

**Final Terms dated 24 January 2007**

**NATIONAL GRID GAS PLC**

Issue of £25,000,000 1.7712 per cent. Index-Linked Instruments due 2037  
(the "Instruments")

under the Euro 10,000,000,000 Euro Medium Term Note Programme

**PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Prospectus dated 24 February 2006 and the Supplementary Prospectuses dated 6 March 2006, 22 May 2006, and 24 October 2006 which together constitute a base prospectus for the purposes of Directive 2003/71/EC (the "Prospectus Directive"). This document constitutes the Final Terms of the Instruments described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Prospectus as so supplemented. Full information on the Issuer and the offer of the Instruments is only available on the basis of the combination of these Final Terms and the Prospectus. The Prospectus and the Supplementary Prospectuses are available for viewing and copies may be obtained from the registered address of the Issuer at 1-3 Strand, London WC2N 5EH and the office of the Issuing and Paying Agent at Trinity Tower, 9 Thomas Moore Street, London E1W 1YT and on the website of the regulatory News Service operated by the London Stock Exchange at [www.londonstockexchange.com/en-gb/pricesnews/marketnews](http://www.londonstockexchange.com/en-gb/pricesnews/marketnews).

1. (i) Issuer: National Grid Gas plc
2. (i) Series Number: 46
- (ii) Tranche Number: 1
3. Specified Currency or Currencies: Sterling ("£").
4. Aggregate Nominal Amount:
  - (i) Series: £25,000,000.
  - (ii) Tranche: £25,000,000.
5. Issue Price: 100.00 per cent. of the Aggregate Nominal Amount.
6. Specified Denominations: £50,000.
7. (i) Issue Date: 26 January 2007.
- (ii) Interest Commencement Date: 26 January 2007.
8. Maturity Date: 30 March 2037.
9. Interest Basis: Index-Linked Interest.  
(further particulars specified below)
10. Redemption/Payment Basis: Index-Linked Redemption.

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| 11. Change of Interest or Redemption/Payment Basis: | Not Applicable. |
| 12. Put/Call Options:                               | Not Applicable. |
| 13. Status of the Instruments:                      | Senior.         |
| 14. Method of distribution:                         | Non-syndicated. |

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

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|---|---|
| 15. Fixed Rate Instrument Provisions  | Not Applicable.   |
| 16. Floating Rate Instrument Provisions   | Not Applicable.   |
| 17. Zero Coupon Instrument Provisions   | Not Applicable.   |
| 18. Index-Linked Interest Instrument  | Applicable.   |
| (i) Index/Formula:  | The Index as defined in Condition 4.1.  |
| (ii) Interest Rate:   | Each Instrument shall bear interest on its outstanding nominal amount from the Interest Commencement Date at 1.7712 per cent. per annum, payable semi-annually in arrear on each Interest Payment Date and adjusted in accordance with Condition 4.2.   |
| (iii) Party Responsible for calculating the Rate(s) of Interest, Interest Amount and Redemption Amount(s) (if not the Calculation Agent): | Not Applicable.   |
| (iv) Provisions for determining Coupon where calculation by reference to Index and/or Formula is impossible or impracticable:             | Conditions 4.3 to 4.5 apply.  |
| (v) Specified Interest Payment Dates:   | 30 March and 30 September in each year up to and including the Maturity Date.   |
| (vi) First Interest Payment Date:   | 30 March 2007.  |
| (vii) Interest Period(s):   | The period beginning on (and including) the Interest Commencement Date and ending on (but excluding) the first Interest Payment Date, and each successive period beginning on (and including) an Interest Payment Date and ending on (but excluding) the next succeeding Interest Payment Date. |

- (viii) Business Day Convention: Following Business Day Convention.
- (ix) Minimum Indexation Factor: Not Applicable.
- (x) Business Centre(s)  
(Condition 3.2.4(i)): London.
- (xi) Maximum Indexation Factor: Not Applicable.
- (xii) Limited Indexation Month(s) or  
Period for calculation of Limited  
Indexation Factor: Not Applicable.
- (xiii) Base Index Figure (Condition  
4.1): 197.70 (May 2006).
- (xiv) Day Count Fraction (Condition  
3.2.4(i)) Actual/Actual-ICMA.
- (xv) "Index" or "Index Figure"  
(Condition 4.1): Sub-paragraph (i) of the definition of "Index" or "Index  
Figure" as set out in Condition 4.1 shall apply.
- (xvi) Reference Gilt: The Reference Gilt is 2 per cent. Index-Linked  
Treasury Stock due 2035.

**19. Dual Currency Instrument Provisions** Not Applicable.

#### **PROVISIONS RELATING TO REDEMPTION**

**20. Call Option** Not Applicable.

**21. Put Option** Not Applicable.

**22. Final Redemption Amount of each  
Instrument**

In cases where the Final Redemption  
Amount is Index-Linked

- (i) Index/Formula: The Index as defined in Condition 4.1.
- (ii) Calculation Agent responsible for  
calculating the Final Redemption  
Amount: JPMorgan Chase Bank, N.A. London Branch.
- (iii) Provisions for determining Final  
Redemption Amount where  
calculation by reference to Index  
and/or Formula and/or other  
variable: The Final Redemption Amount per Instrument shall be  
its nominal amount adjusted in accordance with  
Condition 4.2.
- (iv) Determination Date(s): Not Applicable.

