(1.7)
Net assets		**291.6**	208.8
Capital and reserves			
Called up share capital	18	**7.9**	7.9
Profit and loss account	19	**283.7**	200.9
Equity shareholders' funds		**291.6**	208.8

These Accounts were approved by the Directors on 24 July 2006 and signed on their behalf by

Gregor Alexander, Director

Southern Electric Power Distribution plc

Statement of Total Recognised Gains and Losses for the year ended 31 March 2006

	2006 **£M**	2005 restated £M
Profit for the financial year	**130.2**	106.9
Total recognised gains and losses relating to the financial year	**130.2**	106.9
Cumulative adjustment for the adoption of FRS 25 and 26	**(2.7)**	
Prior year adjustments	**(132.0)**	
Total gains and losses recognised since last annual report	**(4.5)**	

Reconciliation of Movement in Shareholders' Funds as at 31 March 2006

	2006 **£M**	2005 restated £M
Profit for the financial year	**130.2**	106.9
Dividends	**(44.0)**	(30.0)
Credit in respect of employee share schemes	**0.5**	0.2
Purchase of shares to satisfy employee share awards	**(1.2)**	(0.4)
Net addition to shareholders' funds	**85.5**	76.7
Opening shareholders' funds	**208.8**	132.1
Cumulative adjustment for the adoption of FRS 25 and 26	**(2.7)**	-
Closing shareholders' funds	**291.6**	208.8

The opening shareholders funds at 1 April 2005 were originally £310.8m before prior year adjustments of £102.0m (note 2).

Southern Electric Power Distribution plc

Notes on the Accounts
for the year ended 31 March 2006

1. Significant accounting policies

Basis of preparation
The Accounts have been prepared in accordance with all applicable United Kingdom accounting standards. The principal accounting policies are summarised below and have been applied consistently.

Under Financial Reporting Standard 1 (FRS 1), the Company is exempt from the requirement to prepare a cash flow statement on the grounds that the ultimate parent undertaking includes the Company in its own published consolidated Accounts.

As the Company is a wholly owned subsidiary of Scottish and Southern Energy plc (SSE plc), it has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with entities which form part of the Scottish and Southern Energy Group (the Group).

The company has adopted a number of new accounting policies or has amended previous policies as a result of new accounting standards becoming applicable. In particular, the impact and applicability of the following standards should be noted:

- FRS 25 *Financial Instruments: Disclosure and Presentation* and FRS 26 *Financial Instruments: Measurement* have been adopted retrospectively as at 1 April 2005. As permitted by the Standard, the Company has elected not to restate the corresponding amounts;
- The application of FRS 20 *Share based payments* has been restricted to equity instruments issued by the ultimate parent that were granted to employees of the Company on or after 7 November 2002 and had not vested by 1 January 2005;
- FRS 21 *Events after the Balance Sheet Date;*
- FRS 28 *Corresponding amounts.* Adoption of this Standard has had no material effect on the accounts as the Standard imposes the same requirements already required by the Companies Act 1985.

The company has changed the accounting policy on the measurement of deferred taxation by ceasing to measure the provision for deferred tax on a discounted basis (note 2).

Turnover
Turnover comprises the value of electricity distribution services and facilities provided during the year. Turnover includes an estimate of the value of electricity distribution services provided to customers between the date of the last meter reading and the year end.

Research and development
Expenditure on research and development is charged to the profit and loss account as incurred.

Taxation
The charge for taxation is based on the profit for the year and takes into account deferred taxation.

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

Deferred taxation arises in respect of items where there are timing differences between their treatment for accounting and taxation purposes. This is recognised where an obligation to pay more tax in the future has originated but not reversed at the balance sheet date. A deferred tax asset is recognised only when it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Southern Electric Power Distribution plc

Notes on the Accounts
for the year ended 31 March 2006

1. Significant accounting policies (continued)

Tangible fixed assets
(i) Depreciation
Heritable and freehold land is not depreciated.

Depreciation is charged to the profit and loss account on other tangible fixed assets to write off cost, less residual values, on a straight line basis over their estimated useful lives. The estimated useful lives are as follows:

		Years
Distribution assets		10 to 80
Non-operational assets:		
Buildings	– freehold	Up to 60
	– leasehold	Lower of lease period and 60
Fixtures, equipment, plant and machinery, vehicles and mobile plant		4 to 10

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets or, where shorter, over the term of the relevant lease.

(ii) Subsequent expenditure
Expenditure incurred to replace a component of a tangible fixed asset that is accounted for separately is capitalised. Other subsequent expenditure is capitalised only when it increases the future economic benefits of the tangible fixed asset to which it relates.

Employee benefit obligations
Pensions
Contributions to pension schemes on behalf of the employees of the Company are charged to the profit and loss account in accordance with the contributions incurred in the year.

Equity and equity-related compensation benefits
Scottish and Southern Energy plc, the ultimate parent of the Company, operates a number of All Employee Share Schemes as described in the Remuneration Report of the Group. These schemes enable Group employees to acquire shares of the ultimate parent company. The employees of the Company are entitled, where applicable, to participate in these schemes. The Company has been charged with the cash cost of acquiring shares on behalf of its employees, with a corresponding increase in the equity of Scottish and Southern Energy plc. Where the fair value of the options granted has been measured, the Company has recognised the expense as if the share based payments related to the Company's own shares.

Applying the transitional provisions of FRS 20, its requirements have been applied to all grants of equity instruments after 7 November 2002 that had not vested as at 1 January 2005.

The exercise prices of the sharesave scheme are set at a discount to market price at the date of the grant. The fair value of the sharesave scheme option granted is measured at the grant date by use of an option pricing model. The fair value of the options granted is recognised as an expense on a straight-line basis over the period that the scheme vests. Estimates are updated at each balance sheet date with any adjustment in respect of the current and prior years being recognised in the profit and loss accounts.

The costs associated with the other main employee schemes, the share incentive plan and the deferred bonus scheme, are recognised over the period to which they relate.

Southern Electric Power Distribution plc

Notes on the Accounts
for the year ended 31 March 2006

1. Significant accounting policies (continued)

Dividends on shares presented within shareholders' funds

Dividends unpaid at the balance sheet date are only recognised as a liability at that date to the extent that they are appropriately authorised and are no longer at the discretion of the Company. Unpaid dividends that do not meet these criteria are disclosed in the notes to these accounts.

