

Registration number: 02981915

Daventry Rail Port Limited

Annual report and financial statements

for the year ended 31 December 2017

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Daventry Rail Port Limited

Contents

Directors' report	1
Directors' responsibilities statement	2
Independent auditor's report	3
Profit and loss account	5
Balance sheet	6
Statement of changes in equity	7
Notes to the financial statements	8

Daventry Rail Port Limited

Directors' report

For the year ended 31 December 2017

The directors present their annual report on the affairs of the company, together with the audited financial statements and auditor's report, for the year ended 31 December 2017.

The directors took advantage of the small companies' exemption in not preparing a Strategic report. The directors have taken the exemptions provided to small companies and no enhanced business review is provided.

Principal activity

The principal activity of the company is holding real estate.

Results and dividends

The loss for the financial year was £6,000 (2016: £8,000).

The directors do not recommend the payment of a dividend (2016: £nil).

Directors of the company

The directors who served throughout the year, and up until the date of signing, except as noted, were as follows:

N D M Smith - Company secretary and director

A D Griffiths

Going concern

The company has net liabilities of £31,000 (2016: £25,000). Prologis, Inc., the company's ultimate parent undertaking, has indicated that it will provide or procure such funds as necessary to enable the company to settle all liabilities as they fall due. Therefore the directors continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Disclosure of information to the auditor

The directors who held office at the date of approval of this Directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditor is unaware; and each director has taken all the steps that he/she ought to have taken as a director to make himself/herself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of Section 418 of the Companies Act 2006.

Auditor

Pursuant to Section 487 (2) of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

Approved by the Board on 22/1/18 and signed on its behalf by:



N D M Smith

Company secretary and director

Prologis House
1 Monkspath Hall Road
Solihull
West Midlands
B90 4FY

Daventry Rail Port Limited

Directors' responsibilities statement

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Independent auditor's report to the members of Daventry Rail Port Limited

Opinion

We have audited the financial statements of Daventry Rail Port Limited ("the company") for the year ended 31 December 2017 which comprise the Profit and loss account, Balance sheet and Statement of changes in equity and related notes, including the accounting policies in note 2.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2017 and of its loss for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least twelve months from the date of approval of the financial statements. We have nothing to report in these respects.

Directors' report

The directors are responsible for the Directors' report. Our opinion on the financial statements does not cover that report and we do not express an audit opinion thereon.

Our responsibility is to read the Directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the Directors' report;
- in our opinion the information given in that report for the financial year is consistent with the financial statements; and
- in our opinion that report has been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a Strategic report.

We have nothing to report in these respects.

Independent auditor's report to the members of Daventry Rail Port Limited (continued)

Directors responsibilities

As explained more fully in their statement set out on page 2, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

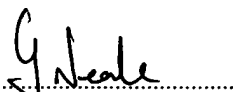
Auditor's responsibilities

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

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



Graham Neale (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
One Snow Hill
Snow Hill Queensway
Birmingham
United Kingdom
B4 6GH

Date: 24 July 2018

Daventry Rail Port Limited

Profit and loss account

For the year ended 31 December 2017

	Note	2017 £ 000	2016 £ 000
Administrative expenses		(5)	(7)
Interest payable and similar charges	4	<u>(1)</u>	<u>(1)</u>
Loss before tax	5	(6)	(8)
Tax on loss	7	<u>-</u>	<u>-</u>
Loss for the financial year		<u><u>(6)</u></u>	<u><u>(8)</u></u>

The above results were derived from continuing operations.

The company has no other comprehensive income for the year other than the results above and therefore, no statement of comprehensive income is presented.

The notes on pages 8 to 14 form an integral part of these financial statements.

Daventry Rail Port Limited

Balance sheet

As at 31 December 2017

	Note	2017 £ 000	2016 £ 000
Current assets			
Debtors: amounts falling due within one year	8	19	2
Creditors: amounts falling due within one year	9	(5)	(4)
Net current assets/(liabilities)		14	(2)
Creditors: amounts falling due after more than one year	10	(45)	(23)
Net liabilities		(31)	(25)
Capital and reserves			
Called-up share capital	11	1	1
Profit and loss account	11	(32)	(26)
Shareholder's deficit		(31)	(25)

The financial statements of Daventry Rail Port Limited (registration number: 02981915) were approved by the Board of directors and authorised for issue on 20 July 2018

They were signed on its behalf by:


.....
N D M Smith

Company secretary and director

The notes on pages 8 to 14 form an integral part of these financial statements.

Daventry Rail Port Limited

Statement of changes in equity For the year ended 31 December 2017

	Called-up share capital £ 000	Profit and loss account £ 000	Total £ 000
At 1 January 2016	1	(18)	(17)
Loss for the year	-	(8)	(8)
Total comprehensive income	-	(8)	(8)
At 31 December 2016	1	(26)	(25)

	Called-up share capital £ 000	Profit and loss account £ 000	Total £ 000
At 1 January 2017	1	(26)	(25)
Loss for the year	-	(6)	(6)
Total comprehensive income	-	(6)	(6)
At 31 December 2017	1	(32)	(31)

The notes on pages 8 to 14 form an integral part of these financial statements.

