

Eversholt Rail (380) Limited

**Annual report and financial statements
for the year ended 31 December 2016**

Registered No: 01139640

Eversholt Rail (380) Limited

Annual report and financial statements for the year ended 31 December 2016

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Strategic report

for the year ended 31 December 2016

Business review

The Company forms part of the Eversholt Rail Group (“ERG” or “Group”) more fully described in note 18.

In December 2015 the Company’s rolling stock assets were transferred to another group undertaking, European Rail Finance (GB) Limited. The transaction is more fully described in note 10.

During 2016 all reserves were distributed to the Company’s immediate holding company Eversholt Rail Holdings (UK) Limited.

The Company has no employees.

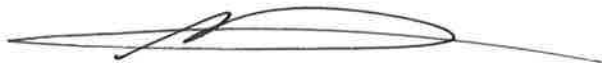
Risk management

The financial risk management objectives and policies of the Company together with an analysis of the exposure to such risks, are set out in note 16 of the financial statements.

Performance

The Company’s results for the year are as detailed in the Income statement on page 8. The results are all derived from discontinued operations at 31 December 2016.

Signed on behalf of the Board by:



M B Kenny
Director

Registered Office
210 Pentonville Road
London
N1 9JY
United Kingdom

Date: 13 February 2017

Directors' report

for the year ended 31 December 2016

The Directors present their annual report together with the audited financial statements for the year ended 31 December 2016.

Future developments

It is currently anticipated that the Company will be voluntarily liquidated in 2017.

Dividends

On 16 April 2016 the Directors declared a dividend of £3,437,838 (2015: £nil). Dividend payments are reflected in the financial statements in the year in which they are declared.

Going concern basis

The Directors consider the results for the financial year and the year end position of the Company to be satisfactory. Following the transfer of trade and assets of the Company on 31 December 2015 to another group undertaking, European Rail Finance (GB) Limited, the Company ceases to be a going concern. As such the financial statements have been prepared on a basis other than going concern as required by IAS1 'Presentation of Financial Statements'.

The carrying value of the assets and liabilities held by the Company have been reassessed and recorded at their realisable value.

Directors

The Directors who served during the year and up to the date of signing were as follows:

M B Kenny

A J Course

D G Stickland

A J Wesson

Resigned 20 July 2016

Appointed 20 July 2016

The Articles of Association of the Company provide that in certain circumstances the Directors are entitled to be indemnified out of the assets of the Company against claims from third parties in respect of certain liabilities arising in connection with the performance of their functions in accordance with the provisions of the Companies Act 2006. Indemnity provisions of this nature have been in place during the financial year but have not been utilised by the Directors. The Directors have no interests in the share capital of the Company, their interests in the ultimate parent company are more fully described in note 18.

Capital and risk management

The Company is not subject to externally imposed capital requirements and is dependent on the Group to provide the necessary capital resources which are therefore managed on a group basis. Lenders to Eversholt Funding plc have imposed restrictions on the distribution of capital outside the Group.

It is the Group's objective to maintain a strong capital base to support the development of its business.

The Company's risk management is more fully described in the Strategic report.

Disclosure of information to the auditor

Each person who is a director at the date of approval of this report confirms that so far as the Director is aware, there is no relevant audit information of which the Company's auditor is unaware and the Director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information. This confirmation is given pursuant to Section 418 of the Companies Act 2006 and should be interpreted in accordance therewith.

Eversholt Rail (380) Limited

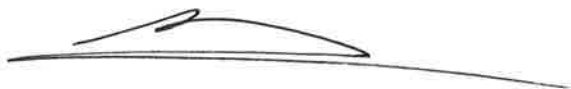
Directors' report (continued)

for the year ended 31 December 2016

Auditor

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

Signed on behalf of the Board by:

A handwritten signature in black ink, appearing to be 'M B Kenny', written over a horizontal line.

