TRANSPORT HERITAGE

NSW

ANNUAL REPORT 2021-22

SECTION 1: ANNUAL REVIEW

CONTENTS

Section 1 - Annual Review

Message from the Chair Message from the CEO 2021-22 Highlights Major Projects..... People..... Engaging the Community Sector Collection Governance..... Our Sites & Operations Appendix 1 - Key people Appendix 2 - Stream 2 Funding Allocations Appendix 3 - Transport Heritage Grants 2021....

Section 2 - Audited Financial Statements

Front cover and inside cover: Locomotive 6029 during the Bathurst Steam Weekend in June 2021. Andrew Cunningham Photography

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	5
2011/2000 - 541	6
	10
	12
	14
	16
	18
	31
	35





MESSAGE FROM THE CHAIR

I am honoured to have been recently appointed as the Chair of Transport Heritage NSW (THNSW).

I look forward to building on the great work by the organisation to date and I want to take this opportunity to also acknowledge and thank Rob Mason, my predecessor, for all his work as the Chair over the past five and half years.

While I wasn't in the Chair role during the year covered by this Annual Report, I can certainly see that everyone: Board, CEO, management team, staff, volunteers and members, should be very proud of the results achieved against the backdrop of what can only be described as two successive years of unprecedented challenges.

Despite constant changes to the operating environment as a result of the coronavirus pandemic and extreme weather events, the organisation delivered (and continues to deliver), on its key long-term strategic initiatives and projects, including:

securing the funding to commence work on our major

project to upgrade and reopen the Loop Line to Colo Vale;

- development of the Chullora Heritage Hub - our future integrated storage, restoration, major maintenance and stabling facility; and
- continuing to care for and maintain the collection and heritage assets entrusted to us by the NSW Government, both directly in our care as well as supporting others who have collection items in their custody.

The NSW Government has renewed its commitment to our activities, by not only funding our major initiatives, but extending our funding arrangements for a further three years to 30 June 2025. This is strong recognition of the important work we do. However, with this commitment comes the responsibility to deliver certain outcomes for the people of NSW, particularly when it comes to the care and preservation of

their transport heritage for future generations in socio-economically viable ways.

Looking to the year ahead, we will continue to work with the sector to support and showcase our collective heritage transport assets and activities, as well as delivering an exciting program of our own THNSW events and experiences at our museums and onboard our heritage trains for our customers to enjoy.

Finally, I want to thank my fellow Board Directors, Peter Watters our Volunteer Company Secretary, and Andrew Moritz our CEO and all of his team for not only their work this past year, but also for their warm welcome and briefings to me.

I am looking forward to the year ahead as well as meeting as many volunteers, staff and members as I can at future events and activities.

Here's to an exciting 2022-23!

The Hon Nathan Rees CHAIR

MESSAGE FROM THE CEO



For a second year in a row, THNSW has been impacted by unprecedented events beyond our control.

Through all of this I am immensely proud of our people, particularly our staff and volunteers, who have time and again, risen to the challenges to ensure a successful year.

The first half of the financial year saw our activities completely suspended due to coronavirus pandemic control measures, having just restarted after the devastating bushfires; whilst the second half was impacted by extreme weather and flooding which saw the closure of the NSW Rail Museum due to storm and flood damage and suspension of our main line activities due to the closure of the Loop Line following the land slip at Picton.

Despite all these challenges, we have been able to achieve some great results in 2021-22 including:

 record visitation to the NSW Rail Museum and passengers on the Loop Line in the last quarter April to June - more than double the previous year

- securing iconic steam locomotive Beyer Garratt 6029 for the NSW Governmentowned collection
- delivering our most successful Thirlmere Festival of Steam ever in June 2022, the first in partnership with the Wollondilly Shire Council
- securing an additional \$9.1m from the NSW Government for, and starting work on, the upgrade and reopening of the Loop Line to Colo Vale
- delivering continued funding and support to the heritage transport sector throughout NSW
- exceeding \$100K in membership revenue during the year.

You can find out more about these and our other achievements in the following pages.

As we move into 2022-23, we remain committed to achieving the following:





- delivering a program of highly engaging and consistently regular events and activities at our museums and across NSW
- reopening the Loop Line between Buxton and Colo Vale
- working with Transport for NSW (TfNSW) to deliver the refurbishment of the Tank Annex, the first phase of the new Heritage Hub at Chullora, for undercover storage of significant heritage rolling stock and finalise the planning for phase two
- maintaining our program to care for the collection and assets entrusted to THNSW by the **NSW Government**
- continuing to deliver a program of grants, support services and works to ensure the care, preservation and appreciation of the NSW Government transport heritage assets in conjunction with the Independent Funding & Advisory Panel (IFAP); and other heritage transport sector organisations.

I'd like to thank all our staff, volunteers and the Board for their ongoing resilience, support and determination throughout the past year.

In closing, I'd also like to pay particular thanks to our outgoing Chair Rob Mason for all his support and encouragement not only this year, but over the years he was Chair of the Board and warmly welcome Nathan Rees to the role.

We have exciting plans for the future and I look forward to working with everyone to realise them.

Andrew Moritz CHIEF EXECUTIVE OFFICER

2021-22 HIGHLIGHTS

Amidst a time of fluctuating COVID-19 restrictions and impacts from severe weather events, our museums, main line trips and events, and sector support programs managed to achieve great success.

Overall, the NSW Rail Museum welcomed more than 49,000 visitors, with almost 36,000 passengers on the Loop Line and the Valley Heights Locomotive Depot Heritage Museum saw more than 2,500 visitors.

Despite lockdowns and a severely impacted operating program, Transport Heritage NSW welcomed almost 5,000 passengers on the main line and broke new records, demonstrating the public's eagerness to re-engage with our events and museums.



QUARTER 2

October - December 2021

- With restrictions lifting, operations recommence for the NSW Rail Museum, Loop Line and main line trips.
- Successful recipients of the 2021 Transport Heritage Grants Program announced online - see Appendix 3.
- Works commence on Loop Line Upgrade Project, including re-railing of the Buxton-Couridiah section.
- THNSW featured as part of SBS docu-series, 'Inside Central Station.'
- Head office relocated from Eveleigh to the Powerhouse Ultimo.

QUARTER 3

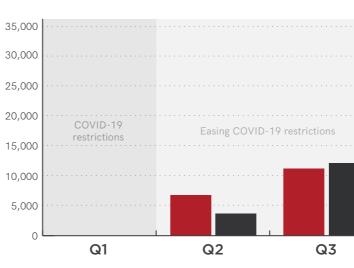
January - March 2022

- NSW Rail Museum records its highest ever January and February visitation with diesel locomotive trips on the Loop Line.
- Following further easing of restrictions, main line operations recommence with Hydro Express and Vintage Electric Day Out events.
- THNSW coordinates heritage transport activities in partnership with the NSW Government to celebrate 90
- years of the Sydney Harbour Bridge on 19 March 2022.
- Severe weather events in March lead to rail land slip near
- Picton, causing the THNSW's connection to the main line network to be cut, suspending all main line operations.



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FY 21-22 VISITOR & PASSENGER NUMBERS



QUARTER 1

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July - September 2021

- NSW Rail Museum, Valley Heights Locomotive Depot Heritage Museum and all events and trips on-hold due to the NSW lockdown effective from 26 June 2021.
- NSW Government announces an additional \$9.1 million in funding for
- the Loop Line Upgrade Project. Despite ongoing COVID-19 restrictions,
- THNSW's fleet maintenance team return Locomotive 3265 to service and continue carriage restorations.



