

## Enexis Holding N.V.

**Primary Credit Analyst:**

Karin Erlander, London (44) 20-7176-3584; karin\_erlander@standardandpoors.com

**Secondary Credit Analyst:**

Mark Schindele, Stockholm (46) 8-440-5918; mark\_schindele@standardandpoors.com

### Table Of Contents

---

Major Rating Factors

Rationale

Outlook

Business Description

Government Support And GRE Methodology Impact

Business Risk Profile: Excellent, Due To Natural Monopoly And Regulated Revenues

Financial Risk Profile: Intermediate, Reflecting Solid Free Cash Flow And Stable Credit Metrics

Financial Statistics/Adjustments

# Enexis Holding N.V.

## Major Rating Factors

### Strengths:

- Monopoly electricity and gas distribution networks in the company's license areas.
- Regulated revenues under transparent regulatory framework; limited non-regulated activities.
- Stable and predictable free cash flows from regulated businesses.

### Weaknesses:

- Regulatory reset risk and exposure to incentive-based regulation.
- High efficiency targets set in current regulatory period through 2010.
- Sizable capex program; and longer-term potentially significant investments in smart meters.

### Corporate Credit Rating

A/Stable/--

## Rationale

The ratings on Dutch distribution network company Enexis Holding N.V. and its subsidiary Enexis B.V. (jointly Enexis) reflect our view of its low-risk regulated electricity and gas distribution network business, stable and predictable operating cash flow, high quality network assets, and stable operating performance.

The ratings are constrained by an expected increase in Enexis' capital expenditures (capex) in the medium term, which may not be fully recovered through tariffs; and exposure to incentive-based regulation.

The province of Noord Brabant owns 31% of Enexis, Overijssel owns 19%, and Limburg 16%. The remainder is divided between other provinces and 140 municipalities in the region. The 'A' rating on Enexis is based on the company's stand-alone credit profile (SACP), which we assess at 'A', as well as on our opinion that there is a "moderate" likelihood that its owners would provide timely and sufficient extraordinary support in the event of financial distress. In accordance with our criteria for government-related entities (GREs), this view is based on Enexis' "important" role as the monopoly provider of gas and electricity distribution services in its license areas, and a "limited" link to the owners given the dispersed ownership structure.

### Key business and profitability developments

Enexis has a natural monopoly in its license areas and a majority of its activities, including its electricity and gas tariffs, are regulated by the Dutch Ministry of Economic Affairs and the regulator, Energiekamer. The regulated nature of Enexis' activities implies that its earnings will generally be stable. However, we believe that the company's profitability could decline in 2010 due to the regulator's imposed efficiency requirements for the current regulatory period, 2008-2010. We estimate that Enexis' revenues will increase from 2011, based on a higher regulated asset value and lower efficiency factors. In combination with stable operating costs, this should result in improved profitability.

## Key cash flow and capital-structure developments

Enexis' regulated electricity and gas networks generate stable and predictable operating cash flows, comfortably covering annual capex of about €250 million. The regulatory framework entails substantial investments in smart meters, but the program has been postponed beyond 2013. However, this adds uncertainty because it is not yet known whether the costs will be fully recovered through regulatory tariffs.

We believe that Enexis' adjusted funds from operations (FFO) to debt will be stable at about 20% over the medium term, and that its adjusted-debt-to-capital ratio will be stable at about 40%.

## Liquidity

Enexis' liquidity position is strong, in our view, due to its stable generation of cash flows, which in our opinion will comfortably cover capex and dividends, and lack of short-term debt. Enexis has access to a fully undrawn €550 million committed bank line expiring 2012.

Enexis took over the ownership of its networks in 2007, funded with a €3.3 billion intercompany loan from the then owner Essent N.V. (A/Watch Neg/A-1). When Enexis was legally separated from Essent on June 30, 2009, Essent provided Enexis with a €350 million capital injection, as stipulated by the regulator in order to strengthen Enexis' capital structure. Enexis used these funds, and €350 million stemming from the sale of the high-voltage grid to the Dutch transmission system operator TenneT (not rated), to reduce the intercompany loan from then outstanding amount of €2.5 billion to €1.8 billion.

At the closing of RWE AG's (A/Negative/A-1) acquisition of Essent's unregulated generation and supply operations on Sept. 30, 2009, Enexis' owners provided a €1.8 billion shareholder loan to Enexis which the company used to repay the outstanding amount of the loan.

The €1.8 billion shareholder loan is divided into four tranches of different size and maturities (3, 5, 7, and 10 years). The 10-year €350 million tranche contains an equity conversion element, triggered if Enexis were to risk breaching regulatory minimum credit metrics or covenants in its loan agreements. However, we understand that interest is nondeferrable, that the trigger levels are substantially below Enexis' expected credit metrics, and that Enexis intends to refinance the shareholder loans on the debt capital market when they fall due, and we view the loans as debt in our analysis.