M B Kenny
Director

Registered Office
210 Pentonville Road
London
N1 9JY
United Kingdom

Date: 13 February 2017

Statement of Directors' responsibilities

for the year ended 31 December 2016

The Directors are responsible for preparing the Strategic report, 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 the Directors have elected to prepare the financial statements in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union (EU) 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, International Accounting Standard 1 requires that directors:

- properly select and apply accounting policies;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in IFRSs are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- make an assessment of the Company's ability to continue as a going concern.

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 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.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

The Company's annual financial statements were approved by the Board of Directors on 13 February 2017 and signed on their behalf by:



M B Kenny
Director

Registered Office
210 Pentonville Road
London
N1 9JY
United Kingdom

Independent Auditor's report to the Members of Eversholt Rail (380) Limited
for the year ended 31 December 2016

We have audited the financial statements of Eversholt Rail (380) Limited for the year ended 31 December 2016 which comprise the Income statement, the Statement of comprehensive income, the Statement of financial position, the Statement of cash flows, the Statement of changes in equity and the related notes 1 to 20. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as issued by the International Accounting Standards Board (IASB).

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 Statement of Directors' responsibilities, 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 Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the Directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Strategic report and the Directors' report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

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 2016;
- have been properly prepared in accordance with IFRSs as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Emphasis of matter – Financial statements prepared other than on a going concern basis

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosure made in note 2 to the financial statements, which explains that the financial statements have been prepared on a basis other than going concern.

As explained in note 2 to the financial statements, the Company in addition to applying IFRSs as adopted by the European Union, has also applied IFRSs as issued by the IASB and are effective.

In our opinion the financial statements comply with IFRSs as issued by the IASB.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

**Independent Auditor's report to the Members of Eversholt Rail (380) Limited
(continued)**

for the year ended 31 December 2016

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified any material misstatements in the Strategic Report and the Directors' Report.

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.



Makhan Chahal (Senior Statutory Auditor)

for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
2 New Street Square
London EC4A 3BZ
United Kingdom

15/1 February 2017

Eversholt Rail (380) Limited

Income statement

for the year ended 31 December 2016

	<i>Note</i>	2016 £'000	2015 £'000
Revenue			
Operating lease income		-	17,512
Maintenance fee income		-	115
Total revenue		-	17,627
Cost of sales	4	-	(5,206)
Gross profit		-	12,421
Finance expense	5	-	(9,601)
Administrative expense	6	-	(1,099)
Profit before tax		-	1,721
Income tax credit	8	-	1,191
Profit for the year		-	2,912

The above results are all derived from discontinued operations.

The notes on pages 12 to 22 form an integral part of these financial statements.

Statement of comprehensive income

for the year ended 31 December 2016

There has been no comprehensive income or expense for the year as shown above (2015: £nil other than the profit for the year).

Statement of financial position

as at 31 December 2016

	<i>Note</i>	2016 £'000	2015 £'000
Assets			
Non-current assets			
Property, plant and equipment	11	-	-
Current assets			
Loan receivable	12	-	3,438
Total assets		<u>-</u>	<u>3,438</u>
Liabilities and equity			
Non-current liabilities			
Deferred tax	13	-	-
Total liabilities		<u>-</u>	<u>-</u>
Equity			
Share capital	14	-	-
Retained earnings		-	3,438
Total equity		<u>-</u>	<u>3,438</u>
Total equity and liabilities		<u>-</u>	<u>3,438</u>

The notes on pages 12 to 22 form an integral part of these financial statements.

The financial statements were approved by the Board of Directors and authorised for issue on 13 February 2017. They were signed on its behalf by:



A J Wesson
Director

Company registration number: 01139640

Eversholt Rail (380) Limited

Statement of cash flows

for the year ended 31 December 2016

	2016	2015
	£'000	£'000
Cash flow from operating activities		
Profit before tax	-	1,721
Adjustments for:		
- Depreciation charge	-	5,206
- Finance expense	-	9,601
Operating cash flow before changes in working capital	-	16,528
Increase in deferred revenue	-	457
Decrease in trade and other payables	-	(1,757)
Cash flow generated by operating activities	-	15,228
Receipt in respect of group relief	-	773
Net cash generated by operating activities	-	16,001
Cash flow from investing activities		
Transfer of net assets to another group undertaking	-	151,708
Net cash generated by investing activities	-	151,708
Cash flow from financing activities		
Movement in working capital loan with Eversholt Rail (UK) Limited	3,438	(158,108)
Dividends paid	(3,438)	-
Finance expense paid	-	(9,601)
Net cash utilised in financing activities	-	(167,709)
Net movement in cash and cash equivalents	-	-
Cash and cash equivalents at beginning of the year	-	-
Cash and cash equivalents at end of the year	-	-