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QUARTER 4

April - June 2022

THNSW wins 2022 National Trust Heritage Award for the relaunch events program of locomotive 3801 in March 2021.

Record number of visitors to the NSW Rail Museum with 33,871 coming through the gates - more than half of the projected yearly total.

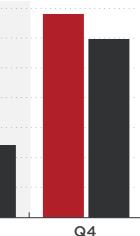
Thirlmere Festival of Steam returns for the first time in over three years, with a record amount of visitors and new partnership with Wollondilly Shire Council.

The Southern Aurora celebrates its 60th anniversary with a commemorative trip to Melbourne, coordinated by St. James Rail and supported by THNSW.

Beyer-Garratt Steam Locomotive 6029 welcomed into THNSW custody and our operational fleet following its acquisition by Transport Asset Holding Entity.

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THNSW funding deed extended for three years by NSW Government.





Total Train Passengers 46,408

MAJOR PROJECTS

LOOP LINE UPGRADE PROJECT

The Loop Line Upgrade Project gained significant momentum this financial year, thanks to an additional \$9.1 million in funding to complete all associated works by the end of 2023.

Works this financial year included:

RAIL INFRASTRUCTURE

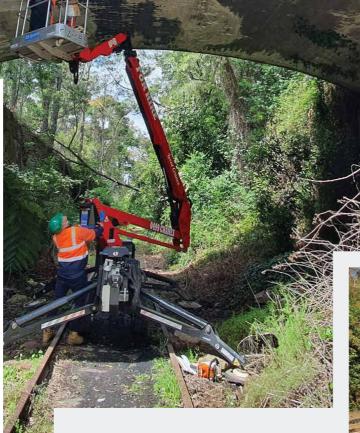
- Rail corridor vegetation clearing.
- Bridge testing (at Chalker Parade road bridge and Ligare Street rail bridge).
- Re-railing between Couridjah and Buxton, and between Maldon and Thirlmere.
- Track resurfacing between Thirlmere and Picton.
- Construction of material lay down areas at Colo Vale and Hill Top.
- Delivery of 20,000 steel sleepers recycled from Moree, and Riverina districts.
- Drainage works between Colo Vale and Hill Top.
- Turn out production commenced.

STATION PRECINCT UPGRADES

• Tender process opened to source architect.

COMMUNITY ENGAGEMENT

- Regular community update newsletters delivered to residents in surrounding towns and villages along the Loop Line.
- Establishment of a Loop Line Upgrade Project Facebook group.
- Commenced regular dialogue and meetings with local community associations.
- Project information tent at the *Thirlmere Festival* of Steam.



PICTON EMBANKEMENT FAILURE

During prolonged extreme wet weather across Greater Sydney in early 2022, a significant embankment failure occurred at Picton, severely impacting ARTC's corridor, including the Loop Line.

This caused the postponement or cancellation of several major events, including the much-anticipated Locomotive 3801 crossing of the Sydney Harbour Bridge (postponed to September 2022) and 2022 Hunter Valley Steamfest.

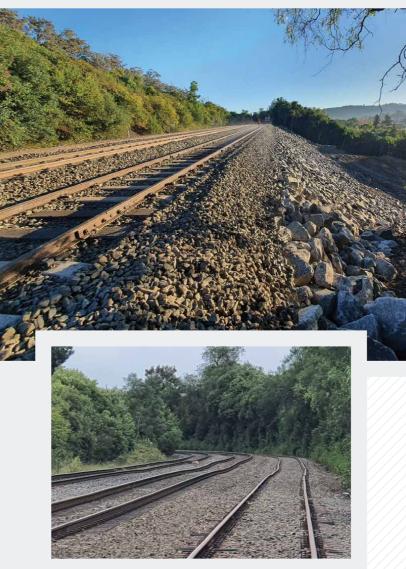
The line was restored on 16 May 2022, some 74 days following the incident.

LOCOMOTIVE 3001 OVERHAUL

Work continued on the overhaul of 119-year-old steam locomotive 3001.

The locomotive is being returned to service to support growing demand for heritage train experiences at the NSW Rail Museum.

Locomotive 3001 will return to the operating fleet from early 2023.





HERITAGE HUB PROJECT

Final designs were approved for the upgrade of the Tank Annex building as part of the Heritage Hub Project at Chullora - a \$9.9 million dollar investment from the NSW Government.

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The Tank Annex will be used by Transport Heritage NSW for long term storage of locomotives, carriages and rolling stock. The work will involve building refurbishment, structural modifications to improve stability and access to the Tank Annex, track upgrades and fire safety improvements.

Implementation of both stages of the Heritage Hub have been identified by the Board in its business planning as strategically 'mission critical'.

THNSW mini-train volunteers Michael Balenzano, James Hincenbergs, Thomas Mcbride and Robert Carlin.



THNSW Volunteer, Simon Foster on Loop Line duties at the NSW Rail Museum

PEOPLE

Transport Heritage NSW's success is due to its members, volunteers and staff. It is through our people that we are able to bring transport heritage to life.

It was wonderful to see the return of face-to-face and inperson activities not just for our customers, but our members, volunteers, and staff too this year.

Three Members' Information Forums (MIFs) were held during the year, the first of which was held virtually as an eMIF due to the pandemic lockdown in September, with a second eMIF in November. Both gave our members the opportunity to be updated on our major projects and activities. Our third MIF for the year, held in May in person at the NSW Rail Museum, focussed on welcoming the Beyer-Garratt Steam Locomotive 6029 to the THNSW Operating Fleet as well as giving members a tour of our major Loop Line Upgrade Project.

THNSW held its Annual General Meeting 2021 online for a second time, also due to the ongoing pandemic conditions, with more than 40 ordinary members in attendance and more than 40 valid proxies received. An election for one elected director position saw Colin Pursehouse elected to the THNSW Board for the first time. One non-elected, appointed director position was also confirmed with Deanna Varga reappointed to the Board.

Life membership, the highest award that THNSW can bestow upon a member, was awarded to two members who have continued to make exemplary contributions to THNSW - Gary Marshall and Geoffrey (Geoff) Olsen.

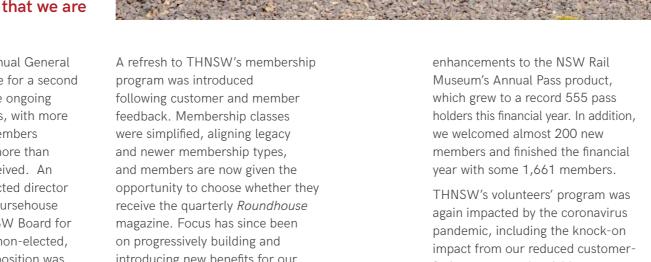
introducing new benefits for our members through new partnerships with other like-minded museums, galleries, and cultural institutions.

The introduction of the new streamlined membership classes has made it much easier for our long-standing members to renew and new members to join. The changes also saw minor

THNSW's volunteers' program was again impacted by the coronavirus pandemic, including the knock-on facing events and activities program in line with the Government's restrictions (particularly for the first part of the year). Focus was on critical competency training and certification for our people who contribute to our rail operations and rail safe working activities after the lengthy suspension of our activities.