Financial instruments: from 1 April 2005
The Company adopted FRS 25 and FRS 26 with effect from 1 April 2005. The comparative information for the year to 31 March 2005 has been prepared in accordance with FRS 4 *Capital instruments* and the requirements of the Companies Act and is commented upon below. FRS 26 requires that financial instruments are initially recognised and subsequently measured at fair value. Financial assets and liabilities are recognised when the Company becomes a party to the provisions of the instrument.

Accounting policies under FRS 25 and 26
i) Interest Rate Derivatives
Financial derivative instruments are used by the Company to hedge interest rate exposures. All such derivatives are recognised at fair value and are re-measured to fair value each reporting period. Certain derivative financial instruments are designated as being held for hedging purposes. The designation of the hedge relationship is established at the inception of the contract and procedures are applied to ensure the derivative is highly effective in achieving its objective and that the effectiveness of the hedge can be reliably measured. The treatment of gains and losses on re-measurement is dependent on the classification of the hedge and whether the hedge relationship is designated as either a 'fair value' or 'cash flow' hedge. Derivatives that are not designated as hedges are treated as if held for trading, with all fair value movements attributable to the risk being hedged recorded through the profit and loss account.

A derivative classified as a 'fair value' hedge recognises gains and losses from re-measurement immediately in the profit and loss account. Loans and borrowings are measured at cost except where they form the underlying transaction in an effective fair value hedge relationship. In such cases, the carrying value of the loan or borrowing is adjusted to reflect fair value movements with the gain or loss being reported in the profit and loss account.

A derivative classified as a 'cash flow' hedge recognises the portion of gains or losses on the derivative which are deemed to be effective directly in equity in the hedge reserve. Any ineffective portion of the gains or losses is recognised in the profit and loss account. The gains or losses that are recognised directly in equity are transferred to the profit and loss account in the same period in which the forecast transaction actually occurs.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated or exercised, or no longer qualifies for hedge accounting. At that point, any cumulative gain or loss on the hedging instrument recognised in equity remains in equity until the forecast transaction occurs. If the transaction is no longer expected to occur, the cumulative gain or loss recognised in equity is recognised in the profit and loss account.

Southern Electric Power Distribution plc

Notes on the Accounts
for the year ended 31 March 2006

1. Significant accounting policies (continued)

Financial instruments: from 1 April 2005 (continued)

ii) Cash and cash equivalents
Cash and cash equivalents comprise cash balances and call deposits. Bank overdrafts that are repayable on demand and form an integral part of the Company's cash management are included as a component of cash and cash equivalents for the purpose of the statement of cash flows.

iii) Debtors
Debtors do not carry any interest and are measured at cost (less an appropriate allowance for irrecoverable balances).

iv) Interest-bearing loans and borrowings
All such loans and borrowings are initially recognised at fair value including transaction costs and are subsequently measured at amortised cost, except where the loan or borrowing is the hedged item in an effective fair value hedge relationship.

v) Share Capital
Ordinary shares are accounted for as equity. Costs associated with the issue of new shares are deducted from the proceeds of issue.

Derivative financial instruments: accounting policies to 31 March 2005
Disclosure has been prepared in accordance with FRS 4 *Capital instruments* and the requirements of the Companies Act.

Derivatives
Interest receipts and payments were accrued to match the net income or cost with the related finance expense. Where contracts were held to hedge particular exposures, the gain or loss is deferred until the crystallisation of the underlying transaction. No amounts were recognised in respect of future periods. Premiums, discounts or termination payments were spread over the shorter of the life of the instrument or the underlying exposure. Gains and losses on early termination of interest rate swaps or repayment of borrowings were taken to the profit and loss account where the hedged exposure no longer existed.

Southern Electric Power Distribution plc

Notes on the Accounts
for the year ended 31 March 2006

2. Change in accounting policies

The Company has changed the accounting policy on deferred tax to align it with the new group accounting policy. Previously, deferred tax was measured on a discounted basis. The change in accounting policy is to state deferred tax on an un-discounted basis. A prior year adjustment has been made in respect of this change in measurement basis, resulting in an increase in the tax charge and a reduction in the profit for 2005 of £4.3M. The deferred tax liability at 31 March 2005 has increased by £132.6M with a consequent reduction in net assets of £132.6M at that date.

As a result of the adoption of FRS 21 *Events after the Balance Sheet date*, a prior year adjustment has been made in respect of the recognition of proposed dividends. The adjustment has not affected the reported net assets at 31 March 2006, but has increased net assets at 31 March 2005 by £30.0M.

As a result of the introduction of FRS 20 *Share-based payment*, a prior year adjustment has been made in respect of the net share based credit in profit after tax in 2005 of £1.1M, with a consequent effect to increase net assets at 31 March 2005.

In accordance with FRS 25, the balance sheet at 31 March 2005 and the profit and loss account for the year ended 31 March 2005 have not been restated to reflect the adoption of FRS 25 and FRS 26.

The principal effect of the adoption of these standards at 1 April 2005 is to record certain derivative financial instruments in the balance sheet at their fair value.

Financing Derivatives
FRS 25 and FRS 26 apply to the treatment of the Company's loans, borrowings and derivatives.

Under FRS 26, loans and borrowings are carried at amortised cost. However, derivatives are recognised separately on the balance sheet at fair value with movements in those fair values being reflected through the profit and loss account.

Qualifying interest rate derivatives are accounted for under "cash flow" hedging rules, as described above, or under "fair value" hedge accounting rules. "Fair value" hedge accounting requires both the fair value of the hedged item and the hedging instrument to be recognised on the balance sheet, with movements on both being recognised through the profit and loss account. Furthermore, certain foreign exchange transactions are accounted for under the "cash flow" hedge accounting rules previously described.

The financial impact of this approach before associated deferred tax has been to reduce opening net assets at 1 April 2005 by £2.7M, comprising £2.7M debited to retained earnings.

