



building our future



ww intro

We are delighted to provide you with an Annual Report detailing the scope of QR Limited's (QR) achievements and successful delivery for both customers and owners alike for the 2008/09 financial year. As a government owned corporation (GOC), we strive to ensure that our owners, the Queensland Government, and customers are fully informed on the performance of QR. This annual report provides a comprehensive insight into the operations, performance and aspirations of QR Limited.

While this report is prepared primarily for owners, it is made available to a wider audience in the interests of corporate transparency and accountability at www.QR.com.au.

duction



QR contents

01	OUR BUSINESS		
		About QR	06
		Chairman's Statement	08
		CEO's Statement	10
		Corporate Priorities	12
02	OUR JOURNEY TO ZERO HARM		
		QR Safety	15
		ZERO Harm	18
03	OUR YEAR IN REVIEW		
		QR Limited	23
		QR Freight	24
		QR National Coal	28
		QR Network	32
		QR Passenger	36
		QR Services	40
04	OUR FUTURE		
		Our People	45
		Our Community	48
		Our Environment	51
		Our Resilience	53
05	OUR GOVERNANCE		
		Leadership	56
		Statement of Corporate Intent	64
		Glossary	71
06	OUR OPERATIONAL & FINANCIAL PERFORMANCE		73



QR's vision is to be a truly
great Australian company,
a world leader in rail
and transport.

01 | our business

➤ WHO WE ARE AND WHAT WE DO

➤ ABOUT QR

➤ OUR GROWTH AND BUSINESS DIRECTION IS UNDERPINNED BY FIVE CLEAR BUSINESS PRIORITIES:

- World-class safety performance
- Excellence in customer service
- Superior commercial capability
- A growing business
- The best people

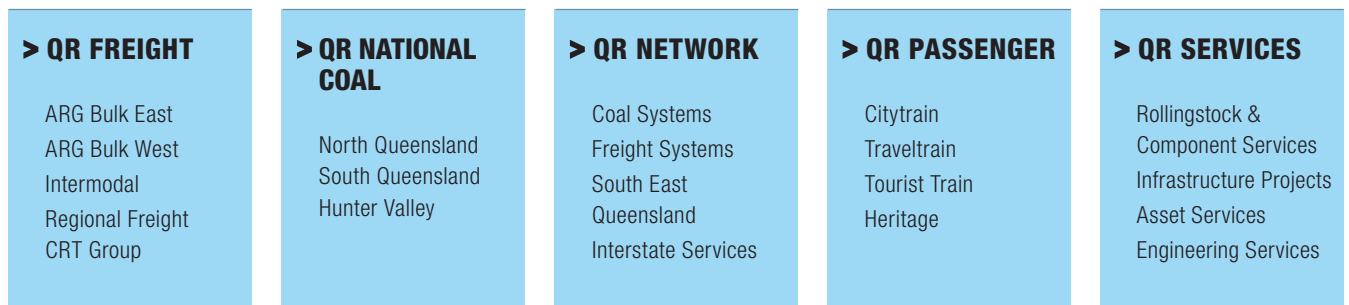
QR is an organisation with forward momentum – ready to meet the expectations of our people and customers. QR generates close to \$4 billion per annum in revenue and is one of Australia's largest integrated transport providers. On any one day, QR operates more than 1,000 train services, moves more than 678,000 tonnes of freight and carries more than 178,000 passengers to work, home, events and other destinations.

➤ Revenue	\$3,970 million
➤ Fixed assets	\$12,081 million
➤ Tonnes	249mt
➤ Locomotives	>700
➤ Wagons	>15,000
➤ Services Wagons	>680
➤ Employees	15,852
➤ Track network	10,000 km
➤ Train services	1,000 + per day

- QR delivers rail transport solutions that are safe, reliable and sustainable
- QR is Australia's largest freight carrier by volume
- QR has a national workforce of more than 15,000 employees in 500 locations throughout Australia.

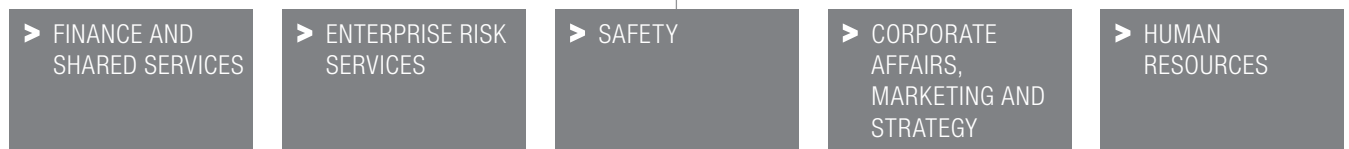
➤ QR AS AN INTEGRATED BUSINESS

➤ QR IS AN INTEGRATED TRANSPORT PROVIDER WITH FIVE SPECIALTY CUSTOMER FACING BUSINESSES:



- QR Network manages the 10,000km of track that is utilised by QR National Coal, QR Passenger and QR Freight to deliver supply chain solutions and services
- QR Network operates 12 control centres, which share responsibility for Queensland's rail network, including Freight, long-distance Passenger, Coal, Bulk, Intermodal and Suburban operations
- QR Services Redbank facility provides maintenance and refurbishment services for QR Passenger as well as rollingstock construction for QR National Coal
- QR Services provides routine maintenance, track resurfacing, procurement and logistics and rail grinding services to the QR Coal, Freight and Passenger networks
- QR's rollingstock is operated as a fleet, which enables QR to share resources between businesses
- QR's centralised traincrew instruction also provides for crew interoperability throughout Queensland.

CORPORATE SUPPORT UNITS



QUEENSLAND GOVERNMENT SHAREHOLDING MINISTERS

QR is a public company limited by shares and is a Government Owned Corporation under the *Government Owned Corporations Act 1993*. QR shareholders are the Honourable Andrew Fraser MP, Treasurer, and the Honourable Rachel Nolan MP, Minister for Transport.



John B Prescott AC.



WHILE THE SCOPE OF THE SALE AND PROCESS IS STILL BEING DETERMINED, I CAN SAY THAT PRIVATISATION IN NO WAY CHANGES OUR STRATEGIC AND OPERATIONAL OBJECTIVES.

➤ CHAIRMAN'S STATEMENT

The 2008/09 financial year has been punctuated with significant milestones for QR amid the challenges of the global financial crisis. With a new leadership team under the direction of CEO Lance Hockridge, QR has forged ahead with a raft of business-specific and corporate-wide transformation initiatives.

Throughout 2008/09, QR conducted a substantial strategic review of all its businesses and overall corporate direction.

It identified QR's extraordinary strengths in operations and the need for continued improvement in commercial capability and customer service. It also reaffirmed the company should focus on profitable high-growth market segments across its diversified national business.

The end result of this review is a Board-approved set of clearly defined strategies and action plans which will guide each business to achieve the five corporate priorities of Safety Performance, Customer Service Excellence, Commercial Capability, Growth and People Capability.

QR has a suite of well positioned commercial businesses tasked with achieving the best possible return for our owners, the Queensland Government, and in turn, the people of Queensland, as well as our customers throughout Australia.

Towards the close of the 2008/09 financial year, our owners, the Queensland Government, announced its intention to privatise a large part of QR. This is a watershed for QR and recognition of the dramatic shifts and increasingly competitive nature of the markets in which our businesses operate.

While the scope of the sale and process is still being determined, I can say that privatisation in no way changes our strategic and operational objectives of transforming QR into a truly great Australian company and a world leader in rail and transport.

Most importantly, we will continue our very substantial investment program in new facilities and services.

SAFETY

At the forefront of QR's priorities is safety. Despite major internal reforms and a tumultuous external environment, safety remains fundamental to our company's priorities. QR's efforts to achieve and maintain world-class safety standards will continue through the ZERO Harm program.

With the continuing assistance of safety consultancy DuPont, QR is working to improve the organisation's safety culture through a range of targeted initiatives. All QR managers and supervisors have completed safety leadership training and the launch of the company-wide 'Targeting ZERO Injuries' campaign means the safety focus is clearly visible in all workplaces.

Sadly, two QR employees, Rick Weatherall and Michael Smithers, were killed when a truck collided with the Tilt Train at a level crossing near Cardwell in North Queensland in November, 2008.

In January 2009, there was another tragic level crossing accident when a truck collided with the Sunlander passenger train near Innisfail, North Queensland. The truck driver died in this accident.

QR has stepped up its community education efforts and is investing in extra level crossing protection measures in the wake of these devastating accidents.

FINANCIAL PERFORMANCE

QR has not been immune to the global financial crisis, with impacts experienced in the coal and freight markets during the year. Despite reductions in tonnages, significant progress was made in contract negotiations, pricing and capital efficiency that resulted in improved outcomes.

Our net profit was down from original forecasts for 2008/09, but pleasingly a marked improvement from the previous financial year. This is a positive result in a tough year for business and for exports. We are now focused on creating the commercial returns that QR genuinely requires moving forward. The execution of the new, sharper strategic plan will deliver results that are achievable. This is building the foundation for the future and one in which the medium to long-term outlook for our markets is very positive.

We will spend \$8.5 billion on major infrastructure works over the next five years. This investment will underpin the growth and service expectations of our customers, especially in the freight, coal and passenger markets. It is also a critical element in delivering the business results and commercial returns we are targeting.

CUSTOMERS

The need to continue improving our customer service offering has never been greater. QR's customer base is large and varied – meeting the needs of 65 million passengers a year in Queensland is vastly different to haulage demands of coal customers supplying the global market. The reality of the competitive coal transport market was clearly demonstrated this year with the announcement that another operator has secured coal haulage contracts in Queensland. Conversely, we have secured additional long-term coal contracts in the Hunter Valley and remain the largest iron ore haulier in Western Australia outside of the Pilbara. We take the view that competition in all our markets can only hone our customer focus and we are determined to ensure that happens.

COMMERCIAL CAPABILITY

QR's commercial capability has strengthened with the collective experience of its rejuvenated leadership team. The injection of private sector know-how into QR ensures our business direction and contractual arrangements are scrutinised under a genuinely commercial lens, and all future investments meet stringent capital return criteria. QR change initiatives included several programs dedicated to improving key commercial capabilities across the organisation. Combining this with leveraging off our inherent strengths and efficiencies, QR will realise greatly improved commercial returns in the coming years.

I also welcomed the significant high-calibre appointments made to the QR Board during 2008/09 including former QANTAS executive Peter Gregg, former Queensland public service leader Dr Leo Keliher and transport industry executive Allan Davies. Long-standing director, Dawson Petie was re-appointed to the Board for a further three years. I would also like to acknowledge the strong contribution made by director Susan Rix who will leave the Board in October to take up another Board appointment with the Port of Brisbane and also Warren McLachlan who will leave the board in September.


GROWTH

While the global economic crisis saw the extraordinary resources super-cycle slow in 2008/09, QR managed to capitalise on several key expansion opportunities. QR National Coal contracts, with Peabody Coal and Felix Resources in the Hunter Valley, secured in the current financial year, are excellent examples. Each business portfolio has been scrutinised and their future growth plans have been strategically set in motion. Underpinning these plans is our view that the medium to long-term growth prospects in the urban passenger, freight, infrastructure services and mineral resources markets are compelling.

PEOPLE

QR has a highly skilled group of employees capable of achieving our performance targets. Our employees will need to accept the challenge of becoming more commercial and focusing on delivering results for customers. It's about providing connectivity between road, rail and port infrastructure and the seamless service that means QR genuinely delivers. We are confident they will do this.

Although the challenges of the 2008/09 year have been considerable, there is a renewed vigour across QR with the rollout of the programs to transform the company. More than ever, we have a clear picture of our future as a world-class rail and transport provider and what we individually need to do to achieve that position.



John B Prescott AC
Chairman



Lance Hockridge.



NOW IS THE TIME TO DEMONSTRATE THAT WE KNOW OUR BUSINESS BEST AND HAVE THE EXPERTISE AND CAPABILITY TO DELIVER SAFE, WORLD-CLASS RAIL AND TRANSPORT OPERATIONS.

➤ CEO'S STATEMENT

My first full year with QR has been marked by extraordinary change in the corporation and in external markets, coupled with the privatisation announcement by the Queensland Government. The global financial crisis has presented significant challenges for the company, our people and the new leadership team. Yet it also provides an opportunity for rapid improvement across all dimensions of the company: Safety Performance, Customer Service Excellence, Commercial Capability, Growth and People Development.

Significant work has continued to develop the strategies to transform QR into a company with world-class safety that competes commercially, delivers strong returns for its shareholders and is well positioned for strong growth in all of its businesses. QR's new corporate plan will ensure QR is a truly national transport and logistics company with strong growth and commercial prospects.

We are working on delivering customer service excellence, making sure we are problem solvers for our customers and that they can rely on us to be innovative and anticipate their needs. The renewal of several major contracts and the securing of new business, especially in the Hunter Valley coal market, demonstrates the value proposition we can offer customers.

At the same time, we are cementing the relationships we already have and expanding into areas across the supply chain. I'm pleased to say that following the finalisation of our strategy, work is well underway on executing the business improvements across QR. Clearly this is now being carried out against the complex backdrop of the privatisation announcement in June 2009 by the Queensland Government.

While some may suggest this would change our focus, it actually gives us a greater impetus to demonstrate our expertise and the capability of our business to deliver safe world-class rail and transport operations.

SAFETY

I was devastated to receive the news late last year that two of QR's Tilt Train drivers Rick Weatherall and Michael Smithers were killed in a level crossing collision with a truck near Cardwell. In January, another collision occurred between a truck and the Sunlander train, resulting in the death of the truck driver. Along with the enormous impact on families and friends, these incidents have far-reaching effects within the QR family and the communities in which our people live and work.

QR established a level crossing taskforce made up of train crew, safety and operational experts and unions, and has since worked to address priority crossing upgrades. A total of \$76.5 million is being invested by QR and the Queensland and Federal Governments to improve crossings in Queensland. We are continuing to work with DuPont to ensure the safety message penetrates all levels and locations within QR. The establishment of safety committees by region, workplace and area of expertise has helped ensure safety remains core to the work we all do and that issues can be identified and resolved as early and quickly as possible. We will only be a truly world-class rail and transport operator when we achieve world-class safety performance standards. In my mind, anything less than ZERO Harm is unacceptable and working towards this remains my top priority.

KEY APPOINTMENTS

During the year I was pleased to finalise my executive leadership team through a number of key appointments. QR now boasts an outstanding blend of commercial experience and operational excellence in our leadership ranks, unsurpassed in the transport and logistics industry in Australia. Key new appointments in 2008/09 included:*

- Lindsay Cooper, formerly Group General Manager Rollingstock and Component Services, took up the role of Executive General Manager QR Services
- Ken Lewsey was appointed Executive General Manager of QR Freight in January, bringing his considerable commercial experience to the role
- Michael Madden, formerly of BHP Billiton commenced as Acting Chief Safety Officer
- Marcus McAuliffe, formerly of Pacific National, appointed as Executive General Manager QR National Coal
- Greg Pringle, formerly of Flight Centre, commenced as Acting Chief Risk Officer and was later appointed to the new role of Chief Corporate Services Officer
- John Stephens, formerly of BHP Billiton Mitsubishi Alliance, commenced as Chief Human Resources Officer in January 2009.

I would also like to pay tribute to long-standing executive, Stephen Cantwell who departed QR during 2008/09. Stephen fulfilled a range of roles in QR during a 33 year career including a decade in the executive leadership team. One of his outstanding achievements was QR's landmark acquisition of ARG in 2006 which was a key plank in establishing QR as a truly national player.

RESULTS

The world economy suffered greatly in the second quarter and it was clear from the outset that QR would carry some cost. As demand for our customers' products reduced, the downturn has meant our financial and operational performance in 2008/09, while improving over 2007/08, has been constrained by these impacts. Our net profit after tax was \$298.7 million, an increase of 38%, with revenue increasing 12% to \$4.0 billion. The improved result was driven by a range of factors including improved contract terms, higher access charges, tighter cost control and increased revenue from higher volumes and the Transport Services Contract revenue from the Queensland Government.

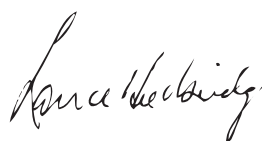
Our Passenger, Coal and Network businesses delivered higher revenue, margins and earnings and our Freight business (Bulk, Regional Freight and Intermodal) improved financial performance. Regional Freight losses were reduced through a continuing improvement program. Specialist Bulk Freight subsidiary, ARG, improved its performance through growth in tonnages, revenue and earnings despite significant challenges in the business environment. Our Intermodal business maintained its expansion in the national containerised freight market and with the delivery of its fleet occurring in the first half of 2008/09, it will be pursuing the scale needed for ongoing profitability.

The 2008/09 year delivered the second successive year of improved results and the highest ever net profit for QR. This is a solid result in difficult market conditions. We now look forward to executing the transformation strategies across each of our businesses, quickly and decisively, and delivering the double-digit commercial returns that we know are achievable.

OUTLOOK

We are continuing to realise the untapped value and efficiencies within and across our operations, and changing our mindset to that of a key supply chain partner, rather than just a provider. We also consider this through the perspective of the significant cultural shift we need to achieve in QR – away from an asset-based business to one which is truly customer-focused.

