FIRST SCOTRAIL LIMITED

REPORT AND FINANCIAL STATEMENTS

31 MARCH 2013

Company Registered Number: SC185018

Registered Office:

395 King Street
Aberdeen
AB24 5RP

FIRST SCOTRAIL LIMITED

REPORT AND FINANCIAL STATEMENTS 2013

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DIRECTORS' REPORT

The directors have pleasure in submitting their annual report and audited financial statements for the year ended 31 March 2013.

Principal activities

The principal activity of the company during the year was the operation of passenger railway services in Scotland and sleeper services to and from London.

Business review

The franchise to operate these passenger railway services commenced on 17 October 2004, and following a 3-year extension, was set to continue until November 2014. However, during the year, it has been agreed to continue to 31 March 2015. The original commitment to invest £40m in station enhancements, increased CCTV and passenger information coverage and additional ticket issuing facilities, is now complete with £42.5m of investment since the start of the franchise. The further investment commitment of £70m, agreed as part of the 3-year extension agreement, is also being implemented. As part of the franchise continuation to March 2015, there will be further investment commitments in Smartcards, Commonwealth Games facilities at stations (which are being held in Glasgow in 2014) and Wi-Fi on the Class 380 trains.

Operating profit in the year to 31 March 2013 was £10.9m (2012 - £17.4m).

Turnover was £778.7m (2012 - £613.7m), including £447.2m (2012 - £297.5m) of Revenue Grant from Transport Scotland. This increase principally relates to the increase in Track Access charges payable to Network Rail, as determined by the Office of Rail Regulation (ORR). Passenger Income for this period was £297.4m (2012 - £280.2m), an increase of 6.1%. There has been a continued focus on service delivery, customer service and revenue protection throughout the year.

Profit after tax for the year was £14.2m (2012 - £17.3m). Net assets on the balance sheet have increased to £12.6m (2012 - £8.2m), after payment of interim dividends in the year of £12.0m (2012 - £16.0m); capital contributions in respect of share based payments £0.3m (2012 - £0.3m) and as a result of the actuarial gain relating to the pension scheme of £2.6m (2012 – gain of £8.0m), offset by related deferred tax of £0.6m (2012 – £2.0 m).

The Public Performance Measure (PPM) moving annual average (MAA) at 31 March 2013 has increased to 93.0% (2012 – 90.7%).

During the year, Smartcards were issued to all Staff and their dependents and a rollout to customers has commenced, which when completed, should be available at 202 stations across the network.

The first major project delivered from the Alliance with Network Rail was completed in December 2012, with the Paisley Canal branch line being electrified.

Outlook

The coming year will see a further expansion of Smartcard technology across the country and also see the implementation of Wi-Fi on selected trains and stations. There will be further investment in Station Enhancements and Car Parks in advance of the Commonwealth Games and Ryder Cup in 2014.

The ScotRail Foundation has been launched, allowing local groups and individuals to receive matched funding for specific schemes and initiatives within their community.

The franchise re-letting process has commenced, with Transport Scotland, as the Scottish Governments agency in the lead. There will be 2 franchises let, one for the Caledonian Sleepers and one for the rest of the current ScotRail services. First ScotRail will be supporting Transport Scotland in this process throughout the coming year.

Risks and Opportunities

Fuel costs

Fuel prices and supply can be influenced significantly by international, political and economic circumstances which could have an adverse impact on the company's operating results. To mitigate the risks of rising fuel costs, the parent company regularly enters into forward contracts to buy fuel at fixed prices and also limit the impact of any fuel price rise through efficiency and pricing measures.

Terrorism

Terrorist acts and the public's concerns about potential attacks could adversely affect demand for our services. The parent company has a Head of Security who is responsible for improved security awareness, the application of good practice and the development and training of our employees so that the company can respond effectively to any perceived threat or incident.

Economy

The business environment and the level of general economic activity affect the number of train journeys taken by passengers in the UK. Any changes in economic activity may impact upon the passenger numbers and hence our operations.

Financial matters

The results for the year are set out in the profit and loss account on page 7.

The directors have not recommended payment of a final dividend but interim dividends of £12m (2012 - £16m) were paid.

Supplier payment policy

It is the company's policy to abide by the payment terms agreed with suppliers whenever it is satisfied that the supplier has provided the goods and services in accordance with agreed terms and conditions. A number of significant purchases, such as fuel, commitments under finance leases, hire purchase contracts and operating leases are paid by direct debit. At 31 March 2013 the company had 24.8 days (2012 – 22.6 days) purchases outstanding.

Financial instruments

The company's principal financial assets are bank balances and trade and group debtors. The company's credit risk is primarily attributable to its trade debtors. The amounts presented in the balance sheet are net of provisions for doubtful debts. The company has no significant credit risk, with exposure mainly on rail industry partners. The credit risk on liquid funds is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies. Although certain risks, for example fuel price, are hedged on a group basis, the company does not directly enter into any derivative financial instruments. The company's principal financial liabilities are trade and group creditors and maintenance bond liabilities (see note 1(j)).