## Outlook

The stable outlook reflects our belief that Enexis will continue to generate solid free cash flows from its regulated business and will maintain an average ratio of FFO to debt of about 20%. A more aggressive financial policy than expected at Enexis (including a debt-financed acquisition or higher-than-expected dividends to the shareholders) or significant adverse regulatory changes, could put pressure on the ratings. The potential for a positive rating action is limited, in our view, given the investments required to implement the regulatory smart meter model from 2013 and uncertainties as to its regulatory treatment.

## Business Description

Enexis is the second largest distribution network company in The Netherlands. Its networks span 130,000 kilometers (km) of electricity cables and 41,000 km of gas pipelines, delivering electricity to about 2.6 million customers and gas to 1.9 million customers in its license areas.

## Government Support And GRE Methodology Impact

The 'A' rating on Enexis is based on the company's (SACP), which we assess at 'A', as well as our opinion that there is a "moderate" likelihood that its owners would provide timely and sufficient extraordinary support in the event of financial distress. In accordance with our criteria for GREs, our view is based on Enexis':

- "Important" role as the monopoly provider of gas and electricity distribution services in its license areas; and
- "Limited" link to the owners, given the dispersed ownership structure. The provinces of Noord Brabant, Overijssel and Limburg own 31%, 19%, and 16%, of Enexis, respectively, and the remainder is divided between other provinces and 140 municipalities in the region.

## Business Risk Profile: Excellent, Due To Natural Monopoly And Regulated Revenues

The major supports for Enexis' "excellent" business risk profile are:

- Monopoly electricity and gas distribution networks in its license areas in the north east and south east of The Netherlands. There are currently nine regional network companies in The Netherlands, of which the three largest, Enexis, Alliander N.V. (A/Stable/A-1), and Eneco Holding N.V. (A-/Negative/A-2) account for 90% of the market.
- Regulated revenues under a transparent regulatory framework and limited non-regulated activities. Of Enexis B.V.'s total revenues, 90% are regulated: 63% electricity, 21% gas distribution, and 6% household metering. The remaining 10% comprises large-scale industrial metering. Enexis Holding's revenues comprise 90% from Enexis B.V. and 10% from services relating to public lighting, traffic management, and parking systems.

These supports are partially offset by:

- Regulatory reset risk and exposure to incentive-based regulation. The current regulatory period runs to 2010 and uncertainties relate to the next regulatory period from 2011. Enexis is exposed to the risk that the regulator imposes adverse changes to the regulatory framework or maintains the efficiency requirements at a high level. Uncertainties also include the introduction of the smart meter model. While the implementation of smart meters has been delayed, the smart meter model would eventually result in a fairly significant increase in capex.
- High efficiency targets set in the current regulatory period through 2010. The regulator imposed efficiency requirements (x-factors) of 5.0% in electricity and 8.1% in gas. This represented a significant increase from previous regulatory periods, but the levels are similar to the efficiency targets set for the company's Dutch peers. The regulator set the q-factor for Enexis at 0.2%. (The q-factor indicates the extent to which revenues can be raised based on quality supplied relative to a national average.)

## Financial Risk Profile: Intermediate, Reflecting Solid Free Cash Flow And Stable Credit Metrics

The main strengths of Enexis' "intermediate" financial risk profile are:

- Stable and predictable free cash flows from regulated businesses. We anticipate that Enexis' earnings and cash flows will decline slightly in 2010 due to higher efficiency requirements. We believe, however, that the company's free cash flow will steadily improve between 2011 and 2013 due to higher allowed revenues based on higher regulated asset value and lower efficiency factors.
- Intermediate financial policy, including a dividend policy of 30% of net income in 2010 and 50% thereafter, and a policy to maintain leverage below 55% and FFO to debt at about 20%.
- Well spread maturity profile. The €1,800 million shareholder loan is divided into four tranches: €450 million due 2012, €500 million due 2014, €500 million due 2016, and €350 million due 2019. The 10-year tranche contains an equity conversion element, triggered if Enexis were to risk breaching regulatory minimum credit metrics or covenants in its loan agreements. However, we understand that interest is nondeferrable, that the trigger levels are substantially below Enexis' expected credit metrics, and that Enexis intends to refinance the shareholder loans on the debt capital market when they fall due, and we view the loans as debt in our analysis.

These strengths are moderated by:

- The company's sizable capex program and longer-term potentially significant investments in smart meters. Enexis' capex plan through 2013 contains maintenance capex, which accounts for about one-quarter of the plan, and expansion of the network accounts for about one-half of the investments. The remainder comprises connections and reconstruction of the networks, which are covered by connection charges or other third-party contributions.

