Association of Train Operating Companies

ATOC Limited

Annual report and financial statements

Registered number 03069033

31 March 2016

Contents

Strategic report

Business model and principal activities

The principal activities of the company during the year were the continued provision of a secretariat for the Association of Train Operating Companies ("Association") and its associated schemes (governance bodies which control its formal areas of activity), other related companies and structures and the discharge of the role of agent for the various contractual arrangements entered into on behalf of scheme participants. The members of the Association are the train operating companies ("TOCs").

As a supply company to the Association, the business objective is to provide cost-efficient, effective services to allow the Association to meets its member objectives:

- Maximise value to members of the business services it provides;
- Improve the business environment for TOCs;
- Act as a more powerful advocate for passenger rail, and
- Make the Association more effective and cost-efficient.

The majority of ATOC Limited's sales are to the Association for administration. In the current passenger rail industry structure, the Association has a pivotal role in providing both business services and a trade association role to the TOCs, particularly where TOCs need to act collectively in order to provide a consumer benefit which the government wishes to see perpetuated. The Department for Transport (DfT) has provided written assurances that they have no plans at present to change this structure.

ATOC Limited has also taken on a participative role on behalf of the TOCs in two major projects led and funded by Network Rail – Global System for Mobile Communications – Railway (GSM-R) and European Rail Traffic Management System (ERTMS). It also co-ordinates pooled marketing activity for London based TOCs on a voluntary basis.

In November 2013 the company entered into arrangements with the Rail Delivery Group (RDG) to provide resources for policy, communications, management and administration. With effect from 1st April, 2014 these services have been charged directly to RDG, which by virtue of some degree of common ownership is a related party to ATOC Limited, and are disclosed in note 19.

Financial and business performance

During the year, the company made a profit before tax of £659,000 *(2015: Loss £1,332,000)* and after adjustment for tax this became a profit of £264,000 *(2015: Loss £1,150,000)*. The directors do not recommend the payment of a dividend in 2016 *(2015:£Nil)*.

The costs of providing services rose in the year. Turnover rose from £26,689k in 2015 to £29,509k and operating costs rose from £28,035k in 2015 to £28,853k.

The company does not use a large number of key performance indicators to monitor its business as each scheme, or activity, is closely monitored by the members involved. There are three main indicators:

- Operating expenditure per employee has increased by 6.7% from last year. Turnover has increased by 14.7% per employee from the previous year, this has been as a result of increased efficiencies within the company. This is calculated by dividing turnover / operating expenses by the average numbers of employees in the year. The average staff decreased from 168 last year to 162 this year.

Strategic report *(continued)*

- Staff turnover has increased from 14.6% in 2015 to 21.0% this year. The calculation is the number of leavers divided by the average number of employees in the year.
- Scheme specific expenditure is monitored against budgets formally set within the ATOC Scheme structures. All schemes were within acceptable budget parameters.

Risk framework

The Association has an established, structured, internal risk review programme in place, which culminates in shareholders reviewing risks on a six monthly basis through the ATOC Management Board, which is part of the Association. This review includes more general passenger industry risks as well as those specific to ATOC Limited. The current main areas of risk identified to ATOC Limited include:

- ***Consumer and competition law issues*** - The framework for the post-privatisation passenger rail industry includes the approach that network benefits, especially inter-operable ticketing, is a benefit for the country. Consequently one of the Association's key roles is to manage this framework and to ensure that members, i.e. the TOCs, comply with and use the framework in an acceptable manner. Many pressure groups now promote potential problems with consumer issues and railways, particularly punctuality, fares, ticketing and information provision. The threat of a challenge for breach of competition or consumer law has therefore increased. Although the company and the Association take every precaution to ensure that this is avoided, in the current climate a challenge of some kind is quite possible.
- ***Failure of a major contractor and general contract risks*** – the majority of ATOC Limited's processes are outsourced. Consequently there is the risk of a major contractor failing, but to mitigate this, contract procurement follows European Union best practice guidelines and processes and every major contractor is assessed and regularly monitored. To avoid contractual arrangements that do not adequately protect the company, the in house legal team also ensure that all contracts are properly vetted and reviewed.
- ***Policy work and stakeholder management*** – the Association's reputation could suffer and its ability to influence stakeholders could diminish if the Association's lobbying, response to government consultations or ability to react to European issues is not adequate. This would then impact ATOC Limited.

Going concern

The impact on the ATOC Limited Section of the Railway Pensions Scheme ("RPS") from the poorer investment returns and of improving mortality assumptions has been significant. The triennial valuation of the Scheme as at 31 December 2013 was published showing that the ATOC Limited Section of the RPS was underfunded. A deficit recovery plan has been agreed by the employer to the trustees. Note 16 explains the pension position following the revaluation.

Although the company has net assets before pension liabilities of £776,000 *(2015: £838,000)*, the impact of the net pension deficit results in net liabilities of £9,974,000 (*2015: a liability of £11,722,000).* Through the mechanism of the Association Schemes, the members are obliged to fund all liabilities in the Association and its companies and if a pension deficit arises, it will be covered by increased employer and employee contributions, through a plan agreed with the Pension Trustees. Accordingly, the financial statements are prepared on a going concern basis as the company's management believes that it will be able to meet all its liabilities as they fall due for payment. The Association budget process requires a majority of TOCs to approve the annual budget. The budget has been approved for the next financial year.

The company has net current liabilities of £348,000 (2015: net current liabilities of £61,000). The directors do not consider this to be a going concern issue as all costs incurred in the operation of the company are recoverable from the TOCs under the condition of the Ticketing and Settlement Scheme Council (TSSC) and ultimately the Department for Transport stands behind the structure of the rail industry.

Strategic report *(continued)*

The pension deficit this year has reduced largely due to a past service credit adjustment resulting from the introduction of a cap on pensionable salaries over £50,000 per annum. A valuation exercise has been performed by independent pension valuation experts, Willis Towers Watson, this has resulted in a past service credit of £2,000,000 recognised in the profit and loss account in the current year.

A further reduction of the deficit was due to an adjustment for the change in the treatment of future administration expenses previously charged to the profit and loss account and capitalised against the pension deficit. FRS 102 does not allow for the capitalisation of future administration expenses. An adjustment has been made to the opening balance of the pension deficit account to write back these expenses which has resulted in a credit to reserves of £1,100,000.

In addition to the changes resulting from FRS 102, assumption changes from year to year, generally caused by changes in market conditions, will result in a movement of the pension fund valuation. Details of the pension scheme can be found in note 16.

In total the value of net pension liabilities has reduced by £2,600,000 in the year, (2015: increase in net liabilities £3,200,000).

By order of the board

C J Yelland
Secretary

200-202 Aldersgate Street
London
EC1A 4HD

Approved by the directors on 23 August 2016

Directors' report

The directors present their annual report and the audited financial statements for the year ended 31 March 2016.

Governance

The members of the ATOC Limited board are appointed by the Association of Train Operating Companies' Council. Each member of the council is obliged to take a share in ATOC Limited. The articles of ATOC Limited restrict the shareholding of the company to the full membership of the Association only.