Directors

The directors who held office throughout the year and to the date of this report (except as noted) and subsequently appointed are as follows:

Clive Burrows	
Hugh Patrick Clancy	
Jacqueline Dey	
David Clement Gausby	
Kenneth Allan McPhail	
Stephen Montgomery	
David Murdoch	
Kenneth William Scott	Resigned 7th January 2013
Vernon Barker	
Sean Duffy	

Company Secretary

The Company Secretary who held office throughout the year and to the date of this report is Paul Michael Lewis

Directors' Indemnities

The Company has made qualifying third party indemnity provisions for the benefit of its directors which were made during the year and remain in force at the date of this report.

Employee involvement

Communication with employees is effected mainly through regular briefing and negotiating meetings between the directors, the senior management and employee representatives on the central and depot negotiating committees. The briefing meetings enable senior management to consult employees and to ascertain their views on matters likely to affect their interests.

Disabled persons

The company recognises its obligations to give disabled people full and fair consideration for all vacancies within the statutory medical requirement which have to be met for certain grades of staff. Wherever reasonable and practicable, the company will retain newly disabled employees and at the same time provide full and fair opportunities for the career development of disabled people.

Charitable and political donations

The company made charitable donations of £54,789 during the year (2012 - £65,202).

Going concern

The directors have considered the going concern assumption given the current economic climate and have formed the conclusion that there is a reasonable expectation that the company will continue to operate in the foreseeable future. The directors have considered the company forecasts and reasonable risks and sensitivity scenarios in forming this judgement.

Included in creditors due within one year are Deferred Capital Grants of £10.8m (2012 - £8.2m) and Maintenance Bonds of £21.4m (2012 - £21.6m). The Deferred Capital Grants are being amortised over the franchise period and the Maintenance Bonds are only payable on demand under the terms of the Franchise Agreement. Therefore, excluding these items, the balance sheet would show net current assets of £21.6m

After making enquiries and considering the above facts, the directors continue to adopt the going concern basis in preparing the financial statements.

Audit information

Each of the persons who are a director at the date of approval of this report confirms that:

- as 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 and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Auditor

The company has passed an elective resolution dispensing with the requirement to appoint an auditor annually. Deloitte LLP has indicated its willingness to continue as auditor of the company and is therefore deemed to be reappointed for a further term.

Approved by the Board of Directors
and signed by order of the Board

Stephen Montgomery
Managing Director
2 July 2013

395 King Street
Aberdeen
AB24 5RP

DIRECTORS' RESPONSIBILITIES STATEMENT

The directors are responsible for preparing the Annual 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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF FIRST SCOTRAIL LIMITED

We have audited the financial statements of First ScotRail Limited for the year ended 31 March 2013 which comprise the Profit and Loss Account, the Balance Sheet, the Reconciliation of Movements in Shareholders' Funds , the Statement of Total Recognised Gains and Losses, and the related notes 1 to 24. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement, 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 annual report to identify material inconsistencies with the audited financial statements. 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 March 2012 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

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

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.

Chris Powell

Christopher Powell FCA (Senior statutory auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor .
Glasgow, United Kingdom

2 July 2013

PROFIT AND LOSS ACCOUNT
For the year ended 31 March 2013

	Notes	2013 £000	2012 £000
Turnover	2	778,672	613,686
Net operating costs			
- General		(766,473)	(594,959)
- Intangible asset amortisation	11	(1,279)	(1,300)
Total net operating costs	3	(767,752)	(596,259)
Operating profit		10,920	17,427
Net interest receivable	7	8,261	6,232
Profit on ordinary activities before taxation	8	19,181	23,659
Tax charge on profit on ordinary activities	9	(4,991)	(6,392)
Profit on ordinary activities after taxation	19	14,190	17,267

All activities relate to continuing operations.

The notes on pages 10 to 29 form an integral part of these financial statements.

BALANCE SHEET
At 31 March 2013

	Notes	2013 £000	2012 £000
Fixed assets			
Intangible assets	11	2,058	3,337
Tangible assets	12	35,057	47,053
		37,115	50,390
Current assets			
Stocks	13	5,856	5,414
Debtors	14	49,206	47,880
Cash at bank and in hand		112,229	77,845
		167,291	131,139
Creditors: amounts falling due within one year	15	(177,097)	(144,649)
Net current liabilities		(9,806)	(13,510)
Total assets less current liabilities		27,309	36,880
Creditors: amounts falling due after more than one year	15	(9,050)	(18,290)
Net assets excluding pension liability		18,259	18,590
Net pension liability	22	(5,579)	(10,427)
Net assets including pension liability		12,680	8,163
Financed by:			
Equity and reserves			
Called up share capital	18	-	-
Profit and loss account	19	12,680	8,163
Shareholders' funds		12,680	8,163

The notes on pages 10 to 29 form an integral part of these financial statements.