In December, we were able to hold a small-scale, COVID-safe Christmas function at the NSW Rail Museum and in May we celebrated National Volunteer Week. In conjunction with the Sydney Cultural Institution Network colleague organisations, we offered more than 30 unique experiences to our volunteers as a thank you and in recognition of the vital contribution volunteers make to THNSW and our Associate and kindred organisations all around Sydney.

Our people have shone through a second unprecedented year. Despite being impacted by the coronavirus pandemic and disrupted by severe weather events, it is thanks to all our people







THNSW Volunteer, Debra Nikitin ready to greet passengers at the NSW Rail Museum

- our passionate and dedicated volunteers and staff who bring their skills and expertise, working together across every area of our organisation - that we were able to keep doing what we do, bounce back strongly from the last two years, and keep bringing transport heritage to life!

Crowds watch Locomotive 3801 at Moss Vale during a Southern Hiahlander weekend. Peter Watters





VALLEY HEIGHTS LOCOMOTIVE DEPOT HERITAGE MUSEUM

The Valley Heights Locomotive Depot Heritage Museum reopened on Sunday 7 November following an extended closure due to COVID-19 restrictions. The volunteer managed museum welcomed 2,564 visitors during a financial year of dramatically reduced open days.

ENGAGING THE COMMUNITY

Connecting the public with our State's transport history is a primary goal for Transport Heritage NSW. We engage the community through the NSW Rail Museum at Thirlmere and Valley Heights Locomotive Depot Heritage Museum, as well as produce a vibrant program of events each year.

Transport Heritage NSW is also committed to promoting the broader heritage transport sector through combined activities such as the *Transport Heritage Expo* and other promotional initiatives throughout the year.

Following continued closures due to the impacts of COVID-19 restrictions, the NSW Rail Museum re-opened its doors in October - the second time since the pandemic began.

In March, due to extreme wet weather, several key events were postponed, including the Thirlmere Festival of Steam. This extreme weather caused a major landslip at Picton, severing access to the main line and resulting in the suspension of our main line events program, including locomotive 3801's involvement in the Sydney Harbour Bridge 90th Anniversary.

Fortunately, the transport heritage sector remained on show for this event, with vintage train and bus rides, as well as several heritage displays around the city - all coordinated by Transport Heritage NSW in partnership with several heritage transport organisations.

Despite the ups and downs, we experienced some of the highest visitor numbers on record to the NSW Rail Museum in January and February.

A significant promotional campaign was undertaken for the April school holidays, with some 6,404 visitors coming through the NSW Rail Museum in just two weeks.

Five days of Day Out With Thomas were held across two weekends in May, with a new Friday event introduced. All event days offered sold out well in advance.

Transport Heritage NSW provided significant support for a commemorative journey to Melbourne to mark 60-years of the Southern Aurora, operated by St. James' Rail. A commemorative edition of Roundhouse detailed the story of this 1960s icon.

While our ability to access the main line was limited throughout this

financial year, THNSW operated a variety of regular main line heritage train experiences, including Vintage Electric Day Out, Hydro Express and Southern Highlander events.

We ended the financial year with two major events - the longawaited return of the Thirlmere Festival of Steam, with a record 8,400 in attendance across the two days, securing it as the premier steam event in NSW.

Following the Festival, Transport Heritage NSW ended the financial year with four days of steam train rides in Bathurst using 1950s steam locomotive Beyer-Garratt 6029. This event, operated in partnership with Bathurst Regional Council, attracted more than 3,500 people including school children, including Minister for Regional Transport & Roads, Sam Farraway MLC and Deputy Premier and Member for Bathurst, Paul Toole MP.

The NSW Rail Museum's online shop continued to grow with takings of over \$65,000, up 43% on the previous year. The average purchase was \$57.00, representing a 20% increase from 2020-2021.

The NSW Rail Museum's social media engagement reached 1,533,032 people; while Transport Heritage NSW's pages reached a record: 2,606,922 people.



Filming at Thirlmere for a new campaign in partnership with Destination NSW

DESTINATION NSW CAMPAIGN PARTNERSHIP

During the financial year, THNSW undertook a significant advertising campaign thanks to funding assistance from Destination NSW.

The two-week campaign focussed on driving visitors to the NSW Rail Museum during the April School Holidays and aired in Sydney both on TV and radio. The campaign resulted in a record 6,404 visitors to the NSW Rail Museum - our biggest school holiday visitor result on record.

THNSW continues to work towards modernising and improving the overall customer experience aboard our main line heritage trains.

This financial year, THNSW's primary Buffet Car (RFN 2187) was refurbished to include a larger space for serving customers, as well as new fridges, food warmer and barista quality coffee machine.

The carriage now also utilises THNSW's updated POS system, ensuring consistent and integrated inventory control with the NSW Rail Museum.





▲ The Thirlmere Festival of Steam returned for the first time in three years with just over 8,400 visitors to the NSW Rail Museum - an all new Festival record.

SOME HIGHLIGHTS FROM THE SECTOR



The Rail Journeys Museum at Werris Creek worked hard to re-open their Museum November 2021. Members involved in the re-open are pictured.



A Yass Railway Museum re-opened after the pandemic in alorious weather in early November 2021.

2021 TRANSPORT HERITAGE **GRANTS PROGRAM**



ACT Rail Holdings received a grant for the replacement of the roof covering for FS 2023.



A Bathurst Rail Museum received a 2021 Transport Heritage grant to develop an audio tour of the life of Ben Chifley in and around Bathurst.







Tree planting at Cooma Monaro Railway received funding as part of a wider precinct improvement project.

SECTOR

Transport Heritage NSW is proud to work within a strong and diverse heritage transport sector to generate economic and social benefits to communities and volunteer organisations, while delivering positive outcomes for NSW's heritage.

THNSW's remit to support the heritage transport sector across NSW continued throughout 2021-22. THNSW continues to provide administrative support to, and implement decisions of, the Transport for NSW appointed, Independent Funding & Advisory Panel (IFAP) with respect to funding allocations and custody arrangements for the NSW Government owned assets in the care of other heritage transport sector groups.

More than \$1.09 million was distributed in 2021-22 to custodians of NSW Government State-Owned Heritage Collection items and via the annual Transport Heritage Grants Program.

The Transport Heritage Grants Program received 19 applications in 2021. The IFAP approved the awarding of more than \$179,000 to 12 projects. These projects represent a wide geographical range and included support for

organisations maintaining many modes of transport (train, bus, ferry, and tram).

The easing of restrictions relating to the COVID-19 pandemic was relief for sector groups across the State, with many able to resume rail operations and re-open museums and precincts.

IFAP-approved funding:

- for three new conservation and maintenance projects on NSW Government-owned rolling stock
- variations to four previously approved conservation and maintenance projects on NSW Government-owned rolling stock, and
- for three new projects in the NSW Government-owned rail heritage precincts.

The following stream two funded projects were completed in 2021-22:

• Valley Heights Railway Depot retaining wall

TRANSPORT HERITAGE NSW LTD Annual Report 2021-22

▼ The Sydney Bus Museum's former NSW Government doubledecker bus 2033 received new interior seat vinyl and foam thanks to the 2021 Transport Heritage Grants Program.



- Cooma Station repairs
- Installation of security lights at Cooma Railway precinct
- Cooma Monaro tree planting project
- Mould remediation of the State Heritage Listed Commissioners' Cars AAH 7, AAH 8, and AAH 19.