The board does not meet regularly and has delegated the management of risks and appointment of directors to the four weekly meetings of the Association Council and Management Board.

Financial results

The results of the business and dividends are as reported in the Financial and business performance section of the Strategic report.

Directors and directors' interests

Paul Plummer is the Chief Executive Officer. The other directors hold a non-executive status.

The directors who held office were as follows:

V Barker (resigned 4 August 2015)
D D G Booth
D A Brown
P J Plummer (Chief Executive Officer) (appointed 17 December 2015)
M A Roberts (Chief Executive Officer) (resigned 16 December 2015)

The Board would like to express its appreciation for the contribution that Michael Roberts and Vernon Barker have made and wish them well for the future.

None of the directors who held office at the end of the financial period had any interest in the shares of the company. No director had a material interest in any contract with the company.

According to the register of directors' interests, no rights to subscribe for shares in or debentures of the company were granted to any of the directors or their immediate families, or exercised by them, during the financial period.

Standing Committees

There is one standing committee, the Remuneration Committee, which is led by David Brown and has all non-executive directors as members.

Employees

Details of the numbers of employees and related costs can be found in note 5 to the financial statements.

Future developments

ATOC Limited is working towards modernising its systems, with the implementation of a new finance system planned for the year ahead. The company's focus is to continue to work with the train operating companies to support industry reform and transform the customer experience of the railway. In order to support this, organisational changes have been part implemented as at the year end 31 March 2016 and will continue to be made in 2017.

Directors' report *(continued)*

Related parties

As well as providing support activities for the Association, ATOC Limited also provides administration and personnel support to a number of related parties, including Rail Settlement Plan Limited ("RSP"), Rail Staff Travel Limited ("RST"), NRES Limited and Train Information Services Limited ("TISL"). These companies all have similar shareholders, the franchised TOCs, and all support different activities of the Association.

In November 2013 the company entered into arrangements with the Rail Delivery Group Limited (RDG) to provide resources for policy, communications, management and administration. With effect from 1st April, 2014 these services have been charged directly to RDG, which by virtue of some degree of common ownership is a related party to ATOC Limited, and are disclosed in note 19.

Auditors

Each of the persons 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 auditors are unaware; and
- the director has taken all reasonable steps that he ought to have taken to make himself aware of any relevant audit information and to establish that the auditors are aware of that information.

This information is given in accordance with section 418 of the Companies Act 2006.

A resolution to reappoint Deloitte LLP will be proposed at the forthcoming Annual General Meeting

By order of the board

C J Yelland
Secretary

200-202 Aldersgate Street
London
EC1A 4HD

Approved by the directors on 23 August 2016

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the 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 they have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

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 estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; 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.

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

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ATOC LIMITED

We have audited the financial statements of ATOC Limited for the year ended 31 March 2016 which comprise the Profit and loss account, the Statement of comprehensive income, the Balance sheet, the Statement of changes in equity, the Cash flow statement and the related notes 1 to 21. 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), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

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 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 March 2016 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 and the Strategic 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; or

Jacqueline Holden

Jacqueline Holden FCA (Senior statutory auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
London, United Kingdom
23 August 2016

Profit and loss account
for the year ended 31 March 2016

	Note	**2016 Total £000**	*2015 Total £000 Restated*
Turnover		**29,509**	*26,689*
Operating expenditure		**(28,853)**	*(28,035)*
Operating profit/(loss)		**656**	*(1,346)*
Interest receivable and similar income	6	**14**	*24*
Interest payable and similar charges	6	**(11)**	*(10)*
Profit/(Loss) on ordinary activities before taxation	3	**659**	*(1,332)*
Taxation on profit on ordinary activities	7	**(395)**	*182*
Profit/(Loss) for the year		**264**	*(1,150)*

The results for the year ended 31 March 2016 are all from continuing activities.

There are no differences between the amounts reported in the profit and loss account and their historical cost equivalents.

The notes on pages 14 to 36 form part of these financial statements.

Statement of other comprehensive income
for the year ended 31 March 2016

	Note	**2016 Total £000**	*2015 Total £000 Restated*
Profit/(Loss) for the year		**264**	*(1,150)*
Actuarial gain/(loss) recognised in the pension scheme	16	**1,900**	*(2,900)*
Movement in deferred tax asset arising on the above	8	**(416)**	*480*
Total comprehensive income		**1,748**	*(3,570)*

The notes on pages 14 to 36 form part of these financial statements.

Balance sheet
as at 31 March 2016

	Note	**2016 £000**	*2015 £000 Restated*
Fixed assets			
Intangible assets	9	**349**	*7*
Tangible assets	10	**1,168**	*1,274*
Current assets			
Debtors amounts falling due in less than 1 year	11	**6,794**	*5,666*
Debtors amounts falling due in more than 1 year	11	**950**	*1,142*
Cash at bank and in hand	12	**18,523**	*11,901*
		26,267	*18,709*
Creditors: amounts falling due within one year	13	**(26,615)**	*(18,770)*
Net current liabilities		**(348)**	*(61)*
Total assets less current liabilities		**1,169**	*1,220*
Provisions for liabilities	14	**(393)**	*(382)*
Net assets excluding pension liability		**776**	*838*
Net pension deficit	16	**(10,750)**	*(12,560)*
Net liabilities including pension liability		**(9,974)**	*(11,722)*
Capital and reserves			
Called up share capital	15	**-**	*-*
Profit and loss account		**(9,974)**	*(11,722)*
Equity shareholders' deficit		**(9,974)**	*(11,722)*

The notes on pages 14 to 36 form part of these financial statements.

These financial statements were approved by the Board of Directors and authorised for issue on 23 August 2016 and are signed on its behalf by:

Director

Company Registration No. 03069033

D.D.G. BOOTH

Statement of changes in equity

as at 31 March 2016

	Called up share capital £000	Profit and loss account £000	Total £000
At 31 March 2014 as previously stated	-	(9,103)	(9,103)
Re-measurement of net defined benefit liability (see note 21)	-	1,100	1,100
Changes on transition to FRS 102 (see note 21)	-	(149)	(149)
At 1 April 2014 as restated	-	(8,152)	(8,152)
Movement in defined benefit liability (see note 16)	-	(2,900)	(2,900)
Deferred tax relating to actuarial loss	-	480	480
Loss for the financial year	-	(1,150)	(1,150)
At 31 March 2015	-	(11,722)	(11,722)
Movement in defined benefit liability (see note 16)	-	1,900	1,900
Tax relating to items of other comprehensive income	-	(416)	(416)
Profit for the financial year	-	264	264
At 31 March 2016	-	(9,974)	(9,974)

The notes on pages 14 to 36 form part of these financial statements.

