

**GREATER WELLINGTON RAIL LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 JUNE 2008**

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**GREATER WELLINGTON RAIL LIMITED
DIRECTORY
FOR THE PERIOD ENDED 30 JUNE 2008**

Directors

F H Wilde (Chair)
A Blackburn
P Blades
I M Buchanan
J B Burke
P E Glensor

Appointed

20-Nov-08
3-Aug-06
3-Aug-06
3-Aug-06
14-Nov-08
14-Nov-08

F R Long
T McDavit
Hon M K Shields

Resigned

14-Nov-08
14-Nov-08
14-Nov-08

Registered Office

142-146 Wakefield Street
Wellington

Auditors

Audit New Zealand
on behalf of the Auditor-General

Solicitors

Chapman Tripp

Bankers

ANZ National Bank Ltd

**GREATER WELLINGTON RAIL LIMITED
DIRECTORS' REPORT
FOR THE PERIOD ENDED 30 JUNE 2008**

The Directors have pleasure in submitting their 2008 Annual Report and Financial Statements.

Principal Activities

The Company's principal activities during the period were the ownership and management of its rail rolling stock assets. The object of the Company is to own and maintain rail rolling stock and to make this available for lease to a commercial rail operator.

The Company was incorporated on 3rd August 2006.

Results and Distributions

	2008	2007
	\$000	\$000
Net surplus (deficit) for the period	(105)	-
Dividend distribution	-	-

F H Wilde (Chair)
Chair of Greater Wellington Regional Council

A Blackburn
None

P Blades
None

I M Buchanan
Immediate past Chair and current Councillor of Greater Wellington Regional Council

J B Burke
Councillor of Greater Wellington Regional Council

P E Glensor
Councillor of Greater Wellington Regional Council

Directors' Interest Register

Directors have had no interest in any transaction or proposed transaction of the company.

Directors' Use of Company Information

There were no notices from Directors requesting use of Company information received in their capacity as Directors which would not have otherwise been available to them.

Directors' Indemnity and Insurance

The Company's parent company, WRC Holdings Ltd, has arranged insurance to indemnify the Directors from any liability resulting from any act or omission in their capacity as Directors.

**GREATER WELLINGTON RAIL LIMITED
DIRECTORS' REMUNERATION
FOR THE PERIOD ENDED 30 JUNE 2008**

Details of Directors' remuneration are as follows:


	\$
F H Wilde (Chair)	-
A Blackburn	-
I M Buchanan	-
P E Glensor	-
P Blades	-
J B Burke	-

Auditor

The Auditor-General is the appointed auditor in accordance with section 15 of the Public Audit Act 2001 and section 70 of the Local Government Act 2002. The Auditor-General has appointed Andy Burns of Audit New Zealand to undertake the audit.

For and on behalf of the Board

Director  September 17, 2008

Director  September 17, 2008

GREATER WELLINGTON RAIL LIMITED
INCOME STATEMENT
FOR THE PERIOD ENDED 30 JUNE 2008

	Note	2008 \$000	2007 \$000
REVENUE			
Grants and Subsidies - Amortisation of Deferred Income		2,440	2,480
TOTAL OPERATING REVENUE		<u>2,440</u>	<u>2,480</u>
EXPENSES			
Audit fees	11	4	23
Insurance		154	19
Legal fees		381	82
Management fees		24	
Professional fees		30	8
Consultancy fees		759	2,339
Repairs and maintenance		190	9
Depreciation		998	-
Directors fees		-	-
Other operating expenditure		5	-
TOTAL EXPENSES		<u>2,545</u>	<u>2,480</u>
NET SURPLUS / (DEFICIT) BEFORE TAXATION		(105)	-
Taxation expense	2	-	-
NET SURPLUS / DEFICIT FOR THE PERIOD		<u>(105)</u>	<u>-</u>

STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD ENDED 30 JUNE 2008

	Share Capital \$000	Retained Earnings \$000	Total Attributable to equity holders \$000
Balance as at 30 June 2007	-	-	-
Net Surplus / (Deficit) for the period		(105)	(105)
Equity contribution by the owners during the year	599		599
Distributions to owners during the period	-	-	-
Balance as at 30 June 2008	<u>599</u>	<u>(105)</u>	<u>494</u>

The accompanying notes and accounting policies form part of these financial statements.