I remain ever enthusiastic about the emerging strengths of QR and the prospects ahead of us. We have clear strategic direction, we've already gained traction and I believe in 2009/10, we will really begin to realise the benefits of our hard work.



Lance Hockridge
Chief Executive Officer

➤ CORPORATE PRIORITIES

CORPORATE PRIORITY	KEY ACTIVITIES
<p>➤ WORLD-CLASS SAFETY PERFORMANCE</p> <p>Achieve a ZERO Harm environment with safety as the core value through continuous improvement of safety systems and processes, working environments and organisational culture. Led by managers and supervisors encouraging employees to take responsibility for their safety and the safety of others.</p>	<ul style="list-style-type: none"> ➤ Safety Leadership training and coaching for Executives, Operational Managers, Line Supervisors and Safety Professionals/Practitioners ➤ Safety Interactions as part of the day-to-day activities of Executives, Managers and Line Supervisors. Safety Interactions influence positive safety behaviour through the acknowledgement of good safety practices, addressing unsafe behaviours and openly discussing safety ➤ A new Safety Committee Framework to drive safety improvements across the organisation, including a central safety committee, sub-committees and district safety committees ➤ A new set of safety performance standards for managers which are currently being incorporated into performance plans ➤ 'Targeting ZERO Injuries' safety campaign ➤ Developed a Safety Road Map, to drive the direction of safety in QR and its subsidiaries. The Road Map will ensure a coordinated approach to safety across the organisation ➤ Delivered public safety campaigns around level crossing safety, along with a comprehensive community education program
<p>➤ EXCELLENCE IN CUSTOMER SERVICE</p> <p>Positioning customers at the centre of our business decisions.</p>	<ul style="list-style-type: none"> ➤ Customer Service Excellence program to transform our business, through understanding and delivering to our customers' expectations, resulting in a significant improvement in customer satisfaction and retention.
<p>➤ SUPERIOR COMMERCIAL CAPABILITY</p> <p>Continuously improving our technical and operational excellence, delivering profitable customer relationships and worldclass project management.</p>	<ul style="list-style-type: none"> ➤ Improve our pricing management information systems and customer relationship capabilities, to ensure all QR's investments are productive and efficiently delivered, particularly in our Coal and Bulk businesses. The focus for this program includes pricing, customer key account management and contracting capabilities.
<p>➤ A GROWING BUSINESS</p> <p>Shaping our portfolio to focus on higher return businesses and capturing financial and strategic opportunities.</p>	<ul style="list-style-type: none"> ➤ Deliver projects with improved outcomes particularly in Queensland ➤ Diversify our business mix, including both product diversification and geographic diversification ➤ In the longer term, build our partnerships capability and innovating to improve the efficiency of our operations.
<p>➤ THE BEST PEOPLE</p> <p>As a major Australian corporation, QR employs over 15,000 people in approximately 300 job categories, across more than 500 locations nationally.</p>	<p>Our six key People Strategy program areas are:</p> <ul style="list-style-type: none"> ➤ Capable and confident leadership ➤ Constructive performance culture ➤ Depth in strategic capabilities and critical roles ➤ Dynamic people cycle (i.e. progression of people through various stages of their QR career) ➤ Genuine employee engagement ➤ Enabler support for QR transformation. <p>These programs deliver highly capable and motivated people to the corporation.</p>

02

our journey to zero harm

➤ THERE IS NOTHING MORE IMPORTANT THAN SAFETY





QR safety



W SAFETY IS THE CORE VALUE AT QR. A SAFE ORGANISATION IS FUNDAMENTAL TO ATTRACTING AND KEEPING THE BEST PEOPLE TO HELP CONTINUE TO GROW OUR BUSINESS. IN 2008/09 QR CONTINUED TO FOCUS ON IMPROVING SAFETY PERFORMANCE TO WORLD-CLASS STANDARDS. AS A RESULT OF THE IMPLEMENTATION OF QR'S SAFETY PROGRAM, THE ORGANISATION HAS EXPERIENCED AN IMPROVEMENT IN SAFETY ALTHOUGH WE HAVE A LONG JOURNEY AHEAD TO ACHIEVE OUR GOAL OF ZERO INJURIES.

Some of the key highlights include:

- ▶ Improvements to QR's reporting culture to proactively eliminate safety risks, resulting in a significant increase in the number of Near Misses reported during this period
- ▶ An increase in the awareness and actions to mitigate high consequence risks, and proactive sharing of learnings associated with these risks across the organisation
- ▶ A continued commitment to our ZERO Harm journey across all business groups.

➤ QR SAFETY

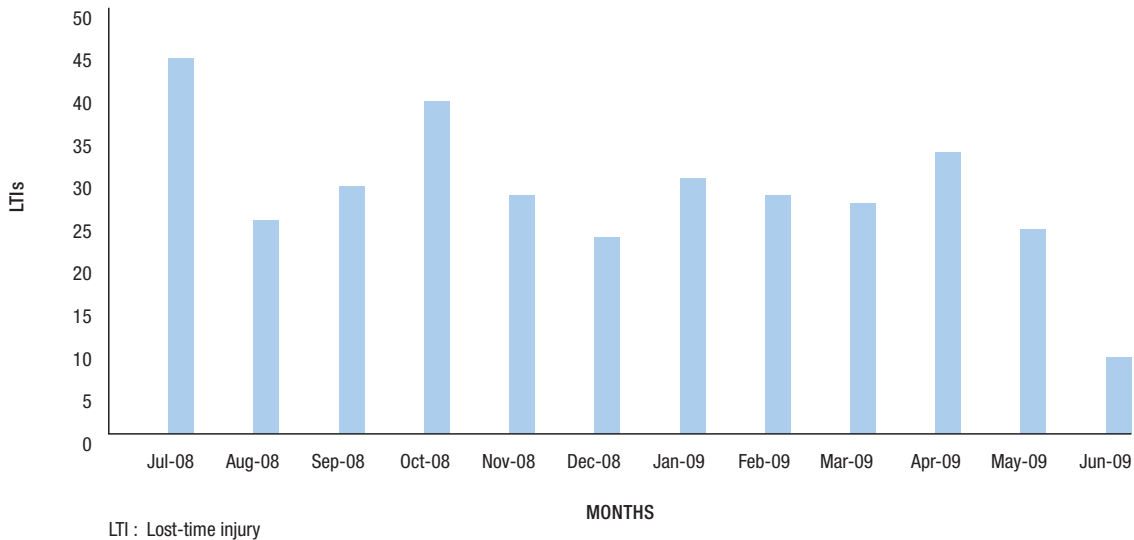
QR appointed DuPont, world-renowned safety consultants, to help us achieve a step change improvement in our safety culture and our safety performance, based on its work with other organisations and industry best practice. DuPont has developed world-class, best practice safety systems, that it has applied with great success to its own business, and which it shares with other companies to improve safety performance.

Improving our safety is not just about enhancing our systems and procedures; it's about changing our attitudes and behaviours and shifting towards a positive safety culture where safety is openly discussed. To achieve this, QR introduced Safety Interactions into the day-to-day activities of operational managers and line supervisors.

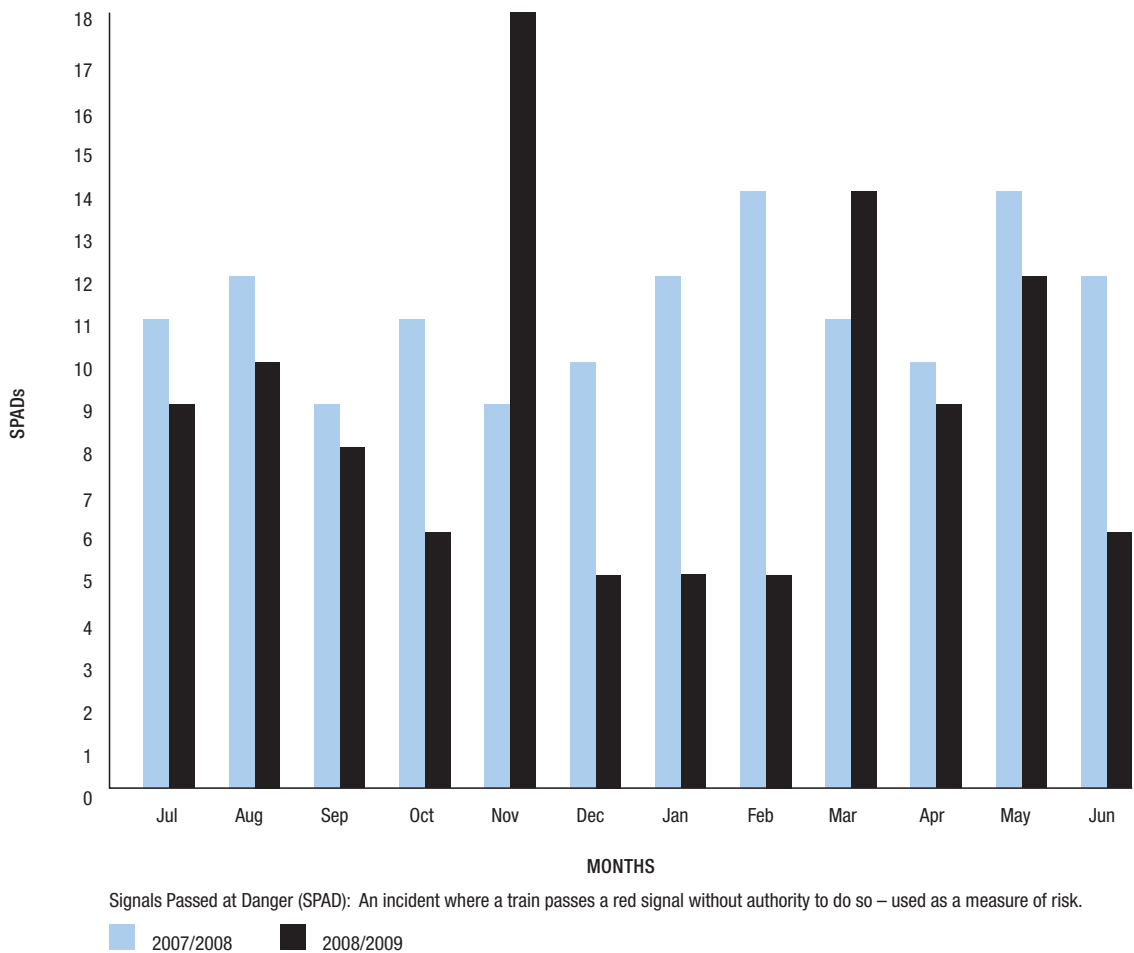
Safety Interactions are about taking the time to have conversations with people to acknowledge good safety practices, providing the opportunity for any safety concerns to be raised, and working together to address safety issues. The primary intent is to identify and resolve safety issues at the time of the Safety Interaction where possible. Additionally, corrective action and its implementation must be followed up.



LTI (LOST TIME INJURIES) PER MONTH 2008/09



SPADs (SIGNALS PASSED AT DANGER) PER MONTH – QR CONSOLIDATED



➤ ZERO HARM



AT QR, WE ARE BEDDING IN A PHILOSOPHY OF ZERO HARM. THE ZERO HARM BELIEF GOES BEYOND OUR WORK ENVIRONMENT – IT IS PART OF OUR DAILY LIFE, OUR FAMILIES, OUR FRIENDS AND OUR COMMUNITY. ZERO HARM IS A WAY OF THINKING, DOING AND BEING.

ZEROHarm

To drive the achievement of ZERO Harm, QR has embraced a safety vision, goal and set of principles:

- Our safety vision is to be world-class in safety
- Our safety goal is ZERO Injuries – Nobody gets hurt.

Our five safety principles are:

- Safety is the core QR value
- All injuries can be prevented
- Management is accountable for creating and maintaining a safe workplace
- We are ALL responsible for preventing injuries
- Working safely is a condition of employment.

To support the achievement of ZERO Harm, QR is continuing its commitment to transforming its safety performance and culture through QR's Safety Program.

QR has completed the initial phases of this program including containing high level risks and assessing the current state of safety culture and performance. Both phases have shaped the development of a transformation phase, in which the principles of risk containment and diagnostics are being embedded to transform QR's safety to world-class standards.

QR will continue to undertake activities as part of the transformation phase to improve safety culture, including increased Safety Leadership training and coaching, enhancing incident investigations, strengthening the work of the safety committees and rolling out the Safety Road Map.



QR National Coal staff from left to right:
David Armstrong, Brendan Marone, Ken Brown, Deanne Sleeman and Sam Merrypor.



Carly Thomas (Traincrew Manager), QR National Coal.



➤ MY ZERO HARM JOURNEY



Wayne Harisson (Track Maintenance Coordinator), QR Services.

Wayne Harisson is a Track Maintenance Coordinator at the QR Services Portsmouth Workshops.

When I started working for QR in 1982 safety seemed to be one of the least important aspects of the job. Most work was done manually, fall protection from bridges was virtually non-existent and on-site workers would labour in stobbies and singlets in the tropical sun. Over the years, safety has progressively become a higher priority in the workplace, and for me personally, the turning point in my safety focus came one day in August 2002 when my Group General Manager phoned to ask me to find the parents of a young Trackworker, to tell them their son had been killed in a workplace accident. While I didn't end up having to speak to the parents, I still shudder to think back about this incident and never want to be placed in this position again. The incident influenced my commitment to the safety of my staff and reinforced the reality of the impact these tragedies can have on family, partners, friends and workmates.

But it's also the lesser injuries that can have an impact on one's personal and family life. Having experienced sporting injuries that prevented me from enjoying things like fishing or playing with my children and grandchildren, I can see that it's the same way a work-related injury would stop me or any of my staff from enjoying the things they love in life. We've made huge improvements to the safety culture in Cairns, which is evidenced by achieving ZERO LTIs over the past two years. I am proud of our achievements in improving safety and managing risks for staff and passengers, and in helping to establish the Cairns District Safety Committee, which was a State first.

I plan to retire in a few years from now, by which time I expect to have a team of workers totally committed to identifying and controlling hazards in the workplace, reporting all near misses and learning from the valuable lessons they provide, and having courageous conversations with those who are not working safely. I am lucky to have a great bunch of committed supervisors to continue after I've retired, and I have no doubt this team can succeed in the journey to a true safety culture, because that's the kind of workers we are in the north.

➤ OVER THE YEARS SAFETY HAS
PROGRESSIVELY BECOME A HIGHER
PRIORITY IN THE WORKPLACE.

03

our year in review

➤ WHAT'S THE INSIDE TRACK ON QR'S OPERATIONS?



Gantry crane at work at Mt Miller Terminal.



Transforming QR Limited

W EVERY CHALLENGE PRESENTS AN OPPORTUNITY. AS THE NATION MOVES TOWARDS RENEWED ECONOMIC GROWTH, QR IS DELIVERING NATIONAL TRANSPORT SOLUTIONS FOR TODAY AND BEYOND.

The past year saw the completion of a significant planning phase which has culminated in the implementation of a new Transformation Program for QR. QR's Transformation Program sets a clear framework for how we will achieve our vision to be a truly great Australian company and world leader in rail and transport. This program is underpinned by our five corporate priorities and sets the foundations for significant commercial growth over the next five years.

The following pages are summaries of our business operations and the benefits they provide to customers and owners.

➤ QR FREIGHT

QR Freight fast facts:

- STAFF **3,780 IN FIVE STATES**
- REVENUE **\$1.2 BILLION**
- ANNUAL TONNAGE **59 MILLION**
- CAPITAL INVESTMENT **\$1.0 BILLION PROGRAM**

During the year, QR's National Bulk Freight, Central Freight and Linehaul activities were separated from its specialist coal haulage business and reorganised as QR Freight, under the leadership of Ken Lewsey.

QR Freight is a leading national partner in bulk and intermodal freight management. We are strongly focused on obtaining excellence in

safety performance, commercial success, innovation and accountability. The group hauls more than 59 million tonnes of minerals, agricultural and general freight each year in Queensland and Western Australia and has a growing presence in the national rail linehaul market. In 2008/09 QR Freight continued to boost its presence in iron ore, which now represents 17% of volumes and is forecast to grow significantly in the years ahead. Transporting a wide variety of freight including grain, livestock, retail goods, mineral sands, sugar, alumina, bauxite, iron ore, copper, lead, zinc and nickel ore, QR Freight has an annual turnover of \$1.2 billion.

This turnover is only possible thanks to the work of over 3,700 highly skilled staff in five states throughout Australia. Our staff are focused on meeting and exceeding customer expectations through development of partnerships and tailored solutions, ensuring we deliver reliable, safe and efficient services in the ever-changing national freight market.

To meet the needs of this changing environment, the restructured Freight group is now positioned to develop and promote a coordinated, nationally focused freight and logistics business. The new QR Freight business includes ARG Bulk East, ARG Bulk West, Intermodal (including CRT Group) and Regional Freight.



➤ QR FREIGHT SAFETY

As part of our ZERO Harm journey, QR Freight is committed to improving its safety culture and performance. An example of this is the level of support and commitment for intensive safety belief workshops that are underway throughout the freight business, to support our ZERO Harm program.