Southern Electric Power Distribution plc

Notes on the Accounts
for the year ended 31 March 2006

2. Changes in accounting policies (continued)

Summary

Profit attributable to shareholders:

	2005 £M
Adoption of FRS 20	
Credit to the profit and loss account	1.6
Net increase in profit before taxation	1.6
Tax on the adoption of FRS 20	
(Increased) tax charge	(0.5)
Change in the application of FRS 19	
(Increased) tax charge	(4.3)
Total net profit (decrease)	(3.2)
As previously reported	110.1
As restated	**106.9**

Net assets as at:

	1 April 2005 £M	31 March 2005 £M
Impact of FRS 20		
Increase in inter-company debtor	1.8	1.8
Increase in inter-company creditor	(0.7)	(0.7)
Corporation tax thereon	(0.5)	(0.5)
Impact of FRS 26		
Creation of financial (liability)	(3.8)	-
Deferred tax thereon	1.1	-
Impact of change in application of FRS 19		
(Increase) in provision for deferred tax	(132.6)	(132.6)
Impact of FRS 21		
Reduction in inter-company creditor	30.0	30.0
(Reduction) in net assets	(104.7)	(102.0)
As previously reported	310.8	310.8
As restated	**206.1**	**208.8**

Southern Electric Power Distribution plc

Notes on the Accounts
for the year ended 31 March 2006

3. Operating profit

Operating profit is arrived at after charging / (crediting):

	2006 £M	2005 restated £M
Depreciation of tangible fixed assets	**63.8**	61.2
Operating lease rentals	**0.4**	0.4
Research and development	**0.8**	0.1
Release of deferred income in relation to customer contributions and capital grants	**(9.6)**	(11.6)
Gain on disposal of tangible fixed assets	**(0.7)**	(0.3)
Net management fee in respect of services provided by parent company	**9.0**	10.0

The Company incurred an audit fee of £0.1M (2005 - £0.1M) in the year.

4. Staff costs and numbers

	2006 £M	2005 restated £M
Staff costs:		
Wages and salaries	**45.8**	45.1
Social security costs	**4.2**	4.0
Share based remuneration	**0.5**	0.2
Other pension costs	**6.1**	4.6
	56.6	53.9
Less capitalised as tangible fixed assets	**(20.0)**	(20.4)
	36.6	33.5

Employee numbers

	2006 Number	2005 Number
Numbers employed at 31 March	**1,489**	1,495

	2006 Number	2005 Number
The monthly average number of people employed by the Company during the year	**1,442**	1,472

5. Directors' remuneration

No Director received remuneration in respect of service to the Company.

Southern Electric Power Distribution plc

Notes on the Accounts
for the year ended 31 March 2006

6. Net finance costs

	2006 **£M**	2005 £M
Interest receivable:		
Other interest receivable	**9.2**	9.8
Interest payable:		
Bank loans and overdrafts	**(31.8)**	(30.5)
Other financing charges	**(20.0)**	(23.3)
	(51.8)	(53.8)
Movement on financing derivatives	**(0.1)**	-
Net finance costs	**(42.7)**	(44.0)

7. Taxation

	2006 **£M**	2005 restated £M
Current tax:		
UK corporation tax	**56.5**	37.3
Deferred tax:		
Current year	**(8.0)**	8.3
Adjustment in respect of previous year	**6.9**	(0.8)
Total Deferred Tax	**(1.1)**	7.5
Total tax on profit on ordinary activities	**55.4**	44.8

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

	2006 **£M**	2005 restated £M
Profit before tax	**185.6**	151.7
Tax on profit on ordinary activities at standard UK Corporation tax rate of 30% (2005 - 30%)	**55.7**	45.5
Effects of:		
Capital allowances in excess of depreciation	**8.0**	(7.7)
Pension deficit contribution	**(7.2)**	-
Other timing differences	**-**	(0.5)
Current tax charge for year	**56.5**	37.3

Southern Electric Power Distribution plc

Notes on the Accounts
for the year ended 31 March 2006

8. Dividends

	2006 £M	2005 restated £M
Amounts recognised as distributions from equity:		
Final dividend for the previous year of £3.82 (2005 - £3.82) per share	**30.0**	30.0
Final dividend for the current year of £1.78 (2005 - nil) per share	**14.0**	-
	44.0	30.0
Proposed final dividend for the current year of nil (2005 - £3.82) per share	**-**	30.0

The final dividend for the current year, £14.0m (£1.78, 2005 – £3.82), was declared on 17 March 2006 and was paid to shareholders on 31 March 2006. The final dividend for the previous year was approved at the Annual General Meeting on 28 July 2005 and paid to shareholders on 23 September 2005.

9. Tangible fixed assets

	Distribution assets £M	**Other land and buildings £M**	**Vehicles and miscellaneous equipment £M**	**Total £M**
Cost:				
At 1 April 2005	2,562.2	0.5	37.5	2,600.2
Additions	116.0	-	-	116.0
At 31 March 2006	**2,678.2**	**0.5**	**37.5**	**2,716.2**
Depreciation:				
At 1 April 2005	998.3	0.2	37.5	1,036.0
Charge for the year	63.8	-	-	63.8
At 31 March 2006	**1,062.1**	**0.2**	**37.5**	**1,099.8**
Net book value:				
At 31 March 2006	**1,616.1**	**0.3**	**-**	**1,616.4**
At 31 March 2005	1,563.9	0.3	-	1,564.2

	2006 £M	2005 £M
Tangible fixed assets include:		
Assets in the course of construction	**12.0**	2.1

10. Fixed asset investments

	Other investments £M
At 1 April 2005	-
Additions	0.1
At 31 March 2006	**0.1**

Investments held by the Company represent loans to the EA Technology Group Trustees in relation to minimum funding requirements of the ESPS pension scheme.