Eversholt Rail (380) Limited

Statement of changes in equity
for the year ended 31 December 2016

	<i>Note</i>	Share capital £'000	Retained earnings £'000	Total equity £'000
Balance at 1 January 2015	14	-	526	526
Profit for the year		-	2,912	2,912
Balance at 31 December 2015		-	3,438	3,438
Profit for the year		-	-	-
Dividends paid		-	(3,438)	(3,438)
Balance at 31 December 2016		-	-	-

Dividends per share paid during the year is £1,718,919 (2015: £nil) per share.

Notes to the annual financial statements

for the year ended 31 December 2016

1 General Information

Eversholt Rail (380) Limited (the "Company") is a private company incorporated and domiciled in England and Wales and is limited by authorised shares (see note 14).

The registered office of the Company is 210 Pentonville Road, London N1 9JY, United Kingdom.

2 Basis of Preparation

These financial statements are presented in £'000. All amounts have been rounded to the nearest thousand, unless otherwise indicated.

2.1 Compliance with International Financial Reporting Standards

The financial statements of Eversholt Rail (380) Limited have been prepared on the realisable value basis. These financial statements have been prepared in accordance with International Financial Reporting Standards ('IFRSs') as issued by the International Accounting Standards Board ('IASB') and as endorsed by the European Union ('EU'). EU-endorsed IFRSs may differ from IFRSs as issued by the IASB if, at this point in time, new or amended IFRSs have not been endorsed by the EU. At 31 December 2016, there were no unendorsed standards effective for the year ended 31 December 2016 affecting these financial statements, and there was no difference between IFRSs endorsed by the EU and IFRSs issued by the IASB in terms of their application to the Company. Accordingly, the financial statements of the Company for the year ended 31 December 2016 are prepared in accordance with IFRSs as issued by the IASB and endorsed by the EU.

IFRSs comprise accounting standards issued by the IASB and its predecessor body as well as interpretations issued by the IFRS Interpretations Committee and its predecessor body.

2.2 Standards and Interpretations issued by the IASB

During the year, the Company adopted a number of interpretations and amendments to standards which had an insignificant effect on the financial statements. At 31 December 2016, a number of standards and amendments to standards have been issued by the IASB, which are not effective for the Company's financial statements as at 31 December 2016. The following Adopted IFRSs have been issued but have not been applied by the Company in these financial statements. Their adoption is not expected to have a material effect on the financial statements unless otherwise indicated.

- Clarifications to IFRS 15 (April 2016) Revenue from Contracts with Customers (mandatory for periods beginning on or after 1 January 2018).
- Amendments to IAS 7 (January 2016) Disclosure Initiative mandatory for periods beginning on or after 1 January 2017).
- IFRS 16 Leases (mandatory for periods beginning on or after 1 January 2019).
- IFRS 9 Financial Instruments (mandatory for periods beginning on or after 1 January 2018).
- IFRS 15 Revenue from Contracts with Customers (mandatory for periods beginning on or after 1 January 2018).

2.3 Going concern

Following the transfer of trade and assets of the Company on 31 December 2015 to another group undertaking, European Rail Finance (GB) Limited, the Company ceases to be a going concern. As such the financial statements have been prepared on a basis other than going concern as required by IAS1 'Presentation of Financial Statements'.

Notes to the annual financial statements (continued)

for the year ended 31 December 2016

3 Summary of significant accounting policies

The principal accounting policies adopted are set out below and have been applied consistently to all periods presented in these financial statements.