While we are pleased with our improvements in safety performance, we recognise further improvements in safety are required. However, we have achieved improvements in safety performance such as in our Intermodal linehaul and CRT businesses, where more than 500 staff did not experience an LTI during the 2008/09 financial year. This demonstrates the success of our safety training programs.

Through their commitment to safety, our Intermodal business has achieved the milestone of no LTIs or mainline derailments in rail operations and only one LTI in depot operations in 2008/09.



Jimmy Cardno (Terminal Operator), QR Freight.

➤ ARG

ARG is Australia's leading bulk freight business with 15 depots operating nationally in the mining and agricultural bulk freight sectors. ARG hauled more than 56 million tonnes in 2008/09 throughout Queensland and Western Australia, covering a network of more than 14,000 kilometres.

The ARG Bulk West business is the biggest iron ore haulier outside the Pilbara region and is continuing to grow its presence, servicing major customers including Cliffs Natural Resources and Mount Gibson Mining. The continued investment in iron ore and grain businesses includes acquiring eight new generation standard gauge locomotives, providing greater hauling capacity, greater fuel efficiency and advanced braking systems.

ARG IN 2008/09

➤ In September 2008, ARG Bulk East assumed responsibility for the Townsville to Mount Isa rail corridor in Queensland. The transitioning of the workforce from QR to ARG was completed in July 2009 and represents a major operational reform for QR

- During the year, ARG Bulk East successfully negotiated a new rail haulage agreement with the Proserpine Cooperative Sugar Milling Association Ltd. This agreement secures the transport of up to 280,000 tonnes per annum of bulk export raw sugar from Proserpine to Mackay for the next three years
- On 30 June 2009, ARG Bulk West, in conjunction with BIS Industrial Services, formalised the arrangements to service BHP Billiton Nickel West's supply chain. ARG Bulk West, in conjunction with BIS Industrial Services, manages Nickel West's supply chain in Western Australia, which BHP Billiton regards as its most complex across the globe
- ARG demonstrated its customer focus when it helped Portman Mining (now called Cliffs Natural Resources) lift rail tonnages from its Koolyanobbing iron ore project in Western Australia to the Port of Esperance by 4% with no capital expenditure after a 40-week process improvement program last year.

➤ QR FREIGHT INTERMODAL

QR Freight Intermodal offers a containerised freight transport service from Cairns to Perth, together with value added customer solutions such as rail-based warehousing and specialised customer solutions. With a network of terminals and depots near major transport hubs, access to train paths across Australia and new rollingstock investment, QR's Intermodal Business is positioned for growth in the national market for containerised rail freight services.

QR Freight Intermodal includes CRT Group (CRT), a wholly owned subsidiary of QR based in Melbourne. CRT is a highly specialised national transport and logistics company employing 300 people, with branches in Victoria, New South Wales, Queensland, South Australia and Western Australia.

Across its national network, QR Freight Intermodal hauled 0.7 million tonnes of retail freight and 2.5 million tonnes of wholesale freight in 2008/09.

QR FREIGHT INTERMODAL IN 2008/09

- QR Freight Intermodal entered contracts to purchase twelve and lease nine new locomotives for the national general freight network.

These new locomotives are providing a more reliable and efficient service for our customers and will enable the business to achieve a greater scale of operations and profitability.

- In April 2009, QR Freight Intermodal opened the new \$10 million Forrestfield Terminal in Perth, which provides customers with ease of access and a streamlined service that enhances the Intermodal offering of superior customer service.

These investments demonstrate QR Freight Intermodal is serious about significantly building its position as a long-term participant in the \$1.2 billion national linehaul market, which is expected to be worth \$2 billion by 2020.

- In June 2009, CRT announced an agreement with refined sugar products supplier Sugar Australia to provide bulk transport and logistics services. The services provided by CRT to Sugar Australia throughout South Australia and Victoria include the transport and distribution of over 5,000 tonnes of sugar from its refinery and depots to customers in those states.

➤ QR REGIONAL FREIGHT

QR Regional Freight is a Queensland-based freight and logistics business providing general and retail freight services for customers across the state, including the livestock industry. In addition, it provides operational services and solutions to QR's Coal, Passenger, Intermodal and ARG businesses throughout Queensland.

QR REGIONAL FREIGHT IN 2008/09

- Successfully implemented a modal shift for general freight on the Townsville to Mt Isa rail corridor that provides a faster and more reliable service to customers. The modal shift has made QR more competitive with alternative transport services to the region and generated significant savings through improved efficiencies
- A sharp focus on cost control was reflected in better financial results, but this performance is still below target and there is considerable room for improvement

- All of these reforms are part of a continuing business improvement program aimed at not only improving services for customers but also improving financial performance and assuring long-term business viability

- In February 2009, Regional Freight worked closely with customers, community representatives and our competitors to help flood-bound communities in North Queensland.



HYSTER	
QR RF 480069 0	
MAX. DIMS	70' 0" x 10' 0"
TARE	3' 000' 0"
NET	68' 000' 0"
CUBIC CAP	2' 540' 0"

Unloading QR Freight containers at the Acacia Ridge Depot.

➤ QR NATIONAL COAL

QR National Coal fast facts:

➤ STAFF	1,682
➤ ASSET VALUE	\$2.5 BILLION +
➤ REVENUE	\$1.3 BILLION +
➤ ANNUAL TONNAGE	185 MILLION
➤ WEEKLY SERVICES	540

As the Nation's largest coal haulier, QR National Coal provides a vital link between Australia's coal mines and their customers locally and across the globe. QR National Coal operates more than 540 coal train services per week, from 56 mines for 23 customers in Queensland and New South Wales. QR National Coal is a market leader, investing in and deploying rollingstock and highly skilled people to benefit customers and the people of Queensland.

The restructure of QR's freight operations during the year means QR National Coal now operates as a separate business within QR under the leadership of its new Executive General Manager, Marcus McAuliffe. During the 2008/09 financial year, the business has implemented a reform program focused on a range of key initiatives to develop its competitive advantage. The reform will re-shape the QR National Coal business model to ensure execution of the newly developed strategy. A senior leadership team with significant industry and commercial experience has been recruited against this model and has gained early traction against the reform agenda.

SAFETY, HEALTH AND WELL-BEING

The absolute safety of all people with whom QR National Coal interacts – employees, customers' employees, contractors, members of the general public – is viewed as the non-negotiable foundation of our business. Further, QR National Coal accepts the general health and well-being of



Left to Right: Louise Johnstone (Senior Advisor Marketing and Communications), Caroline Paterson (Fleet Velocity Coordinator), Peta Leveritt (Communications Advisor), QR National Coal.

our employees will enhance their quality of life, their motivation and their contribution to the business performance.

During the year, significant effort was focused on laying the foundations to support our safety vision: "To be world-class in safety". The initial step was to develop the capability of the management team to support a range of initiatives. A safety interactions program was implemented, with QR National Coal leaders completing more than 240 personal interactions per month during the latter half of the year. The 'Line in the Sand' employee safety initiative was launched in April 2009, challenging team members across the business to commit to real projects and higher standards aimed at improving safety outcomes – quickly and sustainably. All team members have been asked to make a personal commitment to working safely.

These initiatives, together with other programs focusing on fatigue management and compliance, have contributed towards initial improvements in safety outcomes, such as:

- 1,000 days lost-time injury free in New South Wales
- 360 days SPAD (Signal passed at danger) free at the Coppabella depot
- 260 days SPAD (Signal passed at danger) free at the Callemondah depot.

QR National Coal's management team, while encouraged by this progress, is nevertheless conscious of the long journey remaining to achieve ZERO Harm, and remains committed to continued improvement over the coming year and beyond.

NEW SOUTH WALES MARKET SHARE

In line with its strategic intention of maintaining its national market leadership position, QR National Coal has secured significant growth contracts in the Hunter Valley, and is considering opportunities in the Gunnedah Valley system.

As a result of negotiations undertaken during the 2008/09 financial year, contracts were signed in New South Wales with Peabody Coal (11.9 million tonnes per annum) and Felix Resources (12 million tonnes per annum). These contracts, each spanning ten years, and coming into operational implementation by the 2011/12 financial year, will take the business to approximately 30% of the New South Wales coal haulage market. This is strategically significant as it takes QR National Coal from the status of a successful new entrant to that of the established strong 'number two' operator in a market previously dominated by our competitor.

QR National Coal, with the support of its owner, the Queensland Government, has committed to rollingstock and facilities investments totalling approximately \$300 million to support this market growth. In addition, QR National Coal will employ 90 extra train crew.

➤ QR NATIONAL COAL

COMPETITION IN QUEENSLAND

The 2008/09 financial year brought about the entry of a new competitor into the Queensland market in Pacific National. QR National Coal has welcomed this competition, conducting over the course of the year a full strategic and operational review to identify possible weaknesses as well as potential opportunities brought about by a more competitive environment.

This has resulted in the development of a new QR National Coal ten-year strategic plan, which focuses attention on understanding, developing and leveraging our competitive advantage. Key elements of the plan are to:

- Develop product offers designed best to apply QR National Coal's substantial and flexible asset-base, to provide better outcomes for customers by helping them to balance their railings profile and risk appetite
- Substantially and consistently improve QR National Coal's operational performance – both in coal throughput and cost efficiency
- Work with customers to provide total coal logistics solutions
- Continue to invest in identifying, retaining and developing the best people.

OPERATIONAL PERFORMANCE

Improved operational performance is a key objective of the QR National Coal strategy. During the year advances were made in a number of areas, with encouraging trends in metrics such as locomotive availability and delivery performance against plan. The successful renegotiation of the Enterprise Agreements was a major step forward for the business, with attractive terms offered to employees, in exchange for greater workplace flexibilities. This will assist QR National meet the challenge of increased competition head on.

The 2008/09 financial year was turbulent in terms of coal supply chain demand. The year began with close to maximum throughput required across all coal chain systems, with demand dropping off substantially mid-year as the Global Financial Crisis (GFC) took hold. The final quarter

saw the market back to full throughput again as global demand for coking coal, particularly from China, substantially increased.

While demand swings at these levels are not common, QR National Coal sees its core role as working with customers to accommodate their needs as the coal chain moves through its demand cycle. The sudden and unprecedented upswing in demand presented several challenges to QR National Coal.

The response of the management team, with strong support from the CEO and other QR businesses, was the formation of the Goonyella Coal Chain Taskforce, which had a rapid and positive impact. The impact of this significant intervention is best illustrated through the improvement in performance, with a number of records achieved through the system including weekly throughput nearing two million tonnes.

The Taskforce has now evolved to broaden its focus to improving coal throughput across the business as part of strategic plan execution. As a result, a number of key project groups are being scoped and implemented throughout QR National Coal's operations. The project groups include:

- Yard management projects reducing turn around time through these facilities
- Rollingstock Utilisation Projects improving availability and reliability of new and existing fleet
- Network velocity and availability projects improving the performance of the track assets
- Train operating model projects improving the planning and resourcing of the train plans.

INVESTMENTS IN AUSTRALIA'S COAL CHAIN CAPACITY

QR National Coal and its owner, the Queensland Government, continued throughout 2008/09 financial year to make substantial investments to develop Australia's capacity to export coal to the rest of the world. The case study that follows provides a powerful example.



Loaded QR National Coal train bound for port.

➤ JILALAN RAIL YARD UPGRADE

A QR National Coal case study



Brett McGuinness (Tutor Driver) and Adam Murphy (Rail Operator Level 4), QR National Coal.

The Jilalan Rail Yard, located three kilometres south of Sarina, is a vital link in the Goonyella coal supply chain. The rail yard, used by QR to maintain and service coal transport trains, has expanded over the years in line with the growth in customers' coal exports.

The Jilalan Rail Yard Upgrade (a joint QR Network and QR National Coal project) commenced in April 2008 and will see throughput capability increase by 40%, from 29 trains per day, carrying 92 million tonnes per annum (mtpa) to 42 trains per day carrying 130 mtpa. When completed, the new yard will have 42 kilometres of track, of which 22 kilometres will be electrified.

QR has teamed with the Coal Stream Alliance, comprising members Connell Wagner, Hatch, Parsons Brinckerhoff, Macmahon Holdings Limited and MVM Rail, to design, construct and deliver the upgrade.

To date, 300 staff mobilised on site have achieved a ZERO lost time injury rate – an outstanding result for a project where the scope of works exceeds the scale of anything previously undertaken by QR.

QR Network's below rail works include the installation of 12 kilometres of new electrified track, two road-over-rail bridges and one rail-over-road bridge (including all the associated changes to the public road infrastructure) valued at \$190 million.


New QR National Coal facilities include administration buildings, as well as wagon maintenance and provisioning facilities to maintain the additional rollingstock required to achieve the increased throughput. These works are valued at \$310 million.

In March 2009 the project reached its first major milestone with the completion of the major civil earthworks on the site's northernmost section. Premier Anna Bligh and Transport Minister Rachel Nolan were both on hand to see one of the first coal trains running on the new section of track.

The new track allows 10,000 tonne, two-kilometre long coal trains to keep operating from Central Queensland mines to the ports at Hay Point and Dalrymple Bay while extensive construction works continue at the facility.

This investment at Jilalan will ensure the system has the ability to cater for the expected increased number of trains and capacity demands at the ports, improve operational efficiency within the system's operations, and better allow for the staged presentation of trains to Dalrymple Bay Coal Terminal and Hay Point Coal Terminal.

The project will be commissioned in October 2009.


IN MARCH 2009 THE PROJECT REACHED ITS FIRST MAJOR MILESTONE WITH THE COMPLETION OF THE MAJOR CIVIL EARTHWORKS ON THE SITE'S NORTHERNMOST SECTION.



➤ QR NETWORK

QR Network Fast Facts:

➤ STAFF	1,070
➤ REVENUE	\$1.4 BILLION <small>(inclusive of inter-segment revenue)</small>
➤ ASSETS	\$6 BILLION +
➤ TRACK NETWORK	10,000KM
➤ TRAIN SERVICES	1,000 + PER DAY
➤ CAPITAL INVESTMENT PROGRAM	\$4 BILLION +

QR Network manages the infrastructure assets that make up QR's rail network and provides supply chain solutions and services. As one of Australia's largest networks, QR Network provides rail, corridor, major yard and telecommunications access throughout the 8,000 kilometre open-access rail network, which is Australia's largest and supports the unique network access arrangement between both the freight and passenger operations.

With rail assets recorded at approximately \$6.0 billion, QR Network is delivering an additional \$4.0 billion capital investment program over the coming years, expanding capacity on the network, primarily for Central Queensland Coal and South East Queensland passengers. This expansion plays a key role in positioning other QR lines of business for success and is another example of the integrated nature of the QR business.

Each day, QR Network manages the open-access network movements of more than 1,000 trains across the railway, providing train paths for rail transport, in coordination with its partners across multiple supply chains. It is the skilled QR Network workforce of over 1,000 who continue to ensure the delivery of these services. Our people are design engineers, network planners and controllers, asset managers, commercial and financial professionals and business support people, who are focused on continuing commercial success for QR Network and outstanding service to rail network users, including the other QR lines of business.

QR NETWORK SAFETY

QR Network reflects QR's core value of safety by going beyond compliance to ensure a world-class focus on safety by combining the network safety standards and processes with innovative approaches and technologies.

As an accredited rail manager, annual external audits confirm our processes for ensuring safety are effective and meeting critical safety standards. We also regularly demonstrate the meeting of legislative requirements for electrical safety, safety in signalling and telecommunications, security, environment, workplace health and safety, and safeworking methods.

Continuous improvement of safety is an integral goal of our infrastructure projects, beginning with the design and planning stages. For example, part of the Toowoomba Yard Resignalling project identified an opportunity to convert a siding into a fully signalled passing loop to allow safer changing of train crews. The inclusion of an all-weather driver change pad as part of this work has reduced the possibility of slips, trips and falls on uneven ground.

Safety is also the most integral part of infrastructure construction and maintenance. Achieving a ZERO LTI rate is a goal of all our projects. For example, through the establishment of a safety culture on-site, QR Network's Robina to Varsity Lakes rail extension project achieved one million hours free of LTIs in June 2009.



Track configuration at Roma Street.



From left to right:
Adam Elmore (Network Controller) and Patrick Jeffs (Mayne Train Controller Level 6), QR Network.

➤ QR NETWORK IN 2008/09

Our performance during the past year was characterised by a continuing pattern of solid financial results, on time and on budget infrastructure delivery and excellence in customer service across the network.

QR Network provided a significant increase in revenue for 2008/09 of \$1.4 billion, up 14% on the previous year. Our earnings rose 28% to \$539 million, continuing our trend of improving business performance. This was achieved during a year of mixed demand and tonnages across our network. The global economic downturn and flooding in Northern Queensland were two major events that dominated our business activities during the financial year. Our business has been able to adjust on both counts, with tonnages increasing, after a slowdown mid-year, to record levels on the Blackwater Coal System in June. QR Network consistently earns a stable cash flow, contributing to the QR group financial performance.