THNSW staff re-commenced site visits to sector groups, starting at Tenterfield and Werris Creek in June. Visits included talking about the care of the collection items in their custody and preparing for heritage works applications to undertake building conservation activity at these State Heritage Register listed sites.

THNSW's relationship with The Royal Australian Historical Society (RAHS) to deliver the Transport Heritage Grants Program was also formally renewed under a second deed of agreement this financial year.

▼ The restored Goods Shed platform at the NSW Rail Museum.





COLLECTION

Transport Heritage NSW owns and manages an extensive portfolio of rolling stock, and rail heritage assets and sites across the State.

The Goods Platform at Thirlmere's historic station precinct (NSW Rail Museum) was rebuilt in December. A new frame was installed atop the brick front wall and pillars, levelling the platform from the shed floor, and making it safe and accessible for use. Stairs, handrail, and gate were added and painted in the heritage paint scheme for NSW railway stations. The work was completed in time for increased Railmotor operation throughout the school holidays.

THNSW staff faced several conservation challenges in 2021-22, amplified by prolonged periods of high humidity. Twelve items of rolling stock at the NSW Rail Museum were subject to mould outbreaks, which increased the presence of pests such as webbing clothes moths, carpet beetle and silverfish. Between December and June, staff and volunteers treated the carriages and several displays in the main exhibition building. Dehumidifiers and fans were purchased and installed to improve environmental conditions and reduce recurrence of infestation. Staff are undertaking a regular inspection and pest treatment program to ward off significant recurrence.

Progress was made on the 'Story of Coal' exhibition, which includes a volunteer-led rolling stock restoration project that will accompany Locomotive 6040 on static display at the Workers' Walk, inside the NSW Rail Museum. Guard's van CHG 16995 had the timber floor removed, rust affected metal on the steel deck replaced, and ballast weights restored. The team restoring the coal hoppers completed work on non-air hoppers John Brown B4295, South Bulli 479D and NSWGR L953, and started work on BCH 32259.

Volunteers at Chullora Heritage Hub made great gains on 5711, including four tender wheel sets sent to UGL for tread profiling, badly rusted sections of the coal space at the tender top removed and replaced, needle gunning rust protection of the interior, work on the axle boxes, and preparation for new wiring and conduits for marker lights.

Interns working at the Igloo collection store continued to document the non-rolling stock items in the state collection. Tasks included cataloguing the objects, researching their history, recording dimensions, condition reporting and taking photographs for the collection database, then barcoding and rehousing the items for improved storage. To date the intern program has rehoused over 1,900 objects of varying size and materials. Beyer-Garratt 6029 acquisition announcement on 7 May 2022.

At the Valley Heights Locomotive Depot Heritage Museum, work to adaptively reuse EHO 668 as a collections work space commenced with rail heritage items stored in the van being identified and relocated, interior conditions assessed, and rotting timbers removed.

THNSW commissioned a 10 year asset management plan for the static rolling stock and non-rolling stock collections. Conservators and heritage managers spent 10 days inspecting items at Thirlmere, Chullora, Broadmeadow, Valley Heights and the Large Erecting



Shop. The draft plan was delivered in May. The plan will inform management, funding and resourcing requirements to enable stabilisation works and routine maintenance that will reduce the assets' decay and manage their conservation.



 THNSW Collections Officer, Chris Fielder undertakes conservation work inside a carriage in the State collection.

GOVERNANCE

Directors' Report

The Directors present their report together with the consolidated financial statements of Transport Heritage NSW Limited ("THNSW") for the year ended 30 June 2022 and the Auditor's report thereon.

INFORMATION ON DIRECTORS

The names of the Directors in office at any time during the financial year ended 30 June 2022 are as follows:

DIRECTOR	QUALIFICATIONS	EXPERIENCE
Rob Mason Appointed Chair of the Board Board Director since March 2017 (current term commenced 1 March 2020 and concluded 31 May 2022)	 MBA Cranfield Management School BSc Land and Hydrographic Surveying Sciences DipM Chartered Institute of Marketing Fellow of the Australian Institute of Company Directors 	 Over 30 years' experience in operations, engineering leadership and customer service in both London and Sydney Board Member, London Underground RailCorp CEO 2008 - 2013 NSW Trains CEO 2013 - 2017 Director - TrackSAFE Foundation Director and Company Secretary - Destination Network Country and Outback NSW Member - RTAA and the Permanent Way Institute Independent Member - Audit & Risk Committee, STA Independent Member - Audit & Risk Committee, IPART
Alex Claassens Deputy Chair, Elected Director Board Director since March 2018 (current term commenced AGM 2020) Deputy Chair since AGM 2018	 AICD Company Directors Course ACTU Union Governance ASFA Core Governance for Superannuation AM Institute Risk Management ALARA Risk Management Human Factors for Transport Safety Investigators Workcover OH&S Course for Workplace Committees All internal Union training requirements All Railway Certification requirements 	 NSW State Secretary & National Executive Member - Rail, Tram and Bus Union (RTBU) since 2010 Elected Director of Australian Mutual Bank and Member of Risk Committee Employee Representative Board Member, State Super Executive Member of Unions NSW Member of Australian Institute of Company Directors (AICD), the Australian Institute Superannuation Trustees (AIST) and the Association of Superannuation Funds of Australia (ASFA)
Brett Fitzpatrick Elected Director Board Director since December 2013 (current term commenced AGM 2019)	 Human resources professional Graduate Certificate in Customer Service and Case Management Cert IV Workplace Assessment Cert IV Adult Teaching & Learning 	 RTM Director since August 2002 to December 2013 RTM Company Secretary August 2006 to December 2013 THNSW Company Secretary since December 2013 to February 2020
Dale Budd OBE Elected Director Board Director since AGM 2015 (current term commenced AGM 2019)	 B.E. (Mech) (Hons) Officer of the Order of the British Empire (1978) 	 Senior project advisor, Melbourne-Brisbane Inland Rail program 2014-2021 Director, Australian Rail Track Corporation 2001-2007 Director, Australian Institute of Company Directors 2006-2008 Chair, Development Advisory Board, Rail Industry Safety & Standards Board (RISSB) 2008-2015 Committee member, NSW Rail Transport Museum 1962-1970 and 1974-1975
David Ireland Elected Director Board Director since December 2013 (current term commenced AGM 2019 and concluded at AGM 2021)	Professional geologistRail operations professional	 RTM Director from December 2012 to December 2013 RTM Vice Chairman to April 2013 RTM Chairman from April to December 2013 Deputy Chair from December 2013 to November 2018 Senior Manager, Crew, Day of Operations, Sydney Trains

DIRECTOR **QUALIFICATIONS** • MBA, MGSM Deanna Varga • B.A. Tourism Management Non-Elected, • AICD Governance for Directors Appointed Director Adjunct Associate Professor Board Director since (Industry), UTS May 2019 (Current term commenced following AGM 2021) Howard Collins OBE Master of Business Administration Fellow of Institution of Civil Engineers Chief Executive of Sydney Trains Non-Elected, Fellow of Institute of Directors (UK) Appointed Director Fellow of Institute of Railway Board Director since Operations December 2013 (current Officer of the Order of the British term commenced following Empire (2013) AGM 2019) Bachelor of Arts (Political Science & Andrea Plawutsky Economics) Non-Elected, Post Grad Diploma (Asia Business Appointed Director Management & Finance) Board Director since AICD Member August 2020 (current term commenced following AGM 2020) Colin Pursehouse • Marine Engineer (Steam & Motor) Town & Country Planner Elected Director Commercial Mediator (ACDC) Board Director since • Workplace Trainer & Assessor November 2021 (current