3.1 Finance expense

Finance expense for all interest bearing financial instruments is recognised in 'Finance expense' in the Income statement using the effective interest rate method. The effective interest method is a way of calculating the amortised cost of a financial asset or a financial liability and of allocating the interest income or expense over the relevant period.

The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial instrument or, where appropriate, a shorter period, to the net carrying amount of the financial asset or financial liability on initial recognition. When calculating the effective interest rate, the Company estimates cash flows considering all contractual terms of the financial instrument but excluding future credit losses.

The calculation includes all amounts paid or received by the Company that are an integral part of the effective interest rate of a financial instrument, including transaction costs and all other premiums or discounts.

3.1.1 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets which are assets that necessarily take a substantial period of time to get ready for their intended use or sale are added to the cost of those assets until such time as the assets are substantially ready for their intended use.

Other borrowing costs are recognised in profit and loss in the period in which they are incurred.

3.2 Income tax

Income tax comprises current and deferred tax and is recognised in the Income statement.

Current tax is the tax expected to be payable on the taxable profit for the period, calculated using tax rates enacted or substantively enacted by the end of the reporting period and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Statement of financial position and the amounts attributed to such assets and liabilities for tax purposes. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which deductible temporary differences can be utilised.

Deferred tax is calculated using the tax rates expected to apply in the periods in which the assets will be realised or the liabilities settled, based on tax rates and laws enacted, or substantively enacted, by the end of the reporting period.

Notes to the annual financial statements (continued)

for the year ended 31 December 2016

3 Summary of significant accounting policies (continued)

3.3 Property, plant and equipment

In the normal course of business rolling stock and other railway assets are recognised at cost and are depreciated on a straight-line basis over their useful economic lives to their estimated residual value. The useful economic life depends on the class of vehicle and type of asset and ranges from 20 to 40 years. Useful lives and residual values are reviewed annually and if there is indication of impairment, a loss will be recognised to reduce the carrying value of the asset to its recoverable amount. During 2015 Directors extended the estimated useful economic life of certain assets. This did not have a material impact on the financial statements.

In relation to the construction of rolling stock and other railway assets:

- i) Progress payments paid to third parties are capitalised.
- ii) Interest costs are capitalised to the extent that they are incurred in relation to borrowings, which are attributable to the construction of rolling stock and other railway assets and accrue in respect of the period of construction.
- iii) Assets in the course of construction are not depreciated until they are available for use.

The depreciation charge is included in the Income statement as detailed in note 4.

The gain or loss arising on the disposal or scrapping of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset.

At each reporting date, the Company reviews the carrying value of its rolling stock and railway assets to determine whether there is any indication that the assets have suffered an impairment loss. If there is an indication that impairment exists, the recoverable amount of the asset is estimated to determine the extent of the impairment.

The recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimate of future cash flows have been adjusted.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount is reduced to its recoverable amount. The impairment loss is recognised immediately in the Income statement.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised immediately in the Income statement.

Notes to the annual financial statements (continued)

for the year ended 31 December 2016

3 Summary of significant accounting policies (continued)

3.4 Financial instruments

Financial assets and financial liabilities are recognised in the Company's Statement of financial position when the Company becomes a party to the contractual provisions of the instrument.

3.4.1 Financial assets

Financial assets are classified into the following specified categories: financial assets at 'fair value through profit or loss' (FVTPL); 'held to maturity investments'; 'available for sale (AFS) financial assets' and 'loans and receivables'. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. The Company holds the following classes of financial assets:

3.4.1.1 Loans and receivables

Loans and receivables include receivables originated by the Company which are not classified either as held for trading or designated at fair value. Loans and receivables are recognised when cash is advanced to borrowers. They are derecognised when either borrowers repay their obligations, or the loans are sold or written off, or substantially all the risks and rewards of ownership are transferred. They are initially recorded at fair value plus any directly attributable transaction costs and are subsequently measured at amortised cost using the effective interest rate method, less impairment losses.

3.4.1.2 Cash and cash equivalents

For the purpose of the Statement of cash flows, cash and cash equivalents include highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value. Such investments are normally those with less than three months' maturity from the date of acquisition, and include cash.