GREATER WELLINGTON RAIL LIMITED
BALANCE SHEET
AS AT 30 JUNE 2007

	Note	2008 \$000	2007 \$000
EQUITY			
Ordinary share capital	3	599	-
Retained Earnings		(105)	-
TOTAL EQUITY		<u>494</u>	<u>-</u>
Represented by:			
CURRENT ASSETS			
Bank and short term deposits		599	-
Income due from Greater Wellington Regional Council		206	10,181
Inventories		60	50
TOTAL CURRENT ASSETS		<u>865</u>	<u>10,231</u>
NON CURRENT ASSETS			
Property plant and equipment	4	33,252	19,809
TOTAL NON CURRENT ASSETS		<u>33,252</u>	<u>19,809</u>
TOTAL ASSETS		<u>34,117</u>	<u>30,040</u>
CURRENT LIABILITIES			
Accrued Expenditure		206	10,181
Deferred Income		2,565	993
Current Account - Greater Wellington Regional Council		342	-
TOTAL CURRENT LIABILITIES		<u>3,113</u>	<u>11,174</u>
NON CURRENT LIABILITIES			
Deferred Income		30,510	18,866
TOTAL NON CURRENT LIABILITIES		<u>30,510</u>	<u>18,866</u>
TOTAL LIABILITIES		<u>33,623</u>	<u>30,040</u>
NET ASSETS		<u>494</u>	<u>-</u>

For and on behalf of the Board

Director  September 17, 2008

Director  September 17, 2008

The accompanying notes and accounting policies form part of these financial statements.

GREATER WELLINGTON RAIL LIMITED
STATEMENT OF CASH FLOWS
FOR THE PERIOD ENDED 30 JUNE 2008

	Note	2008 \$000	2007 \$000
Cash flow from operating activities			
Cash was provided from:			
Grants from Greater Wellington Regional Council		-	
Cash was applied to:			
Payments to suppliers		-	
Net cash flow from operating activities	8	-	
Cash flow from investing activities			
Purchase of Property, Plant & Equipment			
Purchase of Inventory		-	
Net cash flow from investing activities		-	
Cash flow from financing activities			
Cash was provided from:			
Movement in Accounts Receivable		-	
Issue of Ordinary Share Capital		599	
Cash was applied to:			
Dividend paid to WRC Holdings Ltd		-	
Movement in Accounts Payable		-	
Net cash flow from financing activities		599	
Net increase (decrease) in cash held		599	
Add opening cash brought forward		-	
Closing cash carried forward		599	

Most transactions for Greater Wellington Rail Limited were transacted through the intercompany current account with Greater Wellington Regional Council. As such there are few cash movements in the cash flow statement.

The accompanying notes and accounting policies form part of these financial statements.

**GREATER WELLINGTON RAIL LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 JUNE 2008**

1. STATEMENT OF ACCOUNTING POLICIES

REPORTING ENTITY

Greater Wellington Rail Ltd (the Company) is registered under the Companies Act 1993 and is a wholly owned subsidiary of WRC Holdings Ltd, which in turn is a wholly owned subsidiary of Greater Wellington Regional Council.

The Company is a council controlled trading organisation as defined in section 6 of the Local Government Act 2002.

For the purposes of financial reporting the company is designated as a profit-oriented entity.

STATEMENT OF COMPLIANCE

The financial statements are presented in accordance with the requirements of the Companies Act 1993, the Financial Reporting Act 1993 and the Local Government Act 2002 and New Zealand Generally Accepted Accounting Practices (NZ GAAP).

These financial statements are prepared in accordance with New Zealand equivalents to International Financial Reporting Standards (NZ IFRS), as appropriate for profit oriented entities.

MEASUREMENT BASE

The general accounting principles recognised as appropriate for the measurement and reporting of earnings and financial position on a historical cost basis are followed by the Company.

ACCOUNTING POLICIES

The following accounting policies which materially affect the financial statements have been consistently applied.

(a) Revenue Recognition

Revenue is recognised when billed or earned on an accrual basis.

Grants for asset purchases are initially recognised in the balance sheet as deferred income and only recognised in the Income Statement over the periods necessary to match them with the related use over the life of the asset.

(b) Income Tax

Current Tax

Current tax is calculated by reference to the amount of income taxes payable or recoverable in respect of the taxable profit or tax loss for the period. It is calculated using tax rates and tax laws that have been enacted or substantively enacted by reporting date. Current tax for current and prior periods is recognised as a liability (or asset) to the extent that it is unpaid (or refundable). Tax assets and liabilities are offset only when the company has a legally enforceable right to set off the recognised amounts, and intends to settle on a net basis.

Deferred Tax

Deferred tax is accounted for using the comprehensive balance sheet liability method in respect of temporary differences arising from differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax base of those items.