Australian Merchant Navy Cross (2000)

term commenced AGM

2021)

EXPERIENCE

- Over 25 years' experience in sales and marketing for tourism, business events and the Arts' Sector
- Expertise in commercialisation and revenue generation for Government, Small-Medium Enterprises and Not-for-Profits
- Currently CEO for Mayvin Global Pty Ltd
- Currently Adjunct Professor (Industry) with UTS
- Panel Marketing Expert for Screens Tasmania and Arts Tasmania
- Expert Steering Committee South Coast Centre for Excellence Former roles include:
- Assistant Director Commercial & Visitor Services at the Australian National Maritime Museum
- Director of Sales & Marketing, Accor Hotels
- Business Events Project Manager, Tourism Australia
- Former Non-executive Director Board roles including:
- Dress for Success, Sydney
- Sydney Improvised Music Association
- Business Events Sydney Pty Ltd
- Chief Operations Officer, Transport for NSW
- Fellow of the Institute of Directors (UK)
- Former Chief Operating Officer London Underground
- Former Director of London Transport (Museum)
- Former member of British Transport Police Authority
- Lead Director London Underground and London Rail for 2012 London Olympic Games
- General management, rail operations, rail heritage, pension trustee
- Director, TrackSafe Foundation
- Director, Australasian Railway Association (ARA)
- Director, Sydney Metro
- Chair of Antique Motorcycle Club of America (Aus Div)
- Over 20 years' experience in PR, marketing and communications for the travel and tourism industry
- Expertise in regional tourism and inbound Chinese market
- Founder and Director of consultancy Amplify Me, commercial and business experience as business owner 10+ years
- Former clients include Inland NSW Tourism, Australian National Maritime Museum, Best Western Hotels & Resorts Australasia
- National President Women Chiefs of Enterprises International
- Director and Company Secretary Beehive Industries (2015-2021) Chair - Lay Advisory Committee, Royal College of Pathologists of
- Australasia (2013-2018)
- Judge NSW Tourism Awards (2019, 2021), Mumbrella Travel
- · Former Deputy Chief Town Planner, Concord LGA
- Former Team Leader, Planning & Development, Nth Sydney LGA
- Former Expert Examiner for the Department of Arts, Sport, Environment and Territories for National Estate items
- Former Australian Institute of Marine & Power Engineers NSW Branch Assistant State Secretary and Delegate
- Former Australian Maritime Officers Union Delegate
- Hon Fleet Engineering Superintendent and Hon Life Member, Svdnev Heritage Fleet
- Former Director, Vice Chair and Chair, Sydney Heritage Fleet (Sydney Maritime Museum)
- Chair, NGO Advisory Group, child protection sector (2018-2020)
- Development, implementation and auditing of Safety Management Systems, training packages, including emergency preparedness and response regimes within the maritime and public transport sectors, as well as for THNSW

(Volunteer) Company **Secretary**

The Company Secretary supports the Board and the CEO to achieve THNSW's vision, mission and strategic objectives as set out in THNSW's 5-year Strategic Plan 2019-2024.

The activities of the Company Secretary include legal and regulatory duties and obligations and those as described within THNSW's Constitution, as well as playing a key role in facilitating corporate governance processes and supporting the operation of the Board.

The THNSW Board reappointed Peter Watters for a third year following AGM 2021.

It is important to note whilst the Volunteer Company Secretary attends Board Meetings and is considered to be a member of the Board, the Volunteer Company Secretary is not a Director and as such has no deliberative vote or casting vote on the Board.

Directors' Meetings

During the financial year ended 30 June 2022 a total of seven (7) Board Meetings were held, including regular Board Meetings and Special Board Meetings.

No new Board Subcommittees or Working Groups were established during the financial year. The Board brought its short-term Membership Product Review Working Group to a conclusion during the year following the successfully introduction of the consolidated and simplified membership structure and its membership classes.

All directors have standing invitations to attend subcommittee meetings and directors are expected under the Board's Charter to attend at least one (1) meeting of each subcommittee, of which they are not the Chair or additional member, each year.

The following tables show the attendance by each of the Directors of THNSW during the financial year at Directors (Board) Meetings and at meetings of Board Subcommittees and Working Groups. The Terms of Reference (ToR) for each of these are published on our THNSW website, go to: www.thnsw.com.au/what-we-do

Board Meetings

During the financial year ended 30 June 2022 a total of seven (7) Board Meetings were held, including regular Board Meetings and Special Board Meetings.

Director	Number of Board meetings held and where eligible to attend	Number of Board meetings attended in full	Number of Board meetings attended in part only
Rob Mason*	7	7	-
Alex Claassens	7	7	-
Brett Fitzpatrick	7	6	1
Dale Budd OBE	7	7	-
David Ireland**	3	2	1
Colin Pursehouse***	4	4	-
Deanna Varga	7	7	-
Howard Collins OBE	7	3	2
Andrea Plawutsky	7	5	1
Peter Watters (V/Co Sec)	7	7	-

Notes: * term as a Chair and a Director concluded on 31 May 2022 ** term as a Director concluded at AGM 2021

*** term as a Director commenced following AGM 2021

In addition to the above Meetings, the Board also held a number of workshops, Members' Information Forums (MIFs) and the Annual General Meeting throughout the year.



Board Subcommittee Meetings

(A) SAFETY & ENVIRONMENT COMMITTEE (SEC) - chaired by Alex Claassens

A total of four (4) regular SEC meetings were held during the financial year ended 30 June 2022.

The SEC supports the Board overseeing at the strategiclevel THNSW's safety risk management and environmental risk management, including setting THNSW's key safety and environmental performance indicators. The SEC also monitors THNSW's compliance with the applicable rail safety, work health and safety and environmental legislation and laws. SEC Members, in addition to the SEC Chair, include the CEO and the Safety, Environment & Quality Manager. There are no other SEC members.

Director	Number of SEC meetings held and where eligible to attend	Number of SEC meetings attended in full	Number of SEC meetings attended in part only
Rob Mason	4	3	-
Alex Claassens (SEC Chair)	4	4	-
Brett Fitzpatrick	4	1	-
Dale Budd OBE	4	2	-
David Ireland	2	-	-
Colin Pursehouse	2	2	-
Deanna Varga	4	-	-
Howard Collins OBE	4	4	-
Andrea Plawutsky	4	3	-
Peter Watters (V/Co Sec)	4	1	1

(B) FINANCE, RISK & AUDIT COMMITTEE (FR&AC) - chaired by Deanna Varga

A total of six (6) regular FR&AC meetings were held during the financial year ended 30 June 2022.