The financial statements of First ScotRail Limited, company registered number SC185018, were approved by the Board of Directors on 2 July 2013 and were signed on its behalf by:

Stephen Montgomery
Managing Director

RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS
For the year ended 31 March 2013

	2013 £000	2012 £000
Profit for the financial year	14,190	17,267
Dividends paid in the year	(12,000)	(16,000)
Actuarial gain on pension scheme (net of deferred tax)	2,062	6,020
Capital contribution in respect of share based payments	265	286
Net reduction in shareholders' funds	4,517	7,573
Opening shareholders' funds	8,163	590
Closing shareholders' funds	12,680	8,163

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES
For the year ended 31 March 2013

	2013 £000	2012 £000
Profit for the financial year	14,190	17,267
Actuarial gain relating to pension scheme (note 22)	2,615	8,007
UK deferred taxation attributable to actuarial gain	(553)	(1,987)
Total recognised gains and losses for the year	16,252	23,287

1 Principal accounting policies

The following accounting policies have been applied consistently throughout the current and preceding year.

(a) Basis of preparation

The financial statements have been prepared on the historical cost basis, and on the going concern basis as described in the going concern statement in the Directors' Report on page 3, and in accordance with applicable United Kingdom accounting standards.

(b) Cash flow statement

The company is a wholly owned subsidiary of FirstGroup plc, a company registered in Scotland. Accordingly, the company has taken advantage of the exemption offered by Financial Reporting Standard 1, enabling it not to produce a cash flow statement as the parent company has included the company within its Group financial statements.

(c) Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost, net of depreciation and any provision for impairment.

Depreciation is provided to write off the cost less residual value of tangible fixed assets over their estimated useful economic lives as follows:

Buildings	-	5 to 10 years straight line
Plant and Machinery	-	3 to 10 years straight line
Fixtures and Fittings	-	3 to 10 years straight line
Computer Equipment	-	4 years straight line
Leased Assets	-	3 to 10 years straight line

Assets under construction start depreciating once a project is completed.

(d) Deferred capital grants

Income received in relation to fixed assets acquisitions is recognised as Deferred capital grants within creditors and is amortised over the useful life of the asset.

(e) Leases and hire purchase

Assets held under finance leases, which are those leases where substantially all the risks and rewards of ownership of the asset have passed to the company, and under hire purchase contracts are recorded in the balance sheet as tangible fixed assets. Depreciation is provided on these assets over their estimated useful lives or lease term, as appropriate.

Future obligations under finance leases and hire purchase contracts are included in creditors, net of finance charges. Payments are apportioned between the finance element, which is charged to the profit and loss account as interest, and the capital element, which reduces the outstanding obligations. The finance charges are calculated in relation to the reducing amount of obligations outstanding and are charged to the profit and loss account on the same basis.

All other leases are operating leases and the rental charges are taken to the profit and loss account on a straight line basis over the life of the lease.

1 **Principal accounting policies (continued)**

(f) Government grants and subsidies

Amounts receivable for tendered services and concessionary fare schemes and financial support receivable from Transport Scotland are included in turnover (see note 1 (m) below). Rebates in respect of duty paid on fuel are netted off operating costs.

(g) Stocks

Stocks are valued at the lower of cost and net realisable value.

(h) Taxation

UK corporation tax is provided at amounts expected to be paid using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

The taxation liability is reduced wholly or in part by the surrender of losses by group undertakings. The tax benefits arising from group relief are recognised in the financial statements of the surrendering undertaking.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future has occurred at the balance sheet date.

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying differences can be deducted.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is not discounted.

(i) Intangible fixed assets

Franchise goodwill arises on transition of a rail franchise in relation to the fair value of the proportion of the pension scheme deficit the company is expected to fund over the franchise term, a liability which is assumed without additional consideration or payment receivable. The balance is being amortised on a straight line basis over the period to March 2015.

(j) Maintenance bond

At the start of the franchise, funds were received from the Strategic Rail Authority and Strathclyde Passenger Transport for future maintenance of some of the Class 170 trains.

The cash deposits received are secured as a bond in respect of future rolling stock maintenance. The receipts are recorded within Debtors under Amounts owed by group undertakings and the Maintenance Bond is recorded within Creditors. All maintenance payments made are subsequently deducted from this bond and interest receivable on these funds is calculated on a daily basis and applied against the maintenance bond. The maintenance bond from the Strategic Rail Authority has now expired.

1 Principal accounting policies (continued)

(k) Pension costs

Company specific scheme

The company operates a defined benefit scheme which is held in separately administered funds.

The amounts charged to operating profit regarding the defined benefit scheme are the current service costs and gains and losses on settlements and curtailments. Past service costs are recognised immediately in the profit and loss account if the benefits have vested. If the benefits have not vested immediately, the costs are recognised over the period until vesting occurs. The interest costs and the expected return on the assets are shown within interest payable and interest receivable respectively. Actuarial gains and losses are recognised immediately in the statement of total recognised gains and losses.

Pension scheme assets are measured at fair values and liabilities are measured on an actuarial basis using the projected unit method and discounted at a rate equivalent to the current rate of return on a high quality corporate bond of equivalent currency and term to the scheme liabilities. The actuarial valuations are obtained at least triennially and are updated at each balance sheet date. The resulting defined benefit asset or liability, net of related deferred tax, is presented separately after other assets on the face of the balance sheet.

The deficit reflected in the balance sheet reflects only that portion of the deficit that is expected to be funded over the franchise term, net of deferred tax. A "franchise adjustment" is made to the deficit on this basis. The franchise adjustment is the projected deficit to the end of the franchise term which the company will not be required to fund, discounted back to present value. On transition of a rail franchise, an intangible asset is recognised as set out in note 1 (i) above, which exactly offsets the initial recognition of the portion of the deficit the company is expected to fund. This intangible asset is being amortised on a straight line basis over the revised franchise term.