Cash flow statement
At 31 March 2016

	Note	2016 £000	*2015 £000 Restated*
Net cash flows from operating activities	18	**7,070**	*(6,141)*
Cash flows from investing activities			
Proceeds from sale of equipment		**-**	*14*
Purchase of tangible assets		**(116)**	-
Purchase of intangible assets		**(346)**	-
Interest received		**14**	*24*
Net cash flows from investing activities		**(448)**	*38*
Cash flows from financing activities			
Loan repaid from Rail Settlement Plan Limited		**-**	*2,460*
Net cash flows from financing activities		**-**	*2,460*
Net increase/(decrease) in cash and cash equivalents		**6,622**	*(3,643)*
Cash and cash equivalents at beginning of year		**11,901**	*15,544*
Cash and cash equivalents at end of year		**18,523**	*11,901*
Relating to:			
Cash at bank and in hand	12	**18,523**	*11,901*

The notes on pages 14 to 36 form part of these financial statements.

Notes to the financial statements

(forming part of the financial statements)

1 Statement of accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

General information and basis of accounting

ATOC Limited is a company incorporated in the United Kingdom under the Companies Act. The address of the company's registered office and principal place of business is 200 - 202 Aldersgate Street, London EC1A 4HD. The nature of the company's operations and its principal activities are set out in the strategic report on pages 1 to 3.

The financial statements have been prepared under the historical cost convention, modified to include certain items at fair value, and in accordance with Financial Reporting Standard 102 (FRS 102) issued by the Financial Reporting Council.

This is the first year that ATOC Limited has presented its financial statements under Financial Reporting Standard 102 (FRS 102). The last financial statements under previous UK GAAP were for the year ended 31 March 2015 and the date of transition to FRS 102 was therefore 1 April 2014. As a consequence of adopting FRS 102, a number of accounting policies have changed to comply with that standard.

The prior year financial statements were re-stated for material adjustments on adoption of FRS 102 in the current year. For more information see note 21.

Change in accounting estimate

Computer hardware was previously depreciated over 5 years, it is considered more in line with the rate of technological advancement to reduce the estimated useful economic life of computer hardware to 4 years. The depreciation of computer hardware has been revised prospectively to reflect this change.

Going concern

The company has net current liabilities of £348,000 *(2015:net current liabilities £61,000)* and net assets less current liabilities, excluding pension liability, of £776,000 *(2015: £838,000)*, the impact of the net pension liability results in net liabilities of £9,974,000 *(2015: net liabilities of £11,722,000)*. The financial statements are prepared on a going concern basis as the directors believe that the company will be able to meet all its liabilities as they fall due for payment as outlined in the directors' report.

Financial instruments

Financial assets and financial liabilities are recognised when the company becomes a party to the contractual provision of the instrument.

Financial liabilities are classified according to the substance of the arrangements entered into.

Financial assets and liabilities

All financial assets and liabilities are initially measured at transaction price (including transaction costs), except for those financial assets classified as at fair value (which is normally transaction price excluding transaction costs), unless the arrangement constitutes a financing transaction. If an arrangement constitutes a financing transaction, the financial asset or financial liability is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Financial assets and liabilities are only offset in the Balance sheet when there exists a legally enforceable right to set off the recognised amounts and the company intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Notes *(continued)*

Statement of accounting policies *(continued)*

Intangible assets – Computer software

Computer software is capitalised as an intangible asset and amortised over the period during which the company is expected to benefit. This period is 4 years. Provision is made for any impairment.

Amortisation is revised prospectively for any significant change in useful life or residual value.

Fixed assets and depreciation

Fixed assets are stated at cost, less accumulated depreciation and impairment losses. The cost of fixed assets comprises purchase price and directly attributable costs.

Depreciation is provided on a straight line basis over periods related to the estimated useful economic lives of assets and commences from the date the asset is available for use. The lives used for the assets are:

Computer hardware 4 years
Fixtures and fittings 10 years
Leasehold improvements 10 years

Development projects

In certain circumstances where ATOC Limited incurs development costs it considers that the contracted arrangements result in the creation of an asset.

The determination of whether such projects result in a fixed asset or a finance debtor is assessed on a project by project basis. Where ATOC Limited does not bear the risks and rewards associated with the asset as the expenditure will be recovered over a period of time from the TOCs, but retains the intellectual property associated with the asset the arrangement is treated as a finance debtor receivable. The receipts are apportioned between finance income, turnover and the reduction of the debtor so as to achieve a constant rate of interest on the remaining balance of the asset. Finance income is recognised in the profit and loss account. Where ATOC Limited retains the risks and rewards of the asset, then the item is treated as a fixed asset (see policy above).

If it is considered that the development expenditure does not create an asset for ATOC Limited, then the expenditure is charged through the profit and loss account as income from the TOCs is received reflecting the services provided by ATOC Limited during the contractual arrangement.

Leases

Operating lease rentals are charged to the profit and loss account on a straight-line basis over the period of the lease. ATOC Limited has taken the exemption available under FRS 102 for first time adoption to continue to account for lease incentives in the same way as under old UK GAAP, due to the lease agreement being in place at the date of transition. Under old UK GAAP, the benefits received and receivable as an incentive to sign an operating lease are spread on a straight-line basis over the lease term, except where the period to the review date on which the rent is first expected to be adjusted to the prevailing market rate is shorter than the full lease term, in which case the shorter period is used. Under FRS 102 future benefits given as lease incentives will be spread over the term of the lease.

Dilapidations

Dilapidations in respect of occupied property are recognised when an obligation to return the premises to its original condition exists and this obligation can be reliably measured. Where this relates to removing specific assets, this is capitalised in tangible fixed assets and depreciated over the expected life of the lease. The provision is inflated to expected value at the date of payment and then discounted at an appropriate discount rate to present value.

Notes *(continued)*

Statement of accounting policies *(continued)*

Cash

ATOC Limited has a contract with the Department for Transport to help fund the provision of cycle stands and shelters at railway stations in accordance with the DfT's Cycle to Work Scheme. ATOC receives the cycle scheme grant in full and the Train Operating Companies apply for funding at different stages of when the work has been completed. The funds received by ATOC from the DfT are held in a separate bank account which is ring-fenced and not available for offset against any of the other ATOC bank accounts. The total amount of ring-fenced funds held under this scheme at 31 March 2016 is £15.0m (31 March 2015 £6.8m).

Debtors

Debtors are stated in the balance sheet at net realisable value. Net realisable value is the invoiced amount less provisions for bad and doubtful debtors. Provisions are made specifically against debtors where there is evidence of a dispute or an inability to pay. An additional provision is made based on an analysis of balances by age.

Creditors

Creditors are disclosed in the balance sheet at fair value and are recognised when an obligation to transfer economic benefits has arisen as a result of a past transaction.

Investments

Investments held as fixed assets are shown at cost less provision for impairment.

Employee benefits

The costs of short term employee benefits are recognised as a liability and an expense.

Taxation

Current tax, including UK and corporation tax and foreign tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

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 have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

A net deferred tax asset is regarded as recoverable and therefore recognised only to the extent that, 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 timing differences can be deducted.