The FR&AC supports the Board overseeing the financial position and performance of THNSW, including internal control frameworks, financial management systems, budgeting, pri insurances, reporting a annual financial statem as THNSW's governansafety) corporate risk r and THNSW's external accountability requirem FR&AC Members, in a the FR&AC Chair, inclu

Director	Number of FR&AC meetings held and where eligible to attend	Number of FR&AC meetings attended in full	Number of FR&AC meetings attended in part only
Rob Mason	5	5	-
Alex Claassens	6	1	-
Brett Fitzpatrick	6	-	_
Dale Budd OBE	6	-	-
David Ireland	4	-	-
Colin Pursehouse	2	2	-
Deanna Varga (FR&AC Chair)	6	6	_
Howard Collins OBE	6	2	1
Andrea Plawutsky	6	2	_
Peter Watters (V/Co Sec)	6	6	-

procurement,	Howard Collins; Independent
and THNSW's	Member Andrew Elliot, former
ments, as well	Director of Corporate Resources &
nce, (non-	Chief Finance Officer, Museum of
management	Applied Arts & Sciences (MAAS);
al	THNSW Member Les Shepherd,
ements.	FGIA, FCG, FCPA, GAICD; the
addition to	CEO and the Head of Finance $\&$
lude Director	Corporate Resources.

(C) FUNDRAISING STRATEGY DEVELOPMENT WORKING GROUP (FWG) -

chaired by John Cowper, supported by Andrea Plawutsky

A total of three (3) FWG meetings were held during the financial year ended 30 June 2022.

The FWG supports the Board on the development of a fundraising strategy for THNSW, as well as fundraising opportunities and activities, including both financial and non-monetary (incl. 'inkind') fundraising opportunities, and their respective merits and viability, and THNSW's capacity to effectively and efficiently pursue and resource. FWG Members include Director Andrea Plawutsky, Director Dale Budd, THNSW Member John Cowper as FWG Chair, the CEO, the Head of Engagement and the Head of Finance & Corporate Resources.

Director	Number of FWG meetings held and where eligible to attend	Number of FWG meetings attended in full	Number of FWG meetings attended in part only
Rob Mason	3	1	-
Alex Claassens	3	-	-
Brett Fitzpatrick	3	-	-
Dale Budd OBE	3	3	-
David Ireland	3	-	-
Colin Pursehouse	-	-	-
Deanna Varga	3	-	-
Howard Collins OBE	3	-	-
Andrea Plawutsky	3	3	-
Peter Watters (V/Co Sec)	3	-	-

(D) REMUNERATION COMMITTEE (RemC) -

chaired by David Ireland Ireland until AGM 2021; chaired by Rob Mason post AGM 2021 until 31 May 2022

There were no RemC meetings held during the financial year ended 30 June 2022. Instead the full Board dealt with any relevant matters. Members comprise of Rob Mason, David Ireland until November 2021, Alex Claassens from November 2021, Howard Collins, and supported by the CEO and the Head of Finance & Corporate

.....

Resources. The RemC supports the Board on matters relating to the remuneration of the CEO and key personnel who are direct reports to the CEO, plus consideration of compensation of Board members.

(E) COLLECTIONS & CURATORIAL COMMITTEE (C&CC) - chaired by Dale Budd

A total of three (3) C&CC meeting was held during the financial year ended 30 June 2022.

The C&CC supports the Board, CEO and management on collection management and curatorial matters, including making recommenda respect to Collection acquisition, accession deaccessioning, as we restoration projects a management of the C in line with THNSW's directions and annual

Director	Number of C&CC meetings held and where eligible to attend	Number of C&CC meetings attended in full	Number of C&CC meetings attended in part only
Rob Mason	3	-	-
Alex Claassens	3	1	-
Brett Fitzpatrick	3	3	_
Dale Budd OBE (C&CC Chair)	3	3	-
David Ireland	1	-	_
Colin Pursehouse	2	1	-
Deanna Varga	3	-	_
Howard Collins OBE	3	-	-
Andrea Plawutsky	3	1	-
Peter Watters (V/Co Sec)	3	-	-

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Collection
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plans. C&CC Members, in addition to the C&CC Chair, include Director Brett Fitzpatrick, THNSW Members Peter Dudgeon, Tony Eyre, Allan Leaver, Ray Love, Evan Rees and Bruce Saunders, the CEO and the Heritage & Collections Manager.

(F) RAIL OPERATIONS SUPPORT COMMITTEE (ROSC) -

chaired by David Ireland until AGM 2021, chaired by Howard Collins post AGM 2021

A total of three (3) ROSC meetings were held during the financial year ended 30 June 2022.

The ROSC supports the Board, CEO and management on short-,

medium- and long-term planning to meet future heritage rail operations delivery in line with THNSW's strategic directions and annual business plans.

ROSC Members, in addition to the ROSC Chair, include Director Colin Pursehouse who was also a member prior to being elected to the Board, the CEO and the Rail Operations Manager.

Director	Number of ROSC meetings held and where eligible to attend	Number of ROSC meetings attended in full	Number of ROSC meetings attended in part only
Rob Mason	3	1	-
Alex Claassens	3	2	-
Brett Fitzpatrick	3	2	-
Dale Budd OBE	3	2	-
David Ireland (ROSC Chair until AGM 2021)	1	1	-
Colin Pursehouse [#]	3	3	-
Deanna Varga	3	-	-
Howard Collins OBE (ROSC Chair post AGM 2021)	3	2	1
Andrea Plawutsky	3	3	-
Peter Watters (V/Co Sec)	3	-	-

Note: #ROSC member prior to commencing term as a Director, attendance shown above includes both capacities.

(G) MEMBERSHIP & AUDIENCES PRODUCT REVIEW WORKING GROUP (MPRWG) chaired by Deanna Varga

A total of one (1) MPRWG meeting was held during the financial

year ended 30 June 2022. The MPRWG was concluded by the THNSW Board in October 2021.

The MPRWG supported the Board, CEO and management to undertake a review of THNSW's

differing audience groups and develop a refreshed suite of membership products and benefits that align to the needs of key audience groups to best attract and engage the widest audience reach and grow income from affiliation and subscription products.

Director	Number of MPRWG meetings held and where eligible to attend	Number of MPRWG meetings attended in full	Number of MPRWG meetings attended in part only
Rob Mason	1	-	-
Alex Claassens	1	-	-
Brett Fitzpatrick	1	-	_
Dale Budd OBE	1	1	-
David Ireland	1	-	-
Colin Pursehouse	-	-	-
Deanna Varga (MPRWG Chair)	1	1	-
Howard Collins OBE	1	-	-
Andrea Plawutsky	1	-	_
Peter Watters (V/Co Sec)	1	1	-

Notes:

1. The number of Board and Board Subcommittee/Working Group meetings held where a director was eligible to attend during the financial year is as per an individual director's term as a director.

All directors have standing invitations to attend subcommittee meetings. 2.

3. All Directors requested, and were granted, leave for meetings that they were unable to attend.



MPRWG Members, in addition to the MPRWG Chair, include Director Dale Budd, V/Company Secretary Peter Watters, the CEO, the Head of Finance & Corporate Resources and Head of Engagement.

Members

As at 30 June 2022 there were 1,668 members (excluding Complimentary and Honorary members) of THNSW. If the company was wound up, each member would be required to contribute a maximum of \$20 towards meeting any outstanding obligations of the company.

Objectives & Strategies

THNSW's long-term objectives and its strategies for achieving those objectives are set out in its Strategic Plan - Strategy 2024: Investing for Growth. Annual business planning supports the achievement of THNSW's longer- term objectives by setting out the principal activities that are to be undertaken during the year building on the previous year's achievements. Our THNSW Annual Report provides an explanation of those activities and our accomplishments during the financial year ended 30 June 2022.