(l) Share based payments

The company's parent issues equity-settled share-based payments to certain employees. Equity-settled share-based payments are measured at fair value at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight line basis over the vesting period, based on the company's estimate of shares that will eventually vest and is adjusted for the effects of non-market based vesting conditions.

Fair value is measured by use of a Black-Scholes model. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

1 Principal accounting policies (continued)

(m) Turnover and revenue recognition

Turnover represents the amounts receivable for services supplied to customers during the year and includes rail support grants and amounts receivable for tendered services and concessionary fare schemes in the period. Revenue is recognised in the period it is earned. Revenue which relates to future periods is deferred and released to the profit and loss account over the relevant period that the revenue is earned. Amounts received in respect of performance regimes are recorded within operating costs.

The whole of the turnover and profit on ordinary activities before taxation derives from the company's principal activities within the United Kingdom. The company has one principal class of business, namely the provision of passenger transport services.

2 Turnover

	2013 £000	2012 £000
Passenger income	297,365	280,190
Revenue grant	447,196	297,536
Other income	34,111	35,960
	778,672	613,686

3 Total net operating costs

	2013 £000	2012 £000
Raw materials and consumables	154,720	142,782
Staff costs	189,377	178,431
Other external charges	414,493	266,644
Depreciation of tangible fixed assets	17,007	15,237
Amortisation of deferred capital grants	(9,124)	(8,135)
Intangible asset amortisation	1,279	1,300
	767,752	596,259

Included within staff costs are redundancy costs of £430,834 (2012: £418,596)

4 Employee numbers and costs

The average number of persons employed by the company (including directors) during the year was as follows:

	2013 No.	2012 No.
Drivers	1,061	1,004
On train staff	1,105	1,150
Station staff	1,133	994
Fleet maintenance staff	844	813
Management and administrative	521	508
	4,664	4,469

The aggregate payroll costs of these persons were as follows:

	2013 £000	2012 £000
Wages and salaries	153,060	144,040
Social security costs	11,750	10,726
Other pension costs	18,667	17,728
Redundancy costs	431	419
Other staff costs	5,469	5,519
	189,377	178,432

Other staff costs include agency staff, hired-in train crew and staff expenses.

5 Directors' remuneration

The remuneration of the directors during the year was as follows:

	2013 £000	2012 £000
Aggregate emoluments (excluding pension contributions)	1,143	1,014
Company pension contributions	96	95
	1,239	1,109

Retirement benefits accrue to 6 (2012 - 6) directors under a defined benefit scheme.

5 Directors' remuneration (continued)

The emoluments of the highest paid director amounted to:

	2013 £000	2012 £000
Aggregate emoluments	359	333
Company pension contributions to defined benefit scheme	27	28
	386	361
Defined benefit scheme		
Accrued annual pension at end of year	90	85
Accrued lump sum at end of year	51	47

6 Share based payments

Details of the share options outstanding across the FirstGroup plc group during the year are as follows:

(a) Save As You Earn (SAYE)

The Group operates an Inland Revenue approved savings related share option scheme. Grants were made as set out below. The scheme is based on eligible employees being granted options and their agreement to opening a Sharesave account with a nominated savings carrier and to save weekly or monthly over a specified period. Sharesave accounts are held with Yorkshire Building Society. The right to exercise the option is at the employee's discretion at the end of the period previously chosen for a period of six months.

	SAYE Dec 2008 Options Number	SAYE Dec 2009 Options Number	SAYE Dec 2010 Options Number	SAYE Dec 2011 Options Number	SAYE Dec 2012 Options Number
Outstanding at the beginning of the year	1,805,810	2,336,168	2,669,280	2,907,764	-
Awarded during the year	-	-	-	-	2,986,775
Exercised during the year	-	(819)	-	(54)	(11)
Lapsed during the year	(1,805,810)	(242,694)	(384,479)	(377,042)	(29,664)
Outstanding at the end of the year	-	2,092,655	2,284,801	2,530,668	2,957,100
Exercisable at the end of the year	-	2,092,655	-	-	-
Weighted average exercise price (pence)	371.0	310.0	319.0	271.5	143.9
Weighted average share price at date of exercise (pence)	N/A	197.3	N/A	204.9	193.0

(b) Deferred bonus shares (DBS)

	DBS 2005 Options Number	DBS 2006 Options Number	DBS 2007 Options Number	DBS 2008 Options Number	DBS 2009 Options Number	DBS 2010 Options Number	DBS 2011 Options Number	DBS 2012 Options Number
Outstanding at the beginning of the year	39,914	114,080	302,068	102,789	244,267	422,238	520,475	-
Granted during the year	-	-	-	-	-	-	-	982,131
Forfeited during the year	-	-	-	(1,860)	(2,357)	(8,829)	(16,643)	(45,815)
Exercised during the year	(6,962)	(27,464)	(131,671)	(25,881)	(160,341)	(13,587)	(10,528)	(17,196)
Outstanding at the end of the year	32,95286,	616	170,397	75,048	81,569	399,822	493,304	919,120
Exercisable at the end of the year	32,95286,	616	170,397	75,048	81,569	-	-	-
Weighted average exercise price (pence)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Weighted average share price at date of exercise (pence)	186.4	240.8	212.9	227.9	218.6	219.3	253.6	253.6

(c) Buy As You Earn (BAYE) scheme

BAYE enables eligible employees to purchase shares from their gross income. The Company provides two matching shares for every three shares bought by employees, subject to a maximum Company contribution of shares to the value of £20 per employee per month. If the shares are held in trust for five years or more, no income tax and national insurance will be payable. The matching shares will be forfeited if the corresponding partnership shares are removed from trust within three years of award.