Major accomplishments this year include:

- Continued work on a number of projects as part of the South East Queensland Infrastructure Plan (SEQIP) including the Beerwah Rail Crossing Project, which will improve the local and regional traffic network, and the duplication of the rail line between Helensvale and Robina. The new track will cater for future passenger demand. Work has also continued on the Beerburrum duplication project and upgrades to stations at Elimbah and Beerburrum with the new stations and track commissioned in April 2009
- Completion of long-term business plans for all freight rail systems in Queensland, with tonnage projections, market outlook, risk analysis, operating plans and investment strategies defined
- Delivery of eight level crossing upgrades over six weeks as part of the \$42.7 million Federally-funded *Boom Gates for Rail Crossings* program. An additional eight upgrades were completed in North Queensland through QR's \$10 million level crossing safety improvement program
- Integrated planning groups established on all our coal systems, aimed at coordination of activities such as maintenance work and shutdowns, to maximise performance across the supply chains
- Redesign of the Safety Management System to reflect the new business structure and management accountabilities. The new Safety Management System was endorsed by the Queensland Government and confirmed through our annual safety audit and renewal of our Rail Manager Accreditation
- Introduction of a refined capital investment process for major projects, starting with the Goonyella to Abbot Point Expansion Project. This significant project, which includes the Northern Missing Link, was reviewed and re-scoped through a pre-feasibility study to ensure close alignment with market requirements.



Peter Barden (Track worker), Ken Braun (Track Construction Coordinator) and Ken Gent (Safety Project Officer), QR Services.

➤ STANWELL TO WYCARBAH – BLACKWATER DUPLICATIONS:

A case study

➤ THE PROJECT SCOPE OF WORK INCLUDED THE DUPLICATION OF 10.5 KILOMETRES OF TRACK AND THE CONSTRUCTION OF THE NEW BUSHLEY OVERPASS BRIDGE OVER THE CAPRICORN HIGHWAY.

A series of duplication projects along the Blackwater System are being implemented to improve the system's infrastructure capabilities to provide for increased coal haulage from mines to ports to meet customer requirements.

Since 2006/07, QR Network has commissioned seven out of 12 planned duplication projects. By the end of 2009, QR Network will have fully duplicated nearly 80% of the Blackwater rail system, leading to a 40% increase in capacity for the coal supply chain.

The duplication of track between Stanwell to Wycarbah was commissioned in May 2009. The project scope of work included the duplication of 10.5 kilometres of track, the construction of the new Bushley Overpass Bridge over the Capricorn Highway, a number of other smaller rail bridges, electrification and signalling.

The next duplication between Grandleigh and Tunnel on the Blackwater System is due to be commissioned in September 2009.



Track duplication in Central Queensland.

➤ QR PASSENGER

QR Passenger at a glance:

➤ STAFF	3,236
➤ REVENUE	\$0.85 BILLION
➤ ASSETS	353 TRAIN SETS
➤ SERVICES ANNUALLY	266,416



QR Passenger service bound for the southern suburbs.

QR Passenger occupies a strong position within the South East Queensland urban public transport landscape and the Queensland long distance travel market, delivering a range of rail-based solutions and services.

QR Passenger is committed to achieving its vision of shaping the future of passenger transport which requires a shift from being traditionally asset-focused to one focused on delivering exceptional customer service. The framework developed to achieve this change has the potential to deliver key financial, customer and employee benefits, confirming QR Passenger's status as a significant contributor to the Queensland community.

In 2008/09, QR Passenger carried more than 66 million passengers on more than 260,000 scheduled services, supported by over 3,000 staff to deliver an annual revenue growth of 15.7%. As the backbone of Queensland's urban transport network, QR Passenger forges ahead with transport innovations that deliver value to Queenslanders.

QR Passenger is an Australian industry leader in passenger transport and travel services, with a strong reputation in safety, sustainability, innovation, service and reliability. On 1 September 2008, QR Passenger became its own Accredited Railway and a wholly-owned subsidiary of QR Limited.

QR Passenger's 2009/10 strategy will deliver commercially sustainable and profitable initiatives, structured to deliver optimum value for all its stakeholders.

COMMERCIAL CAPABILITY AND GROWTH

2008/09 saw the continuation of upgrades to the South East Queensland Rail Network under the South East Queensland Infrastructure Program Rail (SEQIPRail) works program. The upgrades included:

- Caboolture to Beerburrum (duplication and realignment)
- Corinda to Darra (third track)
- Darra to Springfield (track extension)
- Robina to Varsity Lakes (track extension).

QR Passenger also participated in Queensland Transport's Inner City Rail Capacity Study which determined preliminary route options to allow for future growth of the Citytrain network to ensure continuing passenger demand can be catered for in the long term.

\$211 million worth of various capital works projects were delivered in 2008/09 including new rollingstock, new stations, upgrades to existing stations and rollingstock, car parks and information systems.

NEW ROLLINGSTOCK

The acquisition of new rollingstock for the Citytrain network continues to be a major focus for QR Passenger and represents more than half of the \$211 million QR Passenger Capital Investment Program for 2008/09.

Strategies for future rollingstock supply and maintenance have been developed, along with a strategy for future train stabling requirements. Strategic rollingstock utilisation models will ensure effective allocation of train sets in the network to cater for passenger demand.

QR Passenger took delivery of a further 13 three-car sets taking the total to 28 three-car sets delivered of the current orders for 64 three-car sets of new rollingstock. Delivery and acceptance of a further 15 three-car sets is planned for the 2009/10 financial year, in conjunction with continued investigations into new generation rollingstock.

The management and maintenance of the expanding Citytrain fleet is essential to ensure QR Passenger operates at optimal levels. Accordingly, the Rollingstock Assets group has undertaken the following activities in 2008/09:

- Reviewed the engineering scope for all preventative maintenance of the Citytrain fleet
- Developed a future maintenance facility plan to accommodate new Citytrain rollingstock
- Increased the rate of Citytrain detail cleans from once every two months to once a month.

A new Citytrain timetable was implemented on 23 February 2009 providing two additional morning peak services for both the Ipswich and

QR PASSENGER >

Caboolture lines. The development of the 2010 timetable will review the demand and service levels for the Ipswich and Caboolture lines as well as associated intercity extensions.

To ensure future planning outcomes meet expected customer demand, partnerships with relevant planning Divisions of Queensland Transport and Main Roads, the TransLink Transit Authority, and QR Network have been developed and fostered.

NEW BUSINESS STRATEGY TEAM

In November 2008, a New Business Strategy Team was established to strengthen QR Passenger's commercial capabilities and increase revenues through identifying and realising sustainable growth opportunities.

With a focus on customer service, the team is working to optimise financial performance across the business in areas such as retail leasing, advertising and property-related development around railway stations. This includes managing QR Passenger's involvement in Transit Oriented Developments (TODs) in South East Queensland and working to increase returns on under-utilised assets while enhancing the experience of customers.

In its first six months, the team:

- Began discussions with major suppliers to introduce new convenience-based services to enhance commuters' travelling experiences
- Audited retail leases and began implementing strategies for greater service offerings and revenue growth
- Represented QR Passenger interests in commercial negotiations with developers on TOD developments impacting Citytrain network stations
- Was short-listed for the provision of a \$150m commercial development on an important TOD site adjoining Bowen Hills Station
- Developed concepts focused on enhancing cycling facilities at stations while also reducing traffic congestion and commuter carbon footprints
- Reviewed outdoor advertising agreements resulting in the first steps of a Station Precinct Strategy.

QR PASSENGER SAFETY

In 2008/09 QR Passenger delivered on the safety strategies outlined in its 'Roadmap to ZERO Harm'. The dedication to safety and an unwavering commitment to ZERO Harm were best demonstrated by the successful completion of the Fortitude Valley Station and Indooroopilly Station redevelopments with only four hours lost in over 30,000 person hours.

QR Passenger reviewed its Safety Management System and subsequently redeveloped and implemented a web-based system that allows all QR Passenger staff with intranet access to obtain the most up-to-date safety information.

CITYTRAIN

Rapid population growth in South East Queensland, combined with economic and environmental factors, has increased patronage on public transport over the past five years with strong growth forecast to continue. Citytrain patronage reached 65.1 million passengers in 2008/09, a 5.4% increase on the 2007/08 figure. A distinct shift from private car to public transport contributed significantly to this increase, particularly for passengers commuting during peak periods.

QR Passenger is committed to improving the customer experience and alleviating passenger congestion through a number of customer service focused initiatives. This is demonstrated in the delivery to date of approximately \$400 million in rail infrastructure with additional Queensland government investment underway including the commissioning of 28 new three-car units with an additional 74 planned by July 2012.

TRAVELTRAIN

Despite a challenging tourism year marked by declining international and interstate visitors due to the global financial crisis, Traveltrain continued to record positive results. Focus was placed on improving direct sales channels growth through our QR Travel Centres, Central Reservations and the Traveltrain website.

The Traveltrain website was revitalised in 2009 to improve presentation, usability and introduce online booking functionality, resulting in sales growth from the online channel of 41% for 2008/09.

The Tilt Train had its 10th anniversary on 10 November 2008 and celebrated with a \$10 Seat Sale. The results were overwhelming, with 3,400 bookings taken.

KURANDA SCENIC RAILWAY (KSR)

The KSR business continues to implement financial reforms to improve its commercial viability. In the face of a challenging period for the tourism industry, the business continues to look for cost reductions and market leverage from strategic distribution relationships.

➤ QR PASSENGER

QR PASSENGER IN 2008/09

- Set a benchmark for design with the opening of the new Fortitude Valley station in October 2008. A close partnership between QR Passenger and construction management firm Bovis Lend Lease allowed this award-winning station to be successfully opened ahead of schedule and under budget
- A new maintenance and capital improvement program was delivered, targeting the top 28 stations within South East Queensland
- Enhanced LCD Passenger Information Display System monitors were installed in key stations such as Central, Robina, and Fortitude Valley to improve customer access to train departure and arrival schedules
- Tilt train service cancellations affected the diesel-powered Cairns Tilt Train service that operates two trains in each direction each week between Brisbane and Cairns. Services resumed 4 May 2009
- E-rail train service notifications were introduced in January 2009. E-rail provides free SMS updates to subscribers by notifying commuters of unplanned disruptions or late running trains across the Citytrain network
- Online booking for Traveltrain services became available in December 2008 allowing passengers to book and purchase tickets for long distance train services via the Traveltrain website
- An intense management and employee engagement process commenced in 2008/09, which reiterated the fundamental importance of the contribution QR Passenger's people make to the business. A range of programs have been implemented to deliver business outcomes and commercial value and enhance employee engagement, satisfaction and performance
- An Independent Access Guide for people with disabilities was published and a safe boarding campaign was developed, making it easier and safer for customers with disabilities to access platforms and rollingstock
- A customer education campaign focusing on journey information and behaviour onboard trains was launched
- The Graffiti Management Program was revised to ensure the management of graffiti is coordinated across QR subsidiaries. The approach taken to graffiti management is both preventative and responsive, involving partnerships with the community, Queensland Police and government, and aligns to the Queensland Graffiti Management Policy 2008 to 2011
- Traveltrain continues to be recognised for the quality of its holiday experiences. The Sunlander, Spirit of the Outback, Kuranda Scenic Railway and The Gulflander were included in the Queensland Must-Do 150. The Sunlander was also voted one of the Top 25 Rail Journeys of the World by the Society of International Rail Travellers for the third year in a row.



Wendy Evans and Samantha Verrier (Catering Attendants), QR Passenger preparing for Tilt Train departure.

➤ GOLD COAST UPGRADES ON TRACK

➤ THE NEW 4.1 KILOMETRE RAIL LINE FROM ROBINA WILL LINK INTO A NEW, INNOVATIVE AND ECO-FRIENDLY STATION AT VARSITY LAKES.

Completion of the \$72 million Helensvale to Robina Track Duplication project in July 2008 provided another boost for passenger services on the Gold Coast line. As well as improving operational flexibility, it paved the way for 15-minute intervals on morning and evening peak hour services.

The first extension of the Gold Coast line in ten years is being delivered through the \$324 million Robina to Varsity Lakes (R2VL) Rail Extension project. The new 4.1 kilometre rail line from Robina will link into a new, innovative and eco-friendly station at Varsity Lakes.

After two years of construction, the project reached a significant safety milestone of one million LTI-free hours on 1 June 2009.

Works are approximately 80% complete and the project team is gearing up for the first service to start in December 2009. Residents of Varsity Lakes will be able to reach Brisbane's Central Station in 75 minutes.



➤ QR SERVICES

QR Services fast facts:

➤ STAFF	5,109
➤ REVENUE	\$1.01 BILLION <small>(inclusive of inter-segment revenue)</small>
➤ CAPITAL WORKS	\$444 MILLION
➤ DEPOTS	190 +


QR SERVICES IS THE LARGEST RAIL SPECIALIST ENGINEERING AND CONSTRUCTION CONTRACTING BUSINESS IN AUSTRALIA, PROVIDING WHOLE-OF-LIFE ASSET SOLUTIONS IN THE RAIL SECTOR. QR SERVICES DESIGNS, CONSTRUCTS, MAINTAINS AND MANAGES WHILE PROVIDING THE RAIL INDUSTRY WITH RESPONSIVE, INNOVATIVE AND COMPETITIVE ASSET SOLUTIONS.

In July 2008, as part of QR's redefinition of its portfolio, a dedicated engineering services business was established. QR Services is the largest rail specialist engineering and construction contracting business in Australia, providing whole-of-life asset solutions in the rail sector. QR Services provides the rail industry with responsive, innovative and competitive asset solutions.

With operations stretching across Queensland, Tasmania, New South Wales and Western Australia, QR Services' offerings are supported by its ownership of the largest fleet of high-production rail maintenance and construction machinery in Australia.

With projects including engineering, track construction, maintenance and rollingstock delivery, QR Services has been increasingly successful in securing contracts in other states and working rail networks beyond Queensland's borders, while continuing to provide integrated above and below rail solutions for its internal customers. QR Services provides an end-to-end service, including feasibility, delivery and ongoing asset management, capitalising on our in-house expertise and contractor partnerships to ensure 'best for project' decisions and whole-of-life asset value. QR Services has a track record for completing projects on time, on budget and to the highest operational and safety standards.

Our highly skilled team of more than 5,100 people, through nearly 200 locations across Australia, deliver significant infrastructure expansions, maintenance, manufacturing and augmentation projects to support rail capacity in the coal, minerals and commuter sectors.

The growth strategy recently put in place leverages the strong technical and operational excellence of QR Services' team and its rail-specific assets. With increasing commercial capability and customer focus, QR Services will continue to deliver quality service to internal QR customers while diversifying and growing in external markets.



➤ QR SERVICES 2008/09

QR SERVICES SAFETY

The QR Services management team, leveraging expertise from DuPont, have focused on the achievement of world-class safety. The success of this focus on safety leadership and cultural change can be seen in improvement of safety performance measures over the past 12 months.

Some of the programs that have supported the achievement of world-class safety include:

- Implementing a process to streamline safety communications across the business and highlight critical safety messages
 - Rolling out of fatigue management training program across all groups
 - Developing key principles, processes and guidelines to safely manage the interface between people and plant
 - Holding 2000+ conversations with individual QR Services staff members about safety each month
 - Introducing hazard identification and risk containment initiatives
- QR Services has developed a deliberate growth strategy that recognises the significant expansion of infrastructure construction and maintenance requirements in external markets. A number of commercial opportunities have been identified for consideration over coming years in Australia and New Zealand – a market worth in excess of \$5 billion
 - Extensive strategy work has been completed during 2008/09 and programs have commenced to drive a stronger commercial and customer-driven culture across the business
 - QR Services worked closely with major customer QR Network to increase availability and reliability within the coal network. A new model was introduced in May 2009 enabling QR Services to refocus efforts on improving response to faults and failures. This new strategy will maximise available train paths and increase the movement of coal to port
 - A new trans-shipment and rail welding facility is under construction at Yeerongpilly to replace the ageing depot at Banyo. The Yeerongpilly facility boasts in-house capability to manufacture, store and deliver rail, improving productivity and efficiency.



➤ LARGEST RAIL GRINDER IN SOUTHERN HEMISPHERE DISPLAYS QR SERVICES' COMMERCIAL FOCUS

➤ THIS YEAR, QR SERVICES WELCOMED THE LARGEST AND MOST POWERFUL RAIL GRINDER IN THE SOUTHERN HEMISPHERE INTO ITS TRACK MAINTENANCE FLEET.

The \$28 million, 180 metre long, 740 tonne behemoth will grind rail across the vast Queensland network, focusing particularly on the high tonnage coal field areas.

Custom built and designed by US-based company Loram, the new grinder will cut maintenance time by 75%, allowing more coal and freight trains to access the network.

By investing in the latest rail maintenance technology, QR is able to improve the safety, reliability and availability of our 10,000 kilometre Queensland rail network.

QR Services also delivered a second-hand 80 stone grinder for use in delivering its contract with Australia Rail Track Corporation (ARTC) in New South Wales and has also been successful in contracts with WESTNET in Western Australia and resleeper works for the Tasmanian government.



Queensland's largest rail grinder on display at Roma Street Station.