Performance Measures

THNSW measures and reports on both financial and nonfinancial data to the Board and to the applicable Board Subcommittee. Financial reports provide information pertaining to performance against budgets and financial well-being of the organisation. Non-financial measures include information on customer engagement, membership, progress on major projects, work health and safety, statutory and regulatory obligations, and compliance matters. Results for key performance measures are included in our THNSW Annual Report.

Lead Auditor's Independence Declaration

The Lead Auditor's Independence Declaration for the year ended 30 June 2022 has been received and is set out on page 2 of the Financial Statements section of this Annual Report, and forms part of the Directors' Report.

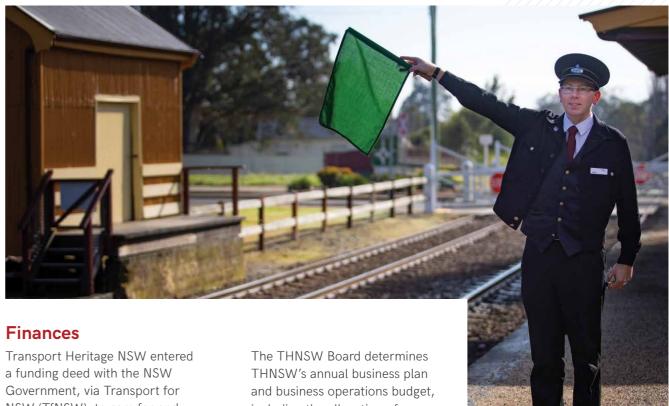
This Report is made in accordance with a resolution of the Board of Directors and is signed for and on behalf of the Directors by:

Nathan Rees CHAIR

27 September 2022

Alex Claassens **DEPUTY CHAIR**

Peter Watters V/COMPANY SECRETARY



a funding deed with the NSW Government, via Transport for NSW (TfNSW), to care for and manage the NSW State-Owned Heritage Collection and to deliver a wide range of activities to support the transport heritage sector in NSW. In addition to the funding from the NSW Government, THNSW raises other revenue through its various activities highlighted elsewhere in this annual report.

The funding deed with the NSW Government provides specific funding to THNSW for the following purposes:

 TfNSW Funding Stream 1 (FS#1) - Annual funding allocated specifically to THNSW's business operations, including a minimum of \$1 million that must be used for operational rolling stock fleet maintenance.

- including the allocation of FS#1 funds to be used and the use of THNSW's own generated revenue.
- TfNSW Funding Stream 2 (FS#2) - Annual funding for the purposes of portfolio management of the NSW Government-owned heritage transport assets. Allocation of the annual funding is determined by the Independent Funding & Advisory Panel (IFAP) appointed by the NSW Government.
- TfNSW Funding Stream 3 (FS#3) - Annual funding for the Transport Heritage Grants Program. Allocation of the annual funding is determined by the Independent Funding & Advisory Panel (IFAP) appointed by the NSW Government.

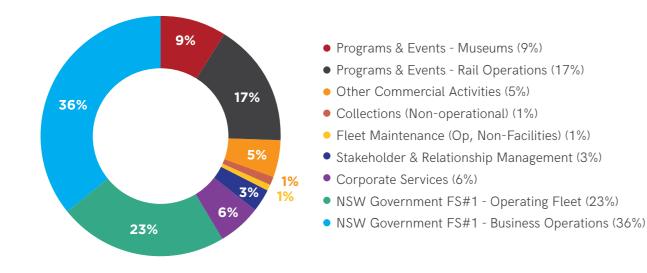
NOTE: Details of the annual FS#1 funding along with our own-generated income are provided in the Audited Financials Statements.

TfNSW Special Purpose

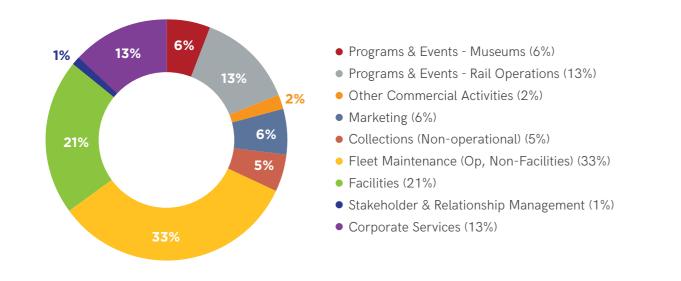
Funding (SPF) - THNSW has also entered into a 'special projects funding deed' with the NSW Government, under which specific funding is allocated to specific projects. Allocation of special purpose funds to specific projects is determined by TfNSW. There are currently two approved projects - the Loop Line Upgrade and the Chullora Heritage Hub.

Details of the annual funding allocations determined by the IFAP in FY 2021-22 under Funding Stream 2 and the Transport Heritage Grants Program (Funding Stream 3), are provided in appendices 2 and 3, respectively.

FY 2021-22 Income - FS#1 and Own-Generated



FY 2021-22 Expenses - FS#1 and Own-Generated



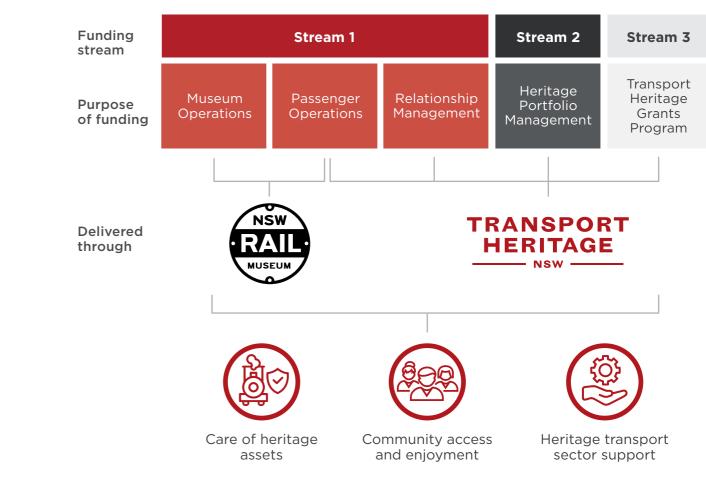
OUR SITES & OPERATIONS

Transport Heritage NSW conducts activities from several sites throughout NSW:

- Direct Custody Sites (owned by NSW Government)
 - ► NSW Rail Museum, Thirlmere
 - Valley Heights Locomotive Depot Heritage Museum, Valley Heights
- Leased Spaces
 - ► Head Office, Powerhouse Ultimo
 - Chullora Railway Workshops
 - Picton Mittagong Loop Line