Southern Electric Power Distribution plc

Notes on the Accounts
for the year ended 31 March 2006

11. Stocks

	2006 £M	2005 £M
Raw materials and consumables	**-**	1.7

12. Debtors

	2006 £M	2005 restated £M
Amounts falling due within one year:		
Trade debtors	**20.3**	20.1
Amounts owed by group undertakings	**234.6**	188.6
	254.9	208.7

13. Creditors: amounts falling due within one year

	2006 £M	2005 restated £M
Short-term loans (note 15)	**6.0**	155.6
Trade creditors	**6.7**	8.4
Amounts owed to group undertakings	**71.2**	45.6
Corporation tax	**41.0**	27.1
Taxation and social security	**-**	4.7
Other creditors	**22.7**	21.9
Accruals and other deferred income	**13.7**	16.7
	161.3	280.0

14. Creditors: amounts falling due after more than one year

	2006 £M	2005 £M
Loans (note 15)	**849.3**	534.5
Loans due to ultimate parent (note 15)	**25.0**	200.0
Accruals and other deferred income	**152.1**	161.7
Amounts owed to group undertakings	**49.3**	49.3
	1,075.7	945.5

Southern Electric Power Distribution plc

Notes on the Accounts
for the year ended 31 March 2006

15. Analysis of borrowings

	Weighted Average Interest rate 2006 %	Weighted Average Interest rate 2005 restated %	**2006 £M**	2005 restated £M
Within one year				
6.00% Loan Stock repayable to Scottish and Southern Energy plc on 31 March 2006	**-**	6.00%	**-**	150.0
7.32% European Investment Bank repayable on 15 March 2012*	**7.32%**	7.32%	**2.1**	2.0
6.44% European Investment Bank repayable on 15 September 2012*	**6.44%**	6.44%	**1.9**	1.8
5.69% European Investment Bank repayable on 15 September 2013*	**5.69%**	5.69%	**2.0**	1.8
			6.0	155.6
Between two and five years				
US$100M repayable on 1 May 2007	**7.78%**	7.78%	**61.5**	61.5
6.83% European Investment Bank repayable on 15 September 2007	**6.83%**	6.83%	**25.0**	25.0
7.32% European Investment Bank repayable on 15 March 2012*	**7.32%**	7.32%	**10.1**	9.4
6.44% European Investment Bank repayable on 15 September 2012*	**6.44%**	6.44%	**9.1**	8.5
5.69% European Investment Bank repayable on 15 September 2013*	**5.69%**	5.69%	**8.9**	8.4
			114.6	112.8
Over five years				
5.66% European Investment Bank repayable on 20 December 2010	**5.66%**	5.66%	**25.0**	25.0
Floating rate Loan Stock repayable to Scottish and Southern Energy plc on 31 March 2011	**-**	4.99%	**-**	100.0
5.24% European Investment Bank repayable on 5 April 2011	**5.24%**	5.24%	**25.0**	25.0
7.32% European Investment Bank repayable on 15 March 2012*	**7.32%**	7.32%	**3.0**	5.8
6.44% European Investment Bank repayable on 15 September 2012*	**6.44%**	6.44%	**4.0**	6.5
5.69% European Investment Bank repayable on 15 September 2013*	**5.69%**	5.69%	**6.7**	9.1
Floating rate Loan Stock repayable to Scottish and Southern Energy plc on 31 March 2021	**4.57%**	4.99%	**25.0**	100.0
5.50% Eurobond repayable on 19 June 2032	**5.50%**	5.50%	**350.3**	350.3
4.625% Eurobond repayable on 20 February 2037	**4.63%**	-	**323.2**	-
			762.2	621.7
Fair value adjustment (note 22)	**-**	-	**(2.5)**	-
			759.7	621.7
			880.3	890.1

* Amortising

The US$100m loan has been swapped into Sterling with £60.0m being fixed at an effective rate of 7.78%,
The floating rate European Investment Bank advance is reset quarterly at a rate normally less than 3 month LIBOR.

Southern Electric Power Distribution plc

Notes on the Accounts
for the year ended 31 March 2006

16. Deferred taxation

Deferred taxation is provided as follows:

	2006 £M	2005 restated £M
Accelerated capital allowances	**337.8**	339.4
Fair value losses on derivatives	**(1.1)**	-
Other timing differences	**(0.3)**	(0.8)
Provision for deferred tax	**336.4**	338.6

	31 March 2006
Provision at 31 March 2005 as previously stated	206.0
Prior year adjustment (note 2)	132.6
Provision at 31 March 2005 as restated	338.6
On adoption of FRS 25 and FRS 26	(1.1)
Provision at 1 April 2005	337.5
Transferred from / (to) profit and loss account	(1.1)
Provision at end of year	**336.4**

(i) The Company has adopted FRS 25 and FRS 26 from 1 April 2005, as a result, the associated deferred taxation balances are highlighted in this note.

17. Provisions for liabilities and charges

	Restructure £M
At 1 April 2005	1.7
Released in the year	(1.7)
At 31 March 2006	**-**

18. Share capital

	2006 £	2005 £
Equity:		
Authorised:		
7,850,000 ordinary shares of £1 each	**7,850,000**	7,850,000
Allotted, called up and fully paid:		
7,850,000 ordinary shares of £1 each	**7,850,000**	7,850,000

Southern Electric Power Distribution plc

Notes on the Accounts
for the year ended 31 March 2006

19. Reserves

	£M
At 31 March 2005 as previously stated	302.9
Prior year adjustments (note 2)	(102.0)
At 31 March 2005 as restated	200.9
Cumulative adoption of FRS 25 and 26	(2.7)
At 1 April 2005	198.2
Profit for the year	130.2
Dividends	(44.0)
Credit in respect of employee share schemes	0.5
Purchase of shares to satisfy employee share awards	(1.2)
At 31 March 2006	**283.7**

20. Pensions
The majority of the Company's employees are members of the Electricity Supply Pension Scheme which provides defined benefits based on final pensionable pay. The Company's contributions to this scheme are set in relation to the current service period only (i.e. these are not affected by any surplus or deficit in the scheme relating to past service of its own employees and any other members of the scheme) and as such are treated as a contribution to a defined contribution scheme. New employees can opt to join a personal pension scheme which is a money purchase scheme with the Company matching the members' contributions up to a maximum of 6% of salary. The scheme is managed by Friends Provident.

The Company's share of the total contributions payable to the pension schemes during the year was £6.1m (2005 - £4.6m).

The Company has provided a guarantee to the Southern Electric Pension Scheme in respect of 80% of the Scheme's deficit. Should the company operating the Scheme, SSE Services plc, fail to adequately fund the deficit, the Company will provide 80% of the funding required.

21. Employee share-based payments
The majority of the Company's employees are participants in the following Group share schemes:

(i) Savings-related share option schemes ("Sharesave")

This scheme gives employees the option to purchase shares in the parent Company at a discounted market price, subject to them remaining in employment with the Group for the term of the agreement. Employees may opt to save between £5 and £250 per month for a period of 3 or 5 years and at the end of this period, employees have six months to exercise their options by using the cash saved (including a bonus equivalent to interest). If the option is not exercised, the funds may be withdrawn by the employee and the option expires.