Daventry Rail Port Limited

Notes to the financial statements For the year ended 31 December 2017

1 General information

Daventry Rail Port Limited ("the company") is a private company limited by share capital incorporated in England and Wales and domiciled in the United Kingdom.

The address of its registered office is:

1 Monkspath Hall Road
Solihull
West Midlands
B90 4FY

The nature of the company's operations and its principal activities are set out in the Directors' report on page 1.

2 Accounting policies

Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Statement of compliance

These financial statements were prepared in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

Basis of accounting

These financial statements have been prepared under the historical cost convention except that as disclosed in the accounting policies certain items are shown at fair value.

The functional currency of Daventry Rail Port Limited is considered to be pounds sterling because that is the currency of the primary economic environment in which the company operates.

Daventry Rail Port Limited meets the definition of a qualifying entity under FRS 102 and has therefore taken advantage of the disclosure exemptions available to it. Exemptions have been taken in relation to share-based payments, financial instruments, presentation of a cash flow statement and remuneration of key management personnel.

Related party disclosure exemption

The company has taken advantage of the exemption available under FRS 102, section 33.1A, not to disclose transactions with wholly-owned members of the Prologis group.

Going concern

The company has net liabilities of £30,000 (2016: £25,000). Prologis, Inc., the company's ultimate parent undertaking, has indicated that it will provide or procure such funds as necessary to enable the company to settle all liabilities as they fall due. Therefore the company continues to adopt the going concern basis of accounting in preparing the annual financial statements.

Foreign currency

Transactions in foreign currencies are recorded at the rate of exchange at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the rates of exchange prevailing at that date.

Daventry Rail Port Limited

Notes to the financial statements For the year ended 31 December 2017 (continued)

2 Accounting policies (continued)

Finance income and costs policy

Interest payable and similar charges include interest payable, finance charges on shares classified as liabilities and finance leases recognised in profit or loss using the effective interest method, unwinding of the discount on provisions, and net foreign exchange losses that are recognised in the profit and loss account.

Other interest receivable and similar income includes interest receivable on funds invested and net foreign exchange gains.

Interest income and interest payable are recognised in profit or loss as they accrue, using the effective interest method. Dividend income is recognised in the profit and loss account on the date the company's right to receive payments is established. Foreign currency gains and losses are reported on a net basis.

Tax

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

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted

When the amount that can be deducted for tax for an asset (other than goodwill) that is recognised in a business combination is less (more) than the value at which it is recognised, a deferred tax liability (asset) is recognised for the additional tax that will be paid (avoided) in respect of that difference. Similarly, a deferred tax asset (liability) is recognised for the additional tax that will be avoided (paid) because of a difference between the value at which a liability is recognised and the amount that will be assessed for tax

Where items recognised in other comprehensive income or equity are chargeable to or deductible for tax purposes, the resulting current or deferred tax expense or income is presented in the same component of comprehensive income or equity as the transaction or other event that resulted in the tax expense or income

Current tax assets and liabilities are offset only when there is a legally enforceable right to set off the amounts and the company intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Trade debtors

Trade debtors are amounts due from customers for services performed in the ordinary course of business.

Trade debtors are recognised initially at the transaction price. They are subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for the impairment of trade debtors is established when there is objective evidence that the company will not be able to collect all amounts due according to the original terms of the receivables.

Financial instruments

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

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Daventry Rail Port Limited

Notes to the financial statements For the year ended 31 December 2017 (continued)

2 Accounting policies (continued)

Financial assets and liabilities

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

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

Trade creditors

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if the company does not have an unconditional right, at the end of the reporting period, to defer settlement of the creditor for at least twelve months after the reporting date. If there is an unconditional right to defer settlement for at least twelve months after the reporting date, they are presented as non-current liabilities.

Trade creditors are recognised initially at the transaction price and subsequently measured at amortised cost using the effective interest method.

Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

3 Critical accounting judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, which are described in note 2, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

There are no estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities in the accounts.

4 Interest payable and similar charges

	2017 £ 000	2016 £ 000
Interest payable to group undertakings	<u>1</u>	<u>1</u>

Daventry Rail Port Limited

Notes to the financial statements For the year ended 31 December 2017 (continued)

5 Loss before tax

Loss before tax is stated after charging

Auditor's remuneration

The analysis of the auditor's remuneration is as follows:

	2017 £ 000	2016 £ 000
Fees payable to the company's auditor and its associates for the audit of the company's annual accounts	<u>2</u>	<u>2</u>
Total audit fees	<u>2</u>	<u>2</u>
Total non-audit fees	<u>-</u>	<u>-</u>

These services were borne by the company in the year, and in 2016 borne by Prologis UK Limited.