04 | our future

➤ PREPARING FOR TOMORROW



our people

From left to right: Colin Murphy (Track Maintenance Supervisor), Corey Ross (Transit Officer), Mark Johns (Catering Attendant), Andrew Scurr (Locomotive Driver Class II), Roshan Rodrigo (Mechanical Engineer), Julian Connell (Electrical Apprentice), Noel Brooker (Tutor Driver), Renee Conway (Communications Project Officer), Linda Zumbo (Engineering Apprentice), Jason Veigel (Transit Officer), Adam Groth (Supervisor Internal Sales Unit).



DURING 2008/09, THE CEO ANNOUNCED THE ADDITION OF “PEOPLE” TO THE EXISTING PRIORITIES OF SAFETY, CUSTOMERS, COMMERCIALITY AND GROWTH.

People sit at the heart of QR’s capability and competitive advantage in the marketplace. The attraction, retention and development of QR’s people will, in a large part, drive the transformation of the company and underpin future success and growth. To service the needs of QR’s large and diverse businesses, the corporation has a Human Resources (HR) function in place comprising strategic, operational and service delivery elements.

➤ A STRATEGY FOR SUCCESS

QR's Human Resources (HR) function is driving the people strategy in the company to create a high performing culture that is constructive and achievement focused. Under new leadership, a strategy was put in place with identified initiatives linked to six key People Strategy areas:

- Capable and confident leadership
- Constructive performance culture
- Depth in strategic capabilities and critical roles
- Dynamic people cycle (i.e. progression of people through various stages of their QR career)
- Genuine employee engagement.

These programs will deliver highly capable, motivated people to drive future commercial success and continued growth.

QR's HR community is working across the company and its various businesses to ensure the initiatives align with the broader organisational transformation work and support QR's vision.

LEADERSHIP AND PERFORMANCE CULTURE

In 2008/09, QR focused on refining and delivering initiatives to attract, retain and develop talented employees with a particular emphasis on developing capable and confident leaders. The leadership renewal across QR has introduced new and much-needed commercial talent and energy, alongside the experience and operational excellence of existing leaders. QR focused on ways to ensure continuity in critical senior roles. This involved building upon our leadership framework, to ensure people currently in, or aspiring to be in, leadership positions have a clearly mapped understanding of what constitutes successful performance at their own and other levels of leadership.



➤ EMPLOYMENT

➤ AS A MAJOR AUSTRALIAN CORPORATION, QR EMPLOYS OVER 15,000 PEOPLE AT MORE THAN 500 LOCATIONS ACROSS THE COUNTRY FROM CAIRNS TO PERTH.

With a growing national footprint and more than 1,500 positions located outside our home state of Queensland, QR offers excellent employment and development opportunities for its people. More than 75% of QR's people are employed in operations, trades and construction, and in businesses where there are strong growth opportunities. These include the resources sector, general freight and the passenger market.

Ultimately, QR aspires to be the employer of choice in the transport industry and the broader job market. It offers an outstanding range of professional opportunities across 300 job categories. You can drive a two kilometre-long coal train, be at the cutting-edge of engineering design, or in a frontline customer service role on QR's suite of Traveltrains.

During 2008/09, QR's recruitment centre processed more than 34,000 applications for over 2,000 positions and reduced our fill-time rate to 31 days. The centre reduced reliance on recruitment agencies and resulted in savings for the organisation. QR is witnessing rejuvenation across its ranks while ensuring retention of its renowned operational and technical excellence. This is illustrated by the fact that one-third of QR's employees – some 5,000 people – have been with the company for one to four years. At the other end of the spectrum, and where company loyalty is strongly evident, about half have been with QR for 20 years or more.

➤ WORKPLACE AGREEMENTS

➤ QR MADE A FUNDAMENTAL SHIFT IN ITS INDUSTRIAL FRAMEWORK DURING THE YEAR, DESIGNED TO SUPPORT THE CORPORATION'S VISION. THIS INVOLVED NEGOTIATING GREATER FLEXIBILITY IN WORKING ARRANGEMENTS, AND PROMOTING "OWNERSHIP" OF INDUSTRIAL AGREEMENTS AT THE LOCAL WORKPLACE. THE END RESULT IS A FRAMEWORK THAT IS MORE STREAMLINED, FOCUSED ON CUSTOMER OUTCOMES AND ATTUNED TO THE SPECIFIC NEEDS OF DIFFERENT BUSINESSES.

The corporation's previous framework was a two-tier arrangement consisting of an enterprise agreement (EA7) and more than 40 subsidiary agreements. EA7 expired on 30 September 2008, and in its place QR successfully negotiated a single-tier framework of 20 business-specific union collective workplace agreements ("workplace agreements") covering parent company QR Limited and new subsidiaries QR Network Pty Ltd and QR Passenger Pty Ltd.

Acquired subsidiaries such as ARG and CRT remain under separate workplace agreements. The new workplace agreements provide easily-understood core conditions and an overall range of employment conditions tailored to reflect the considerations of employees' daily work, and the relevant business drivers, objectives and environment.

QR will drive application of the workplace agreements to ensure their potential to deliver business efficiencies and improved customer outcomes is being realised.

our community

QR LEVEL CROSSING TASKFORCE

On November 27 2008, QR tragically lost two of our team members at a level crossing incident near Cardwell, North Queensland. Following this tragic event QR established a level crossing taskforce to focus on improving level crossing safety through community participation and awareness. With the determination of never having this tragic event happen again, QR, in partnership with Government and other stakeholders, are providing education like never before.

The Level Crossing Taskforce involves train drivers, railway unions, Queensland Police Service, QR Engineers, as well as many other stakeholders, working with local stakeholders to assess level crossings in North Queensland. The Task Force has now identified eight priority level crossings and has commenced work to upgrade protection with boom gates, flashing lights, improved lighting, warning markings and road signs.

Further to this, QR Network is delivering a massive program of upgrades to level crossing protection to reduce risk on our coal, freight and passenger lines. Queensland has the largest number of level crossings in Australia, with 1,658 crossings accessible to public road users. The number of level crossing collisions in Queensland has dropped about 30% over the last decade, and QR has continued to work towards further reductions.

A second program is the Boom Gates for Rail Crossings, a federally funded program providing \$42.7 million to upgrade 66 level crossings across Queensland. Each upgrade includes boom gates and flashing lights. The first eight of these upgrades were completed by 30 June.

In addition, the Queensland Government is providing funding of \$33.8 million to identify further level crossing improvements throughout the state.



Peter Doyle (Locomotive Driver Class II), QR Freight.

OUR COMMUNITY >

QR'S RAILSMART PROGRAM AIMS TO POSITIVELY INFLUENCE PEOPLE'S ATTITUDE AND BEHAVIOUR ON AND AROUND TRAINS, TRACKS AND RAIL PROPERTY, AND ENCOURAGE COMMUNITY MEMBERS TO TAKE RESPONSIBILITY FOR THEIR OWN SAFETY AND THAT OF OTHERS.

QR RAILSMART PROGRAM

QR, through its ongoing community commitment, offers school and community visits across Queensland, where our Education Unit deliver a proactive message of safety at or near railway lines.

In 2008/09 the Community Education Team (including RailSmart presentations and Events) delivered:

- > Around 500 education session and events presenting to 136,205 people throughout the state
- > A significant achievement in February 2009 when our 1 millionth student participated in our Safety educational program
- > Visits to schools and community groups between Mount Isa and Townsville for the first time as part of the regional RailSmart program
- > The rail safety message with the launch of our global best practice rail safety education website RailSmart.com.au.



Level crossing safety advertising.

QUEENSLAND JUNIOR RUGBY UNION

QR sponsored the Queensland Junior Rugby Union competition during 2008/09 to encourage 14,000 young aspiring rugby union players, representing over 100 regional communities across the country, to stay safe and be RailSmart.

QR REDS

As Principal Sponsor of Queensland Rugby Union and Naming Rights Sponsor of the Reds Super 14 team, QR has received well over \$1 million of brand exposure during the 2009 Super 14 season. QR used this opportunity to spread the RailSmart message to approximately 100,000 people at QR Reds home games and promoted safety throughout our metropolitan stations.

QR also held two charity events at the QR Reds suite where patients, families and carers from Ronald McDonald House, the Cancer Council and Leukemia Foundation were treated to a 'day at the footy'.

➤ OUR COMMUNITY

Q150 STEAM TRAIN

2009 has marked the 150th anniversary of the creation of the state of Queensland. QR ran its first trains in 1865, only six years after the separation of Queensland from New South Wales. In 2009, QR in commercial partnership with the Queensland Government Q150 project team, delivered a tour of the Q150 Steam Train throughout the state.

The Q150 Steam Train has attracted thousands of people to stations and vantage points along the track to cheer it on its way. By the end of Sector Five, stretching from Brisbane to Cairns, more than 16,700 will have taken the opportunity to ride on the train. This number is expected to grow to more than 20,000 by the completion of the journey at the Ipswich workshops on 30 August 2009.

The goodwill engendered by this train was illustrated by the huge welcoming ceremonies and the positive media attention at towns and cities along the way.

QR staff operated the train with the assistance of the QR Heritage Volunteers.

COMMUNITY ENGAGEMENT *DISABILITY DISCRIMINATION ACT 1992*

QR is incorporating improvements to QR Passenger rollingstock design as a result of extensive engagement with the disability sector, including vision and hearing impaired, physical and intellectual disability groups and people with temporary disabilities.

In 2008/09, QR Passenger jointly published an Independent Access Guide for people with disabilities and developed a safe boarding campaign, making it easier and safer for customers with disabilities to access platforms and rollingstock.

PARTNERING WITH WWF FOR EARTH HOUR

At 8.30pm on Saturday 28 March 2009, millions of people switched off their lights for one hour as part of Earth Hour 2009. Leading up to the event, QR Passenger also worked closely with the World Wildlife Fund to encourage passengers and staff to take part in this global event. QR Passenger supported this event by offsetting the total amount of electricity used in one hour by all QR business groups to an accredited offset supplier, Climate Friendly.



our environment

AUSTRALIA'S TRANSPORT SECTOR REPRESENTS 14.6%¹ OF THE NATION'S TOTAL GREENHOUSE GAS EMISSIONS FOOTPRINT. AS ONE OF AUSTRALIA'S LARGEST TRANSPORT PROVIDERS, QR MUST BE PART OF THE SOLUTION IN ADDRESSING AUSTRALIA'S EMISSIONS FROM TRANSPORT.

ENERGY EFFICIENCY INITIATIVES

Throughout 2008/09, QR delivered a number of energy efficiency initiatives to curb its consumption and associated greenhouse gas emissions including:

- Rollingstock innovation and upgrading
- Enhanced efficiency of train operations and asset utilisation
- Infrastructure development and upgrading
- Participation in the Australian Government's Greenhouse Challenge
- Support for the Queensland Government's QFleet Policy
- Offset 929 tonnes of CO₂-e caused by airtravel
- Recycled 58% of our waste
- 100% recycling in our CRT business diverting 12 tonnes from landfill.

WATER EFFICIENCY

Water scarcity is becoming increasingly important when combined with the projected effects of climate change and population growth. Queensland recently experienced the effect of resource scarcity associated with prolonged drought conditions that saw South East Queensland's water storages drop to below 20% in 2007 and Stage 6 water restrictions implemented.

QR's water conservation campaign, 'Not Just a Drop in the Ocean', is now in its third year. The objective has been to raise awareness of the importance of using water efficiently and the restrictions in-force. QR has implemented a number of water saving initiatives across its operations. QR Passenger sites have decreased their water consumption on average 46%, or around 60 million litres per year when compared to 2006/07.

THE ENVIRONMENT – HANDLE WITH CARE

QR adopts a precautionary approach to preserving the integrity of significant environmental systems. This means we assess the risks of our activities with regard to the environment and avoid or mitigate impacts in carrying out works.

ENVIRONMENTAL MANAGEMENT

QR employs integrated risk identification and management processes which collectively look at risks within our activities and processes. The environmental risks identified relate to major incidents on the corridor resulting in product loss, environmental sustainability and environmental compliance. QR is continually investigating ways of reducing these risks through improving our systems and practices.

Recent improvements to QR's environmental systems include introduction of a web-based system to monitor changes to statutory environmental requirements.



Redbank Wastewater Filtration Facility.

1. Australian Government, Carbon Pollution Reduction Scheme, Australia's Low Pollution Future, White Paper 2008.

➤ OUR ENVIRONMENT

INCIDENTS

QR experienced one major environmental incident this year. In November 2008 during a severe flood event, contaminated trade waste water containing approximately 500 litres of hydrocarbons was released at the Albany depot in Western Australia, resulting in short-term contamination to surface soil, stormwater drains and a small section of a local waterway. All areas were remediated to original state and validated by an independent environmental consultant.

CASE STUDY – RESPONDING TO CONCERNS ABOUT NOISE

Managing noise levels in our operations is a priority for QR. We take seriously our responsibility to comply with State Government approved planning levels for noise. Complementary with this, QR endeavours to act as a good neighbour to surrounding communities whilst being committed to meeting the needs of our customers.

Areas of our operations we focus on for noise management include:

- Wheel squeal and other rollingstock noise from running train operation
- Infrastructure noise from maintenance and construction work
- Workshops and depot noise.

QR's approach to managing noise involves:

- Abiding by the Code of Practice for Railway Noise Management ("the Noise Code" is available on QR's website)
- Implementing a Network Noise Management Plan with a long term program to prioritise and implement noise reduction measures
- Diligently investigating and responding to noise matters raised as concerns in the community
- Being part of Cooperative Research Centre's national research into railway noise management
- Efficiently and effectively greasing track on tight curves where it is well recognised to have high potential for wheel squeal/flanging
- Introduction of quieter trains dependent on technological advances, operational requirements and economics.

NETWORK NOISE MANAGEMENT PLAN

In accordance with the Noise Code, QR has delivered its noise management strategy based around a Network Noise Management Plan since early 2001. The plan has provided a long-term program to prioritise and implement noise reduction measures.

Its implementation has been assisted by significant funding from the Queensland State Government.

COAL DUST

QR is continuing to establish a Coal Dust Management Plan in collaboration with the coal industry, which will implement a number of coal dust mitigation methods. These include the use of liquid surface spray veneering agents and improved load profiles of coal in wagons. This final plan is due to be submitted to the Department for Environment and Resource Management in December 2009. The plan is being programmed to establish spray stations for the dustiest coals by the first quarter of 2010. QR has installed the first of three monitoring units in the central Queensland systems which will be able to identify dusty trains and measure the effectiveness of spray stations.

QR is also continuing to monitor coal dust levels from the Dalrymple Bay Coal Terminal third rail loop as a means of continuing its compliance with approval requirements.



David Mitchell (Environmental Sustainability Specialist) and Christelle Moller (Team Leader Programs and Performance), QR Enterprise Risk Services.

our resilience

QR IS COMMITTED TO MANAGING ITS RISKS IN AN INTEGRATED, SYSTEMATIC AND PRACTICAL MANNER. THE OVERALL OBJECTIVE OF RISK MANAGEMENT IS TO ASSIST QR IN ACHIEVING ITS OBJECTIVES BY APPROPRIATELY CONSIDERING BOTH THREATS AND OPPORTUNITIES AND MAKING INFORMED DECISIONS.



QR National Coal staff Dirk Wilson (Locomotive Maintainer) and Brian Goan (Locomotive Maintainer).

RISK MANAGEMENT

As part of its strategic transformation program, QR has recently reviewed its risk management policy and developed risk management and fraud management frameworks in response. One of the primary objectives of these changes is to align the risk management responsibilities and accountabilities with the QR business model. Under this model, the individual businesses are accountable for demonstrating they are managing their risks effectively and in accordance with the Board approved risk management policy and frameworks. The changes will ensure there is continual improvement in the way risk is managed and reported on in QR.

The legal compliance process has also been reviewed during the year. The revised process is more robust, verifiable and includes a quality assurance process managed by the corporate risk function.

In 2008/09 QR commenced implementation of a new integrated safety and risk recording and reporting system. This will greatly enhance our ability to produce reliable and timely reports.

BUSINESS RESILIENCE

For QR, business resilience is a risk management practice that addresses the ability of our organisation to dynamically adapt to threats and opportunities so that it can meet its customers' needs. This is achieved by attempting to prevent and to prepare for major impact events and respond in a timely manner to reduce the consequences if those events occur.

QR continues to enhance our resilience activities through the effective management of protective security, business continuity and crisis management risks. By continuing to participate in multi-agency exercises, QR is able to further refine its business resilience strategies with relevant stakeholders and provide confidence that major incidents affecting the broader community will be managed in a coordinated manner.