3.4.2 Impairment of financial assets

Financial assets, other than those at FVTPL are assessed for indicators of impairment at each reporting date. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the asset have been affected.

Losses for impaired loans are recognised promptly when there is objective evidence that impairment of a loan or portfolio of loans has occurred. Impairment losses are calculated on individual loans and on groups of loans assessed collectively. Impairment losses are recorded as charges to the Income statement. The carrying amount of impaired loans on the statement of financial position is reduced through the use of impairment allowance accounts. Losses expected from future events are not recognised.

Individually assessed impairment losses are calculated by discounting the expected future cash flows of a loan at its original effective interest rate, and comparing the resultant present value with the loan's current carrying amount.

Collectively assessed impairment losses are calculated on the basis of past experience, current economic conditions and other relevant factors to provide for losses not yet specifically identified.

Financial assets are written off to the extent that there is no realistic prospect of recovery.

Notes to the annual financial statements (continued)

for the year ended 31 December 2016

3 Summary of significant accounting policies (continued)

3.4 Financial instruments (continued)

3.4.3 Determination of fair value

All financial instruments are recognised initially at fair value. In the normal course of business, the fair value of a financial instrument on initial recognition is the transaction price (that is, the fair value of the consideration given or received).

Subsequent to initial recognition, the fair values of financial instruments measured at fair value that are quoted in active markets are based on bid prices for assets held and offer prices for liabilities issued. When independent prices are not available, fair values are determined by using valuation techniques which refer to observable market data. These include comparison to similar instruments where market observable prices exist, discounted cash flow analysis and other valuation techniques commonly used by market participants.

Fair values are calculated by discounting future cash flows on financial instruments, using equivalent current interest rates.

3.5 Statement of cash flows

The Statement of cash flows has been prepared on the basis that, with the exception of tax related transactions which are classified under 'Operating activities', movements in intercompany transactions are shown under the heading of 'Financing activities'. Such movements arise ultimately from the Company's financing activities, through which the Company will acquire resources intended to generate future income and cash flows.

3.6 Share capital

Shares are classified as equity when there is no contractual obligation to transfer cash or other financial assets.

Dividends payable in relation to equity shares are recognised as a liability in the period in which they are declared.

3.7 Use of assumptions and estimates

In the application of the Company's accounting policies, management are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from those estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of revision and future periods if the revision affects both current and future periods.

The critical judgements and estimates that the Directors have made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognised in the financial statements relate to depreciation.

Depreciation is recognised so as to write off the cost of assets over their useful lives. In making their judgement of the useful life, management have considered the effect of wear and tear and planned maintenance on the assets.

Notes to the annual financial statements (continued)

for the year ended 31 December 2016

3 Summary of significant accounting policies (continued)

3.8 Maintenance income and costs

Following the industry standard and as acknowledged by legislation, heavy maintenance services are provided to successive lessees based on a whole-of-life model. Amounts received under these arrangements that relate to maintenance of future periods are included in other liabilities. When maintenance services are performed, the cost of which will be recovered under these arrangements only in future periods, the future recoverable amount is included in prepayments. Revenue from maintenance services rendered is recognised when the services are provided. In all cases maintenance service costs are expensed as incurred.

3.9 Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all of the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Operating lease income is recognised on a straight line basis over the lease term.

4 Cost of sales

	2016 £'000	2015 £'000
Depreciation	-	(5,206)

5 Finance expense

	2016 £'000	2015 £'000
Interest payable to Eversholt Rail (UK) Limited	-	(9,453)
Finance charges payable to Eversholt Funding plc	-	(139)
Interest on maintenance reserve	-	(9)
	<u>-</u>	<u>(9,601)</u>

No borrowing costs have been capitalised during the year (2015: £nil).

6 Administrative expense

	2016 £'000	2015 £'000
Management Fees	-	(1,090)
Fees payable to the Company's auditor for the audit of the Company's annual financial statements	-	(9)

The Company has no employees and hence no staff costs (2015: nil).

7 Directors' emoluments

The Directors have been paid by another group undertaking. No specific charge has been made to the Company in this regard.