6 Staff cost

The company does not have any employees in the year or in the prior year.

The directors did not provide material qualifying services to the company in the year or in the prior year. The remuneration for the directors is borne by another group entity.

7 Tax on loss

The tax charge comprises:

	2017 £ 000	2016 £ 000
Total current tax	<u>-</u>	<u>-</u>

The tax on loss before tax for the year is higher than the standard rate of corporation tax in the UK (2016: higher than the standard rate of corporation tax in the UK) of 19.25% (2016: 20%).

The differences between the total tax charge shown above and the amount calculated by applying the standard rate of UK corporation tax to the loss before tax is as follows:

	2017 £ 000	2016 £ 000
Loss before tax	<u>(6)</u>	<u>(8)</u>
Tax on loss at standard UK corporation tax rate of 19.25% (2016: 20%)	(1)	(2)
Effects of:		
Group relief not paid for	<u>1</u>	<u>2</u>
Tax charge for the year	<u>-</u>	<u>-</u>

Daventry Rail Port Limited

Notes to the financial statements For the year ended 31 December 2017 (continued)

7 Tax on loss (continued)

Factors that may affect future tax charges

The UK corporation tax rate reduced from 20% to 19% from 1 April 2017. A further rate reduction to 17% effective from 1 April 2020 was enacted in 2016 and will reduce the company's future current tax charge rate accordingly.

8 Debtors: amounts falling due within one year

	2017	2016
	£ 000	£ 000
Amounts owed by group undertakings	<u>19</u>	<u>2</u>

Amounts owed by group undertakings are unsecured and repayable within 12 months. The amounts owed bear no interest.

9 Creditors: amounts falling due within one year

	2017	2016
	£ 000	£ 000
Amounts owed to group undertakings	1	-
Accruals and deferred income	<u>4</u>	<u>4</u>
	<u>5</u>	<u>4</u>

Amounts owed to group undertakings are unsecured and repayable within 12 months. The amounts owed bear no interest.

10 Creditors: amounts falling due after more than one year

	2017	2016
	£ 000	£ 000
Amounts owed to group undertakings	<u>45</u>	<u>23</u>

Amounts owed to group undertakings are unsecured and repayable on 1 January 2019. The amounts owed bear interest of 1 month LIBOR + 2.66% per annum.

Daventry Rail Port Limited

Notes to the financial statements For the year ended 31 December 2017 (continued)

11 Called-up share capital and reserves

Authorised, allotted, called-up and fully paid shares

	No.	2017 £ 000	No.	2016 £ 000
Ordinary "A" shares of £1 each	850	1	850	1
Ordinary "B" shares of £1 each	150	-	150	-
	<u>1,000</u>	<u>1</u>	<u>1,000</u>	<u>1</u>

The company has two classes of ordinary shares which carry no right to fixed income.

Both classes of shares are non-redeemable and carry identical rights to dividends and capital distribution in the event of winding up. All classes of shares have no contractual obligations and as a consequence, all classes of shares are deemed to be equity shares in accordance with the definition of FRS 25.

The company's other reserves are as follows:

Profit and loss account

The profit and loss account represents cumulative profits or losses, net of dividends paid and other adjustments.

12 Financial instruments

The carrying values of the company's financial assets and liabilities are summarised by category below:

	2017 £ 000	2016 £ 000
Financial assets		
Measured at undiscounted amount receivable		
• Amounts owed by group undertakings (see note 8)	<u>19</u>	<u>2</u>
	2017 £ 000	2016 £ 000
Financial liabilities		
Measured at undiscounted amount payable		
• Trade and other creditors (see note 9)	-	-
• Amounts owed to group undertakings (see note 9 and 10)	<u>46</u>	<u>23</u>
	<u>46</u>	<u>23</u>

Trade and other payables exclude taxation and social security and accruals and deferred income totalling £4,000 (2016: £4,000). The carrying amount of financial assets recorded in the financial statements, which is net of impairment losses, represents the group's maximum exposure to credit risk.

Daventry Rail Port Limited

Notes to the financial statements For the year ended 31 December 2017 (continued)

13 Ultimate controlling party

The ultimate controlling party is Prologis, Inc., a Real Estate Investment Trust incorporated in Maryland, USA.

Daventry Rail Port Limited is a subsidiary of Prologis Group Holdings Limited, whose parent company is Prologis UK Holdings SA, a company incorporated in Luxembourg. 100% of the voting rights and entire preference share capital of Prologis UK Holdings SA are held by Prologis, Inc.

The largest and smallest group into which the results of the company are consolidated is Prologis, Inc., whose principal place of business is:

Pier 1, Bay 1
San Francisco
94111 California
United States of America

The consolidated financial statements are available from the above address.