In principle, deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that sufficient taxable amounts will be available against which deductible temporary differences or unused tax losses and tax offsets can be utilised. However, deferred tax assets and liabilities are not recognised if the temporary differences giving rise to them arise from the initial recognition of assets and liabilities (other than as a result of a business combination) which affects neither taxable income nor accounting profit.

**GREATER WELLINGTON RAIL LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 JUNE 2008**

(b) Income Tax - continued

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, branches, associates and joint ventures except where the consolidated entity is able to control the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets arising from deductible temporary differences associated with these investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period(s) when the asset and liability giving rise to them are realised or settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by reporting date. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Current and deferred tax for the period

Current and deferred tax is recognised as an expense or income in the Income Statement, except when it relates to items credited or debited directly to equity, in which case the deferred tax is also recognised directly in equity, or where it arises from the initial accounting for a business combination, in which case it is taken into account in the determination of goodwill or excess.

(c) Property Plant and Equipment

Property plant and equipment are recorded at historical cost.

Capital work in progress is calculated on the percentage work completed basis.

(d) Depreciation

Depreciation is provided on a straight line basis on all tangible property, plant and equipment other than capital works in progress, at rates which, will write off assets, less their estimated residual value, over their remaining useful lives.

The useful lives of major classes of assets have been estimated as follows:

Rail Rolling Stock	20 to 35 years
Capital work in progress	Not depreciated.

(e) Goods and Services Tax (GST)

The company is part of the Wellington Regional Council GST Group. All items in the financial statements are exclusive of GST.

Where GST is not recoverable as an input tax it is recognised as part of the related asset or expense.

(f) Inventories

Inventories are valued at the lower of cost or net realisable value.

(g) Changes in Accounting Policies

There have been no changes in accounting policies during the period.

GREATER WELLINGTON RAIL LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 JUNE 2008

2. TAXATION

(a) Income tax recognised in profit or loss	2008	2007
Tax expense/(income) comprises:	\$000	\$000
Current tax expense/(income)	-	-
Subvention payment (receipt)	-	-
Adjustments recognised in the current period in relation		
Deferred tax expense/(income) relating to the origination and reversal of temporary differences	-	-
Deferred tax expense arising from the write-down, or reversal of previous write-down, of a deferred tax asset.	-	-
Total tax expense/(benefit)	-	-

The prima facie income tax expense on pre-tax accounting profit from operations reconciles to the income tax expense in the financial statements as follows:

(Profit)/loss from operations	(105)	-
Income tax expense/(benefit) calculated at 33%	(35)	-
Non-deductible expenses		-
Tax impact of imputation credits		-
Unused tax losses and tax offsets not recognised as deferred tax assets	35	-
Other	-	-
(Over)/under provision of income tax in previous period		-
Total tax expense (receipt)	-	-

The tax rate used in the above reconciliation is the corporate tax rate of 33% payable by New Zealand corporate entities on taxable profits under New Zealand tax law. Although for the current period there has been no change in the corporate tax rate when compared with the previous reporting period, from 1 July 2008 the company will be subject to tax at the recently enacted rate of 30%.

(b) Deferred tax balances	2008	2007
	\$000	\$000
Deferred tax assets comprise:		
Tax losses	-	-
Temporary differences	-	-
	-	-
Deferred tax liabilities comprise:		
Temporary differences	-	-
	-	-

Greater Wellington Rail Limited has unrecognised tax losses of \$0.105m (2007: nil) available to be carried forward and to be offset against taxable income in the future. The tax effect of these losses at 30% is \$0.031m (2007: nil).

(c) Imputation credit account balances	2008	2007
	\$000	\$000
Balance at beginning of the period	-	-
Balance at end of the period	-	-

**GREATER WELLINGTON RAIL LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 JUNE 2008**

3. SHARE CAPITAL

	2008	2007
	\$000	\$000
Ordinary Share Capital		
22,170,000 \$1 shares, partly paid to 2.7 cents	599	-

4. PROPERTY PLANT AND EQUIPMENT

	Cost	Accumulated Depreciation	Net Book Value
	\$000	\$000	\$000
Balance at 1 July 2007	19,809	-	19,809
Additions	14,441	-	14,441
Depreciation	-	(998)	(998)
Balance at 30 June 2008	<u>34,250</u>	<u>(998)</u>	<u>33,252</u>

At 30 June 2008, \$8,886,000 of assets were under construction, (June 2007: \$19,809,000)

5. INVENTORIES

	2008	2007
	\$000	\$000
Spares for rolling stock	60	50

6. CONTINGENT ASSETS AND LIABILITIES

The contingent liabilities of the company at 30 June 2008 were nil (2007: nil)

The contingent assets of the company at 30 June 2008 were nil (2007: nil)

7. RELATED PARTY DISCLOSURES

100% of the grants revenue was provided by Greater Wellington Regional Council, the ultimate parent company. At year end the Company is owed \$35,755,000 by the Wellington Regional Council (June 2007: \$10,181,000). No interest is calculated as outstanding balances are settled on a daily basis.