Notes to the annual financial statements (continued)

for the year ended 31 December 2016

8 Income tax credit

	2016 £'000	2015 £'000
Current tax		
UK corporation tax on current year profit	-	(1,402)
Deferred tax		
Origination and reversal of temporary differences		
- Current year	-	2,593
Income tax credit	-	1,191

The following table reconciles the tax credit which would apply if all profits had been taxed at the UK corporation tax rate:

	2016 £'000	2015 £'000
Taxation at corporation tax rate of 20% (2015: 20.25%)	-	(348)
Change in tax rate	-	1,539
Income tax credit	-	1,191

9 Dividends

For the year ended 31 December 2016 a dividend of £3,437,838 was paid to Eversholt Rail Holdings (UK) Limited (2015: £nil).

10 Discontinued operations

On 31 December 2015, the trade and assets of the entity were transferred to another group undertaking, European Rail Finance (GB) Limited, at net book value. The value of net assets transferred was £151,707,863 and there was no material difference between the fair value and net book value of the assets transferred. Consideration received of £151,707,863 was paid in the form of an intercompany loan.

	2015 £'000
Assets	
Property, plant and equipment	169,463
Total assets	169,463
Liabilities	
Current tax	1,402
Other payables	313
Deferred tax	13,969
Deferred revenue	2,071
Total liabilities	17,755
Net assets value	151,708

Notes to the annual financial statements (continued)

for the year ended 31 December 2016

11 Property, plant and equipment

	Rolling stock and other railway assets £'000
Cost	
Balance at 1 January 2015	196,180
Disposals transferred to group company	(196,180)
Balance at 31 December 2015 and 2016	<u>-</u>
Depreciation	
Balance at 1 January 2015	21,511
Charge for the year	5,206
Depreciation on disposals transferred to group company	(26,717)
Balance at 31 December 2015 and 2016	<u>-</u>
Carrying value at 31 December 2015 and 2016	<u>-</u>

12 Loan Receivable

	2016 £'000	2015 £'000
Eversholt Rail (UK) Limited	-	3,438

The loan stands at £2 at 31 December 2016 and is receivable on demand. The loan is interest free.

13 Deferred tax

	2016 £'000	2015 £'000
Leasing transactions temporary differences:		
Balance at beginning of the year	-	16,562
Amount arising from temporary differences	-	(1,054)
Change in tax rate	-	(1,539)
Transferred to group company	-	(13,969)
Balance at end of the year	<u>-</u>	<u>-</u>

14 Share capital

	2016 £	2015 £
Authorised, allotted, called up and fully paid		
2 Ordinary shares of £1 each	<u>2</u>	<u>2</u>

The holders of ordinary shares are entitled to attend and vote at general meetings and receive dividends as and when declared.

15 Capital commitments

At the reporting date, the Company had not entered into any contractual commitments for the acquisition of property, plant and equipment.

Notes to the annual financial statements (continued)

for the year ended 31 December 2016

16 Risk management

Exposure to residual value risk, credit risk, liquidity risk and market risk arises in the normal course of the Company's business. The policies for managing all risks which are significant, together with the quantitative disclosures not already included elsewhere in the financial statements are described in this note.

Residual value risk

Following the transfer of the assets of the Company on 31 December 2015 to another group undertaking, European Rail Finance (GB) Limited, the Company has no residual value risk.

Capital risk management

The Company is not subject to any externally imposed capital requirements.

Credit risk management

Credit risk is the risk of financial loss if a customer or counterparty fails to meet its obligations under a contract. Following the transfer of trade to another group undertaking, European Rail Finance (GB) Limited, the Company has no credit risk.

Liquidity risk management

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company monitors its cash flow requirements on a daily basis and compares expected cash flow obligations with expected cash flow receipts to ensure they are appropriately aligned. The Company will borrow funds to meet any shortfall. Conversely, the Company lends any surplus funds to other group entities.

The Company's assets, net of deferred tax, are funded principally by borrowings from other group entities.