At 31 March 2013 there were 8,306 (2012: 8,354; 2011: 7,985) participants in the BAYE scheme who have cumulatively purchased 6,159,479 (2012: 6,869,043; 2011: 5,651,985) shares with the Company contributing 1,936,789 (2012: 2,128,810; 2011: 1,689,837) matching shares on a cumulative basis.

(d) Long Term Incentive Plan (LTIP)

Awards under the LTIP scheme vest over the three year periods to 31 March from year of award with 50% of the award being dependent upon EPS performance over the vesting period and the other 50% being dependent upon total shareholder return over the same period compared to the comparator group of 100 companies.

	LTIP 2009 Options Number	LTIP 2010 Options Number	LTIP 2011 Options Number	LTIP 2012 Options Number
Outstanding at the beginning of the year	3,236,461	3,870,081	4,970,578	-
Granted during the year	-	-	-	6,293,066
Forfeited during the year	-	(96,074)	(244,023)	(294,831)
Lapsed during the year	(3,236,461)	-	-	-
Outstanding at the end of the year	-	3,774,007	4,726,555	5,998,235

The inputs into the FirstGroup plc Black-Scholes model were as follows:

	2013	2012
Weighted average share price (pence)		
- DBS	**220.1**	351.8
- SAYE December 2011	**-**	319.2
- SAYE December 2012	**188.9**	-
- LTIP	**223.1**	337.8
Weighted average exercise price (pence)		
- DBS	**-**	-
- SAYE December 2011	**-**	271.5
- SAYE December 2012	**143.9**	-
- LTIP	**-**	-
Expected volatility		
- DBS	**43%**	35%
- SAYE December 2011	**-**	35%
- SAYE December 2012	**35%**	-
- LTIP	**31%**	42.9%
Expected life (years)		
- DBS	**3**	3
- SAYE schemes	**3**	3
- LTIP	**3**	3
Rate of interest		
- DBS	**0.4%**	1.5%
- SAYE December 2010	**-**	0.6%
- SAYE December 2011	**0.4%**	-
- LTIP	**0.4%**	1.3%
Expected dividend yield		
- DBS	**10.8%**	6.3%
- SAYE December 2011	**-**	7.0%
- SAYE December 2012	**12.5%**	-
- LTIP	**10.6%**	6.6%

Expected volatility was determined by calculating the historical volatility of the Group's share price over the previous five years. The expected life used in the model has been adjusted based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

Allowances have been made for the SAYE schemes for the fact that, amongst a group of recipients some are expected to leave before an entitlement vests. The accounting charge is then adjusted over the vesting period to take account of actual forfeitures, so although the total charge is unaffected by the pre-vesting forfeiture assumption, the timing of the recognition of the expense will be sensitive to it. Fair values for the SAYE include a 10% p.a. pre-vesting leaver assumption whereas the Executive, LTIP and deferred share plans exclude any allowance for pre-vesting forfeitures.

The Group used the inputs noted above to measure the fair value of the new share options

The Group has allocated the expense amongst its trading subsidiary undertakings based on the number of employees participating in the schemes. The company has recognised a total expense of £265,000 (2012: £286,000) relating to equity-settled share-based payment transactions.

7 Net interest receivable

	2013 £000	2012 £000
Interest payable		
Finance leases and hire purchase contracts	(39)	(56)
Amounts payable under Maintenance Bond	(1,027)	(1,098)
Interest on pension scheme liabilities	(11,123)	(13,047)
	(12,189)	(14,201)
Interest receivable		
Bank interest	308	303
Amounts receivable from other group undertakings	1,026	1,047
Return on pension scheme assets	19,116	19,083
	20,450	20,433
Net interest receivable	8,261	6,232

8 Profit on ordinary activities before taxation

	2013 £000	2012 £000
Profit on ordinary activities before taxation is stated after charging/(crediting):		
Auditors' remuneration		
- Deloitte LLP audit fee	53	49
- Deloitte LLP regulatory reporting	4	4
Depreciation and other amounts written off tangible fixed assets		
- owned assets	16,797	15,027
- held under finance leases and hire purchase contracts	210	210
Amortisation of deferred grants	(9,124)	(8,135)
Amortisation of franchise goodwill	1,279	1,300
Government grants	(447,196)	(297,536)
Rentals receivable under operating leases		
- property	(2,011)	(2,536)
Rentals payable under operating leases		
- plant and machinery	3,807	3,682
- other operating leases	371,651	227,832

