

# Stagecoach Rail Limited

*Financial statements for the year ended 30 April 2003*

Registered office:

10 Dunkeld Road  
Perth  
PH1 5TW

Registered number:

SC086090



## Directors' report

### For the year ended 30 April 2003

The directors are pleased to present their annual report on the affairs of the company, together with the financial statements and auditors' report for the year ended 30 April 2003.

#### Principal activity and business review

The company does not trade and is not expected to trade in the foreseeable future.

#### Results and dividends

The directors do not propose payment of a dividend (2002 - £Nil).

#### Directors and their interests

The directors of the company are listed below together with their interests in the share capital of the ultimate holding company, Stagecoach Group plc. The company is a wholly-owned subsidiary of Stagecoach Group plc.

None of the directors had any interest in the share capital of the company during the year

		Number of 0.5p shares Stagecoach Group plc	
		30 April 2003	30 April 2002
Keith Cochrane	- resigned 21 July 2002	43,836	40,251
Graham Eccles		37,258	16,622
Martin Griffiths		7,997	7,740
Nicholas Guest		46,567	12,780
Andrew Haines		7,100	6,240
Allison Ingram		3,819	3,496
Andrew Pitt		6,906	6,583

		Number of share options Stagecoach Group plc		
		At 1 May 2002	Granted	At 30 April 2003
Keith Cochrane	- resigned 21 July 2002	3,196,423	946,395	4,142,818
Graham Eccles		648,953	1,183,704	1,832,657
Martin Griffiths		776,182	1,146,667	1,922,849
Nicholas Guest		199,420	525,556	724,976
Andrew Haines		253,633	955,556	1,209,189
Allison Ingram		200,860	780,371	981,231
Andrew Pitt		255,097	780,371	1,035,468

**Directors' report (continued)**  
**For the year ended 30 April 2003**

**Directors' responsibilities**

Company law requires the directors to prepare financial statements for each financial year which 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 those financial statements, the directors are required to:

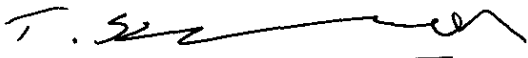
- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare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

The directors are responsible for keeping proper accounting records which 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 1985. The directors are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**Auditors**

Following the conversion of our auditors, PricewaterhouseCoopers, to a Limited Liability Partnership (LLP) from 1 January 2003, PricewaterhouseCoopers resigned and the directors appointed its successors, PricewaterhouseCoopers LLP, as auditors. A resolution to reappoint PricewaterhouseCoopers LLP as auditors to the company will be proposed at the annual general meeting.

By order of the Board



Tony Skilton  
Company Secretary

17 November 2003

## **Auditors Report**

**For the year ended 30 April 2003**

**Independent auditors' report to the members of Stagecoach Rail Limited**

We have audited the financial statements which comprise the balance sheet and the related notes, which have been prepared under the historical cost convention and the accounting policies set out on page 5.

### **Respective responsibilities of directors and auditors**

The directors' responsibilities for preparing the annual report and the financial statements in accordance with applicable United Kingdom law and accounting standards are set out in the statement of directors' responsibilities on page 2.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards issued by the Auditing Practices Board. This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if 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 transactions is not disclosed.

We read the other information contained in the annual report and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. The other information comprises only the directors' report.

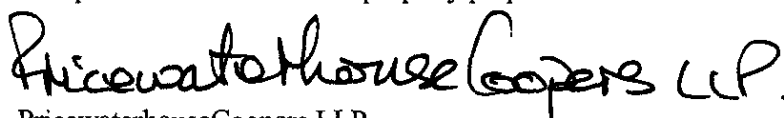
### **Basis of audit opinion**

We conducted our audit in accordance with auditing standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, 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 financial statements 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 financial statements.

### **Opinion**

In our opinion the financial statements give a true and fair view of the state of the company's affairs at 30 April 2003 and have been properly prepared in accordance with the Companies Act 1985.



PricewaterhouseCoopers LLP  
Chartered Accountants and Registered Auditors  
Glasgow

17 November 2003  
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**Balance Sheet**  
**As at 30 April 2003**

	Notes	2003 £000	2002 £000
<b>Creditors : Amounts falling due within one year</b>			
Amounts owed to other group undertakings		(768)	(768)
<b>Net liabilities</b>		<u>(768)</u>	<u>(768)</u>
<b>Capital and reserves</b>			
Equity share capital	3	-	-
Profit and loss account		(768)	(768)
<b>Equity shareholders' deficit</b>		<u>(768)</u>	<u>(768)</u>

There have been no movements in reserves or shareholders' funds during the year.

The accompanying notes are an integral part of this balance sheet.

Signed on behalf of the Board on 17 November 2003.



Nicholas Guest  
 Director

# Notes to the financial statements

For the year ended 30 April 2003

## 1. Accounting policies

A summary of the principal accounting policies is set out below. All principal accounting policies have been applied consistently throughout the year and the preceding year.

### *(a) Basis of preparation*

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards in the United Kingdom.

At 30 April 2003, the company had net liabilities. The directors have received confirmation of continuing financial support from the ultimate holding company. Accordingly, the financial statements have been prepared on the going concern basis. In any case, the directors of the company do not consider that the balance sheet prepared on a break-up basis would be materially different from that reported.

### *(b) Cash flow statement*

As permitted by FRS 1 (Revised), no cash flow statement has been prepared as the company is a wholly-owned subsidiary undertaking of another UK registered company, Stagecoach Group plc, which prepares consolidated financial statements which include a consolidated cash flow statement.

## 2. Profit and Loss Account

The company does not trade.

The remuneration of the auditors and the directors is borne by the ultimate holding company, Stagecoach Group plc and other group companies. No significant part of the directors' remuneration is directly attributable to the company (2002 - £Nil).

The company has no employees (2002- Nil).

## 3. Equity share capital

	2003 £	2002 £
<i>Authorised</i>		
100 ordinary shares of £1 each	100	100
<i>Allotted, called-up and unpaid</i>		
2 ordinary shares of £1 each	2	2

## 4. Ultimate parent company

The company's immediate and ultimate holding company is Stagecoach Group plc, (registered number SC100764), registered in Scotland. Stagecoach Group plc heads the only group in which the results of the company are consolidated. The financial statements of Stagecoach Group plc are available from 10 Dunkeld Road, Perth, PH1 5TW.