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Report of the Directors and

Financial Statements

for the Year Ended 31 December 2001

for

Peak Rail plc

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Company Information for the Year Ended 31 December 2001

DIRECTORS: G Bennett

J Clegg W Greveson T J Oaks J D Pont R A Raynor J T Statham

SECRETARY: R Horne

REGISTERED OFFICE: Matlock Station

Matlock Derbyshire DE4 3NA

REGISTERED NUMBER: 2071143 (England and Wales)

AUDITORS: Ainleys

Chartered Accountants Registered Auditors 324 Manchester Road West Timperley

Altrincham

Cheshire WA14 5NB

Joint Report of the Managing Directors for the Year Ended 31 December 2001

Dear Fellow Shareholder,

During the year under review it has been difficult to maintain the momentum provided by Flying Scotsman the previous year and revenue has fallen as a result. In addition and mainly as a result of Railtrack being put into administration, third party use of the line has been badly affected and revenue from this activity has also fallen. The effect of this has been to reduce our overall income by £ 95,916, that is only partly offset by the consequent reduction in expenses of £ 42,725. However on a more positive note, it is pleasing to report that the number of visitors to the railway continued to increase, despite the ravages of the foot and mouth outbreak, and that day to day revenues, once the "one off" effect from the visit of Flying Scotsman is stripped out, continued to increase.

As you will all no doubt realize operating and maintaining a heritage Railway is an expensive business, never more so than when having to maintain an ageing locomotive fleet. Zebedee became our only serviceable locomotive towards the end of the year when Duke was failed with both boiler and firebox problems.

As the year came to an end examination confirmed that Duke, like Warrington would also need a new firebox, and consequently attention turned to getting Warrington back into service using the new copper firebox previously purchased in 1999. It is clear that expenditure on locomotive repairs and restoration will be a significant factor in the next two years including, but not limited to, the purchase of a new firebox and the retubing of two boilers. This will regrettably have a knock on effect on our ability to set aside investment money for other much needed projects.

The biggest news of the year occurred at the end of December when the developers of Cawdor Quarry were granted outline planning permission for the development of a new Sainsbury Supermarket and 432 new homes. This development also includes the provision of a new by-pass, new bridges over the river and the railway, together with all necessary access roads. It is pleasing to be able to confirm that agreement has been reached with the developers for Peak Rail to operate its services, over the new "run round" loop being provided for Railtrack, to/from the currently disused down platform. Peak Rail can therefore look forward to achieving one of its principal aims, that of operational access into Matlock Station, which will have a significant impact both on our revenue and profile within Matlock. The latter being particularly important, as we will also become an integral part of the new bus/rail interchange being proposed using the small goods shed adjacent to our office which is to be converted into an information and waiting area. It will be good to see this shed, which is of historical importance, once again being used for transport purposes.

Regrettably progress on talks with Railtrack and the County Council, in connection with the feasibility study examining the reconstruction of the line, came to a halt as a result of Railtrack being put into administration. Only now has it been possible for the County Council to raise the funds to continue with the study with which we are still associated. The results of the study are not now expected until the end of 2003.

Peak Rail plc

Joint Report of the Managing Directors for the Year Ended 31 December 2001

Considerable progress has been made throughout the year at Rowsley and whilst the site looks a little like " a building site" at the moment, work in progress is beginning to give an idea of what the site will eventually look like once complete. Further information on these developments can be found in the newsletter accompanying this notice.

Finally, to our staff and to all those volunteers who continue to support the operation and maintenance of our railway, a sincere thank you – for without your continued help we would not be able to provide our scheduled services which continue to remain a key tourist attraction in Derbyshire Dales.

Jeremy Clegg Jackie Statham Joint Managing Directors.

Report of the Directors for the Year Ended 31 December 2001

The directors present their report with the financial statements of the company for the year ended 31 December 2001.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of provision and management of railway and other transport services including retail trading and the provision of catering services.

REVIEW OF BUSINESS

The results for the year and financial position of the company are as shown in the annexed financial statements.

DIVIDENDS

No dividends will be distributed for the year ended 31 December 2001.