➤ COMPLIANCE SUMMARY

ENVIRONMENT COMPLIANCE SUMMARY 2008/09

ACTIVITY	COMPLIANCE PERFORMANCE	LEGISLATION
NEW DEVELOPMENT	<ul style="list-style-type: none"> ➤ QR continues to be involved in rail facility and infrastructure development in Queensland and particularly in the southeast and the central coal field areas ➤ Legislative assessment and compliance planning have ensured no significant non-compliances have occurred. 	<p>These projects are subjected to QLD and federal environmental legislation including –</p> <ul style="list-style-type: none"> ➤ <i>Queensland Environmental Protection Act 1994</i> ➤ <i>Queensland State development and Public Works Organisation Act 1971</i> ➤ <i>Queensland Vegetation Management Act 1999</i> ➤ <i>Queensland Nature Conservation Act 1992</i> ➤ <i>Queensland Water Act 2000</i> ➤ <i>Queensland Heritage Act 1992</i> ➤ <i>Queensland Integrated Planning Act 1997</i> ➤ <i>Commonwealth Environmental Protection and Biodiversity Conservation Act 2000.</i>
FACILITY OPERATION	<ul style="list-style-type: none"> ➤ QR is currently operating under a Transitional Environmental Program under the <i>Queensland Environmental Protection Act 1994</i> at the Jilalan Depot near Sarina for non-compliances associated with water quality discharge under its site licence. This plan is due to be completed in April 2010 ➤ As a result of changes brought with the new <i>Queensland Environmental Protection Regulation 2008</i>, QR has commenced updating its environmentally relevant activity approvals and registrations. QR currently holds approximately 50 development approvals and operator registrations of which many contain conditions relating to the quality of wastewater discharged from sites. Conditions can typically require monthly compliance checks. QR has experienced at least 50 non-compliances in this area and while minor in nature is working hard to bring these under control ➤ In 2008/09 QR continued to be compliant in reporting its relevant emissions under the National Pollutant Inventory requirements. 	<p>QR facilities across Australia work to applicable state and commonwealth environmental laws, such as:</p> <ul style="list-style-type: none"> ➤ <i>Queensland Environmental Protection Act 1994</i> ➤ <i>Victoria Environmental Protection Act 1970</i> ➤ <i>Western Australia Environmental Protection Act 1986</i> ➤ <i>South Australia Environment Protection Act 1993</i> ➤ <i>New South Wales Protection of the Environment Operations Act 1997</i> ➤ <i>Commonwealth Ozone Protection and Synthetic Greenhouse Gas Management Act 1989.</i>
TRANSPORT OPERATIONS	<ul style="list-style-type: none"> ➤ In New South Wales, QR operates in compliance with the environmental licences held by rail network managers ARTC and Railcorp under the <i>Protection of the Environment Operations Act 1997</i>. In South Australia a licence must be obtained for 'Railway Operations' under the <i>Environment Protection Act 1993</i>. Interail, a QR subsidiary, failed to obtain a licence when it took over some rail operations in South Australia from ARG another QR subsidiary during 2008/09. Interail has now submitted an application and is waiting for South Australian Environment Protection Authority to issue a licence ➤ In 2008/09 QR continued to operate under its Transitional Environmental Program under the <i>Queensland Environmental Protection Act 1994</i> for management of coal dust and continues to work towards minimising dust emission from its coal rail task in the Moura, Blackwater and Goonyella systems. 	<ul style="list-style-type: none"> ➤ Rail and road operations are mostly subject to the general environmental requirements of commonwealth and state legislation.
INTERSTATE NETWORK MAINTENANCE	<ul style="list-style-type: none"> ➤ QR has undertaken some network maintenance activity for rail network owners or managers in other states including Tasmania. QR has complied with the applicable state and federal laws in these situations. 	<ul style="list-style-type: none"> ➤ Rail network maintenance is mostly subject to the general environmental requirements of commonwealth and state legislation.
ENERGY & GREENHOUSE LEGISLATION	<ul style="list-style-type: none"> ➤ In December 2008 QR submitted its first public report in compliance with the <i>Energy Efficiency Opportunities Act 2006</i>. QR also complies with a number of Queensland government policies for state agencies and government owned corporations designed to reduce or off-set energy usage and greenhouse gas emissions. 	<ul style="list-style-type: none"> ➤ <i>Energy Efficiency Opportunities 2006</i> ➤ <i>National Greenhouse & Energy Reporting Act 2007.</i>

05

our governance

➤ PREPARING FOR TOMORROW



➤ BOARD OF DIRECTORS



JOHN B PRESCOTT AC – Chairman

John has been the Chairman of the QR board since 2006. He is also Director of Newmont Mining Corporation. He is retired from a range of other organisations including:

- BHP (now BHP Billiton) where he served for over 40 years including his appointment as the company's Managing Director and Chief Executive Officer between 1991 and 1998
- ASC Pty Ltd (originally the Australian Submarine Corporation) where he was Chairman from 2000 to 2009
- The Sunshine Coast Business Council, where he was Chairman from 2004 to 2007 and Patron from 2007 to 2009.

John's awards include a Companion of the Order of Australia (1996), Honorary Doctor of Laws from Monash University (1994), Honorary Doctor of Science from the University of New South Wales (1995), and the Australian Centenary Medal (2003).



ALLAN DAVIES – Director

Allan Davies has had 35 years' mining experience in the Australian and International Coal and Metalliferous mining industries and is a registered mine manager in Australia and South Africa.

Allan was a Founding Director of Excel Coal Limited which, in October 2006, was sold to Peabody Energy, the largest non-government coal company in the world. As Executive Director – Operations for Excel Coal Pty Ltd, Allan had direct responsibility for operations and construction projects.

From 2000 until early 2006, Allan also worked for Patrick Corporation as Director Operations. Allan was an inaugural Director of Pacific National from 2002 until 2006. Currently, Allan is a Director and Shareholder of XLX Pty Ltd, a member of the Advisory Board of the Kaplan Infrastructure and Logistics Fund and a Director of QMastor Limited.



PETER GREGG – Director

Peter Gregg is a Director of Leighton Holdings Limited, Stanwell Corporation Limited and Skilled Group Limited. He is also Chairman of Leighton Holdings and Stanwell Corporation Audit Committees.

Peter was Chief Financial Officer (CFO) of the Qantas Limited Group from September 2000 to August 2008. Prior to his appointment as CFO of Qantas, he was Deputy Chief Financial Officer and Group Treasurer at Qantas. Peter was also Treasurer at Australian Airlines and has worked for the Queensland Government in various risk management roles.

Peter served as an Executive Director on the Qantas Limited Board from 2000 to 2008 and was also a Director of a number of controlled entities and associated companies of the Qantas Limited Group. He was formerly Chairman of Orangestar Investment Holdings Pty Limited and is a former Director of Air Pacific Limited and Jetset Travelworld Ltd.

Peter is a Fellow of the Finance and Treasury Association, a Member of the Australian Institute of Company Directors and holds a Bachelor of Economics.

➤ BOARD OF DIRECTORS



ROB HOLLOWAY – Director

Rob is Chairman of Resolute Information Technology and is also Chairman of a private importing and retailing company. He held senior national roles with SingTel Optus for almost a decade.

This followed a 27 year career in software development, systems sales and general management for the IT industry in Australia, the United Kingdom and North America. He was also a civil and structural engineer with the Brisbane City Council and is a former member of the Library Board of Queensland.



PETER HOLMES À COURT – Director

Peter is the Chairman of White Bull Holdings, a private investment company, and a Non-Executive Director of Viocorp, ISFM and the Barangaroo Delivery Authority. Peter is Co-Owner and Director of the South Sydney Rabbitohs.

In 1993, Peter formed Back Row Productions, operating in New York, London and Sydney. Back Row produced over 20 live shows in 30 countries and 300 cities worldwide. Live acts included the Australian show Tap Dogs, the UK's Eddie Izzard and the US's Jerry Seinfeld. Peter was formerly Chief Executive Officer of the Australian Agricultural Company (ASX:AAC).



DR LEO KELIHER AO – Director

Leo commenced with the State Government Insurance Office (now Suncorp) in 1968 and transferred to Treasury Computer Centre (now CITEC - Centre for Communication and Information Technology) in the early 1970s. After almost 20 years in the IT sector, Leo worked with the Public Sector Management Commission and later was appointed as Director-General of the Department of Emergency Services.

Leo was appointed as Director-General and Commissioner of the NSW Department of Corrective Services in 1996. In 2001 he was appointed as Director-General of the Department of Premier and Cabinet in Queensland.

Most recently Leo served as Chairman of the Service Delivery and Performance Commission until his retirement from the Queensland Public Service in July 2008. He is currently consulting with the Government of Abu Dhabi in the United Arab Emirates. He is currently Chairman of MRT International Consultancy.

➤ BOARD OF DIRECTORS



WARREN McLACHLAN – Director

Warren is a Central Queensland beef cattle producer and a qualified Native Title practitioner. A former mayor and councillor of the Monto Shire, he also served as a councillor on the Calliope Shire Council.

He is a former Director of the Central Queensland Ports Authority and was a foundation member, State Chairman and National Farmer's representative of the Cattlemen's Union of Australia and an inaugural member of the Gladstone Area Water Board.



DAWSON PETIE – Director

Dawson is a Director of Indue Limited, Uniting Church Superannuation Pty Ltd. and a UnitingCare Queensland Board Member. Dawson is also a Director of Epilepsy Queensland Inc. Prior to becoming a professional Director, Dawson had extensive senior executive experience in a range of private sector and public sector organisations including AMP, QIC and Suncorp.

Dawson is a former General Secretary of the ACTU Queensland, Chairman of Teachers' Union Health and held Board positions with 2KY, QIC, Sunsuper, The National Trust of Queensland and Currumbin Wildlife Sanctuary.

➤ BOARD OF DIRECTORS



SUSAN RIX – Director

Susan is a Chartered Accountant with more than 25 years' experience and is a partner of BDO Kendalls. She is Director and Treasurer of the Cerebral Palsy League of Queensland and a Queensland Council Member of the Australian Institute of Company Directors.

Susan is a Director of QUT Enterprise Holdings Pty Ltd, a Member – Audit and Risk Committee, Department of Main Roads and Director and Chair of the Audit Committee of the Port of Brisbane Corporation. She has previously served as a Director of the Queensland Rural Adjustment Authority.



JOHN WEST – Director

John is co-founder, majority shareholder and Managing Director of DGL (Aust) Pty Ltd, a national business specialising in general and hazardous storage along with contract fleet distribution. He is Chairman of the Chartered Institute of Transport and Logistics Association (Australian Section) and sits on the Queensland Transport and Logistics Council.

He was formerly General Manager Australia for the Transport Management division of Mayne Nickless Group and is a past president of the Brisbane branch of the Volunteer Marine Rescue Organisation, based at Shorncliffe.

➤ SENIOR EXECUTIVE



LANCE HOCKRIDGE – Chief Executive Officer

Lance Hockridge joined QR Limited as Chief Executive Officer in 2007. He has more than 30 years' experience in transportation and heavy industrial sectors in Australia and the US. Beginning at BHP his roles included Human Resources and Industrial Relations, General Manager of BHP Transport, head of BHP's Long Products business and President Industrial Markets responsible for Port Kembla's steelmaking operation and New Zealand Steel. In March 2005, Lance was appointed President of BlueScope Steel's North American operations.



DEBORAH O'TOOLE – Chief Financial Officer

Deborah O'Toole was appointed QR's Chief Financial Officer in 2007. She worked as CFO at MIM Holdings and Queensland Cotton, as well as being Director of companies such as Norfolk Group Ltd, CSIRO, Raheny Consulting Pty Ltd. She has also been a member of the Boards of Workers' Compensation of Queensland, Queensland Country Health Society. Deborah received a law degree from the University of Queensland and was admitted as a Solicitor of the Supreme Court of Queensland in 1981.



LINDSAY WOODLAND – Chief Marketing Officer

Lindsay has over 20 years' experience in marketing, sales and customer service gained with several blue chip organisations including Ergon Energy, AGL, Telstra MobileNet and Yamaha (music and consumer electronics products). Lindsay's priorities in his role include building QR's marketing, communications, business development and sales capability, driving improvements in government and stakeholder relations management and leading the development of the overarching business strategy for the organisation.

➤ SENIOR EXECUTIVE



JOHN STEPHENS – Chief Human Resources Officer

John commenced working as QR's Chief Human Resources Officer at the beginning of 2009. He brought to the role more than 25 years' experience in industrial relations, human resources and senior management positions. John's most recent prior role was Vice President Human Resources with BHP Billiton Mitsubishi Alliance. Before that, John held a range of senior HR roles in Australia, Indonesia and Canada. John has a strong understanding of some key markets within which QR operates, having worked extensively in the mining sector. In his current role, John is responsible for the overall development of QR's people and performance capability, and will oversee the cultural transformation of QR as it intensifies its focus on delivering commercial, performance-driven business outcomes.



MICHAEL (MICK) MADDEN – Chief Safety Officer

Mick joined QR Limited in March 2009 with over 35 years' experience in various key operational roles in both underground coal mining and large scale open cut mining. Most recently prior to joining QR, Mick held executive roles in operations, health, safety, environment and technology.

He has tertiary qualifications in mining and business, is a fellow of the Australasian Institute of Mining and Metallurgy and has previously represented industry on the Board of Directors on non-profit organisations for mines rescue and skills Councils.

At QR, Mick has functional responsibility for the Corporate Safety Unit. His responsibilities include championing QR's ZERO Harm safety program and sponsoring the DuPont safety engagement.



GREG PRINGLE – Chief Corporate Services Officer

In early 2009, Greg worked on a project role focusing on coordinating various governance functions across QR. As of late June 2009, Greg became the Acting Chief Corporate Services Officer. Corporate Services manages the governance of the organisation which consists of the Company Secretariat, Enterprise Risk Services, Internal Audit and Legal Services. Greg has extensive experience in the areas of compliance, governance and risk. Greg is on the Board of Trustees of the Travel Compensation Fund which is the prudential regulator of the travel industry. Greg is a former Barrister and Magistrate. Before commencing work with QR, Greg had been the Group Corporate Secretary for Flight Centre from 2002 to 2008.

➤ SENIOR EXECUTIVE



MICHAEL CARTER – Executive General Manager, QR Network

Michael has extensive management experience in QR's freight, passenger and heavy haul rail businesses. Responsible for the commercial performance of QR's 10,000-kilometre network, Michael is directing the largest infrastructure development program in QR Network's history, valued at more than \$10 billion. In addition to his work for QR, Michael was a consultant to the London Underground during its restructure, advising on access issues for private operators and European rail infrastructure standards.



KEN LEWSEY – Executive General Manager QR Freight

Ken has 20 years' experience in the logistics, steel distribution and manufacturing industries as a former Managing Director of Cleanaway Industrial and Regional Director of Brambles Industrial Services. Since joining QR Ken has held two roles: Chief Executive Officer ARG from December 2006 (a QR subsidiary) and his current role as Executive General Manager QR Freight since January 2009. In his current role Ken has widened his responsibilities to lead QR's national freight businesses, incorporating regional freight, intermodal (containerised), road businesses (including CRT) and ARG's bulk freight operations.



MARCUS MCAULIFFE – Executive General Manager QR National Coal

Marcus joined QR National Coal as Group General Manager in July 2008. With strong senior management experience in the rail and logistics sector Marcus is heading up a radical reform program at QR National Coal designed to realise the business's commercial ambitions. Marcus joined QR from rail operator Pacific National. He has also worked in senior roles with Chemtrans, Incitec Fertilisers, United Transport Services (Brambles) and Patrick Intermodal.



LINDSAY COOPER – Acting Executive General Manager QR Services

Lindsay Cooper has been in the position of Executive General Manager QR Services since October 2008, leading the business through a period of transformation with a strong focus on safety, customer service and commerciality.

Prior to taking up his current role, Lindsay was the Group General Manager for Rollingstock and Component Services for two and a half years. Lindsay brings to the organisation more than 35 years' experience in the rail industry and extensive expertise in heavy rail engineering, manufacturing and maintenance.

➤ SENIOR EXECUTIVE



PAUL SCURRAH – Executive General Manager, QR Passenger

Paul was appointed to this role in May 2008. Paul brings to QR a wealth of experience and has held senior roles with Ansett, Tourism Queensland, Flight Centre, AOT Holidays, AustraliaWide Airlines and the Roamfree Group. In 1996, Paul was awarded the President's Club Award for the top performing sales individual in the Asia/Pacific Region of American Express. Paul's efforts were further recognised when he was awarded the 2003 Australian Institute of Management's "Young Manager of the Year" award. As QR looks for significant growth, Paul is committed to leading QR Passenger to become a customer focused entity.



ANDREW HAYNES – Company Secretary

Andrew Haynes joined QR in March 2006. He was admitted as an Attorney of the High Court of South Africa in 1994 and worked in the areas of personal injury litigation and international taxation before migrating to Australia in 1997. Andrew has held senior legal, company secretarial and compliance roles in ASX100 companies and overseas listed multinational companies. He has experience in both the private and public sectors in Australia and was previously Director Corporate Governance of the Metropolitan Fire and Emergency Services Board in Victoria. Andrew's responsibilities include delivery of the company's secretarial function and providing support to the QR Board and Senior Executive of QR.



DAVID DREW – Corporate Counsel

David joined QR in 1991 as Manager, Legal Services. He was admitted as a solicitor of the Supreme Court of Queensland in 1983 and prior to joining QR had worked as a commercial lawyer in both the public and private sector. David was appointed to the role of Company Secretary in addition to his role as QR's senior legal advisor in May 2003. In February 2006, the role of Company Secretary and Corporate Counsel was split and David returned to the position of Corporate Counsel. His responsibilities include the development and management of QR's insurance program.

➤ SUMMARY OF 2008/09 STATEMENT OF CORPORATE INTENT

INTRODUCTION

In accordance with the requirements of the *Government Owned Corporations Act 1993 (GOC Act)*, QR prepares a Statement of Corporate Intent (SCI) each financial year.