All other transactions with related parties have been carried out on normal commercial terms.

Directors fees:

Messrs F H Wilde, I M Buchanan, J B Burke, and P E Glensor, received a salary from Greater Wellington Regional Council in accordance with the Local Government Elected Members Determination of 2006 and any out-of-pocket expenses incurred as set in Greater Wellington Regional Council's policy on elected members' allowances and expenses.

	2008	2007
	\$	\$
Other Directors' remuneration paid during the period		
A Blackburn	nil	nil
P Blades	nil	nil
	<u>-</u>	<u>-</u>

For the 2007/08 year Directors Fee were paid through the Parent Company WRC Holdings.

**GREATER WELLINGTON RAIL LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 JUNE 2008**

**8. RECONCILIATION OF CASH FLOWS FROM OPERATING ACTIVITIES TO
NET SURPLUS /(DEFICIT) AFTER TAX**

	2008	2007
	\$000	\$000
Net surplus (deficit) after taxation	(105)	-
Add back non cash items:		
Depreciation	998	
Add /(less) movement in working capital:		
(Increase) / decrease revenue in advance	13,216	
(Increase) / decrease in inventory	(10)	(50)
(Increase) / decrease in deferred income	(9,975)	19,859
(Increase) / decrease in revenue due from Greater Wellington Regional Council	342	(10,181)
Increase / (decrease) in Accrued expenditure	9,975	10,181
Add/(less) items classified as investing or financing activities		
Accounts payable related to property plant and equipment	(14,441)	(19,809)
Decrease in provision for dividends relating to financing activities		-
Decrease in Greater Wellington Regional Council current account relating to financing activities	-	
Net cash flows from operating activities	<u>-</u>	<u>-</u>

All transactions for Greater Wellington Rail Limited were transacted through the intercompany current account with Greater Wellington Regional Council. As such there are no cash movements in the cash flow statement.

9. KEY PERFORMANCE TARGETS - Statement of Intent

Key performance targets are set for the WRC Holdings Group as a whole and are reported on in the WRC Holdings Ltd 2008 Annual Report and Financial Statements.

10. CONTRACTUAL COMMITMENTS

Estimated contractual commitments at balance date but not provided were \$208,825,000 (2007 \$7,434,000).

11. AUDITORS' REMUNERATION

	2008	2007
	\$000	\$000
Audit New Zealand - audit services	4	5
Audit New Zealand - other services	-	18
	<u>4</u>	<u>23</u>

**GREATER WELLINGTON RAIL LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 JUNE 2008**

12. FINANCIAL INSTRUMENT RISKS

Market risk

The interest rate risk is limited to the bank balance.

Fair value interest rate risk

Fair value interest rate risk is the risk that the value of a financial instrument will fluctuate due to changes in market interest rates.

Cash flow interest rate risk

Cash flow interest rate risk is the risk that the cash flows from a financial instrument will fluctuate because of changes in market interest rates. The Bank account is at a variable interest rate.

The Company has no investments or borrowings exposed to market interest rate risk.

Currency Risk

The Company has no currency risk. Contracts are denominated in New Zealand dollars. Any currency risk is managed by Wellington Regional Council on the Company's behalf.

Currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. The Trust is not exposed to currency risk, as it does not enter into foreign currency transactions.

Credit Risk

The only credit risk is on Wellington Regional Council the company's owner.

Credit risk is the risk that a third party will default on its obligation causing a loss to occur.

Liquidity Risk

Liquidity risk is the risk that the company will encounter difficulty raising liquid funds to meet commitments as they fall due. Prudent liquidity risk management implies maintaining sufficient cash, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions. The Council provides funds as and when commitments fall due and consequently there is no liquidity risk.

13. IMPAIRMENT AND OVERDUE RECEIVABLES

There are no receivables past due and no impairments on receivables.

14. ACCRUED EXPENDITURES

Accrued expenditures are non-interest bearing and are normally settled on 30-day terms, therefore the carrying value of these approximates their fair value.

**GREATER WELLINGTON RAIL LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 JUNE 2008**

Compliance

The Directors and management of the Company confirm that all the statutory requirements of the Local Government Act 2002 in relation to the financial report have been complied with.