Southern Electric Power Distribution plc

Notes on the Accounts
for the year ended 31 March 2006

21. Employee share-based payments (continued)

(ii) Share Incentive Plan (SIP)

This scheme allows employees the opportunity to purchase shares in the parent Company on a monthly basis. Employees may nominate an amount between £10 and £125 to be deducted from their gross salary, and this is then used to purchase shares ('partnership shares') in the market on the final business day of each month. These shares are then held in trust for a period of 5 years, at which point they are transferred at no further cost to the employee. These shares may be withdrawn at any point during the 5 years, but tax and national insurance would then be payable on any amounts withdrawn.

In addition to the shares purchased on behalf of the employee, the Group will match the purchase up to a maximum of 5 shares ('matching shares') per month. Again these shares are held in trust for the five years until they are transferred to the employee. If an employee leaves during the first three years, or removes his/her 'partnership' shares, these 'matching' shares are forfeited.

In addition to the above, at 31 March 2005 the Group made a special award of 50 free shares to all employees in employment at both 31 March and 20 August 2005 in recognition of their contribution to the success of the Group. Under the arrangements for the award, the shares will be held in trust for five years, at which point they will be transferred to the employees at no cost to the employee. These shares may be withdrawn by the employee at any point during years four and five, but tax and national insurance would then be payable on any amounts withdrawn.

(iii) Deferred bonus scheme

This scheme applies to approximately 70 senior managers and executive directors. Those eligible are awarded an amount equal to their cash bonus for the period which is adjusted by a multiplier of between 0.7 and 1.35 depending on three factors, namely: relative performance in terms of Total Shareholder Return (TSR) over a three year period compared to the FTSE100; safety; and relative performance in terms of customer complaints (as recorded by energywatch). This amount is then used to purchase shares of the parent company in the market which are held in trust on behalf of the employee for a period of three years, at which point the employee is entitled to exercise the award. In addition to shares purchased using the adjusted bonus award, additional shares will also be purchased using any dividends received on the shares held by the trust. If the employee resigns, they will lose all outstanding awards.

As allowed by FRS 20, only options granted since 7 November 2002, which were unvested at 1 January 2005, have been included.

Details used in the calculation of these costs are as follows:

(i) Savings-related share option scheme

Date of grant		25 July 2003		16 July 2004		14 July 2005	
		2006	2005	**2006**	2005	**2006**	2005
Outstanding at start of year	Shares	**270,611**	284,917	**207,887**	-	**-**	-
	Price	***562***	*562*	***622***	-	**-**	-
Granted	Shares	**-**	-	**-**	212,834	**398,818**	-
	Price	**-**	-	**-**	*622*	***886***	-
Forfeited	Shares	**(11,843)**	(12,963)	**(8,784)**	(4,867)	**(7,116)**	-
	Price	***562***	*562*	***622***	*622*	***886***	-
Exercised	Shares	**(1,810)**	(1,343)	**(420)**	(80)	**(13)**	-
	Price	***1,054***	*808*	***979***	*889*	***965***	-
Outstanding at end of year	Shares	**256,958**	270,611	**198,683**	207,887	**391,689**	-
	Price	***562***	*562*	***622***	*622*	***886***	-

Of the outstanding options at the end of the year, none were exercisable.

Southern Electric Power Distribution plc

Notes on the Accounts
for the year ended 31 March 2006

21. Employee share-based payments (continued)

(i) Savings-related share option scheme (continued)

The fair value of these shares at vesting, calculated using the Black-Scholes model, and the assumptions made in that model are as follows:

	July 2003		July 2004		July 2005	
	3 Year	5 Year	3 Year	5 Year	3 Year	5 Year
Price	659p	667p	730p	739p	1,012p	1,023p
Expected volatility	17%	17%	17%	17%	15%	15%
Risk free rate	4.7%	4.8%	4.7%	4.8%	4.1%	4.2%
Expected dividends	4.6%	4.6%	4.6%	4.6%	4.2%	4.2%
Term of the option	3 yrs	5 yrs	3 yrs	5 yrs	3 yrs	5 yrs
Underlying price at grant date	630p	630p	699p	699p	967p	967p
Strike price	562p	562p	622p	622p	886p	886p

Expected price volatility was obtained by calculating the historical volatility of the Group's share price over the previous 12 months.

In addition to the sharesave schemes detailed above, at 31 March 2006 there were outstanding options under the 2001 sharesave issue. Since the shares under this scheme were granted prior to 7 November 2002, they have not been included as permitted by the transitional rules under FRS 20. However, at 31 March 2006, the outstanding options are as follows:

Date of grant	Number at 31 March 2006	Price (pence)	Date from which exercisable	Expiry date
October 2001	190,209	566	December 2006	May 2007

Southern Electric Power Distribution plc

Notes on the Accounts
for the year ended 31 March 2006

21. Employee share-based payments (continued)

(ii) Share Incentive Plan

	2006		2005	
	Shares	**Weighted average price (pence)**	Shares	Weighted average price (pence)
Outstanding at start of year	**84,813**	**717**	45,166	632
Granted	**50,936**	**1,028**	42,250	803
Forfeited	**(2,193)**	**717**	(1,568)	632
Exercised	**(1,369)**	**1,053**	(1,035)	847
Outstanding at end of year	**132,187**	**837**	84,813	717

Of the outstanding options at the end of the year, none were exercisable.

Shares purchased under this scheme prior to 7 November 2002 have not been included as permitted by the transitional rules under FRS 20.

Free shares

	2006		2005	
	Shares	**Weighted average price (pence)**	Shares	Weighted average price (pence)
Outstanding at start of year	**-**	**-**	-	-
Granted	**71,150**	**965**	-	-
Forfeited	**(1,050)**	**965**	-	-
Exercised	**(600)**	**1,073**	-	-
Outstanding at end of year	**69,500**	**965**	-	-

Of the outstanding options at the end of the year, none were exercisable.

(iii) Deferred bonus scheme

	2006		2005	
	Shares	**Price (pence)**	Shares	Price (pence)
Outstanding at start of year	**6,007**	**675**	980	626
Granted	**3,028**	**1,009**	5,027	685
Exercised	**(6,776)**	**976**	-	-
Outstanding at end of year	**2,259**	**1,009**	6,007	675

Of the outstanding options at the end of the year, none were exercisable.