9 Tax charge on profit on ordinary activities

	2013 £000	2012 £000
Current taxation		
- UK Corporation tax	6,124	6,916
- Adjustments in respect of prior years	49	(149)
Total current taxation	6,173	6,767
Deferred taxation		
- Origination and reversal of timing differences	(1,835)	(819)
- Effect of a decrease in tax rate on opening deferred balance	85	115
- Adjustment in respect of prior years	150	(174)
	(1,600)	(878)
Deferred taxation on pension schemes		
- Origination and reversal of timing differences	295	204
- Effect of a decrease in tax rate on opening deferred balance	123	299
	418	503
Total deferred taxation	(1,182)	(375)
Total tax charge on profit on ordinary activities	4,991	6,392

The standard rate of taxation for the year, based on the UK standard rate of corporation tax, is 24% (2012: 26%). The actual current tax charge for the current and previous year differed from the standard rate for the reasons set out in the following reconciliation:

	2013 %	2012 %
Standard rate of taxation	24.0	26.0
Factors affecting charge		
- Expenses not deductible for tax purposes	0.3	0.4
- Capital allowances less than depreciation	11.4	3.7
- Other timing differences	(3.8)	(0.9)
- Adjustment to prior years' tax charge	0.3	(0.6)
Current taxation rate for the year	32.2	28.6

During the period the UK government enacted legislation to reduce the main rate of UK corporation tax to 23% with effect from 1 April 2013. The impact of this rate reduction has reduced the deferred tax liability on UK timing differences.

It was expected that further legislation would be included within Finance Bill 2013 to reduce the rate further to 22% for the financial year commencing 1 April 2014. However, government has subsequently announced that the rate will instead be reduced to 21% from 1 April 2014 and then again to 20% from 1 April 2015. None of these expected future rate reductions have been substantively enacted at the balance sheet date and, therefore, are not included in these financial statements.

The effective tax rate for the period to 31 March 2014 and 31 March 2015 is expected to reduce accordingly.

10 Dividends

	2013 £000	2012 £000
Interim dividend for the year ended 31 March 2013 of £6.0m (2012; £8.0m) per ordinary share	12,000	16,000

Interim dividends were paid in the year of £12m to First Rail Holdings Limited. No final dividend is proposed.

11 Intangible assets

	Franchise goodwill £000
Cost	
At 1 April 2012 and 31 March 2013	16,900
Amortisation	
At 1 April 2012	13,563
Charge for year	1,279
At 31 March 2013	14,842
Net book value	
At 31 March 2013	2,058
At 31 March 2012	3,337

Franchise goodwill arises on the transition of a rail franchise, representing the fair value of the proportion of the pension scheme deficit the company is expected to fund over the franchise term.

12 Tangible fixed assets

	Buildings	Plant & Machinery	Fixtures & Fittings	Computer Equipment	Leased Assets	Assets under Construction	Total
	£000	£000	£000	£000	£000	£000	£000
Cost							
At 1 April 2012	36,872	53,101	6,086	6,307	2,227	394	104,987
Additions	1,156	3,807	27	159	-	105	5,254
Disposals	-	(243)	-	-	-	-	(243)
Transfers	73	392	6	5	-	(476)	-
At 31 March 2013	38,101	57,057	6,119	6,471	2,227	23	109,998
Depreciation							
At 1 April 2012	20,669	27,069	4,361	4,137	1,698	-	57,934
Charge for year	6,245	8,610	628	1,314	210	-	17,007
At 31 March 2013	26,914	35,679	4,989	5,451	1,908	-	74,941
Net book value							
At 31 March 2013	11,187	21,378	1,130	1,020	319	23	35,057
At 31 March 2012	16,203	26,032	1,725	2,170	529	394	47,053

Transfers relate to moving assets under construction into one of the other categories above on completion.

Assets held under finance lease:

	Plant & Machinery	Computer Equipment	Total
	£000	£000	£000
Cost			
At 1 April 2012	2,139	88	2,227
At 31 March 2013	2,139	88	2,227
Depreciation			
At 1 April 2012	1,610	88	1,698
Charge for year	210	-	210
At 31 March 2013	1,820	88	1,908
Net book value			
At 31 March 2013	319	-	319
At 31 March 2012	529	-	529

13 Stocks

	2013 £000	2012 £000
Spare parts and consumables	5,856	5,414

There is no material difference between the balance sheet value of the stocks and their replacement cost.

14 Debtors

	2013 £000	2012 £000
Amounts due within one year		
Trade debtors	13,495	15,266
Amounts owed by group undertakings	21,456	21,637
VAT	5,979	3,329
Other debtors	38	948
Prepayments and accrued income	4,445	4,507
Deferred tax asset (note 16)	3,793	2,193
	49,206	47,880

15 Creditors

	2013 £000	2012 £000
Amounts falling due within one year		
Obligations under finance leases and hire purchase contracts	276	258
Trade creditors	57,852	43,981
Amounts owed to group undertakings	-	591
Corporation tax	3,936	3,599
Other tax and social security	3,493	3,248
Other creditors	5,271	4,114
Pension liabilities	1,583	-
Deferred capital grants	10,815	8,208
Maintenance bond	21,436	21,638
Accruals and other deferred income	72,435	59,012
	177,097	144,649
Amounts falling due after more than one year		
Obligations under finance leases and hire purchase contracts		
-Due in more than one year but not more than two years	145	421
	145	421
Deferred capital grants		
-Due in more than one year but not more than two years	8,905	8,318
-Due in more than two years but not more than five years	-	9,551
	8,905	17,869
	9,050	18,290