Responsibility

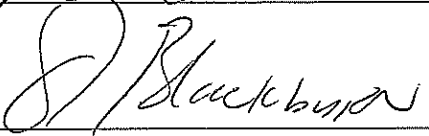
The Directors and management of the Company accept responsibility for the preparation of the annual Financial Statements and the judgements used in them.

The Directors have authority to sign these financial statements.

The Directors and management of the Company accept responsibility for establishing and maintaining a system of internal control designed to provide reasonable assurance as to the integrity and reliability of financial reporting.

In the opinion of the Directors and management of the Company, the annual Financial Statements for the year ended 30 June 2008 fairly reflect the financial position and operations of the Company.

Director  September 17, 2008

Director  September 17, 2008

Chief Financial Officer _____ September 17, 2008

AUDIT REPORT**TO THE READERS OF
GREATER WELLINGTON RAIL LTD'S
FINANCIAL STATEMENTS AND PERFORMANCE INFORMATION
FOR THE YEAR ENDED 30 JUNE 2008**

The Auditor-General is the auditor of Greater Wellington Rail Ltd (the company). The Auditor-General has appointed me, A P Burns, using the staff and resources of Audit New Zealand, to carry out the audit of the financial statements and performance information of the company, on his behalf, for the year ended 30 June 2008.

Unqualified Opinion

In our opinion:

- The financial statements of the company on pages 5 to 13:
 - comply with generally accepted accounting practice in New Zealand;
 - give a true and fair view of:
 - the company's financial position as at 30 June 2008; and
 - the results of its operations and cash flows for the year ended on that date.
- The performance information of the company on pages 12 gives a true and fair view of the achievements measured against the performance targets adopted for the year ended 30 June 2008.
- Based on our examination the company kept proper accounting records.

The audit was completed on 17 September 2008, and is the date at which our opinion is expressed.

The basis of our opinion is explained below. In addition, we outline the responsibilities of the Board of Directors and the Auditor, and explain our independence.

Basis of Opinion

We carried out the audit in accordance with the Auditor-General's Auditing Standards, which incorporate the New Zealand Auditing Standards.

We planned and performed the audit to obtain all the information and explanations we considered necessary in order to obtain reasonable assurance that the financial statements and performance information did not have material misstatements, whether caused by fraud or error.

Material misstatements are differences or omissions of amounts and disclosures that would affect a reader's overall understanding of the financial statements and performance information. If we had found material misstatements that were not corrected, we would have referred to them in our opinion.

The audit involved performing procedures to test the information presented in the financial statements and performance information. We assessed the results of those procedures in forming our opinion.

Audit procedures generally include:

- determining whether significant financial and management controls are working and can be relied on to produce complete and accurate data;
- verifying samples of transactions and account balances;
- performing analyses to identify anomalies in the reported data;
- reviewing significant estimates and judgements made by the Board of Directors;
- confirming year-end balances;
- determining whether accounting policies are appropriate and consistently applied; and
- determining whether all required disclosures are adequate.

We did not examine every transaction, nor do we guarantee complete accuracy of the financial statements and performance information.

We evaluated the overall adequacy of the presentation of information in the financial statements and performance information. We obtained all the information and explanations we required to support our opinion above.

Responsibilities of the Board of Directors and the Auditor

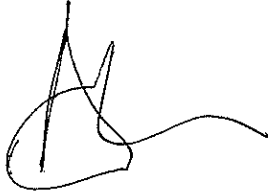
The Board of Directors is responsible for preparing the financial statements in accordance with generally accepted accounting practice in New Zealand. The financial statements must give a true and fair view of the financial position of the company as at 30 June 2008 and the results of its operations and cash flows for the year ended on that date. The Board of Directors is also responsible for preparing performance information that gives a true and fair view of service performance achievements for the year ended 30 June 2008. The Board of Directors' responsibilities arise from the Financial Reporting Act 1993 and the Local Government Act 2002.

We are responsible for expressing an independent opinion on the financial statements and performance information and reporting that opinion to you. This responsibility arises from section 15 of the Public Audit Act 2001 and section 69 of the Local Government Act 2002.

Independence

When carrying out the audit we followed the independence requirements of the Auditor-General, which incorporate the independence requirements of the Institute of Chartered Accountants of New Zealand.

Other than the audit, we have no relationship with or interests in the company.

A handwritten signature in black ink, appearing to be 'A P Burns', with a long horizontal flourish extending to the right.

A P Burns
Audit New Zealand
On behalf of the Auditor-General
Wellington, New Zealand