## Financial Statistics/Adjustments

Enexis reports under International Financial Reporting Standards. We adjust the financials for the 10-year tranche of the shareholder loan, which we treat as debt because interest payments are nondeferrable, the trigger levels for equity conversion is substantially below Enexis' expected credit metrics, and Enexis intends to refinance all the shareholder loans, including the 10-year €350 million tranche, on the debt capital market when they fall due.

<b>Ratings Detail</b> (As Of December 9, 2009)*	
<b>Enexis Holding N.V.</b>	
Corporate Credit Rating	A/Stable/--
<b>Corporate Credit Ratings History</b>	
09-Dec-2009	A/Stable/--
<b>Business Risk Profile</b>	Excellent
<b>Financial Risk Profile</b>	Intermediate

**Ratings Detail** (As Of December 9, 2009)\***(cont.)****Debt Maturities**

On Sept. 30, 2009:  
 2010: Nil  
 2011: Nil  
 2012: €450 mil.  
 2013: Nil  
 Thereafter: €1,350 mil.

**Related Entities****Enexis B.V.**

Issuer Credit Rating A/Stable/--

\*Unless otherwise noted, all ratings in this report are global scale ratings. Standard & Poor's credit ratings on the global scale are comparable across countries. Standard & Poor's credit ratings on a national scale are relative to obligors or obligations within that specific country.

**Additional Contact:**

Infrastructure Finance Ratings Europe; InfrastructureEurope@standardandpoors.com

**Additional Contact:**

Infrastructure Finance Ratings Europe; InfrastructureEurope@standardandpoors.com

Copyright © 2009 by Standard & Poors Financial Services LLC (S&P), a subsidiary of The McGraw-Hill Companies, Inc. All rights reserved. No part of this information may be reproduced or distributed in any form or by any means, or stored in a database or retrieval system, without the prior written permission of S&P. S&P, its affiliates, and/or their third-party providers have exclusive proprietary rights in the information, including ratings, credit-related analyses and data, provided herein. This information shall not be used for any unlawful or unauthorized purposes. Neither S&P, nor its affiliates, nor their third-party providers guarantee the accuracy, completeness, timeliness or availability of any information. S&P, its affiliates or their third-party providers and their directors, officers, shareholders, employees or agents are not responsible for any errors or omissions, regardless of the cause, or for the results obtained from the use of such information. S&P, ITS AFFILIATES AND THEIR THIRD-PARTY PROVIDERS DISCLAIM ANY AND ALL EXPRESS OR IMPLIED WARRANTIES, INCLUDING, BUT NOT LIMITED TO, ANY WARRANTIES OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE. In no event shall S&P, its affiliates or their third-party providers and their directors, officers, shareholders, employees or agents be liable to any party for any direct, indirect, incidental, exemplary, compensatory, punitive, special or consequential damages, costs, expenses, legal fees, or losses (including, without limitation, lost income or lost profits and opportunity costs) in connection with any use of the information contained herein even if advised of the possibility of such damages.

The ratings and credit-related analyses of S&P and its affiliates and the observations contained herein are statements of opinion as of the date they are expressed and not statements of fact or recommendations to purchase, hold, or sell any securities or make any investment decisions. S&P assumes no obligation to update any information following publication. Users of the information contained herein should not rely on any of it in making any investment decision. S&P's opinions and analyses do not address the suitability of any security. S&P does not act as a fiduciary or an investment advisor. While S&P has obtained information from sources it believes to be reliable, S&P does not perform an audit and undertakes no duty of due diligence or independent verification of any information it receives. S&P keeps certain activities of its business units separate from each other in order to preserve the independence and objectivity of each of these activities. As a result, certain business units of S&P may have information that is not available to other S&P business units. S&P has established policies and procedures to maintain the confidentiality of certain non-public information received in connection with each analytical process.

S&P's Ratings Services business may receive compensation for its ratings and credit-related analyses, normally from issuers or underwriters of securities or from obligors. S&P reserves the right to disseminate its opinions and analyses. S&P's public ratings and analyses are made available on its Web sites, [www.standardandpoors.com](http://www.standardandpoors.com) (free of charge) and [www.ratingsdirect.com](http://www.ratingsdirect.com) (subscription), and may be distributed through other means, including via S&P publications and third-party redistributors. Additional information about our ratings fees is available at [www.standardandpoors.com/usratingsfees](http://www.standardandpoors.com/usratingsfees).

Any Passwords/user IDs issued by S&P to users are single user-dedicated and may ONLY be used by the individual to whom they have been assigned. No sharing of passwords/user IDs and no simultaneous access via the same password/user ID is permitted. To reprint, translate, or use the data or information other than as provided herein, contact Client Services, 55 Water Street, New York, NY 10041; (1)212.438.7280 or by e-mail to: [research\\_request@standardandpoors.com](mailto:research_request@standardandpoors.com).

Copyright © 1994-2009 by Standard & Poors Financial Services LLC, a subsidiary of The McGraw-Hill Companies, Inc. All Rights Reserved.