DIRECTORS

The directors during the year under review were:

G Bennett

J Clegg

W Greveson

A Lewis

- resigned 8.2.01

T J Oaks

J D Pont

R A Raynor

J T Statham

The beneficial interests of the directors holding office on 31 December 2001 in the issued share capital of the company were as follows:

	31.12.01	1.1.01
Ordinary £1.00 shares		
G Bennett	166	166
J Clegg	1,000	1,000
W Greveson	-	-
T J Oaks	1,626	1,626
J D Pont	75	75
R A Raynor	1,480	1,480
J T Statham	340	280

STATEMENT OF 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;
- 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 proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They 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.

Report of the Directors for the Year Ended 31 December 2001

AUDITORS

The auditors, Ainleys, will be proposed for re-appointment in accordance with Section 385 of the Companies Act 1985.

ON BEHALF OF THE BOARD:

- DIRECTOR

Dated: 31/5/02

Report of the Independent Auditors to the Shareholders of Peak Rail plc

We have audited the financial statements of Peak Rail plc for the year ended 31 December 2001 on pages seven to nineteen. These financial statements have been prepared under the historical cost convention and the accounting policies set out therein.

Respective responsibilities of directors and auditors

As described on page four the company's directors are responsible for the preparation of financial statements in accordance with applicable law and United Kingdom Accounting Standards.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

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 Report of the Directors 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 with the company is not disclosed.

We read the Report of the Directors and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with United Kingdom 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 as at 31 December 2001 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Ainleys Chartered Accountants Registered Auditors 324 Manchester Road

West Timperley Altrincham

Cheshire

WA14 5NB

Dated: { /6/07

Peak Rail plc

Profit and Loss Account for the Year Ended 31 December 2001

		31.12.01	31.12.00
	Notes	£	£
TURNOVER	2	239,362	335,278
Cost of sales		104,817	158,008
GROSS PROFIT		134,545	177,270
Administrative expenses		176,420	189,882
		(41,875)	(12,612)
Other operating income		15,459	37,154
OPERATING (LOSS)/PROFIT	4	(26,416)	24,542
Unredeemed Buxton Site Bonds	5	10,150	<u> </u>
		(16,266)	24,542
Interest receivable and similar income		16	257
Similar income			
Total and the control of the same		(16,250)	24,799
Interest payable and similar charges	6	3,397	719
(LOSS)/PROFIT ON ORDINARY DEFORE TAXATION	ACTIVITIES	(19,647)	24,080
Tax on (loss)/profit on ordinary activities	7		51
(LOSS)/PROFIT FOR THE FINAN AFTER TAXATION	NCIAL YEAR	(19,647)	24,029
Deficit brought forward		(72,142)	(96,171)
DEFICIT CARRIED FORWARD		£(91,789)	£(72,142)

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current and previous years.

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the loss for the current year and the profit for the previous year.

Balance Sheet 31 December 2001

	-	31.12.0	1	31.12.0	00
	Notes	£	£	£	£
FIXED ASSETS: Tangible assets	8		824,463		802,475
CURRENT ASSETS:					
Stocks	9	9,635		9,166	
Debtors	10	6,839		10,638	
Cash at bank and in hand		14,443		33,373	
		30,917		53,177	
CREDITORS: Amounts falling due within one year	11	96,744		92,432	
NET CURRENT LIABILITIES:			(65,827)		(39,255)
TOTAL ASSETS LESS CURRENT LIABILITIES:			758,636		763,220
CREDITORS: Amounts falling due after more than one year	12		(6,640)		(6,640)
					, , ,
ACCRUALS AND DEFERRED INCOME:	15		(202,291)		(210,469)
			£549,705		£546,111
CAPITAL AND RESERVES:					
Called up share capital	16		639,456		616,215
Revaluation reserve	17		2,038		2,038
Profit and loss account			(91,789)		(72,142)
SHAREHOLDERS' FUNDS:	18		£549,705		£546,111

ON BEHALF OF THE BOARD:

- DIRECTOR
Approved by the Board on 31/5/02

Cash Flow Statement for the Year Ended 31 December 2001

		31.12.01	31.12.00
	Notes	£	£
Net cash (outflow)/inflow from operating activities	1	(3,164)	43,447
Returns on investments and servicing of finance	2	(3,381)	(462)
Taxation		(50)	-
Capital expenditure	2	(53,666)	(52,364)
		(60,262)	(9,379)
Financing	2	23,241	17,813
(Decrease)/Increase in cash in th	ie period	£(37,020)	£8,434
Reconciliation of net cash flow to movement in net funds	3		
(Decrease)/Increase in cash in the	ne period	(37,020)	8,434
Change in net funds resulting from cash flows		(37,020) (8,178)	8,434 (8,178)
Movement in net funds in the p Net funds at 1 January	eriod	(45,198) 18,817	256 10,383
Net (debt)/funds at 31 December	er	£(26,381)	£10,639

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Notes to the Cash Flow Statement for the Year Ended 31 December 2001

1. RECONCILIATION OF OPERATING (LOSS)/PROFIT TO NET CASH (OUTFLOW)/INFLOW FROM OPERATING ACTIVITIES

	31.12.01 £	31.12.00 £
Operating (loss)/profit Depreciation charges Profit on sale of fixed assets Revaluation transfer Unredeemed Buxton Site Bonds Increase in stocks Decrease in debtors Decrease in creditors	(26,416) 31,679 - (8,178) 10,150 (469) 3,798 (13,728)	24,542 32,921 (2,350) (8,178) (3,385) 490 (593)
Net cash (outflow)/inflow from operating activities	(3,164)	43,447
ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE CA	SH FLOW STATE	EMENT
	31,12.01 £	31.12.00 £
Returns on investments and servicing of finance		
Interest paid	16 (3,397)	257 (719)
Net cash outflow for returns on investments and servicing of finance	(3,381)	<u>(462)</u>
Capital expenditure Purchase of tangible fixed assets Sale of tangible fixed assets	(53,666)	(58,929) 6,565
Net cash outflow for capital expenditure	(53,666)	(52,364)
Financing Cash receipt re share issue	23,241	17,813
Net cash inflow from financing	23,241	17,813

Notes to the Cash Flow Statement for the Year Ended 31 December 2001

3. ANALYSIS OF CHANGES IN NET FUNDS

	At 1.1.01 £	Cash flow £	At 31.12.01 £
Net cash: Cash at bank and in hand Bank overdrafts	33,373 (14,556)	(18,930) (18,090)	14,443 (32,646)
	18,817	(37,020)	(18,203)
Total	18,817	(37,020)	(18,203)
Analysed in Balance Sheet			
Cash at bank and in hand Bank overdrafts	33,373 (14,556)		14,443 (32,646)
	18,817		(18,203)

Notes to the Financial Statements for the Year Ended 31 December 2001

1. ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention.

Turnovei

Turnover represents net invoiced sales of goods, excluding value added tax.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Freehold property

- Nominal

Leasehold property

- Over the remainder of the lease or 50 years

Buildings

- 25% on cost

Shop & Office Equipment

- 25% - 33% on cost

Rolling Stock

- 10% on cost

Stocks

Stock is valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

Deferred taxation

Provision is made at current rates for taxation deferred in respect of all material timing differences except to the extent that, in the opinion of the directors, there is reasonable probability that the liability will not arise in the foreseeable future.

Government Grants

The accounting policy of the company is to credit the government grants to the profit & loss account over the useful economic life of the assets they improved. This has resulted in the Derelict Land Grant being credited to the profit & loss account over the remaining 20 years of the leasehold. The other grants are being credited over 50 years, which is the same as the depreciation of the assets.

31 12 01

31 12 00

2. TURNOVER

The turnover before taxation is attributable to the following activities of the company.