Deferred tax is not recognised when fixed assets are revalued unless by the balance sheet date there is a binding agreement to sell the revalued assets and the gain or loss expected to arise on sale has been recognised in the financial statements. Neither is deferred tax recognised when fixed assets are sold and it is more likely than not that the taxable gain will be rolled over, being charged to tax only if and when the replacement assets are sold.

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 measured on a non-discounted basis.

Notes *(continued)*

Statement of accounting policies *(continued)*

Turnover

Turnover is stated net of VAT. Turnover originates in the United Kingdom and all relates to continuing activities. The directors consider that the whole of the activities of the company constitute a single class of business.

In order to reduce the administration burden on the Train Operating Companies, ATOC Limited has assumed responsibility for invoicing and settlement between the Train Operating Companies in respect of a number of settlements, particularly the Corporate Police Travel, Santander Railcards and MOD HM Forces Railcard income. ATOC Limited acts solely as an agent in these processes. In these circumstances, ATOC Limited does not bear any of the benefits or risks associated with these transactions.

Where payments are received from customers in advance of services provided, the amounts are recorded as Deferred Income and included as part of Creditors due within one year.

Turnover includes the recharge of salary and administration costs incurred by ATOC Limited on behalf of its related parties.

Pensions

The company operates a pension scheme providing benefits based on final pensionable pay. The assets of the scheme are held separately from those of the company.

Pension scheme assets are measured using market values. Pension scheme liabilities are measured using a projected unit method and discounted at the current rate of return on a high quality corporate bond of equivalent term and currency to the liability. The actuarial valuations are obtained at least triennially and are updated at each balance sheet date.

The costs arising from employee services rendered during the period and the cost of plan introductions, benefit changes, settlements and curtailments are charged to operating profit. These are included as part of staff costs. The net interest cost on the net defined benefit liability is charged to the profit and loss account.

The pension scheme surplus (to the extent that it is recoverable) or deficit attributable to the employer is recognised in full. The movement in the scheme surplus/deficit is split between operating expenditure in the profit and loss account and in the re-measurement of net defined benefit liability in the statement of comprehensive income.

2 Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described in note 1, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revision 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 the revision and future periods if the revision affects both current and future periods.

The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Notes *(continued)*

Critical accounting judgements and key sources of estimation uncertainty *(continued)*

Impairment and useful economic life of tangible and intangible assets

An element of uncertainty is inherent in determining the impairment and useful economic life of tangible and intangible assets. Tangible assets comprise of property, plant and equipment and intangible assets relate to computer software.

At each reporting date, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease. An impairment charge has not been recognised in the current year. Computer hardware was previously considered to have a useful economic life of 5 years. This has been revised to 4 years in recognition of the rate of technological advancement. The accelerated depreciation of £42,056 is recognised in the profit and loss account.

Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the probable outflow of resources, and a reliable estimate can be made of the amount of the obligation.

As at 31 March 2016 the company has a provision for liabilities and charges which relate to dilapidation work as specified in the rent agreement for the building at 200 Aldersgate Street. The expenditure is expected to be incurred by 1st April 2023, which is the date of the break clause. The total expenditure expected to be incurred is £463,718, this amount has been inflated at 2.75% and discounted over 10 years, using a discount rate of 2.66% which is the rate for 10 year UK Government bonds. The rate of inflation and the use of 10 year Government bonds is a judgement which management have made based on the economic information available.

Post-employment benefits

ATOC operates a defined benefit scheme. All post-employment benefits associated with the schemes have been accounted for in accordance with Section 28 of FRS 102 'Employee benefits'. As detailed within the accounting policies note, in accordance all actuarial gains and losses have been recognised immediately through the Statement of comprehensive income. The pension scheme valuations have been performed using by a third party specialist qualified independent actuary. In performing these valuations, judgements, assumptions and estimates have been made. These assumptions have been disclosed within note 16.

The company has undertaken a consultation with the ATOC staff members of the Railway Pension Scheme (RPS) following its proposal for a deficit recovery plan which will cap pensionable salary at CPI. This has resulted in a past service credit of future benefit for the members of the scheme. The effect of the past service credit has been recognised as a realised gain in the profit and loss account.

Deferred taxation

The amount of the deferred tax asset included in the balance sheet of the company is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. In estimating the amount of the deferred tax asset that may be recognised the Directors make judgements, based on current budgets and forecasts, about the amount of future taxable profits and the timing of when these will be realised. The asset is unwinding as there are taxable profits against which the asset is utilised.

Leases

In categorising leases as finance leases or operating leases, management makes judgements as to whether significant risks and rewards of ownership have transferred to the Company as lessee.

Notes *(continued)*

Critical accounting judgements and key sources of estimation uncertainty *(continued)*

Finance debtors

ATOC Ltd recognises a finance debtor where a transaction has occurred giving rise to the transfer of assets or services for consideration to be settled at a future date. The fair value of the consideration is the present value of all future receipts determined using an imputed rate of interest, the company's internal rate of return.

Where the company does not bear the risks and rewards associated with the development of an asset, as the expenditure will be recovered over a period of time from the TOCs, but retains the intellectual property associated with the asset, the arrangement is treated as a finance debtor.

Where costs have been incurred, but it is considered that the expenditure does not create an asset, the expenditure is charged to the income statement as the income from the TOCs is received, reflecting the services provided to the TOCs by the company during the contractual arrangement.

In arriving at the constant rate of interest charged to the train operating companies, the directors use their judgement for the best estimate for the internal rate of return.

In categorising leases as finance leases or operating leases, management makes judgements as to whether significant risks and rewards of ownership have transferred to the Company as lessee.

3 Profit on ordinary activities before taxation

This is stated after charging:

	2016 **£000**	*2015* *Restated* *£000*
Amortisation (per note 9)	**4**	*2*
Depreciation (per note 10)	**222**	*184*
Hire of plant and machinery rentals payable under operating leases	**51**	*53*
Auditor remuneration:		
Fees payable to the auditors for the audit of the company's annual accounts	**35**	*38*
Total audit fees	**35**	*38*
Other services relating to taxation	**7**	*5*
Total non-audit fees	**7**	*5*

The audit fees above include £7k (2015: £5k) paid on behalf of the Association of Train Operating Companies

Notes *(continued)*

4 Remuneration of directors

One director accrues benefits under a defined benefit pension scheme. The directors do not receive any remuneration from any related parties nor ATOC Limited in respect of their activities for the company *(2015:£Nil).*

5 Staff numbers and costs

The average number of persons employed by the company (including directors) during the year was 162 (*2015:168*).

Employee costs charged to ATOC Limited:

Employees costs	**2016** **£000**	*2015* *Restated* *£000*
Wages and salaries	**12,693**	*11,633*
Social security costs	**1,086**	*980*
Other pension costs	**(546)**	*2,040*
	13,233	*14,653*

The table above shows the gross employee costs included in the profit & loss account for ATOC Limited and its related parties excluding the TOCs. The employee costs for all related companies are: wages and salaries £5,056,000 (*2015 restated: £4,653,000*); social security costs £443,000 (*2015: £396,000*) and other pension costs £526,000 (*2015: £511,000*). ATOC Limited pays for its staff costs and those of its related companies. The related companies reimburse ATOC Limited by way of a recharge, which is recorded in turnover. The recharge to ATOC Limited for staff costs are the same as the costs incurred.