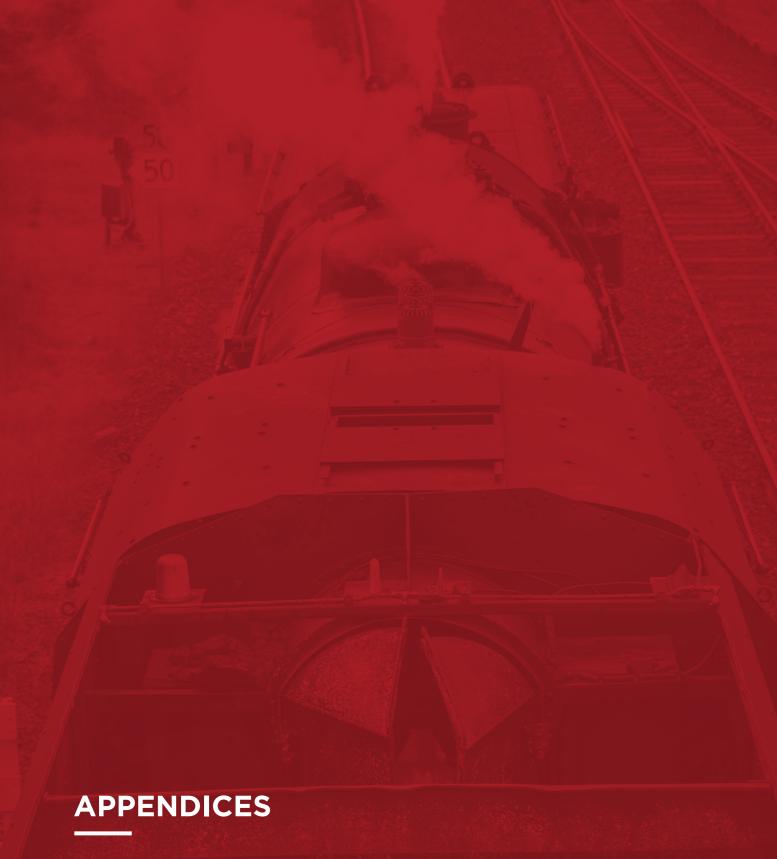
Residual Sites (owned by NSW Government)

- Large Erecting Shop, Eveleigh
- Paint Shop, Eveleigh
- 'The Igloo', Chullora
- Broadmeadow Locomotive Depot





- ► Finley Railway Yard (managed by Finley Pioneer Railway)
- Cooma Station Yard and part of the Cooma Goods Yard (managed by Cooma Monaro Railway)
- Tenterfield Railway Yard (managed by Tenterfield Railway Station Preservation Society Inc.)
- Porters' Room Wagga Wagga Railway Station (managed by Wagga Wagga Rail Heritage Association)
- Werris Creek Railway Refreshment Room (managed by Liverpool Plains Shire Council and the Australian Railway Monument and Rail Journeys Museum Inc.)



APPENDIX 1 - KEY PEOPLE

Below is a summary of key personnel and Life Members as at 30 June 2022, listed alphabetically by first name.

PATRON

Her Excellency the Honourable Margaret Beazley AO QC

THNSW BOARD OF DIRECTORS		
Vacant	Chair	
Alex Claassens	Deputy Chair	
Andrea Plawutsky		
Brett Fitzpatrick		
Colin Pursehouse		
Dale Budd OBE		
Deanna Varga		
Howard Collins OBE		

V/COMPANY SECRETARY

Peter Watters

MANAGEMENT TEAM Andrew Moritz Chief Executive Officer Andy McNeill Head of Finance & Corporate Resources Ben Elliot Fleet Maintenance Manager Rail Operations Manager Daniel Page Head of Engagement David Bennett Safety, Environment & John Thorogood Quality Manager Heritage & Collections Leah Domanski Manager

INDEPENDENT FUNDING & ADVISORY PANEL (Appointed by Transport for NSW) Dr Paul Donnelly Craig Lee Peter Colacino Helen Laverty

Judith Coombes





THNSW LIFE MEMBER	S*
Alan Driscoll	lan Dale
Allan Leaver	lan Gregory
Andrew Killingsworth	lan Martin
Andrew Tester	lan Sheppard
Anthony Eyre	Jeffery Forrester
Barry McMahon	Jeffrey Snedden
Bernie McTackett	Jocelyn Eyre
Brett Fitzpatrick	John Fisher
Brian Woolley	John Harwood
Bruce Coxon	John Knotek
Bruce Merrett	John Lloyd
Bruce Saunders	Leon Rudd
Christine Cuttle	Les Wilson
Dale Budd OBE	Mary Wear
David Hunt	Neil Finey
David Sinfield	Peter Dudgeon
Donald Estell	Philip Robinson
Edward Mullett	Raymond Beharrell
Edward Oliver	Raymond Love OAM
Gary Marshall	Richard Butcher
Gary Woodward	Robert Price
Geoffrey Allerton	Roslyn Reynolds
Geoffrey Olsen	Stephen Corrigan
George Baias	Stephen Williams
Gilbert Wheaton	Terence Matchett
Glenn Buckman	Thomas Dickson
Glenn Hargrave	Timothy Ball
Graham Ahern	Trevor Ford

*Does not include deceased life members

APPENDIX 2 -FUNDING STREAM 2 ALLOCATIONS

The following heritage assets in the NSW Government portfolio were allocated Stream 2 funding during the 2021-22 period:

APPLICANT	PROJECT TITLE	AMOUNT	
ROLLING STOCK			
East Coast Heritage Railway	CPJ 924 retention toilet	\$16,955	
East Coast Heritage Railway	MBR 2078 - Wheel replacement and bogie overhaul	\$76,455	
Oberon Tarana Heritage Railway	HS 36 restoration to operational condition	\$184,000	
The Rail Motor Society	620 exhaust manifold	\$35,000	
THNSW (Valley Heights)	EHO 668 brake van adaptive reuse	\$40,000	
THNSW	Commissioner cars mould remediation	\$27,000	
THNSW	Preparation of 10 year Asset Management Plan for the static display rolling stock	\$120,000	
	SUB TOTAL:	\$499,410	
	BUILT HERITAGE		
Cooma Monaro Railway	Tree planting	\$6,400	
Cooma Monaro Railway	Remediation of the Cooma Railway Institute building and grounds	\$310,313	
THNSW (Residual property)	Paint shop North Eveleigh roof repairs	\$41,000	
THNSW (Valley Heights)	Blinds for roundhouse at Valley Heights	\$55,690	

APPENDIX 3 - TRANSPORT HERITAGE GRANT RECIPIENTS 2021

APPLICANT	PROJECT TITLE	AMOUNT APPROVED	
RESTORATION & CONSERVATION PROJECTS			
ACT Heritage Rail Holdings	FS 2023 - roof covering replacement	\$11,863	
East Coast Heritage Rail	Repaint of Locomotive X54	\$15,000	
Oberon Tarana Heritage Railway	Major inspection and return to service of two end platform carriages	\$22,616	
Sydney Bus Museum	Sydney double decker bus upholstery refurbishment program	\$11,644	
Sydney Electric Train Society	Repaint of electric Loco 8649 into original "candy" livery	\$40,000	
Sydney Heritage Fleet	Obtaining commercial survey for 1955 ferry 'Berrima' and engine sound proofing	\$13,050	
Tenterfield Railway Preservation Society	Restoration of 1914 express lavatory car 'Dogbox'	\$12,500	
The Rail Motor Society	Digitise an irreplaceable collection of engineering drawings	\$3,000	
	SUB TOTAL:	\$129,673	
EDU	JCATION & INTERPRETATION PROJECTS		
Australian Railway Historical Society	Recording the experiences of NSWGR National Servicemen	\$15,000	
Bathurst Rail Museum	Three part audio tour of the life of Ben Chifley	\$14,000	
Sydney Tramway Museum	Display hall upgrade	\$14,893	
Tumbarumba Historical Society	Display: "Fettlers and their Tools"	\$5,970	
SUB TOTAL:		\$49,863	
	TOTAL:	\$179,536	

SUB TOTAL:

TOTAL:

\$413,403

\$912,813











Transport Heritage NSW Ltd

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