		31.12.01	31.12.00
		£	£
	Train Fares	113,849	167,007
	Shop Sales	57,163	63,029
	Buffet and Restaurant	58,034	63,346
		229,046	<u>293,382</u>
3.	STAFF COSTS		
		31.12.0	1 31.12.00
		£	£
	Wages and salaries	63,10	0 59,603

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Notes to the Financial Statements for the Year Ended 31 December 2001

3. STAFF COSTS - continued

The average monthly number of employees during the year was as follows:

	1 7	•	31.12.01	31,12.00
Shop Staff Construction Labour & Eng Administration	ineering		2 3 1	2 4 1
			6	7

4. **OPERATING (LOSS)/PROFIT**

The operating loss (2000 - operating profit) is stated after charging/(crediting):

Depreciation - owned assets Profit on disposal of fixed assets Auditors' remuneration	31.12.01 £ 31,679 	31.12.00 £ 32,921 (2,350) 2,800
Directors' emoluments		6,182

5. EXCEPTIONAL ITEMS

During the financial year the Buxton Site Bonds became redeemable. A number of the bonds were redeemed while the unredeemed bonds have been written off to the profit and loss account. Once the date of redemption has passed the company has no obligation to redeem the bonds.

6. INTEREST PAYABLE AND SIMILAR CHARGES

	31.12.01	31.12.00
	£	£
Bank Interest	3,397	719
		

7. TAXATION

Analysis of the tax charge

The tax charge on the loss on ordinary activities for the year was as follows:

J	·	•	31.12.01 £	31.12.00 £
Current tax: UK corporation tax			<u>-</u>	51

UK corporation tax has been charged at 20% (2000 - 20%).

Notes to the Financial Statements for the Year Ended 31 December 2001

8. TANGIBLE FIXED ASSETS

	-	Freehold property	Leasehold property	Buildings
		£	£	£
COST: At 1 January 2001 Additions		65,790	450,298 31,566	466,535
At 31 December 2001		65,790	481,864	466,535
DEPRECIATION: At 1 January 2001 Charge for year		5,539 50	64,970 8,338	145,689 13,294
At 31 December 2001		5,589	73,308	158,983
NET BOOK VALUE: At 31 December 2001		60,201	408,556	307,552
At 31 December 2000		60,251	385,328	320,846
	Tools	Shop & Office Equipment	Rolling Stock	Totals
20.00	£	£	£	£
COST: At 1 January 2001 Additions	69,407 2,354	24,586 1,193	117,869 18,553	1,194,485 53,666
At 31 December 2001	71,761	25,779	136,422	1,248,151
DEPRECIATION: At 1 January 2001 Charge for year	61,305 3,161	22,330 1,595	92,176 5,241	392,009 31,679
At 31 December 2001	64,466	23,925	97,417	423,688
NET BOOK VALUE: At 31 December 2001	7,295	1,854	39,005	824,463
At 31 December 2000	8,101	2,256	25,693	802,475

The land at Buxton was valued on the 21 April 1999 by Hale Saunders Chartered Surveyors at £60,000.

9. STOCKS

	31.12.01 £	31.12.00 £
Goods for resale Spare Parts and Materials	8,635 1,000	8,166 1,000
	9,635	9,166

Bank overdrafts

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Notes to the Financial Statements for the Year Ended 31 December 2001

10.	DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
		31.12.01	31.12.00
		£	£
	Trade debtors	2,165	430
	Other debtors	3,007	9,055
	Prepayments & accrued income	1,667	_1,153
		6,839	10,638
11.	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
		31.12.01	31.12.00
		£	£
	Bank loans and overdrafts	22.646	14.556
	(see note 13) Trade creditors	32,646 41,059	14,556 45,621
	Buxton Site Bonds	41,039	17,100
	Accrued Expenses	20,873	10,837
	Share Application Monies	2,166	4,267
	Taxation	 _	51
		96,744	92,432
		70,711	====
12.	CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR		
		31.12.01	31.12.00
		£	£
	Loan Stock	6,640	6,640
13.	LOANS AND OVERDRAFTS		
	An analysis of the maturity of loans and overdrafts is given below:		
		21.12.55	04.10.00
		31.12.01	31.12.00 £
	Amounts falling due within one year or on demand:	£	t

32,646

14,556

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Notes to the Financial Statements for the Year Ended 31 December 2001

14. SECURED DEBTS

The following secured debts are included within creditors:

31.12.01	31.12.00
£	£
32,646	14,556
	£

Standard Mortgage Debenture in the name of Peak Rail plc, incorporating a fixed and floating charge over the assets of the company, dated 06/12/1995.