15 Creditors (continued)

Deferred capital grants at 1 April 2012	26,076
Received during the year	2,768
Credited to profit and loss account	(9,124)
Deferred capital grants at 31 March 2013	19,720
Due within one year	10,815
Due after more than one year	8,905

Finance lease and hire purchase contract liabilities are secured on the assets to which they relate. The contracts vary in length between three and ten years and are on normal commercial terms at negotiated rates.

16 Deferred tax asset

The deferred tax asset consists of the following amounts:

	2013	2012
	£000	£000
Deferred tax asset at 1 April	2,193	1,315
Credited to profit and loss account (note 9)	1,600	878
Deferred tax asset at 31 March	3,793	2,193

The closing balance is included within Debtors (note 14).
Details of the deferred tax asset are given in note 17.

17 Deferred taxation

	2013	2012
	£000	£000
Capital allowances less than depreciation	1,155	4,579
Other timing differences	2,638	(2,386)
Deferred tax asset	3,793	2,193

18 Called up share capital

	2013	2012
	£	£
Authorised		
100 ordinary shares of £1 each	100	100
Allotted, called up and fully paid		
2 ordinary shares of £1 each	2	2

19 Reserves

	Profit and loss account £000
At 1 April 2012	8,163
Profit for the year	14,190
Dividends paid in the year	(12,000)
Actuarial gain on pension deficit net of deferred tax	1,988
Capital contribution in respect of share based payment	265
At 31 March 2013	12,606

20 Commitments

Capital expenditure

Capital commitments at the end of the year for which no provision has been made are as follows:

	2013 £000	2012 £000
Contracted for but not provided	2,197	878

21 Operating leases

Commitments for payments in the next year under operating leases are as follows:

	2013		2012	
	Land and buildings £000	Other £000	Land and buildings £000	Other £000
Operating leases which expire				
- within one year	1	-	-	-
- one to five years	24,375	400,673	24,187	351,731
Total	24,376	400,673	24,187	351,731

22 Pension scheme

The company applies Financial Reporting Standard 17 – Retirement Benefits, as set out below.

Railway Pension Scheme – First ScotRail Section

The company is a member of a defined benefit pension scheme, which is funded. All eligible employees are offered membership of the Railway Pension Scheme. The last full actuarial valuation of the scheme was carried out by independent actuaries as at 31 December 2010. At the date of this actuarial valuation, the market value of the scheme's assets totalled £395.1m. The actuarial value of these assets was sufficient to cover 101.9% of the benefits which had accrued to the scheme's members.

Contributions are paid to the scheme at rates recommended by the actuaries and the assets of the scheme are held in a separately administered trust. The schemes' assets are held and managed independently of the company's finances by independent investment managers appointed by the trustees of the scheme. The current contribution rate is 10.28% for employees and 15.42% for employers.

The actuarial assumptions used in determining the last full actuarial valuation were that the rate of earnings increase would be 4.2% per annum and the rate of inflation would be 2.4% per annum. The valuation was made using the projected unit method.

Under the terms of the Railways Pension Scheme (RPS), any fund deficit is shared by the employer (60%) and the employees (40%).

The current service pension cost relating to this scheme in the year was £18.7m (2012 - £17.6m).

22 Pension scheme (continued)

The valuation has been updated for FRS17 purposes at 31 March 2013.
The key assumptions used in the FRS 17 valuation were as follows:

	2013 %	2012 %
Discount rate	4.5	4.7
Expected return on scheme assets	7.8	8.2
Expected rate of salary increases	3.7	3.8
Inflation	3.2	2.8
Future pension increases	2.2	1.8

Amounts recognised in the profit and loss account in respect of these defined benefit schemes are as follows:

	2013 £m	2012 £m
Current service cost	18.7	17.6
Interest cost	12.8	13.8
Expected return on scheme assets	(19.1)	(19.1)
Interest on franchise adjustment	(1.7)	(0.7)
	10.7	11.6

Actuarial gains and losses have been reported in the statement of recognised gains and losses.

The actual return on scheme assets was £34.81m (2012: £10.74m).