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|--------|--|------------------------------------|
| (v)    | Provisions for determining Final Redemption Amount where calculation by reference to Index and/or Formula and/or other variable is impossible or impracticable or otherwise disrupted: | Conditions 4.3 to 4.5 shall apply. |
| (vi)   | Payment Date   | Maturity Date.                     |
| (vii)  | Minimum Final Redemption Amount  | Not Applicable.                    |
| (viii) | Maximum Final Redemption Amount  | Not Applicable.                    |

**23. Early Redemption Amount**

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|-------|--|---|
| (i)   | Early Redemption Amount(s) of each Instrument payable on redemption for taxation reasons (Condition 5.2) or on Event of Default (Condition 9) or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions): | The Early Redemption Amount per Instrument shall be its nominal amount together with interest accrued but unpaid up to and including the date of redemption (in each case adjusted in accordance with Condition 4.2). |
| (ii)  | Redemption for taxation reasons permitted on days other than Interest Payment Dates (Condition 5.2)  | Yes.  |
| (iii) | Unmatured Coupons to become void upon early redemption (Condition 6.5)   | Yes.  |

**GENERAL PROVISIONS APPLICABLE TO THE INSTRUMENTS**

**24. Form of Instruments:**

**Bearer Instruments:**

Temporary Global Instrument exchangeable for a permanent Global Instrument which is exchangeable for Definitive Instruments on 60 days' notice in the limited circumstances specified in the permanent Global Instrument.

**25. Financial Centre(s) or other special provisions relating to Payment Dates (Condition 6.6):**

London.

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|---|---|
| 26. Applicable TEFRA exemption:   | D Rules.  |
| 27. Talons for future Coupons or Receipts to be attached to Definitive Instruments (and dates on which such Talons mature):   | Yes. Talons will mature on 30 September 2019 and 30 March 2032. |
| 28. Details relating to Partly Paid Instruments: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Instruments and interest due on late payment: | Not Applicable.   |
| 29. Details relating to Instalment Instruments:   | Not Applicable.   |
| 30. Redenomination, renominatisation and reconventioning provisions:  | Not Applicable.   |
| 31. Consolidation provisions:   | Not Applicable.   |
| 32. Other final terms:  | Not Applicable.   |

**DISTRIBUTION**

- |  |   |
|--|---|
| 33. If syndicated, names of Managers:  | Not Applicable.                         |
| 34. If non-syndicated, name of Dealer: | The Royal Bank of Canada Europe Limited |
| 35. Additional selling restrictions:   | Not Applicable.                         |

**LISTING AND ADMISSION TO TRADING APPLICATION**

These Final Terms comprise the final terms required to list and have admitted to trading the issue of Instruments described herein pursuant to the Euro Medium Term Note Programme of National Grid Gas Holdings plc, National Grid Gas plc, and National Grid Gas Finance (No 1) plc.

**RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By:  .....  
Duly authorised

## **PART B - OTHER INFORMATION**

### **1. LISTING**

- (i) Listing: London
- (ii) Admission to trading Application has been made for the Instruments to be admitted to trading on the London Stock Exchange plc's Gilt-Edged and Fixed Interest Market with effect from 26 January 2007.
- (iii) Estimate of total expenses £917.  
related to admission to trading:

### **2. RATINGS**

Not Applicable

### **3. NOTIFICATION**

Not Applicable.

### **4. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**

So far as the Issuer is aware, no person involved in the offer of the Instruments has an interest material to the offer.

### **5. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**

Not Applicable.

### **6. YIELD**

Not Applicable.

### **7. PERFORMANCE OF INDEX/FORMULA/OTHER VARIABLE AND OTHER INFORMATION CONCERNING THE UNDERLYING**

Information on the UK Retail Price Index can be found on Bloomberg page UKRPI.

### **8. PERFORMANCE OF RATES OF EXCHANGE**

Not Applicable.

### **9. OPERATIONAL INFORMATION**

ISIN Code: XS0281936889

Common Code: 028193688

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Not Applicable.

Clearstream Banking, *société anonyme* and the relevant identification number(s):

Delivery: Delivery against payment.

Names and addresses of additional Paying Agent(s) (if any): Not Applicable.

10. **GENERAL**

Tradeable Amount: Not Applicable

The aggregate principal amount of Instruments issued has been translated into Euro at the rate of EUR 1 = £0.67387, producing a sum of (for Instruments not denominated in Euro): EUR 37,099,143.75

Additional steps that may only be taken following approval by an Extraordinary Resolution in accordance with Condition 11.1: Not Applicable.