Shares purchased under this scheme prior to 7 November 2002 have not been included as permitted by the transitional rules under FRS 20.

Southern Electric Power Distribution plc

Notes on the Accounts
for the year ended 31 March 2006

22. Derivatives and financial instruments

The Company adopted FRS 25 *Financial Instruments: Disclosure and Presentation* and FRS 26 *Financial Instruments: Measurement* from 1 April 2005. No comparative information has been presented under these standards for the year ended 31 March 2005, in accordance with the transition provisions of FRS 25. The comparative figures have been prepared in accordance with FRS 4 *Capital Instruments* and FRS 13 *Derivatives and other financial instruments: disclosures*.

Exposure to interest rate risk arises in the normal course of the Company's business. Derivative financial instruments are entered into to hedge exposure to risk. The objectives and policies for holding or issuing financial instruments and similar contracts, and the strategies for achieving those objectives that have been followed during the year are explained below. The Group Risk Committee, a standing committee of the Board, comprising three executive directors and senior managers from the Generation and Supply and Finance functions, oversees the control of these activities. This committee is discussed further in the Annual Report of SSE plc.

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

(i) Risk

Interest rate risk

Interest rate risk derives from the Company's exposure to changes in value of an asset or liability or future cash flows through changes in interest rates.

The Company's policy is to manage this risk by stipulating that a minimum of 50% of borrowings be subject to fixed rates of interest, either directly through the debt instruments themselves or through the use of derivative financial instruments. Such instruments include interest rate swaps and options, forward rate agreements and, in the case of debt raised in currencies other than sterling, cross currency swaps.

Although interest rate derivatives are primarily used to hedge risk relating to current borrowings, under certain circumstances they may also be used to hedge future borrowings. Any such pre-hedging is unwound at the time of pricing the underlying debt, either through cash settlement on a net present value basis or by transacting offsetting trades. The floating rate borrowings mainly comprise commercial paper issued at interest rates less than LIBOR and cash advances from the European Investment Bank (EIB).

Effective interest rate analysis

In respect of income earning financial assets and interest bearing financial liabilities, the following table indicates their effective interest rates as at the balance sheet date and the periods in which they re-price or mature:

At 31 March 2006	**Effective interest rate %**	**Total £M**	Within 1 year £M	1-2 years £M	2-5 years £M	More than 5 years £M
Long term bonds	**5.30%**	**736.5**	-	61.5	-	675.0
Other bank loans – fixed	**6.12%**	**122.8**	-	-	25.0	97.8
Other bank loans – floating	**4.57%**	**25.0**	-	-	-	25.0
Interest rate swaps – floating	**4.69%**	**325.0**	125.0	200.0	-	-

Southern Electric Power Distribution plc

Notes on the Accounts
for the year ended 31 March 2006

22. Derivatives and financial instruments (continued)

(ii) Fair values
The fair values of the Company's financial assets and financial derivatives, and the carrying amounts in the balance sheet are analysed below. Balances included in the analysis of primary financial assets and liabilities include cash and cash equivalents, loans and borrowings, trade and other debtors, trade and other creditors and provisions, all of which are disclosed separately. Own use commodity contracts are not considered to be financial instruments.

Summary fair values
The fair values of the primary financial assets and liabilities together with their carrying values are as follows:

	2006 Carrying Value £M	2006 Fair Value £M
Financial Assets		
Trade and other debtors	**254.9**	254.9
Cash and cash equivalents	**-**	-
Other financial assets (i)	**-**	-
Financial Liabilities		
Trade and other creditors	**313.8**	313.8
Bank loans and overdrafts	**122.8**	128.8
Long-term bonds (ii)	**735.0**	752.6

(i) Represents carrying value of equity in unlisted investments.
(ii) Fair values have been determined with reference to closing market prices

Unless otherwise stated, carrying value approximates fair value.

Financial derivative instruments – disclosure
For disclosure purposes, derivative financial instruments are classified into two categories, operating derivatives and financing derivatives. The company only utilise financing derivatives. Financing derivatives include all fair value and cash flow interest rate hedges, non-hedge accounted (mark-to-market, noted as MTM) interest rate derivatives, cash flow foreign exchange hedges and non-hedge accounted (MTM) foreign exchange contracts. Non-hedge accounted contracts are treated as held for trading (MTM). The carrying value is the same as the fair value for all instruments. All balances are stated gross of associated deferred taxation.

	At 1 April 2005 £M	Movement in year: Profit and loss account £M	**At 31 March 2006 £M**
Financing derivatives			
Fair value hedges – interest rate (i)	(5.5)	3.0	**(2.5)**
MTM – interest rate (i)	(3.8)	(0.1)	**(3.9)**
Financial assets / (liabilities)	(9.3)	2.9	**(6.4)**
Hedged items (ii)			
Loans and borrowings (note 15)	5.5	(3.0)	**2.5**
Net balance sheet	**(3.8)**	**(0.1)**	**(3.9)**

Southern Electric Power Distribution plc

Notes on the Accounts
for the year ended 31 March 2006

22. Derivatives and financial instruments (continued)

Financial derivative instruments – disclosure (continued)

The net movement in the profit and loss account can be summarised thus:

	2006 £M
Financing derivatives (and hedged items)	
Total result on financing derivatives (v)	(0.1)
Less: amounts settled in the year (vi)	-
Movement in unrealised derivatives	(0.1)
Total	**(0.1)**

(i) The interest rate derivative instruments outstanding at the balance sheet date had remaining lives of between 9 months and 31 years and fixed rates of interest payable ranging from 4.625% to 8.22%. The gross fair value of these instruments was a £6.4M liability. The method of determining fair value is described in 'basis of determining fair value' below.

(ii) The fair value adjustments to loans and borrowings designated as the hedged item in effective fair value hedge relationships are analysed. This provides a full analysis of the impact of the adoption of FRS 26 in the financial year.

(iii) Total result on derivatives (operating or financial) in the profit and loss account represents amounts in respect of realised gains or losses on derivatives, mark-to-market movements on effective fair value hedge relationships which have not matured, mark-to-market movements on other derivatives held or acquired during the year and mark-to-market movements on the ineffective portion of cash flow hedge relationships which have not matured.

(iv) Amounts settled in the year represent the unwind of opening unrealised financial derivative assets or liabilities which have in the financial year and other derivatives transacted in the year which have matured or been delivered.