The employee costs include staff that have been recharged to Rail Settlement Plan Limited of £2,969,000 (*2015 restated: £2,837,000*), Rail Staff Travel Limited £533,000 (*2015 restated: £521,000*), and Train Information Services Limited £2,523,000 (*2015 restated: £2,203,000*).

The prior year staff costs have been restated to include a charge for the accrued cost of staff holiday earned but not taken as at 31 March 2015, referred as short term compensated absences, which a required to be reported under FRS 102.

6 Net interest receivable and payable

	2016 **£000**	*2015* *£000*
Interest receivable and similar income	**14**	*24*
Interest payable and similar charges	**(11)**	*(10)*
	3	*14*

Notes *(continued)*

7 Taxation

	2016	*2015*
	£000	*£000*
Current tax		
UK Corporation tax on profits for the period	-	*34*
Adjustments in respect of previous periods	3	*(3)*
Total current tax	3	*31*
Deferred tax		
Origination and reversal of timing differences	158	*(169)*
Amounts provided for in prior year	-	*(44)*
Effects of changes in tax rates	234	-
	392	*(213)*
Tax on profit on ordinary activities	395	*(182)*

Factors affecting the tax charge for the current period

The difference between the total tax (credit) / charge shown above and the amount calculated by applying the standard rate of UK corporation tax to the (loss) / profit before tax is as follows:

	2016	*2015*
	£000	*£000*
Current tax reconciliation		
Profit on ordinary activities before tax	659	*(1,332)*
Current tax at 20% *(2015:20%)*	132	*(266)*
Effects of:		
Small companies relief		-
Expenses not deductible for tax purposes	26	*29*
Depreciation for period is in excess of capital allowances		
Accrued Interest on finance debtor		-
Deferred tax on pension differences	-	*96*
Pension provision		-
Changes in tax rates	234	-
Prior year adjustment	3	*(47)*
Other	-	*6*
Total current tax charge (see above)	395	*(182)*

Legislation was introduced in Finance Bill 2013 to reduce the main rate of UK corporation tax to 21% with effect from 1 April 2014 and 20% with effect from 1 April 2015. This change was substantively enacted on 5 July 2013 and therefore the effect of these rate reductions have been reflected in calculating the figures above.

A deferred tax asset has been recognised in respect of timing differences between profits computed for taxation and accounts purposes. Deferred tax has been recognised at a rate of 20% (2015 – 20%) being the corporation tax rate expected to apply to the company's taxable profits in the periods the timing differences reverse.

Notes *(continued)*

8 Deferred taxation

	Accelerated capital allowances £000	Tax Losses £000	Pensions £000	Holiday pay accrual £000	Total £000
Balance at 1 April 2015	67	-	3,140	26	3,453
(Charged) / credited to profit and loss account	(53)	62	(149)	(26)	(166)
Charged to other comprehensive income	-	-	(380)	-	(380)
Change in tax rate – other comprehensive income	-	-	(36)	-	(36)
Change in tax rate – profit and loss	(1)	-	(225)	-	(226)
Balance at 31 March 2016	**13**	**62**	**2,350**	-	**2,425**

Amount included in debtors	**75**
Amounts included in net pension liability	**2,350**

Notes *(continued)*

9 Intangible Fixed Assets

	Computer software £000
Cost	
As at 1 April 2015	**317**
Additions	346
Disposals	-
As at 31 March 2016	**663**
Amortisation	
As at 1 April 2015	**(310)**
Charge for the year	(4)
Disposals	-
As at 31 March 2016	**(314)**
Net book value	
As at 31 March 2016	**349**
As at 31 March 2015	*7*

Intangible fixed assets have arisen as a result of adopting FRS 102. Computer software was previously classified as tangible fixed assets and reported within computer software and hardware. Computer software was transferred to intangible assets on 1 April 2014, ATOC's date of transition to FRS 102. See note 10 for the tangible fixed assets note. The current year opening balance of computer hardware in note 10 has been adjusted by the cost of computer software which have been transferred to intangible fixed assets above, the value of these assets were £317,000. The accumulated amortisation previously reported as depreciation has been transferred from tangible fixed assets to intangible assets above, this amount was £310,000 as at 1 April 2015.

Notes *(continued)*

10 Tangible Fixed Assets

	Leasehold Improvements £000	Fixtures and Fittings £000	Computer hardware £000	Total £000
Cost				
As at 1 April 2015	**1,168**	**266**	**310**	**1,744**
Additions	112	4	-	116
Disposals	-	-	-	-
As at 31 March 2016	**1,280**	**270**	**310**	**1,860**
Depreciation				
As at 1 April 2015	**(233)**	**(54)**	**(183)**	**(470)**
Charge for the year	(133)	(26)	(63)	(222)
Disposals	-	-	-	-
As at 31 March 2016	**(366)**	**(80)**	**(246)**	**(692)**
Net book value				
As at 31 March 2016	**914**	**190**	**64**	**1,168**
As at 31 March 2015	*935*	*212*	*127*	*1,274*

Leasehold improvements relate to costs incurred prior to moving into the premises at 200-202 Aldersgate Street, London, which were required to bring the office space to a standard able to serve the organisational structure of the company.

As a result of adopting FRS 102, computer software which was previously classified as tangible fixed assets and reported within computer software and hardware has been transferred to intangible assets on 1 April 2014, ATOC's date of transition to FRS 102. See note 9 Intangible fixed assets for further detail. The current year opening balance of computer hardware has been adjusted by the cost of computer software which has been transferred to intangible fixed assets (see note 9), the value of these assets were £317,000. The accumulated amortisation previously reported as depreciation has been transferred from tangible fixed assets above to intangible assets, this amount was £310,000 as at 1 April 2015.

Notes *(continued)*

11 Debtors

Amounts falling due within one year

	2016	*2015*
	£000	*£000*
Trade debtors	**1,594**	*1,291*
TOC Debtors	**97**	*276*
Other debtors	**133**	*547*
Non TOC Related Parties	**2,411**	*2,116*
Prepayments	**470**	*212*
Accrued income	**1844**	*1021*
Corporation tax	**57**	*-*
Deferred tax asset (note 8)	**75**	*92*
Finance debtor	**113**	*111*
	6,794	*5,666*

Amounts falling due greater than one year

	Finance debtors	**Accrued income**	**2016 £000**	Finance debtors	Accrued income	*2015 £000*
One to two years	**115**	**102**	**217**	*113*	*113*	*226*
Two to five years	**180**	**323**	**503**	*294*	*323*	*617*
Greater than 5 years	**-**	**230**	**230**	*-*	*299*	*299*
	295	**655**	**950**	*407*	*735*	*1,142*

Finance Debtor - ATOC Limited jointly owns, along with The Department for Transport and Network Rail, the intellectual property for "MOIRA" which is a tool for forecasting passenger demand. This was completed in the year ended 31 March 2012. Although ATOC Limited owns a share of the intellectual property, it is the TOCs who bear the risks and rewards for ownership and therefore the ATOC costs of the project have been reflected in the accounts as a finance debtor.

