

**[LEGAL OPINION ON ACCESSION AGREEMENT]**

[ON HEADED NOTEPAPER OF INDEPENDENT LAW FIRM]

National Grid Gas plc  
1-3 Strand  
London WC2N 5EH (“**National Grid**”)

Dear Sirs,

Accession Agreement and other Agreements – [add name of Foreign “User” company] (“the **Company**”)

**1. BACKGROUND**

1.1 We are [lawfirm] practising and qualified to practise in [insert jurisdiction] and to advise on the law of [insert jurisdiction] and have been asked to provide a legal opinion in respect of the Company.

1.2 We refer to the documents:

the Accession Agreement – an accession agreement to National Grid’s Framework Agreement dated 26 February 1996 which gives effect to National Grid’s Network Code – to be entered into between (i) National Grid , and (ii) [ ], incorporated under the laws of [enter jurisdiction]; and

National Grid’s Framework Agreement dated 26 February 1996

referred to in this opinion as the “**Documents**”

Copies of the Documents signed on behalf of the Company are attached at Appendix 1.

**2. DOCUMENTS EXAMINED AND ENQUIRIES MADE**

2.1 For the purposes of giving this opinion, we have only examined and relied on the documents set out in Schedule 1 and we have not examined the Uniform Network Code or any document referred to therein. In our view, the documents set out in Schedule 1 are the only documents which we need to examine to give this opinion (save to the extent we may have needed to examine the Uniform Network Code or any document referred to therein but did not).

2.2 For the purposes of giving this opinion, we have made the enquiries set out in Schedule 2 and relied on the responses. In our view, these are the only searches and other enquiries which we need to carry out to give this opinion.

2.3 Based on the foregoing and subject to (a) any factual matters or documents not disclosed to us in the course of our investigations and (b) the qualifications and limitations stated hereinafter, we do not consider that there are any other agreements, instruments or documents nor any further enquiries we need to review or undertake (as the case may be) concerning the Company in order to issue this opinion letter.

**3. ASSUMPTIONS**

The opinions set out in paragraph 4 are given on the basis of the assumptions set out in Schedule 3.

**4. THE OPINION**

**4.1 Capacity**

4.1.1 The Company:

- (a) is a *[limited liability company]*, duly incorporated and validly existing under the laws of *[insert jurisdiction]*.
  - (b) has the power and authority to carry on its activities as now carried on, and to sue or be sued in its own name.
- 4.1.2 The Company has the capacity, power and authority to enter into and deliver the Documents.
- 4.1.3 The Company has taken all necessary corporate action to authorise the entering into and delivery of the Documents.
- 4.1.2 The Documents have been validly executed by or on behalf of the Company. The Documents will be validly delivered by the Company upon the Documents being executed by the other parties thereto and dated by any person.
- [4.1.3 The execution and delivery by the Company of the Documents, do not, and will not:
  - (a) conflict with its constitutional documents;
  - (b) conflict with any present law or regulation of *[insert jurisdiction]*;
  - (c) require any:
    - (i) consent, licence, authority, approval or registration (other than any consent, licence, authorisation, approval and registration which has been obtained or made and are in effect) ; or
    - (ii) the fulfilment of any condition (other than any condition which has been fulfilled);

under any law, rule, regulation or decree;
- A. Enforceability
  - 4.2 No declaration, registration, filing or recording with any court, governmental authority or other authority or body in *[insert jurisdiction]* is necessary to ensure the legality, validity, enforceability or admissibility of the Documents in evidence in *[insert jurisdiction]*.
  - 4.3 The Company has no immunity from legal action or proceedings.
  - 4.4 The submission to the jurisdiction of the English courts by the Company is valid, and would be recognised as such by the Court of *[insert jurisdiction]*.
  - 4.5 It is not necessary that National Grid be licensed, qualified or otherwise entitled to carry on business in *[insert jurisdiction]* in order to enable it to execute the Documents.
- B. Insolvency and Ranking of Claims
  - 4.6 Based upon the enquiries made under Schedule 2:
    - (a) no action is being taken for the Company to be dissolved;
    - (b) the Company is not in liquidation or administration;
    - (c) the Company has not had a receiver or manager appointed of any of its assets;