Undiscounted cash flows from the Company's assets and liabilities are analysed below by their contractual due date:

	Carrying value £'000	Total undiscounted cash flows £'000	On demand £'000	Due within 1 year £'000	Due between 1-5 years £'000	Due after 5 years £'000
31 December 2016						
Financial assets						
Loans and receivables						
- Loan receivable	-	-	-	-	-	-
Total financial instruments	-	-	-	-	-	-
	Carrying value £'000	Total undiscounted cash flows £'000	Due on demand £'000	Due within 1 year £'000	Due between 1-5 years £'000	Due after 5 years £'000
31 December 2015						
Financial assets						
Loans and receivables						
- Loan receivable	3,438	3,438	-	3,438	-	-
Total financial instruments	3,438	3,438	-	3,438	-	-

There are no material differences between the carrying value and the fair value of other financial assets and liabilities as at 31 December 2016 (2015: nil).

Undiscounted cash flows in respect of the intercompany loan with Eversholt Rail (UK) Limited include the principal amount of working capital loans only, due to the uncertainty of working capital movements and of interest estimation. Interest on working capital loans is settled as part of working capital cash movements and not accrued.

Notes to the annual financial statements (continued)

for the year ended 31 December 2016

16 Risk management (continued)

Market risk management

The Company is not exposed to foreign exchange risk on its financial assets or financial liabilities.

The Company has exposure to fluctuations in interest rates. This exposure is managed at a Group level through the use of interest rate swaps. The cost or benefit derived from the use of swaps is taken into account in determining the interest charged on loans to and from other group entities.

17 Operating lease arrangement

At the reporting date, the Company had contracted with lessees for the following future minimum lease payments.

	2016 £'000	2015 £'000
No later than one year	-	-
Later than one year and no later than five years	-	-
Later than five years	-	-
	<u>-</u>	<u>-</u>
Aggregate operating lease rentals receivable in the year	<u>-</u>	<u>17,512</u>

18 Related-party transactions

18.1 Identity of related parties

The Company has a related party relationship with its directors (refer page 3) and with other entities in the Eversholt Rail Group, namely:

- European Rail Finance Holdings Limited
- European Rail Finance Limited
- European Rail Finance (GB) Limited
- Eversholt Funding plc
- Eversholt Investment Limited
- Eversholt Rail Holdings (UK) Limited
- Eversholt Finance Holdings Limited
- Eversholt Rail (UK) Limited
- Eversholt Depot Finance (UK) Limited
- Eversholt Rail (365) Limited
- European Rail Finance (2) Limited

The ultimate parent undertaking (which is the ultimate controlling party) is CK Hutchison Holdings Limited, incorporated in Hong Kong. It was previously Eversholt Investment Group (Luxembourg) sarl. The parent undertaking of the largest and smallest group of undertakings for which group financial statements are drawn up and of which the Company is a member is CK Hutchison Holdings Limited. The immediate holding company is Eversholt Rail Holdings (UK) Limited. The results of the Company are included in the Group financial statements of CK Hutchison Holdings Limited.

Copies of the Group financial statements may be obtained from the following address:

PO Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

Notes to the annual financial statements (continued)

for the year ended 31 December 2016

18 Related-party transactions (continued)

18.2 Transactions with related parties

The Company has entered into the following transactions with related parties:

Loan accounts are more fully described in note 12. Interest incurred on these loans is disclosed in note 5.

During the year no management fees were payable to Eversholt Rail (UK) Limited (2015: £1,079,931) or to Eversholt Investment Limited (2015: £10,000).

The Directors held the following interest in Eversholt Investment Group (Luxembourg) sarl:

Preferred Equity Certificates	MB Kenny
Certificates held at 31 December 2014	321,568
Certificates redeemed	(321,568)
Certificates held at 31 December 2015 and 2016	-
Ordinary shares held	
Shares held at 31 December 2014	901
Shares redeemed	(901)
Shares held at 31 December 2015 and 2016	-

19 Contingent liabilities

There were no contingent liabilities for the Company at 31 December 2016 (2015: nil).

20 Subsequent events

There are no subsequent events requiring disclosure in these financial statements.