First Legal Charge over unregistered freehold property known as Land-Midland Station Buildings, Buxton, Midland Station, Derbyshire, Dated 29/12/1995.

15. ACCRUALS AND DEFERRED INCOME

	31.12.01	31.12.00
Deferred government grants	£	t
Brought forward	210,469	218,647
Deferred Income	(8,178)	(8,178)
	202,291	210,469

16. CALLED UP SHARE CAPITAL

Authorised: Number:	Class:	Nominal value:	31.12.01 £	31.12.00 £
1,000,000	Ordinary	£1.00	1,000,000	1,000,000
Allotted, iss	ued and fully paid:			
Number:	Class:	Nominal value:	31.12.01 £	31.12.00 £
639,456 (31.12.00 - 6	Ordinary 616,215)	£1.00	639,456	616,215

The following shares were allotted and fully paid for cash at par during the year:

23,241 Ordinary shares of £1.00 each

A total of 23,241 ordinary shares, of £1.00 each were allotted and fully paid for in cash at par during the year. These shares were issued to enable the company to continue its capital expenditure programme.

17. REVALUATION RESERVE

	31,12.01	31.12.00
	£	£
Brought forward	2,038	2,038

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Notes to the Financial Statements for the Year Ended 31 December 2001

18. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	31.12.01	31.12.00
(Loss)/Profit for the financial year Share Capital Issued	£ (19,647) 23,241	£ 24,029 17,813
Net addition to shareholders' funds Opening shareholders' funds	3,594 546,111	41,842 504,269
Closing shareholders' funds	549,705	546,111
Equity interests	549,705	546,111

ak Rail plc	Trading and Prof	it and Loss Account ed 31 December 2001		31.12.00			
IK Itm.	for the Year End	31.12.01			£		
		33.00	£	£			
		£	-	167,007 63,029			
		113,849 57,163		63,346 41,896	335,2	78	
Income:		58,034 10,316	239,362	-			
main Pales		-1034	2375				
Shop Sales Buffet & Restaurant Sales Buffet & Restaurant				74,010			
Buffet & Ite Rental Income		- 473		49,184	ł A	- 008	
Kenas		25,372 47,147		34,81	<u>. 19</u>	800,8	
legt		32,298	104,81	1		177,270	
Cost of sales: Train Operation Costs Train Purchases					,	F 1 13m.	,
Shop Purchases Shop Restaurant Purchases	ses		134,54	1 5			
Train Operation Shop Purchases Buffet & Restaurant Purchases			-		205		
Billion				34	,395 2,759		
POEIT		13,50	1		2,737 242		
GROSS PROFIT		1,95	8		15	37,411	k_
A*			-	-			
- anile Ly			<u>16</u>	5,475		214,68	31
Other income. Revenue Donations Sundry Income Deposit Account Interest Building Society Interest	st est			50,020			
Expenditure: Directors'Remuners Wages & Salaries Capitalised Labou Auditors Remunes Legal & Professi Advertising & P Repairs Mainter Telephone General Admin Insurance Rent Rates & Light & Hear	ation or cration onal publicity nance & Hire nistration Water		63,100 22,365) 2,864 1,018 26,837 18,591 2,034 17,681 12,637 14,948 3,878	8,7 ¹	3	9 8 8 64 42	154,626 60,055 5,40
Finance of Bank Inte Bank Ch Credit C	Card Carges		2,5	509	6,915 1,882		54,6
Carrie	d forward						

Trading and Profit and Loss Account for the Year Ended 31 December 2001

	31.12.01		31.12.00	
	£	£	£	£
Brought forward		1,882		54,651
Depreciation:				
Freehold Property	50		50	
Leasehold Property-Non				
Landlord	8,338		7,864	
Leasehold Property-Landlord	13,294		13,878	
Tools	3,161		3,406	
Shop & Office Equipment	1,595		1,595	
Rolling Stock	5,241		6,128	
		31,679		_32,921
		(29,797)		21,730
Profit on disposal of fixed assets:				
Rolling Stock		<u> </u>		2,350
		(29,797)		24,080
Exceptional items:				
Unredeemed Buxton Site Bonds		10,150		
NET (LOSS)/PROFIT		£(19,647)		£24,080