

Abellio Northern Rail Limited

**Director's report and financial
statements**

Registered number 5157396

31 December 2010



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Director's report

The director presents his annual report and the audited financial statements for the year ended 31 December 2010

Principal activities

Since the company sold its investment in Northern Rail Holdings Limited to Abellio Transport Holdings Limited in October 2009 there has been minimal activity within the company. It is the intention of the Directors to ultimately wind up the company.

Business review

The results for the period are set out on page 5.

Dividends

Details of dividends declared in the year are given in note 7 to the financial statements.

Directors and their interests

The director who held office during the period was as follows:

AJM Valk

Disclosure of information to auditors

The director who held office at the date of approval of this director's report confirms that, so far as he is aware, there is no relevant audit information of which the company's auditors are unaware, and the director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Auditors

Pursuant to Section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and KPMG LLP will therefore continue in office.

By order of the board

AJM Valk
Director

8 Fleet Place
LONDON
EC4M 7RD

6 July 2011

Statement of director's responsibilities in respect of the Director's Report and the financial statements

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations

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

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments 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 financial statements, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006 They 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



KPMG LLP

1 The Embankment
Neville Street
Leeds
LS1 4DW
United Kingdom

Independent auditors' report to the members of Abellio Northern Rail Limited

We have audited the financial statements of Abellio Northern Rail Limited for the year ended 31 December 2010 set out on pages 5 to 10. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit, and express an opinion on, the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the APB's web-site at www.frc.org.uk/apb/scope/private.cfm

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2010 and of its loss for the year then ended,
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

Opinion on other matter prescribed by the Companies Act 2006

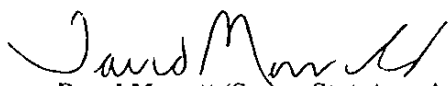
In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Independent auditors' report to the members of Abellio Northern Rail Limited *(continued)*

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit



David Morritt (Senior Statutory Auditor)
For and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
1 The Embankment
Leeds
LS1 4DW

21 July 2011

Profit and loss account
for the year ended 31 December 2010

	<i>Note</i>	2010 £	2009 £
Administrative expenses	3	(3)	(237)
Operating loss		(3)	(237)
Income from shares in participating interests	3	-	6 650,000
Other interest receivable and similar income	4	-	2,256
Interest payable and similar charges	5	(41)	-
(Loss)/profit on ordinary activities before taxation		(44)	6 652,019
Tax on (loss)/profit on ordinary activities	6	11	(515)
(Loss)/profit on ordinary activities after taxation	6	(33)	6,651,504

The profit and loss account has been prepared on the basis that all operations are continuing.

There are no recognised gains and losses other than those reflected in the results set out above.

Balance sheet
at 31 December 2010

	<i>Note</i>	2010	2009
		£	£
Cash at bank and in hand		<u>190,654</u>	<u>190,657</u>
		190,654	190,657
Creditors , amounts falling due within one year	8	<u>(13,247)</u>	<u>(13,217)</u>
Net current assets		177,407	177,440
Net assets		177,407	177,440
Capital and reserves			
Called up share capital	9	<u>1</u>	<u>1</u>
Profit and loss account	10	<u>177,406</u>	<u>177,439</u>
Shareholders' funds	11	177,407	177,440

These financial statements were approved by the board of directors on 6 July 2011 and were signed on its behalf by


A. M. Valk
Director

Notes

(forming part of the financial statements)

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements

Basis of preparation

The financial statements have been prepared in accordance with applicable accounting standards, and under the historical cost accounting rules

The financial statements are prepared on a going concern basis which assumes the company will continue to trade

Under Financial Reporting Standard 1 the company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the company in its own published consolidated financial statements

As the company is a wholly owned subsidiary of Abellio Transport Holding BV, the company 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 group (or investees of the group qualifying as related parties) The consolidated financial statements of Abellio Transport Holding BV, within which this company is included, can be obtained from the address given in note 15

The company is exempt by virtue of s400 of the Companies Act 2006 from the requirement to prepare group accounts These financial statements present information about the company as an individual undertaking and not about its group

Investments

Investments are stated at cost less provision for any impairments in carrying value

Taxation

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19

2 Profit on ordinary activities before taxation

Audit fees in an amount of £1,750 (2009 £3,250) are borne by the company's immediate parent undertaking

The company had, including directors, an average of one employee during the year (2009 one) Staff costs are borne by the company's immediate parent undertaking

The director received no remuneration in the year

3 Income from share in participating interests

	2010 £	2009 £
Dividend from Northern Rail Holdings Limited	-	6,650,000

Notes (continued)

4 Other interest receivable and similar income

	2010 £	2009 £
Bank interest receivable	-	2,256

5 Interest payable and similar charges

	2010 £	2009 £
Bank interest and charges payable	41	-

6 Tax on profit on ordinary activities

Analysis of charge in period

	2010 £	2009 £
<i>Current tax</i>		
Current tax (credit)/charge for the period	(11)	515
Tax on (loss)/profit on ordinary activities	(11)	515

Factors affecting the tax charge for the current period

The current tax charge for the period is higher (2009 lower) to that calculated by applying the standard rate of corporation tax in the UK of 28% (2009 28%). The differences are explained below:

	2010 £	2009 £
<i>Current tax reconciliation</i>		
Profit on ordinary activities before tax	(44)	6,652,019
Current tax at 28% (2009 28%)	(12)	1,862,565
<i>Effects of</i>		
Non-taxable income	-	(1,862,000)
Different tax rates on overseas earnings	1	(50)
Total current tax charge (see above)	(11)	515

7 Dividends

	2010 £	2009 £
Final dividend paid	-	6,650,000

Notes (continued)

8 Creditors: amounts falling due within one year

	2010 £	2009 £
Dutch corporation tax payable	12,889	12,900
Other creditors	358	317
	<u>13,247</u>	<u>13,217</u>

9 Share capital

	2010 £	2009 £
<i>Authorised</i>		
100 Ordinary shares of £1 each	<u>100</u>	<u>100</u>
<i>Allotted, called up and fully paid</i>		
1 Ordinary shares of £1 each	<u>1</u>	<u>1</u>

10 Reserves

	Profit and loss account £
At beginning of year	177,439
Loss for the year	(33)
At end of year	<u>177,406</u>

11 Reconciliation of movements in shareholders' funds

	2010 £000	2009 £000
(Loss)/profit for the financial year	(33)	6,651,504
Dividends paid	-	(6,650,000)
Net (reduction)/addition to shareholders' funds	<u>(33)</u>	<u>1,504</u>
Opening shareholders' funds	177,440	175,936
Closing shareholders' funds	<u>177,407</u>	<u>177,440</u>

Notes *(continued)*

12 Related party disclosures

The company is controlled by Abellio Transport Holding BV, incorporated in The Netherlands. The ultimate controlling party is NV Nederlandse Spoorwegen, which owns 100% of the voting rights.

13 Ultimate parent company and parent undertaking of larger group of which the company is a member

The largest group in which the results of the company are consolidated is that headed by NV Nederlandse Spoorwegen, incorporated in The Netherlands. The smallest group in which they are consolidated is that headed by Abellio Transport Holding BV. The consolidated accounts of these groups are available to the public and may be obtained from Laan van Puntenburg 100, 3511 ER Utrecht, The Netherlands.