As at 31 March 2016 there are 3 years and 6 months remaining, of which 2 years and 6 months have been included in amounts falling due after more than one year. The value of the remaining finance debtor recoverable is £407,930, which is charged to the TOCs at a rate of £120,000 per annum. This has been discounted by 2% per annum over the life of the debtor.

This will be recovered as follows:

Finance Debtor	**2016**	*2015*
	£000	*£000*
Within one year	**113**	*111*
One to two years	**115**	*113*
Two to five years	**180**	*294*
Greater than 5 years	**-**	*-*
	408	*518*

Notes *(continued)*

11 Debtors *(continued)*

Accrued Income

Accrued income includes the non-capitalised costs of the move to the new office premises at Aldersgate Street. It has been agreed with the TOCs that these costs will be recovered over a 10 year period commencing 1 April 2013.

As at 31 March 2016 there are 7 years remaining, of which 6 years have been included in amounts falling due after more than one year. The value of the remaining lease recoverable is £754,285, which is charged to the TOCs at a rate of £119,521 per annum. This has been discounted by 2.66% per annum over the 10 year period of the life of the lease.

This will be recovered as follows:

Aldersgate Building Lease	**2016**	*2015*
	£000	*£000*
Within one year	**99**	*116*
One to two years	**102**	*113*
Two to five years	**323**	*323*
Greater than 5 years	**230**	*299*
	754	*851*

12 Cash at bank and in hand

	2016	*2015*
	£000	*£000*
Restricted funds (DfT Cycle to Work scheme), included in Other creditors – see note 13	**15,015**	*6,840*
ATOC Funds	**3,508**	*5,061*
Cash at bank and in hand	**18,523**	*11,901*

ATOC receives funding from the DfT on behalf of the TOCs to facilitate the implementation of the DfT's Cycle to Work scheme. The TOCs apply to ATOC for funding at various stages of completion of building cycle stands and shelters at stations, in accordance with the DfT's Cycle to Work scheme rules. These funds are held in a separate bank account and are not available for ATOC's use.

Notes *(continued)*

13 Creditors: amounts falling due within one year

	2016 £000	*2015 Restated £000*
Trade creditors	**1,901**	*2,110*
Amounts owed to Train Operating Companies	**2,888**	*2,696*
Amounts owed to Train Information Services Ltd	-	*680*
Corporation tax payable	-	*31*
Other taxes and social security costs	**892**	*765*
Other creditors	**16,923**	*8,694*
Accruals and deferred income	**4,011**	*3,794*
	26,615	*18,770*

Other creditors includes DfT Cycle to Work scheme funds held on behalf of the TOCs. The amounts held as at 31 March 2016 was £15,015,000 (2015: £6,840,000).

14 Provisions for liabilities

	2016 £000	*2015 £000*
	Dilapidations	*Dilapidations*
Balance at 1 April 2015	**382**	*372*
Unwinding of discount	**11**	*10*
Balance at 31 March 2016	**393**	*382*

The provision for liabilities and charges as at 31 March 2016 relate to dilapidation work as specified in the Aldersgate Street rent agreement. The present value of the provision for the dilapidation expenditure was recognised in the year ended 31 March 2014, this was capitalised against the value of the lease. The lease is depreciating on a straight line basis over 10 years. The capitalised provision for dilapidations is unwinding over the 10 year period of the lease commitment at a discount rate of 2.66% per annum. The total expenditure expected to be charged is £463,718. The expenditure is expected to be incurred by 1st April 2023, which is the date of the break clause.

15 Called up share capital

	2016 £	*2015 £*
Authorised Shares		
26 Ordinary shares of £0.04 each	**1.04**	*1.04*
Allotted, called up and fully-paid		
Equity – 21 Ordinary shares of £0.04 each *(2015: 20 Ordinary shares of £0.04 each)*	**0.84**	*0.80*

The £0.04 ordinary shares each carry one vote.

Notes *(continued)*

16 Pension scheme

The majority of the company's employees are members of the ATOC Limited Shared Cost Section of the Railways Pensions Scheme ("the Section"), a funded defined benefit scheme. The Section was established with effect from 13 October 1996 when the company separated from the British Railways Board and its assets and liabilities are separately identified from the remainder of the Railways Pension Scheme. The last actuarial valuation of the Section for the purposes of assessing the appropriate pension costs for ATOC Limited was as at 31 December 2013 and was undertaken by Towers Watson, independent qualified actuaries. This has been updated with reference to investment market conditions at 31 March 2016 by a qualified independent actuary.

The results of the year end valuation, based on the projected unit funding method, indicate that the market value of the scheme assets at the valuation date was £48.7 million and the actuarial value of those assets represented 100% of the benefits that had accrued to members. The principal assumptions underlying the valuation were that the return on the scheme's investments would average 3.4% a year in future, and that salaries would increase at the rate of 1.9%.

The discount rate has been used to calculate the expected return on assets. The discount rate for the year ended 31 March 2016 is 3.4%, *(31 March 2015: 3.3%)*.

Employer contributions for the period ended 31 March 2016 were 18.78% of Section Pay for Category 1 members and 17.04% of Section Pay for Category 2 members and 14.73% of Section Pay for Category 3 members. The section is open to new members.

Under the Railways Pensions Scheme, the cost of providing the benefits is generally split between the members and the employer in the ratio 40:60.

From 1 April 2016, pensionable salary growth has been capped at CPI for members earning over £50,000 p.a. The impact of this change has been recognised as a past service credit in the profit and loss account for the year ended 31 March 2016. The past service credit was calculated at 60% of the impact on the liabilities of affected members as a result of removing the allowance for pensionable salary increases above CPI inflation from the salary increase assumption. The value of the past service credit adjustment is £2,000,000.