The amount included in the balance sheet arising from the company's obligations in respect of its defined benefit pension scheme is as follows:

	2013 £m	2012 £m
Fair value of scheme assets	428.9	384.1
Present value of defined benefit obligations	(544.8)	(465.4)
Rail franchise adjustment (60%)	62.9	36.6
Adjustment for employee share of RPS deficits (40%)	46.0	32.1
Deficit in scheme	(7.0)	(12.6)
Related deferred tax asset	1.4	2.2
Net pension liability recognised in the balance sheet	(5.6)	(10.4)

22 Pension Scheme (continued)

Movements in the present value of defined benefit obligations (DBO) were as follows:

	2013 £m	2012 £m
At 1 April	465.4	423.9
Current service cost	18.7	17.6
BRASS[1] contribution adjustment	(0.7)	(0.8)
Interest cost	12.8	13.8
Employee share of change in DBO (not attributable to franchise adjustment)	36.7	21.8
Actuarial loss	23.5	1.2
Benefit payments	(11.6)	(12.1)
At 31 March	544.8	465.4

Movements in the fair value of scheme assets were as follows:

	2013 £m	2012 £m
At 1 April	384.1	363.4
Expected return on assets	19.1	19.1
Company contributions	13.7	13.7
BRASS[1] contribution adjustment	(0.7)	(0.8)
Employee contributions	8.6	9.1
Employee share of return on assets	13.9	4.3
Gain/(Loss) on assets	1.8	(12.6)
Benefits paid from schemes	(11.6)	(12.1)
At 31 March	428.9	384.1

Movements in the franchise adjustments prior to cost sharing were as follows:

	2013 £m	2012 £m
At 1 April	(60.9)	(22.5)
Interest on franchise adjustment	(1.6)	(0.7)
Employee share of change in DBO (attributable to franchise adjustment)	(17.6)	(15.4)
Actuarial (gain) on franchise adjustment	(24.7)	(22.3)
At 31 March	(104.8)	(60.9)

The analysis of the scheme assets and the expected rate of return at the balance sheet dates were as follows:

	Expected Return 2013 %	Fair value of assets 2013 £m	Expected Return 2012 %	Fair value of assets 2012 £m
Equity instruments[2]	8.0	0.0	8.4	0.0
Debt instruments	3.4	21.0	4.3	19.6
Property	6.5	0.0	6.4	0.0
Other assets	8.0	407.9	8.4	364.5
		428.9		384.1

22 Pension Scheme (continued)

The expected rates of return on assets were determined by reviewing the individual asset classes and applying a model developed by an independent firm of actuaries.

	2013 %	2012 %
Equity instruments	8.0	8.4
Debt instruments	3.8	4.3
Property	6.5	6.4
Other - cash	2.8	3.1
- infrastructure	8.0	8.0
- cash plus[2]	8.0	8.4
- Commodities	8.0	8.4
- Private Equity	8.0	8.7
- other	1.0	1.0

The history of experience adjustments is as follows:

	2013 £m	2012 £m	2011 £m	2010 £m	2009 £m
Fair value of scheme assets	428.9	384.1	363.4	328.4	238.2
Present value of defined benefit obligations	(544.8)	(465.4)	(423.9)	(433.2)	(288.4)
Rail franchise adjustment (60%)	62.9	36.6	13.5	43.6	12.8
Adjustment for employee share of RPS deficits (40%)	46	32.1	24.2	41.9	20.1
Deficit in the scheme	(7.0)	(12.6)	(22.8)	(19.3)	(17.3)
Experience gain/(loss) on scheme assets					
- Amount (£m)	1.8	(12.6)	(1.4)	35.3	(66.6)
- Percentage of scheme assets (%)	0.7	(5.5)	(0.6)	17.9	(46.6)
Experience gain/(loss) on scheme liabilities					
- Amount (£m)	(0.6)	2.1	(1.4)	6.7	28.9
- Percentage of scheme liabilities (%)	(0.2)	0.8	(0.6)	2.6	16.7

The estimated amounts of contributions expected to be paid to the scheme during the financial year to 31 March 2014 is £25.0m (year to 31 March 2013: £23.5m).

Note

[1] BRASS is the Railway Pension Scheme in-house additional voluntary contribution (AVCs) arrangement.

[2] The Railways Pension Scheme changed the asset allocation during July 2010 with equities held as part of a growth fund called "Cash Plus", which invests in different return seeking assets.

22 Pension Scheme (continued)

The pension deficit is what the company expects to fund over the term of the franchise. This is accounted for by the way of a franchise adjustment.

Had the company accounted for pensions as if the franchise had an indefinite duration, the impact on the financial statements would have been as follows:

	2013	2012
Balance Sheet	£m	£m
Pension deficit	(62.9)	(36.6)
Intangible assets	(2.0)	(3.3)
Deferred taxation	14.9	9.6
Impact on net assets	(50.0)	(30.3)
Profit and loss account		
Unwinding of discount of franchise adjustment	(1.7)	(0.8)
Intangible asset amortisation	1.3	1.3
Deferred taxation	0.1	(0.5)
Impact on profit for the year	(0.3)	0.0
Statement of recognised gains and losses		
Actuarial (gains)/losses on franchise adjustment	(24.7)	(22.3)
Deferred tax on actuarial gains/(losses)	5.7	5.4
	19.0	(16.9)

23 Related party transactions

The company is taking advantage of the exemption under FRS8 not to disclose transactions with wholly owned group companies.

24 Ultimate parent company

The directors regard FirstGroup plc, a company incorporated in Great Britain and registered in Scotland, as the ultimate parent and controlling company, which is the smallest and largest group that includes the company's results and for which group financial statements are prepared.

The company's immediate controlling party is First Rail Holdings Limited.

Copies of the accounts of FirstGroup plc can be obtained on request from Ground Floor, 50 Eastbourne Terrace, London W2 6LX.