The net financial assets / (Iiabilities) of £6.4M are represented as creditors that are due after more than one year

Basis of determining fair value
Closing rate market values have been used to determine the fair values of the interest rate and foreign currency contracts and denominated long-term fixed rate debt. Estimates applied reflect the management's best estimates of these factors.

Comparatives for the year to 31 March 2005
As set out in the accounting policies, the financial information provided in respect of financial instruments as at 31 March 2005 is based on the Group's disclosures under FRS 13 and does not take into account the requirements of FRS 25 and 26.

Interest rate profile
After taking into account interest rate swaps and currency swaps, the interest rate profile of the Company's total borrowings was as follows:

	Borrowings			Fixed rate borrowings	
	Total £M	Floating rate £M	Fixed rate £M	Weighted average interest rate %	Weighted average period for which rate is fixed Years
31 March 2005	890.1	426.4	463.7	5.93	15.09

The floating rate borrowings mainly comprise commercial paper bearing interest rates less than LIBOR at the date of issue and cash advances from the European Investment Bank.

Southern Electric Power Distribution plc

Notes on the Accounts
for the year ended 31 March 2006

23. Capital commitments

(i) Capital expenditure

	2006	2005 restated
	£M	£M
Contracted for but not provided	**23.2**	12.2

(ii) Operating lease commitments
Leases as lessee:

	2006	2005 restated
	£M	£M
Amount included in the profit and loss account relating to the current year leasing arrangements	**0.4**	0.4

The payments under operating leases which are due to be made in the next year, analysed over the periods when the leases expire, are:

	Other assets	
	2006	2005 restated
	£M	£M
Between two and five years	**0.1**	0.1
After five years	**0.2**	0.2
	0.3	0.3

24. Ultimate parent company

The Company is a subsidiary of Scottish and Southern Energy plc, a company registered in Scotland, whose consolidated accounts (which include those of the Company) are available from Corporate Communications, Inveralmond House, 200 Dunkeld Road, Perth PH1 3AQ.

Southern Electric Power Distribution plc

Additional Disclosures: Regulatory Financial Statements

The attached schedules represent additional information required by Standard Condition 42 of the Electricity Distribution Licence.

This includes a Cash Flow Statement and additional guidance on the accounting policies adopted.

Southern Electric Power Distribution plc

Cash Flow Statement
for the year ended 31 March 2006

	Note	2006 £M	2005 £M
Net cash inflow from operating activities	(i)	**250.6**	221.1
Returns on investments and servicing of finance	(ii)	**(40.7)**	(44.0)
Taxation		**(42.6)**	(33.2)
Free cash flow		**167.3**	143.9
Capital expenditure and financial investment	(iii)	**(116.0)**	(108.7)
Equity dividends paid		**(44.0)**	(30.0)
Net cash (outflow)/inflow before management of liquid resources and financing		**7.3**	5.2
Financing	(iv)	**(7.3)**	(5.2)
Increase/(decrease) in cash* in the year		**-**	-

Notes to the Cash Flow Statement
for the year ended 31 March 2006

Reconciliation of net cash flow to movement in net debt

	2006 £M	2005 £M
Cash inflow/(outflow) from increase/(decrease) in cash*	**-**	-
Cash outflow from decrease in debt and lease financing	**7.3**	5.2
Fair value adjustment [ii]	**2.5**	-
Movement in net debt in the year	**9.8**	5.2
Net debt at 1 April	**(890.1)**	(895.3)
Net debt at 31 March	**(880.3)**	(890.1)

Analysis of net debt

	As at 1 April 2005 £M	Increase in cash[i] £M	Decrease in debt £M	Non-cash movements[ii] £M	**As at 31 March 2006 £M**
Cash at bank and in hand	-	-	-	-	**-**
Other debt due within one year	(155.6)	-	149.6	-	**(6.0)**
Net borrowings due within one year	(155.6)	-	149.6	-	**(6.0)**
Net borrowings due after more than one year	(734.5)	-	(142.3)	-	**(876.8)**
Fair value adjustment [ii]	5.5	-	-	(3.0)	**2.5**
Net debt	(884.6)	-	7.3	(3.0)	**(880.3)**

(i) The Company does not hold cash balances at any time. Cash generated or required by the Company is remitted to or obtained from SSE Services plc. As a result the movement in increase of the indebtedness from the Group can be said to represent the cash generated in the year.
(ii) The fair value adjustment relates to the adoption of FRS 26 from 1 April 2005 and is in relation to certain hedged debt balances, which are fair valued in accordance with the fair value hedge accounting requirements under the standard. The Company's policies are explained in the Notes to the Accounts. Movements in these values are shown as a non-cash item in the analysis of net debt.

Southern Electric Power Distribution plc

Notes to the Cash Flow Statement (continued)
for the year ended 31 March 2006

		2006 £M	2005 £M
	Reconciliation of operating profit to operating cash flows		
	Operating profit including gains on disposals	**227.6**	195.4
	Depreciation	**63.8**	61.2
	Customer contributions and capital grants released	**(9.6)**	(11.6)
	(Increase) in stocks	**-**	(0.1)
	(Increase) in debtors	**(0.2)**	(10.6)
	(Decrease) in creditors	**(30.3)**	(10.8)
	(Decrease) in provisions	**-**	(1.9)
	Employee share awards share purchase	**(1.2)**	(0.7)
	Charge in respect of employee share awards	**0.5**	0.2
(i)	**Net cash inflow from operating activities**	**250.6**	221.1
	Returns on investments and servicing of finance		
	Interest received	**9.2**	9.8
	Interest paid	**(49.9)**	(53.8)
(ii)	**Net cash (outflow) from returns on investments and servicing of finance**	**(40.7)**	(44.0)
	Capital expenditure and financial investment		
	Purchase of tangible fixed assets	**(116.6)**	(109.0)
	Purchase of investment	**(0.1)**	-
	Sale of tangible fixed assets	**0.7**	0.3
(iii)	**Net cash (outflow) from capital expenditure and financial investment**	**(116.0)**	(108.7)
	Financing		
	New long-term borrowings	**323.2**	-
	Repayment of long-term borrowings	**(180.9)**	(5.6)
	New short-term borrowings	**-**	0.4
	Repayment of short term borrowings	**(149.6)**	-
(iv)	**Net cash (outflow) from financing**	**(7.3)**	(5.2)

Southern Electric Power Distribution plc

Additional notes on the Regulatory Financial Statements for the year ended 31 March 2006

Principal accounting policies

Basis of accounting

The Regulatory Financial Statements have been prepared under the historical cost convention and in accordance with UK generally accepted accounting standards (UK GAAP) and as required by Standard Condition 42, Regulatory Accounts, of the Electricity Distribution Licence. The principal accounting policies are summarised in the Notes to the Accounts and have been applied consistently.