- (d) there are no proceedings pending relating to the Company's bankruptcy, liquidation, administration, striking off, dissolution or insolvency or the appointment of a receiver or manager of any of its assets;
  - (e) nothing analogous to any of the foregoing is being taken, has occurred or is pending in relation to the Company.
- 4.7 Any claims by the other party or parties under the Documents would rank at least pari passu with other unsecured and unsubordinated creditors of the Company (with the exception of any mandatorily preferred by law).
- 5. **SCOPE OF OPINION**
- 5.1 This opinion relates only to *[insert law]* law as currently applied and interpreted by the *[insert jurisdiction]* courts. We have not investigated the laws of any jurisdiction outside *[insert jurisdiction]*.
- 6. **WHO MAY RELY ON THE OPINION**
- 6.1 This opinion is provided as a legal opinion and is intended solely for the use of National Grid and its successors and permitted assigns in respect of the Documents and may not be relied upon by any other person, nor quoted from or referred to in any other document, without our prior written consent save that it may be disclosed: (i) to the agents and advisors of National Grid and its successors and permitted assigns in connection with any proceedings; or (ii) as required by law or (iii) to any regulator or governmental authority for the purposes of demonstrating that we obtained this opinion.

## **SCHEDULE 1**

### **DOCUMENTS EXAMINED AND ENQUIRIES MADE**

1. An original of each of the Documents copies of which are attached as Appendix 1.
2. A copy of the constitutional documents of the Company each certified by a director or other duly authorised officer as true, accurate and up to date as at today's date.
3. A Certificate of Good Standing dated [ ] from the [Companies][Commercial} Registry of *[insert jurisdiction]* relating to the Company.
4. Such other records and documents as we have deemed necessary or appropriate for the purpose of this opinion.

## **SCHEDULE 2 ENQUIRIES**

1. Searches, up to date as at [ ], of all public registers in *[insert jurisdiction]* and enquiries up to date as at [ ], of all publicly available sources of information in *[insert jurisdiction]* as may be expected to disclose whether or not:
  - (a) any action is being taken for the Company to be dissolved;
  - (b) the Company is in liquidation, administration;
  - (c) the Company has had a receiver or manager appointed of any of its assets;
  - (d) there are pending proceedings relating to the Company's bankruptcy, liquidation, administration, striking off, dissolution or insolvency or the appointment of a receiver or manager of any of its assets;
  - (e) anything analogous to any of the foregoing is being taken, has occurred or is pending in relation to the Company.
2. Enquiries as at [ ] of all the matters referred to in our Opinion in relation to which our Opinion is given so far as we are aware.
3. Such other enquiries as we have deemed necessary or appropriate for the purpose of this opinion.

### **SCHEDULE 3 ASSUMPTIONS**

1. The parties (other than the Company) have capacity, power and authority:
  - (a) to execute and deliver the Documents; and
  - (b) to perform their obligations and exercise their rights under the Documents.
2. The parties (other than the Company) have been duly incorporated and exist.
3. All signatures and seals on the Documents (other than any signature on behalf of and/or seal of the Company) are genuine.
4. The validity and enforceability of all the Documents, as a matter of English Law.
5. All original documents examined by us as described in Schedule 1 are complete and authentic (we having used reasonable endeavours in examining such documents to establish that that is the case).
6. All copy documents examined by us as described in Schedule 1 are complete and conform with the relevant originals (we having used reasonable endeavours in examining such documents to establish that this is the case).
7. Each Document will be duly executed and delivered and constitute the legal, valid, binding and enforceable obligations of the parties (other than the Company).
8. The execution and delivery of the Documents by the Company its interests and undertakings pursuant to a proper use by its directors of their powers.
9. There are no provisions of the laws of any jurisdiction outside *[insert jurisdiction]* which would be contravened by the execution, delivery or performance of the Documents and that, in so far as any obligation under the Documents falls to be performed in any jurisdiction outside *[insert jurisdiction]* its performance will not be illegal or adversely affected by virtue of the laws or regulations of or applicable in that jurisdiction.
10. The information disclosed by any enquiries referred to in Schedule 2 is true, accurate, complete and up-to-date. There is no information which should have been disclosed by such enquiries, but has not be disclosed for any reason.

Yours faithfully,

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[NAME OF LAW FIRM]