The SCI is the formal statement of QR's strategic direction, key objectives and priority initiatives for 2008/09, and represents the performance agreement between the Board of QR and our shareholding Ministers, the Minister for Transport and the Treasurer. It is consistent with QR's five-year Corporate Plan.

The SCI is tabled in the Queensland Parliament with QR's Annual Report.

The Annual Report provides a summary of QR's SCI performance outcomes relating to the delivery of the following QR goals:

- QR is recognised as a national leader in transport solutions with global reach
- Our shareholders value QR as a sound commercial investment
- QR's people are recognised for service excellence
- Customers are able to achieve their sustainability outcomes (social, safety and environment) through the use of QR's services and products.

Other key components of the SCI are summarised as follows:

PERFORMANCE MONITORING

The SCI contains a framework for performance monitoring that ensures the QR Board is accountable to our shareholding Ministers for QR's performance. This framework enables QR to report on a number of financial and non-financial performance indicators to present a balanced perspective on QR's overall performance. These financial and non-financial performance indicators are also reported in the Quarterly Report to shareholding Ministers.

Examples of financial indicators included in 2008/09 SCI:

- Profit before tax
- Earnings before interest and tax
- Return on invested capital
- Return on equity.

Examples of non-financial indicators included in 2008/09 SCI:

- Lost time frequency rate
- Signals passed at danger per million train kilometres
- Deraillments
- Injury downtime rate
- Freight tonnages
- Customer perceptions.

TRANSPORT SERVICE CONTRACT FUNDING

The SCI outlines the funding of the following services, which are purchased by Government through Transport Service Contracts with QR:

- Citytrain
- Traveltrain
- Some freight services
- Network Infrastructure.

EMPLOYMENT AND INDUSTRIAL RELATIONS PLAN

This plan, which forms part of the SCI, guides QR in developing and maintaining conditions of employment for employees, including labour market based remuneration. The Employment and Industrial Relations Plan contains information relating to:

- Employment conditions
- Enterprise bargaining
- Flexible work practices
- Staff profile (by employment type)
- Workplace health and safety
- Equal employment opportunity and anti-discrimination
- Consultation with unions
- Superannuation.

MODIFICATIONS TO SCI

Section 120 (1)(d) of the *Government Owned Corporation's Act 1993* requires that a GOC must include particulars of any modifications made to the Statement of Corporate Intent during the relevant year. In 2008/09, the Board sought and obtained agreement from the shareholding Ministers to make modifications to the Corporation's 2008/09 Statement of Corporate Intent to include additional information in relation to sponsorship, advertising, corporate entertainment, donations and other arrangements.

DIVIDEND POLICY

QR's dividend policy takes into account the return its shareholders expect on their investments. It is anticipated the Board of QR will recommend a dividend amount equivalent to 80% of the Corporation's net profit after tax for the 2008/09 financial year adjusted for the Shareholder Agreement (SHA). The QR Board will adopt such a recommendation on the following provisos:

1. Shareholders agree to provide the necessary equity funding for the maintenance of an investment grade credit rating;
2. QR experiences no liquidity issues arising from the funding of QR's capital program; and
3. Borrowing approvals from Queensland Treasury Corporation (QTC) and Queensland Treasury are provided in a timely manner to fund QR's capital program.

➤ CORPORATE GOVERNANCE

CORPORATE GOVERNANCE STATEMENT

This Statement reflects QR's corporate governance practices in the 2008/09 financial year. QR is a Government Owned Corporation (GOC) under the *Government Owned Corporations Act 1993* (GOC Act). QR has adopted the principles and recommendations contained in the Corporate Governance Guidelines for Government Owned Corporations (the Guidelines). The Guidelines are intended to provide a framework for GOCs to develop, implement, review and report upon their corporate governance arrangements.

PRINCIPLE	HOW QR CONFORMS
<p>1 Foundations for management and oversight</p>	<ul style="list-style-type: none"> ➤ The roles and responsibilities of the Board and Board Committees are defined in Charters for each body. These roles and responsibilities are reviewed by the Board annually ➤ Newly appointed Directors are taken through a formal induction process ➤ Directors are issued with a comprehensive Board handbook that details QR and Board operational information, governance requirements and QR policies. The Board handbook is reviewed and updated annually ➤ Management's responsibilities are defined and documented in formal position descriptions and performance plans ➤ Delegations from Board to the CEO and from the CEO to management are documented and reviewed annually.
<p>2 Structure the Board to add value</p>	<ul style="list-style-type: none"> ➤ The Board of Directors are appointed by Governor-in-Council ➤ Directors are considered to be independent and must declare potential conflicts of interest and excuse themselves from discussions on issues where they may have a potential conflict of interests ➤ Directors declare their business interests and other directorships and employment roles annually and must notify the Board via the Company Secretary of changes to business interests and appointments ➤ Details of Directors' experience and expertise are disclosed in the Annual Report as is information on attendance at Board and Committee meetings ➤ A whole-of-Board performance review is undertaken annually in addition to individual evaluation sessions between the Chairman and individual Directors. A formal self evaluation questionnaire is used to facilitate the annual board performance review process ➤ QR Directors are encouraged to further their knowledge through participation in forums such as the Australian Institute of Company Directors. In addition to peer review, interaction and networking with other Directors and industry leaders, QR Directors participate in QR leadership forums and actively engage with QR employees and visit QR operations to gain an understanding of operational and employee requirements, challenges and issues.
<p>3 Promote ethical and responsible decision making</p>	<ul style="list-style-type: none"> ➤ QR has a Code of Conduct to guide Directors and employees on compliance with QR's ethical, legal and statutory obligations ➤ QR has a Trading in Securities Policy.
<p>4 Safeguard integrity in financial reporting</p>	<ul style="list-style-type: none"> ➤ The CEO and CFO certify in writing that the annual QR financial report represents a true and fair view of QR's financial position and that the financial report has been prepared in accordance with Australian equivalent international financial standards ➤ The Board Audit and Risk Management Committee reviews the integrity of QR's financial reporting systems. The Board Audit and Risk Management Committee is governed by its own Charter which is reviewed annually ➤ QR has a detailed internal audit plan that is approved by the Audit and Risk Management Committee and managed under the auspices of the Chief Internal Auditor who provides regular reports to the Audit and Risk Management Committee ➤ The external audit function is performed by the Queensland Audit Office.

➤ CORPORATE GOVERNANCE

PRINCIPLE	HOW QR CONFORMS
5 Make timely and balanced disclosure	<ul style="list-style-type: none"> ➤ QR submits detailed quarterly reports to its shareholding Ministers on its performance against the QR Statement of Corporate Intent which is agreed annually with shareholding Ministers. This is accordance with the requirements of the <i>Government Owned Corporations Act 1993</i> (GOC Act)
6 Respect the rights of shareholders	<ul style="list-style-type: none"> ➤ In line with the requirements of the GOC Act, shareholding Ministers are advised in a timely manner of all issues likely to have a significant financial, operating, employee, community or environmental impact ➤ Regular scheduled meetings are held between the Chairman/CEO and the shareholding Ministers, including meetings to advise of outcomes of Board meetings ➤ Approval of shareholding Ministers is sought for major investments and expenditure outlays and entry into significant supply or customer contracts in accordance with the Treasury Investment Guidelines for QR Limited ➤ QR has a comprehensive stakeholder management and reporting framework.
7 Respect the rights of shareholders	<ul style="list-style-type: none"> ➤ The Board has approved a Risk Management Policy ➤ The Board Audit and Risk Management Committee oversees the process for identification and management of risk in QR ➤ QR has a Risk Register with risk profiles populated at the various layers of the organisation ➤ QR has adopted an Enterprise wide approach to Risk Management ➤ QR has a Management Specification that outlines the processes for the prevention, detection and management of fraud within QR, and for fair dealing in matters pertaining to fraud.
8 Remunerate fairly and responsibly	<ul style="list-style-type: none"> ➤ Director remuneration is set by Governor-in-Council ➤ The Board has established a Remuneration and Succession Committee with its own Charter. The Remuneration and Succession Committee reviews and provides recommendations to the Board on the recruitment, retention, remuneration arrangements and termination of the CEO and Senior Executives as well as the performance measurement arrangements for Directors, the CEO and Senior Executives ➤ Senior Executive remuneration is disclosed in the Annual Report in accordance with legislation, accounting standards and government policy.

BOARD OF DIRECTORS

The size and composition of the Board is determined by Governor-in-Council. All Directors are non-executive Directors.

Mr Dawson Petie was reappointed to the Board for a further 3 year term ending 30 September 2011. Three new directors were appointed to the Board in the 2008/09 financial year – Mr Leo Keliher (appointed 1 October 2008), Mr Allan Davies (appointed 1 October 2008) and Mr Peter Gregg (appointed 7 May 2009).

The Board composition during 2008/09 and details of director terms of appointment and remuneration is set out in the QR Financial Report attached.

For details of skills, experience and expertise of individual Board Directors, please refer to pages 56 to 59.

BOARD CHARTER

The Board has adopted a Charter which clearly defines the role and functions of the Board.

INDEPENDENCE OF DIRECTORS

Directors do not hold shares in QR. All Directors of QR are considered to be 'independent'. The definition of 'independence' is contained in the Board's Governance Charter and is based on the definition contained in the ASX Best Practice Recommendations and enunciated in the Corporate Governance Guidelines for Government Owned Corporations.

The Governance Charter outlines the process for disclosures of interest by Directors. Directors are required to keep the Board advised, on an ongoing basis, of any interest that could potentially conflict with those of QR. In circumstances where a conflict is believed to exist, the Director concerned does not take part in any decision or consideration of the issue. In addition, the Director will not receive copies of the relevant Board papers.

➤ CORPORATE GOVERNANCE

INDEPENDENT PROFESSIONAL ADVICE

QR has a process in place whereby Directors, either collectively or individually, may seek independent professional advice where it is considered necessary to fulfil their duties and responsibilities. This is done at QR's expense. A Director wishing to seek such advice must obtain the approval of the Chairman.

DIRECTORS' TERMS OF APPOINTMENT

Directors' terms of appointment are determined by Governor-in-Council.

DIRECTOR	DATE FIRST APPOINTED	TERM EXPIRES
JOHN B PRESCOTT AC (CHAIRMAN)	01/07/06	30/09/09
ALLAN DAVIES	01/10/08	30/09/11
PETER GREGG	07/05/09	30/09/12
ROBERT HOLLOWAY	01/10/07	30/09/10
PETER HOLMES À COURT	01/07/06	30/09/09
DR LEO KELIHER AO	01/10/08	30/09/11
WARREN MCLACHLAN	01/10/07	30/09/09
DAWSON PETIE	01/10/08	30/09/11
SUSAN RIX	01/10/07	30/09/09
JOHN WEST	01/10/07	30/09/10

The following appointments to the QR Board will be effective from 1 October, 2009:

Chairman John B Prescott has been reappointed for the period of 1 October 2009 to 30 September 2012.

Peter Holmes à Court has been reappointed for the period of 1 October 2009 to 30 September 2012.

Maureen Hayes and Peter Kenny have also been appointed to the Board as Directors for the period of 1 October 2009 to 30 September 2012.

DIRECTOR COMPETENCIES

The Board Remuneration and Succession Committee is charged with the task of identifying appropriate programs for Director education to enhance Director competencies.

A number of Directors are members of the Australian Institute of Company Directors (AICD) and all Directors participate in industry, governance and government forums and attend seminars hosted by the AICD, Chartered Secretaries Australia and other peak professional bodies.

Directors complete a formal induction program upon appointment and a comprehensive Director handbook is provided to all Directors.

Currently, a whole of Board evaluation is undertaken each year, in addition to individual evaluation sessions between the Chairman and each Director. Self evaluation questionnaires are utilised to assist in this process.

BOARD MEETINGS

Director attendance at meetings of the Board and Board Committees in 2008/09 is detailed following (number of meetings attended / number of meetings eligible to attend):

DIRECTOR	ATTENDED	MAX NO. POSSIBLE
JOHN B PRESCOTT (CHAIRMAN)	14	14
ALLAN DAVIES	10	10
PETER GREGG	4	4
ROBERT HOLLOWAY	13	14
PETER HOLMES À COURT	12	14
DR LEO KELIHER AO	9	10
WARREN MCLACHLAN	14	14
DAWSON PETIE	14	14
SUSAN RIX	13	14
JOHN WEST	13	14

BOARD COMMITTEES

The Board has established a number of Committees to assist it in discharging its responsibilities. The following Board Committees operated in 2008/09:

- Audit and Risk Management Committee
- Remuneration and Succession Committee
- Network Committee
- Business Development Committee
- Freight Business Strategy Committee
- Passenger Services Strategy Committee.

Following its annual performance review in 2008, the Board undertook a comprehensive review of Board Committee structure, membership and Committee charters. At its meeting in September 2008, the Board approved new terms of reference for the Audit and Risk Management Committee and the Remuneration and Succession Committee. The Board also endorsed the establishment of two new committees: a Network Committee and a Business Development Committee.

The Office of Government Owned Corporations has set out guidelines for the formation of GOC Board committees and payment of remuneration to Committee members. For the establishment of Board committees other than Audit and Human Resources / Industrial Relations-style committees, specific approval of shareholding Ministers is required. In order to obtain shareholding Minister approval for the formation of a particular committee, the Board must clearly articulate the purpose of the committee and the likely duration of the committee.

The outcomes of the Board review of Committee structure were advised to shareholding Ministers and approval was sought for the withdrawal of the Freight Business Strategy and the Passenger Services Strategy Committee remits and the creation of the Network and Business Development Committees.

➤ CORPORATE GOVERNANCE

In December 2008, shareholding Ministers approved the recommended changes to the Board Committee structure, including the terms of reference for the Network and the Business Development Committees.

The membership of each Board Committee is made up of a minimum of three (3) and a maximum of five (5) Directors from the Board. The CEO and senior executives attend meetings at the discretion of the Committee.

The inaugural meetings of the Business Development and Network Committees were held in February 2009.

An annual evaluation of Committee performance is undertaken by the Board as part of the Board's overall performance review.

AUDIT AND RISK MANAGEMENT COMMITTEE

The purpose of the Audit and Risk Management Committee is to assist the Board in the effective discharge of its responsibilities for the financial reporting, internal control structures, internal and external audit functions and risk management and compliance systems of the QR Limited Group (QR Group).

The Committee reviews, oversees and reports to the Board at least annually on:

- The annual financial reporting process for the QR Group
- The process implemented to support the annual certifications for the QR Group to be provided by the CEO and CFO
- Accounting policies for the QR Group
- The scope of QR Group internal audit and external audit programs and any material issues arising from these audits
- The performance of the internal and external auditors
- The effectiveness of the systems of accounting and internal controls for the QR Group
- The quality of reporting by the QR Group
- The effectiveness of the processes used by QR Group management to monitor and ensure compliance with laws, regulations, ethical guidelines, ring-fencing requirements and obligations for external reporting of financial information
- Identification and management of material risk exposures (actual or potential) to the QR Group
- The effectiveness of the QR Group risk management systems and strategies.

Susan Rix chairs the Committee.

The composition of the Committee and attendance at Committee meetings in 2008/09 is set out below:

MEMBERS	ATTENDED	MAX NO. POSSIBLE
SUSAN RIX (CHAIRMAN)	6	6
DR LEO KELIHER AO	2	2
WARREN MCLACHLAN	6	6
JOHN B PRESCOTT AC	6	6

REMUNERATION AND SUCCESSION COMMITTEE

The purpose of the Remuneration and Succession Committee is to assist the Board in the effective discharge of its responsibilities for:

- The appointment and review of performance of the CEO
- The system of remuneration and benefits for the CEO and his/her direct reports.

The Committee reviews and makes recommendations to the QR Board on:

- The appointment and termination of the CEO and his/her direct reports
- The performance measures for the CEO and his/her direct reports
- Annual performance payments to the CEO and his/her direct reports
- Succession planning for the CEO and his/her direct reports
- Remuneration policies
- Collective agreements with Unions
- The professional development of Directors, the CEO and direct reports to CEO.

Robert Holloway chairs the Committee.

The composition of the Committee and attendance at Committee meetings in 2008/09 is set out below:

MEMBERS	ATTENDED	MAX NO. POSSIBLE
ROBERT HOLLOWAY (CHAIRMAN)	3	3
JOHN B PRESCOTT AC	3	3
DAWSON PETIE	3	3

➤ CORPORATE GOVERNANCE

NETWORK COMMITTEE

The purpose of the Network Committee is to assist the Board in:

- Assessing the merits of below rail business development initiatives, as directed by the Board
- Reviewing growth proposals for the Network business to ensure these proposals are aligned with Board approved strategies
- Reviewing prospective below rail business acquisitions, divestments and joint venture arrangements, as directed by the Board
- Providing direction to management on further work to be undertaken before major Network business proposals are submitted to the Board for consideration and/or approval
- Evaluating the adequacy of ring-fencing procedures for the Network
- Ensuring Network business activities are ring-fenced in accordance with ring-fencing procedures.

The Committee makes recommendations to the Board as appropriate. Dawson Petie chairs the Committee.