Limitation of application of CA85 exemption disclosure

Standard Condition 42 requires the Regulatory Financial Statements to be prepared inclusive of all mandatory disclosures which otherwise may have been excluded from the Statutory Accounts as a result of the application of a CA85 exemption allowance.

However, as the Company is a wholly owned subsidiary of Scottish and Southern Energy plc (“the Group”), the Directors believe certain accounting policies required of listed Companies cannot practicably be applied to the Company. These include, but are not limited to:

- Pensions. The Group operates three Defined Benefit Schemes, one of which, the Southern Electric Pension Scheme, is the main Pension Scheme for the Company. The contributions made to this scheme are treated as contributions to a Defined Contribution scheme. The Defined Benefit Schemes disclosure is published in the accounts of the Group. The statutory accounts pensions accounting policy is commented upon in the notes to the accounts.

- Director’s Remuneration. The remuneration of the Directors of the Company who are also Executive Directors of the Ultimate Parent is published in the accounts of the Group.

Furthermore, while it has been mandatory to prepare financial statements of listed entities in accordance with EU-adopted International Financial Reporting Standards (adopted IFRS) for reporting periods beginning on or after 1 January 2005, the statutory accounts of all the Group’s subsidiary entities continue to be prepared under UK GAAP. As a result, the Directors of the Company, and those of the Group, do not believe it would be reasonably practicable to prepare the Regulatory accounts of the Company under adopted IFRS.

Independent auditors' report to Southern Electric Power Distribution plc and to the Chairman of OFGEM ("The Regulator")

We have audited the Regulatory Accounts of Southern Electric Power Distribution plc ("the Company") set out in section 2 on pages 7 to 33 which comprise: the profit and loss account, balance sheet, statement of recognised gains and losses, cash flow statement and the related notes to the Regulatory Accounts. These Regulatory Accounts have been prepared under the accounting policies set out therein.

This report is made, on terms that have been agreed, solely to the Company and the Regulator in order to meet the requirements of Condition 42 of the Company's Regulatory Licence. Our audit work has been undertaken so that we might state to the Company and the Regulator those matters that we have agreed to state to them in our report, in order (a) to assist the Company to meet its obligation under the Company's Regulatory Licence to procure such a report and (b) to facilitate the carrying out by the Regulator of its regulatory functions, 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 Regulator, for our audit work, for this report, or for the opinions we have formed.

Basis of preparation

The Regulatory Accounts have been prepared under the historical cost convention and in accordance with Condition 42 of the Regulatory Licence and the accounting policies set out in the statement of accounting policies.

The Regulatory Accounts are separate from the statutory financial statements of the Company. There are differences between United Kingdom Generally Accepted Accounting Principals (UK GAAP) and the basis of preparation of information provided in the regulatory accounts because the Condition 42 of the Regulatory Licence specify alternative treatment or disclosure in certain respects. Where Condition 42 of the Regulatory Licence does not specifically address an accounting issue, then it requires UK GAAP to be followed. Financial information other than that prepared wholly on the basis of UK GAAP may not necessarily represent a true and fair view of the financial performance or financial position of the Company as shown in financial statements prepared in accordance with the Companies Act 1985.

Respective responsibilities of the regulator, the directors and auditors

The nature, form and content of Regulatory Accounts are determined by the Regulator. It is not appropriate for us to assess whether the nature of the information being reported upon is suitable or appropriate for the Regulator's purposes. Accordingly we make no assessment.

As described in the Statement of Directors' Responsibilities in section 2 on page 5, the Company's directors are responsible for the preparation of the Regulatory Accounts in accordance with Condition 42 of the Regulatory Licence.

Our responsibility is to audit the Regulatory Accounts in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland), except as stated in the "Basis of audit opinion", below and having regard to the guidance contained in Audit 05/03 'Reporting to Regulators of Regulated Entities'.

We report to you our opinion as to whether the regulatory accounts present fairly in accordance with Condition 42 of the Regulatory Licence and the accounting policies set out in section 2 on page 33, the results, cash flows and financial position of the Company and whether they have been properly prepared in accordance with those conditions. We also report to you if, in our opinion, the company has not kept proper accounting records or if, in our opinion, we have not received all the information and explanations we require for our audit.

We read the other information contained in the Regulatory Accounts, including any supplementary schedules on which we do not express an audit opinion, and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the Regulatory Accounts. The other information comprises the Corporate Report, review of the year and Corporate Governance Statement. Our responsibilities do not extend to the other information.

Basis of audit opinion

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

Independent auditors' report to Southern Electric Power Distribution plc and to the Chairman of OFGEM ("The Regulator") (continued)

Basis of audit opinion (continued)

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the Regulatory Accounts are free from material misstatement, whether caused by fraud or other irregularity or error. However, as the nature, form and content of Regulatory Accounts are determined by the Regulator, we did not evaluate the overall adequacy of the presentation of the information, which would have been required if we were to express an audit opinion under those auditing standards.

Our opinion on the Regulatory Accounts is separate from our opinion on the statutory accounts of the company on which we report, which are prepared for a different purpose. Our audit report in relation to the statutory accounts of the company (our "statutory" audit) was made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. Our statutory audit work was undertaken so that we might state to the company those matters which we are required to state to them in a statutory auditors' report and for no other purpose. In these circumstances, to the fullest extent permitted by law, we do not accept or assume any responsibility to anyone other than the company's members, as a body, for our statutory audit work, for our statutory audit report, or for the opinions we have formed in respect of that statutory audit.

Opinion

In our opinion

- the Regulatory Accounts of the Company for the year ended 31 March 2006 fairly present, in accordance with Condition 42 of the Regulatory Licence and the accounting policies set out in section 2 on page 33, the state of the company's affairs at 31 March 2006 and of its profit and cash flows for the year and have been properly prepared in accordance with those conditions.

KPMG Audit Plc
Chartered Accountants
Edinburgh