	2016	*2015 Restated*
	£000	*£000*
Fair value of plan assets	**48,700**	*46,300*
Present value of unfunded defined benefit obligations	**(70,500)**	*(72,500)*
Deficit in Scheme	**(21,800)**	*(26,200)*
ATOC Limited share of deficit (60%)	**(13,100)**	*(15,700)*
Related deferred tax asset	**2,350**	*3,140*
Net liability	**(10,750)**	*(12,560)*

Notes *(continued)*

16 Pension scheme *(continued)*

Movements in present value of defined benefit obligation

	2016	*2015 Restated*
	£000	*£000*
Opening section liabilities as at 1 April	**72,500**	*58,300*
Current service cost	**3,200**	*3,200*
Interest cost	**2,400**	*2,500*
Actuarial (gain) / loss	**(2,800)**	*9,500*
Section Amendment	**(3,400)**	*-*
Benefits paid	**(1,400)**	*(1,000)*
Closing section liabilities	**70,500**	*72,500*

Movements in fair value of plan assets

	2016	*2015*
	£000	*£000*
Fair value of plan assets as at 1 April	**46,300**	*39,300*
Interest income	**1,500**	*1,700*
Return on plan assets greater than discount rate	**500**	*4,600*
Contributions by employer	**1,300**	*1,200*
Contributions by employee	**800**	*800*
Benefits paid	**(1,400)**	*(1,000)*
Administration costs	**(300)**	*(300)*
Fair value of plan assets as at 31 March	**48,700**	*46,300*

Notes *(continued)*

16 Pension scheme *(continued)*

Reconciliation of pension scheme (liability)

	2016 £000	*2015 Restated £000*
Opening scheme liability at 1 April	**(15,700)**	*(11,400)*
Employer's share of pension cost recognised in profit & loss	**(600)**	*(2,600)*
Employer's contributions	**1,300**	*1,200*
Gain / (loss) recognised in the statement of comprehensive income	**1,900**	*(2,900)*
Closing scheme liability at 31 March	**(13,100)**	*(15,700)*

Expense recognised in the profit and loss account

	2016 £000	*2015 Restated £000*
Current service cost	**1,900**	*1,900*
Employers share of administration costs	**200**	*200*
Past service cost adjustment	**(2,000)**	-
Interest on defined benefit pension plan obligation	**500**	*500*
Total	**600**	*2,600*

The expense is recognised in the following line items in the profit and loss account:

	2016 £000	*2015 Restated £000*
Operating expenditure	**600**	*2,600*

The total amount recognised in other comprehensive income in respect of actuarial gains is £1,900,000 *(2015: Loss £2,900,000)*.

Cumulative actuarial gains/losses reported in the statement of comprehensive income are losses of £13,100,000 *(2015: Loss £15,700,000)*.

The Company expects to contribute approximately £1,300,000 to its defined benefit plans in the next financial year.

Notes *(continued)*

16 Pension scheme *(continued)*

The fair value of the plan assets and the return on those assets were as follows:

	2016	*2015*
		Restated
	Fair value	*Fair value*
	£000	*£000*
Growth assets	**36,700**	*43,800*
Government bonds	**11,600**	*800*
Non-Government bonds	**-**	*1,500*
Other	**400**	*200*
	48,700	*46,300*

None of the Section's assets had been invested in the company's own financial instruments.

Under FRS 102 the discount rate is used to calculate the expected return on assets.

Each class of assets is determined as follows:

Growth assets and property: The rate adopted is consistent with the median assumption used in the Towers Watson Asset Liability Modelling work.

Bonds: The overall rate has been set to reflect the yields on the bond holdings.

Other assets: This class is mostly made up of cash holdings and the rate adopted reflects current short-term returns on such deposits.

Principal actuarial assumptions (expressed as weighted averages) at the year end were as follows:

	2016	*2015*
	%	*%*
Discount rate	**3.4**	*3.3*
Future salary increases	**1.9**	*2.925*
Price inflation	**2.9**	*2.9*
Pension increases	**1.9**	*1.9*

The assumptions relating to longevity underlying the pension liabilities at the balance sheet date are based on standard actuarial mortality tables and include an allowance for future improvements in longevity. The assumptions are equivalent to expecting a 65-year old to live for a number of years as follows:

Current pensioner aged 65: 23.4 years (male), 24.6 years (female).

Future retiree upon reaching 65: 25.7 years (male), 27.0 years (female).

Notes *(continued)*

17 Commitments

Total future minimum lease payments under non-cancellable operating leases are as follows:

	2016	**2016**	*2015*	*2015*
			Restated	*Restated*
	Land and Buildings £000	**Other £000**	*Land and Buildings £000*	*Other £000*
Within one year	**953**	**71**	*953*	*40*
In the second to fifth years inclusive	**3,769**	**104**	*3,813*	*175*
After more than five years	**1,819**	**-**	*2,728*	*-*
	6,541	**175**	*7,494*	*215*

In May 2013, the company signed a 15 year lease, (with a break clause in year 10), for new accommodation at 200 Aldersgate Street, London.
The rental agreement for this property is £909,000 per annum.

On 27 March 2015 ATOC Limited entered into a lease agreement for the use of the basement floor at 200 Aldersgate Street. The lease is for 10 years with a break clause in year 5. The annual commitment under this agreement is £43,750.

The schedule shows the company's commitment up to the date of the break clause.

Other non-cancellable commitments relate to the hire of photocopiers, a franking machine and the front of house coffee machine.

18 Cash flow statement

Reconciliation of operating profit to cash generated by operations:

	2016 £000	*2015 £000 Restated*
Operating profit/(loss)	**656**	*(1,346)*
Adjustment for:		
Depreciation	**222**	*184*
Amortisation	**4**	*2*
Operating cash flow before movement in working capital	**882**	*(1,160)*
Increase in debtors	**(2,354)**	*(2,191)*
Increase / (decrease) in creditors	**9,132**	*(4,167)*
Increase in provisions	**10**	*10*
Decrease in finance debtor	**111**	*108*
Net pension adjustment	**(700)**	*1,400*
Cash generated by operations	7,081	*(6,000)*
Interest paid	**(11)**	*(10)*
Taxation	**-**	*(131)*
Net cash from (used in) operating activities	**7,070**	*(6,141)*

Notes *(continued)*

19 Ultimate parent undertaking and related parties

ATOC Limited administers cash receipts and payments for and on behalf of the ATOC companies for which the company receives an admin fee.

At 31 March 2016, the company was owned by the train operating companies ("TOCs") - formerly the passenger business of the British Railways Board. There is no ultimate controlling party. The company is related to the Association of Train Operating Companies, NRES Limited, Rail Settlement Plan Limited, Rail Staff Travel Limited, Train Information Services Limited (TISL) and the TOCs, who own and control these companies.

The table below shows the amounts of turnover during the year, and outstanding debtors and creditors at the year end attributed to related parties:

Turnover includes the recharge of salary and administration costs which have been incurred by ATOC Limited on behalf of the related parties. The turnover within ATOC relating to the Association of Train Operating Companies relates to the recharge of costs from ATOC schemes.

Expenditure costs from Rail Settlement Plan Limited relate to international reservation costs and travel agents' refund service.

The loan in the table below refers to a short term funding facility which ATOC Limited has provided to Rail Settlement Plan Limited (RSP) to help RSP's project development activities.

In November 2013 the company entered into arrangements with the Rail Delivery Group (RDG) to provide resources for policy, communications, management and administration. With effect from 1st April 2014 these services have been charged directly to RDG, which by virtue of some degree of common ownership is a related party to ATOC Limited.

During the year, ATOC Limited and its related parties provided services to each other as part of the normal course of business, amounts owed by and to each related party is shown in debtors and creditors. These amounts all relate to trading balances.

Loans are provided on a commercial basis and are shown separately. Interest is charged at a market rate of 0.6322% and the loans are repayable on demand. The loans between ATOC Limited and its related parties are provided on an unsecured basis. Settlement is required to be made in cash.