The composition of the Committee and attendance at Committee meetings is set out below:

MEMBERS	ATTENDED	MAX NO. POSSIBLE
DAWSON PETIE (CHAIRMAN)	2	2
SUSAN RIX	2	2
JOHN B PRESCOTT AC	2	2
WARREN MCLACHLAN	2	2
DR LEO KELIHER AO	2	2

BUSINESS DEVELOPMENT COMMITTEE

The purpose of the Business Development Committee is to assist the Board in:

- Assessing the merits of above rail business development initiatives, as directed by the Board
- Reviewing growth proposals for the Freight, Passenger and Services businesses to ensure these proposals are aligned with QR Board approved strategies
- Reviewing prospective above rail business acquisitions and divestments and joint venture arrangements, as directed by the Board
- Providing direction to management on further work to be undertaken before major Freight, Passenger and Services business proposals are submitted to the Board for consideration and/or approval.

The Committee makes recommendations to the Board as appropriate. John West chairs the Committee.

The composition of the Committee and attendance at Committee meetings is set out below:

MEMBERS	ATTENDED	MAX NO. POSSIBLE
JOHN WEST (CHAIRMAN)	2	2
PETER HOLMES Á COURT	2	2
JOHN B PRESCOTT AC	2	2
ROBERT HOLLOWAY	2	2
ALLAN DAVIES	2	2

FREIGHT BUSINESS STRATEGY COMMITTEE

The Board approved the withdrawal of the remit of the Freight Business Strategy Committee at its meeting on 28 January 2009.

The composition of the Committee and attendance at Committee meetings for the 2008/09 year is set out below:

MEMBERS	ATTENDED	MAX NO. POSSIBLE
DAWSON PETIE (CHAIRMAN)	1	1
JOHN WEST	1	1
JOHN B PRESCOTT AC	1	1
WARREN MCLACHLAN	1	1

PASSENGER SERVICES STRATEGY COMMITTEE

The Board approved the withdrawal of the remit of the Passenger Services Strategy Committee at its meeting on 28 January 2009.

MEMBERS	ATTENDED	MAX NO. POSSIBLE
JOHN B PRESCOTT AC (CHAIRMAN)	1	1
ROBERT HOLLOWAY	1	1
SUSAN RIX	1	1

➤ CORPORATE GOVERNANCE

CODE OF CONDUCT

QR directors and employees must comply with the QR Code of Conduct.

DIRECTORS AND SENIOR EXECUTIVES' EMOLUMENTS

Directors' remuneration packages are set by Governor-in-Council.

Details of the nature and amount of each element of emolument of each Director of QR and specified QR Executives are set out in the QR Financial Report attached.

QR REMUNERATION

Fixed Pay

Fixed remuneration for the CEO and Senior Executives is reviewed at 1 July each year and adjusted in accordance with advice provided by the Treasurer and the Minister for Transport. In setting the fixed remuneration for the year, regard is given to a range of information, including job size and general market movement in salary rates.

In setting remuneration for other contract officers, regard is given to individual performance, market conditions and positioning, ensuring that QR is competitively placed to retain and attract the skills and capabilities required to achieve QR's business objectives.

The Total Fixed Remuneration of the CEO, Senior Executives and all other contract employees is inclusive of benefits and fringe benefits tax that are salary sacrificed. The CEO, Senior Executives and other contract officers must contribute from their Fixed Remuneration to superannuation in accordance with QR Policy.

Performance Pay

The CEO, Senior Executives and other contract officers may receive a performance payment dependent on the achievement of specific performance outcomes. Achievement of Corporate and Business Group Key Performance Indicators are measured as on-target, above-target or stretch target. The amount that will be funded as a bonus pool will be dependent on the level at which the performance objectives have been achieved.

The funded amount will be distributed to the CEO, Senior Executives and other contract employees based on assessment of how they have performed in relation to the performance objectives set for them in their performance plans for the year. The measure of individual performance will include how well the person has acted in accordance with the QR Values and Behaviours.

Risk Management

QR is committed to managing its risks in an integrated, systematic and practical manner. The overall objective of risk management is to assist QR in achieving its objectives by appropriately considering both threats and opportunities and making informed decisions.

As part of its strategic transformation programs, QR has recently reviewed its risk management policy and developed risk management and fraud management frameworks. One of the primary objectives of these changes is to align the risk management responsibilities and accountabilities with the QR business model. Under this model, the QR businesses are accountable for demonstrating they are managing their risks effectively and in accordance with the Board approved risk management policy and frameworks. The changes will ensure there is continual improvement in the way risk is managed and reported on in QR.

The legal compliance process has also been reviewed during the year in review. The revised process is more robust, verifiable and includes a quality assurance process managed by the corporate risk function.

QR has commenced implementation of a new integrated safety and risk recording and reporting system. This will greatly enhance QR's ability to produce reliable and timely risk reports.

QR LIMITED – CORPORATE HOSPITALITY AND ENTERTAINMENT

DATE	EVENTS >\$5,000	EXPENDITURE
AUG 08	Stakeholder Engagement Function	\$24,500.00
FEB – MAY 09	QR Reds Hospitality Program	\$36,000.00
APR – JUNE 09	QR National Coal – Customer Engagement	\$56,098.00
MAY – JUNE 09	North QLD Cowboys	\$8,000.00
TOTAL		\$124,598.00

> GLOSSARY

ABOVE RAIL

Ownership and operation of rollingstock, such as locomotives and wagons.

AICD

Australian Institute of Company Directors.

ARG

Australian Railroad Group (QR subsidiary company).

ARTC

Australian Rail Track Corporation (Federal body established in 1997 by Commonwealth and State Governments to oversee operator access to national rail network).

AWA

Australian Workplace Agreement.

BELOW RAIL

Track infrastructure, such as signalling, overheads and the track itself.

BULK FREIGHT

Commodities such as coal, minerals and grain. Bulk trains generally carry a single commodity.

CEO

Chief Executive Officer.

CFO

Chief Financial Officer.

CO²

Carbon Dioxide.

CRT

Colin Rees Transport Pty Ltd or CRT Group (QR subsidiary company).

DDA

Disability Discrimination Act 1992.

EA

Enterprise Agreement.

EA7

Enterprise Agreement 7.

EBA

Enterprise Bargaining Agreement.

EBIT

Earnings Before Interest and Tax.

EBITDA

Earnings Before Interest, Tax, Depreciation and Amortisation.

EGM

Executive General Manager.

E&IR

Employment and Industrial Relations.

ENVIRONMENTAL INCIDENT

An undesired, unplanned and uncontrolled event that under different circumstances may lead to environmental harm.

GENERAL FREIGHT

Freight that does not travel in a block train and does not include intermodal and industrial products.

GFC

Global Financial Crisis.

GOC

Government Owned Corporation.

GOC ACT

Government Owned Corporations Act 1993.

GOONYELLA AND NEULANDS SYSTEMS BASIN

The Goonyella System services the coal mines in the northern and central areas of the Bowen Coal is transported via rail to the two coal terminals at the port: the Dalrymple Bay Coal Terminal (DBCT) and the Hay Point Services Coal Terminal (HPSCT).

GREENHOUSE GAS ABATEMENT

Reducing the intensity of or eliminating greenhouse gas emissions.

HR

Human Resources.

KSR

Kuranda Scenic Railway.

LOST-TIME INJURY FREQUENCY RATE (LTIFR)

A measure of the number of lost-time injuries per million hours worked, used by QR to monitor and report employee health and safety.

LTI

Lost-time injury.

MISSING LINK

The Northern Missing Link (NML) - a 69km long new railway to provide a rail connection between the Goonyella and Newlands rail systems.

MOU

Memorandum of understanding.

MTPA

Million tonnes per annum.

NETWORK

Queensland's rail system, including all main railway lines, marshalling yards, bulk loading and unloading points and passenger stations.

RACS

Rollingstock and Component Services.

RAIL OPERATOR

A party (QR and non-QR) that operates rollingstock (ie trains) on a railway.

ROLLINGSTOCK

Locomotives and wagons.

SCI

Statement of Corporate Intent.

SEQ

South East Queensland.

SEQIPRAIL

The rail component of the Queensland Government's overarching South East Queensland Infrastructure Program (SEQIP). SEQIPRAIL will deliver nearly \$7 billion of upgrades to the South East Queensland region's rail network over the next 20 years.

SIGNALS PASSED AT DANGER (SPADS)

An incident where a train passes a red signal without authority to do so – used as a measure of risk.

TOD

Transit Orientated Development.

ZERO HARM

ZERO Harm is a journey towards ZERO incidents, ZERO injuries, ZERO work-related illnesses and ZERO environmental incidents.





OG

our operational & financial performance

➤ THE NUMBERS COVERED – FROM DEPARTURE TO DESTINATION

➤ FINANCIAL SUMMARY

SUMMARY OF TRAFFIC TASK	2008/09	2007/08
QR Group Freight	Tonnes (000's)	Tonnes (000's)
Bulk Coal	188,606	185,783
Freight and Mineral	59,106	58,705
Total Freight	247,712	244,488
QR Group Passengers	Trips (000's)	Trips (000's)
Citytrain	65,098	61,735
Traveltrain	866	926
Total Passenger Journeys	65,964	62,661

RESOURCE STATISTICS – QR GROUP

Rail Network Owned (Leased) In Use	30 June 2009	30 June 2008
Route Kilometres	Length in Kilometres	Length in Kilometres
1067mm Gauge		
Owned	9,539	9,526
Less: Lines Suspended from Use	246	246
Lines with No Freight or Passenger Services	1,389	1,366
Sub Total	7,904	7,914
1435 mm Gauge	98	98
Dual Gauge	36	36
Total in Use as at 30 June	8,038	8,048

Line Sections Opened During 2008/09

Lake Vermont Branch	18
---------------------	----

Rail Corridor Lease Surrendered During 2008/09

NIL

Rollingstock In Use	30 June 2009	30 June 2008
Locomotives	708	717
Coal wagons	8,529	7,698
Minerals & Freight wagons	7,076	6,897
Passenger Rollingstock	747	715
Service stock	687	724

➤ FINANCIAL SUMMARY

CONSOLIDATED RESULTS

We have achieved another year of record performance with our profit before tax increasing by 34.3% to \$386.3 million, compared with the previous corresponding period. This result was driven by strong operating performance, cost control, and business specific and corporate wide transformation initiatives.

On 11 August 2009 the Board declared a final dividend of \$215.1 million that has been provided in this year's accounts, to be paid in the next financial year.

CONSOLIDATED FINANCIAL PERFORMANCE

For the 2008/09 financial year, net profit after tax increased 38.3% to \$298.7 million compared with \$216.0 million for the previous corresponding period.

Sales revenue increased by \$427.5 million to \$3,970.8 million due to ongoing growth in the freight businesses and increased revenue from Transport Services contracts.

Strong global demand for resources continues to provide cost challenges for the industry mainly due to shortages of skilled labour and rising input prices. Approximately \$121.4 million of the increase in costs was due to higher infrastructure spend during the year and higher raw materials costs.

CONSOLIDATED FINANCIAL POSITION

Total equity of the QR group has increased by 16.4% to \$4,249.6 million during the year. Gearing (or the ratio of our long term funds with fixed interest to total equity, measured as debt to debt plus equity) reported at 62.6%, up from 61.6% in the previous corresponding period.

During 2008/09 QR has invested more than \$2.4 billion in capital expenditure programs across its operations, which is in line with QR's capital expenditure and growth strategy. The most significant investments were in rollingstock and infrastructure expenditure in South East Queensland.

Net debt increased by 23.9% to \$6,455.9 million during the year in order to support the capital expenditure program. QR's shareholder equity increased by \$599.2 million during the year, mainly due to an increase in share capital of \$578.4 million. Other contributing factors include an increase in retained earnings of \$83.2 million and a decrease in reserves of (\$62.4 million).

CONSOLIDATED CASH FLOW

Net operating cash flows decreased by (5.6%) to \$724.7 million in 2008/09, compared with the previous corresponding period primarily due to EBITDA growth of \$184.7 million to \$1,233 million, an increase in interest paid of (\$109.5 million) and an increase in trade working capital outflows of (\$141.9 million).

Net investing cash outflows of \$2,340.6 million increased by \$637.3 million from \$1,703.3 million in the previous corresponding period due to increased capital expenditure during the year.

Net financing cash inflows increased by \$725.3 million to \$1,667.0 million due to the increase in general borrowings to meet capital expenditure commitments.

CONSOLIDATED FINANCIAL PERFORMANCE

For the year ended 30 June 2009

	2009 \$ Million	2008 \$ Million
Revenue	3,970.8	3,543.3
EBITDA	1,233.0	1,048.3
Depreciation and amortisation	515.2	459.8
EBIT	717.8	588.5
Interest Expense	331.5	300.8
Profit before income tax	386.3	287.7
Income Tax expense	87.6	71.7
NET Profit	298.7	216.0

➤ FINANCIAL SUMMARY

CONSOLIDATED FINANCIAL POSITION

For the year ended 30 June 2009

	2009	2008
	\$ Million	\$ Million
Current Assets	865.6	766.7
Non-current Assets	12,601.4	10,711.7
Total Assets	13,467.0	11,478.4
Current liabilities	1,019.5	1,474.7
Non-Current liabilities	8,197.9	6,353.3
Total Liabilities	9,217.4	7,828.0
Net Assets	4,249.6	3,650.4
Contributed Equity	3,412.9	2,834.5
Retained Profits	847.6	764.3
Reserves	(10.9)	51.6
Total Equity	4,249.6	3,650.4
Gearing Ratios:		
Debt to Equity (%)	167.5%	160.1%
Debt to Equity plus Debt (%)	62.6%	61.6%
Interest cover (times)	2.16	1.96

CONSOLIDATED CASH FLOWS

For the year ended 30 June 2009

	2009	2008
	\$ Million	\$ Million
Net cash flow from operating activities	724.7	767.5
Net cash flow from investing activities	(2,340.6)	(1,703.3)
Net cash flow from financing activities	1,667.0	941.8
Net increase / (decrease) in cash held	51.1	6.0

➤ FINANCIAL REPORT

The Financial Report for QR Limited and its controlled entities for the year ended 30 June 2009 is presented on the attached disc.

This report includes the Directors' Report, the Financial Statements, Notes to the Financial Statements, the Directors' Declaration and the Independent Auditor's Report.

The key financial indicators presented in the Financial Report include the following:

- Profit for the year was up 38% to \$298.7 million
- A dividend of \$215.1 million was declared for the 12 month period to be paid during 2009/10
- Revenue from continuing operations increased 12% to \$3,837 million

- Property, plant and equipment increased by 19% to \$12,081 million
- The acquisition of property, plant and equipment was partially funded through additional net borrowings amounting to \$1,245 million
- Additional shares amounting to \$578.4 million were also issued to existing shareholders.

During the year the QR Group restructured its operations so that its existing passenger and network businesses now operate under QR Passenger Pty Ltd and QR Network Pty Ltd respectively. These businesses, previously part of QR Ltd, were added to the Group's Deed of Cross Guarantee and as such are not required to prepare and lodge financial statements for 2008/09 or future years.

A more detailed overview of the financial performance of the QR Group is available in the QR Financial Report.



HEAD OFFICE

Level 14, Rail Centre 1, 305 Edward Street
Brisbane Qld 4000
GPO Box 1429, Brisbane Qld 4001
Telephone 13 16 17
Facsimile +61 (0)7 3235 5709

ROCKHAMPTON

1st Floor, Administration Building
320 Murray Street, Rockhampton Qld 4700
PO Box 198, Rockhampton Qld 4700
Telephone +61 (0)7 4932 0251
Facsimile +61 (0)7 4932 0714

TOWNSVILLE

502 Flinders Street, Townsville Qld 4810
PO Box 1102, Townsville Qld 4810
Telephone +61 (0)7 4772 8308
Facsimile +61 (0)7 4772 8392

SYDNEY

QR Freight
Stocklands Distribution Centre
Building 8B, 60 Loftus Road, Yennora NSW 2161
Telephone +61 (0)2 9721 6200
Facsimile +61 (0)2 9721 6207

MELBOURNE

CRT Group
1 Chambers Road
Altona North Vic 3025, Melbourne Australia
Telephone +61 (0)3 9290 1700
Facsimile +61 (0)3 9290 1791

QR FREIGHT

11-13 Chambers Road
Altona North Vic 3025
Telephone +61 (0)3 9392 8333
Facsimile +61 (0)3 9392 8388

PERTH

ARG – a QR Company
2-10 Adams Drive
Welshpool WA 6106, Perth Australia
GPO Box S1422, Perth WA 6845
Telephone +61 (0)8 9212 2500
Facsimile +61 (0)8 9212 2730

Cover image: QR Services trackworkers Tim Polack (left) and Geoff Cochrane (right) completing thermite welding.



FURTHER INFORMATION

For assistance, publications or information concerning QR and the customer services we provide, please visit our website at www.qr.com.au or contact: Corporate Affairs, Marketing and Strategy, Telephone +61 (0)7 3235 3496



Printed with soy based inks on K.W.Doggett Fine Paper Sovereign Silk, an Elemental Chlorine Free paper and it is FSC certified mixed sources.