Notes *(continued)*

Ultimate parent undertaking and related parties *(continued)*

2016	**Turnover £000**	**Expenditure £000**	**Loans £000**	**Debtors £000**	**Creditors £000**
Association of Train Operating Companies	13,229	-	-	331	-
Rail Settlement Plan Ltd	3,120	407	-	221	70
Rail Staff Travel Ltd	1,182	-	-	92	-
Train Information Services Ltd	2,930	324	-	382	-
Rail Delivery Group Ltd	2,844	-	-	1,385	-
Total	23,305	731	-	2,411	70
Total TOCs	2,509	479	-	97	3,097

2015	*Turnover £000*	*Expenditure £000*	*Loans £000*	*Debtors £000*	*Creditors £000*
Association of Train Operating Companies	*11,974*	-	-	*383*	-
Rail Settlement Plan Ltd	*3,052*	*440*	-	*126*	-
Rail Staff Travel Ltd	*1,184*	-	-	*87*	-
Train Information Services Ltd	*2,177*	*73*	-	-	*680*
Rail Delivery Group Ltd	*2,895*	-	-	*1,520*	-
Total	*21,282*	*513*	-	*2,116*	*680*
Total TOCs	*2,672*	*568*	-	*276*	*2,696*

Notes *(continued)*

Ultimate parent undertaking and related parties *(continued)*

On the 23 February 2007 an agreement was entered into with Rail Settlement Plan Limited to provide a short term funding facility for a maximum of £10,000,000 intended to help to fund RSP's project development activities. Interest for this facility is on a commercial basis and amounted to £2,500 *(2015:£6,100)*.The loan outstanding as at 31 March 2016 was £Nil *(2015:£Nil)*.

On the 19 September 2008 an agreement was entered into with Rail Staff Travel Limited to provide a short term loan facility for a maximum of £10,000,000, intended for corporate financing purposes. Interest for this facility is on a commercial basis and amounted to £1,400 *(2015:£Nil)*.The loan outstanding as at 31 March 2016 was £Nil *(2015:£Nil)*.

On the 20 April 2011 an agreement was entered into with Train Information Services Limited to provide a short term loan facility for a maximum of £10,000,000 intended for corporate financing purposes.

20 Remuneration of key management personnel

The total remuneration of the directors and managers, who are considered to be the key management personnel of the company, was £4,164,870, of which £1,571,751 was recharged out to related parties, as follows: Rail Settlement Plan Limited £766,910, Train Information Services Limited £336,243, NRES Limited £336,243, and Rail Staff Travel Limited £132,355 (2015: £4,716,649, of which £1,422,663 was recharged as follows: Rail Settlement Plan Limited £911,392, Train Information Services Limited £196,818, NRES Limited £196,818, and Rail Staff Travel Limited £117,635).

21 Explanation of transition to FRS102

This is the first year that ATOC Limited has presented its financial statements under Financial Reporting Standard 102 (FRS 102) issued by the Financial Reporting Council. The following disclosures are required in the year of transition. The last financial statements under previous UK GAAP were for the year ended 31 March 2015 and the date of transition to FRS 102 was therefore 1 April 2014. As a consequence of adopting FRS 102, a number of accounting policies have changed to comply with that standard. Staff holidays accrued but not taken at the date of the accounts are accrued in the balance sheet and expensed in the profit and loss account. Internally developed or acquired software costs were previously reported as fixed assets, these are now reported as intangible fixed assets. The defined benefit obligation for pension costs measured under FRS 102 differs from prior years' reporting due to the exclusion of future plan administration costs previously accrued as a load on service cost and included in the defined benefit obligation amount.

Reconciliations and descriptions of the effect of the transition to FRS 102 on; (i) equity at the date of transition to FRS 102; (ii) equity at the end of the comparative period; and (iii) profit or loss for the comparative period reported under UK GAAP are given below.

Reconciliations of Equity

	Notes	**1 April 2014 £000**	*31 March 2015 £000*
Equity as previously reported under UK GAAP		(9,103)	(12,439)
Short term compensated absences	A	(120)	(128)
Adjustment to retirement benefits plan	B	1,100	1,100
Deferred tax adjustment relating to origination and reversal of timing differences	B	-	(195)
Rent lease incentive	C	(29)	(60)
Equity reported under FRS 102		(8,152)	(11,722)

Notes *(continued)*

Explanation of transition to FRS102 *(continued)*

Reconciliations of Profit or Loss

	Notes	*Year ended 31 March 2015 £000*
Loss as previously reported under UK GAAP		*(536)*
Short term compensated absences	A	*(8)*
Adjustment to retirement benefits plan	B	*(600)*
Deferred tax adjustment relating to origination and reversal of timing differences	B	*25*
Rent lease incentive	C	*(31)*
Loss for the financial year under FRS 102		*(1,150)*

A – Short term compensated absences

Prior to applying FRS102, ATOC Ltd did not make provision for holiday pay (i.e. holiday earned but not taken prior to the year-end). FRS102 requires the cost of short term compensated absences to be recognised when employees render the service that increases their entitlement. Consequently an additional accrual of £120,000 as at 1 April 2014 has been made to reflect this. The provision at 31 March 2015 is £128,000 and the effect on profit for the year ended 31 March 2015 is an additional expense of £8,000.

B – Retirement benefits plan future administration costs

Under previous UK GAAP the cost of future pension administration charges were capitalised. FRS 102 excludes the allowance for the value of the capitalised future administration expenses. An adjustment has been made, to the opening balance of the company's share of the pension liability as at 1 April 2014, to allow for the adjustment of the previously capitalised administration fees. This has resulted in an adjustment of £1,100,000 credited to the reserves of ATOC Ltd, this amount was charged to the profit and loss account in prior years.

Under FRS 102, the pension cost is equal to the service cost plus the interest on the pension scheme deficit over the period. The net interest is calculated on the net liability, rather than an interest cost on the obligation and a separate expected return on the plan assets (as with UK GAAP). The employer's share of the pension cost in the year ended 31 March 2015 was £2,000,000, this increased to £2,600,000 as a result of the change in the administration fee allowance. The additional cost of £600,000 is shown as charge against the reserves for the year ended 31 March 2015.

Deferred tax relating to origination and timing differences – this is deferred tax applied at 20% of the net of the short term compensated absences and the adjustment to the retirement benefits plan. The adjustment on the retirement benefits plan is a reversal of the amount previously included under old UK GAAP as a deferred tax credit.

C – Rent lease incentive

ATOC Ltd has previously recognised the rent free period as a lease incentive over 36 months, this has been adjusted to reflect the actual lease incentive period of 30 months. The lease incentive is spread over the term of the lease, a reduction of this results in a higher rental charge which has been reflected as an adjustment to the reserves brought forward as at 1 April 2014 of £29,000 and a further charge of £31,000 in the prior year profit and loss, a cumulative adjustment of £60,000 has been recognised as an adjustment as at 31 March 2015.