

Company Registration No: 06408282

RUGELEY G PARK LIMITED

Directors' Report and Financial Statements
Year ended 31 December 2012

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COMPANIES HOUSE

RUGELEY G PARK LIMITED

Company Information

Directors	P E Wilson (resigned 12 June 2012) B A Topley (resigned 12 June 2012) G R Mckie (appointed 12 June 2012) F Karim (appointed 12 June 2012) J Lock (appointed 12 June 2012)
Company Secretary	S C Berkoff (resigned 12 June 2012) B Shah (appointed 12 June 2012, resigned 8 January 2013) T A Jones (appointed 8 January 2013)
Company number	06408282
Registered office	Prince Frederick House 2 nd Floor 35-37 Maddox Street London W1S 2PP
Auditors	Ernst & Young LLP 1 More London Place London SE1 2AF

RUGELEY G PARK LIMITED

DIRECTORS' REPORT **for the year ended 31 December 2012**

The Directors present their report and the financial statements for the year ended 31 December 2012

PRINCIPAL ACTIVITIES

The principal activity of the Company is the acquisition, development and sale of land and property. The Company commenced development of the property on the site in 2007 which completed in 2009. The building was let to Amazon.co.uk in August 2011 for a period of 15 yrs.

On 12 June 2012 the Company was sold to Teal Rugeley Sarl, a company incorporated in Luxembourg. On the same day the intercompany and external loans were repaid in full. Also on the same day the asset owned was hived up to Teal Rugeley Sarl and the Company has not traded since this transaction. The controlling party is UK Logistics Topco I Sarl.

GOING CONCERN

After making enquiries and receiving a letter of support from Teal Bidco Sarl, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

Further details regarding the adoption of the going concern basis can be found in Note 1 Accounting Policies.

DIRECTORS

The directors who served during the year were

P E Wilson	(resigned 12 June 2012)
B A Topley	(resigned 12 June 2012)
G R Mckie	(appointed 12 June 2012)
F Karim	(appointed 12 June 2012)
J Lock	(appointed 12 June 2012)

There are no directors' interests which require to be disclosed under the Companies Act 2006.

PROVISION OF INFORMATION TO AUDITORS

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the company's auditor, each director has taken all the steps that he is obliged to take as a director in order to make himself aware of any relevant audit information and to establish that the auditor is aware of that information.

AUDITORS

Ernst & Young LLP were the auditors during the year ended 31 December 2012.

RUGELEY G PARK LIMITED

DIRECTORS' REPORT **for the year ended 31 December 2012**

SMALL COMPANIES PROVISION

The Directors' Report has been prepared in accordance with the special provisions relating to small companies

This report was approved by the board and signed on its behalf by



G R McKie
Director

1 August 2013

RUGELEY G PARK 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 the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to

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

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

RUGELEY G PARK LIMITED

Independent auditors' report to the members of Rugeley G Park Limited

We have audited the financial statements of Rugeley G Park Limited for the year ended 31 December 2012 which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 15. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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

Respective responsibilities of Directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the Directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Directors' Report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the Company's affairs as at 31 December 2012 and of its loss for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

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

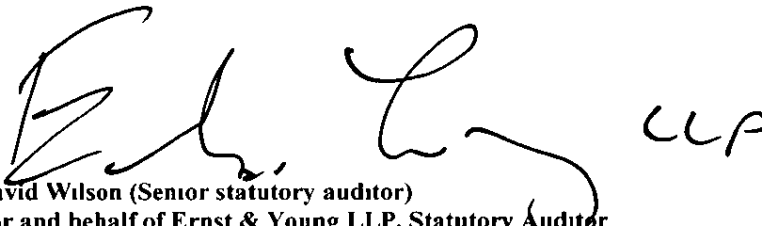
RUGELEY G PARK LIMITED

Independent auditors' report to the members of Rugeley G Park Limited

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

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



David Wilson (Senior statutory auditor)
For and behalf of Ernst & Young LLP, Statutory Auditor
London

2 August 2013

RUGELEY G PARK LIMITED

Profit and loss account for the year ended 31 December 2012

		2012	2011
	Note	£	£
Turnover	2	958,713	905,615
Cost of sales		<u>(3,112,761)</u>	<u>(9,299,011)</u>
Gross loss		(2,154,048)	(8,393,396)
Administrative expenses		<u>(68,535)</u>	<u>(41,874)</u>
Operating loss	3	(2,222,583)	(8,435,270)
Interest receivable and similar income	5	913	-
Interest payable and similar charges	6	<u>(839,159)</u>	<u>(1,801,344)</u>
Loss on ordinary activities before taxation		(3,060,829)	(10,236,614)
Tax on loss on ordinary activities	7	-	-
Loss for the financial year		<u>(3,060,829)</u>	<u>(10,236,614)</u>

All amounts relate to continuing operations

There are no other recognised gains and losses in the year other than those included in the profit and loss account

The notes on pages 9 to 14 form part of these financial statements

RUGELEY G PARK LIMITED

Balance sheet as at 31 December 2012

	Note	£	2012 £	2011 £
Current assets				
Stocks	8	-	31,058,049	
Debtors	9	500	5,608,058	
Cash at bank		-	761,882	
		<u>500</u>	<u>37,427,989</u>	
Creditors amounts falling due within one year	10	(15,207)	(52,338,889)	
Net current liabilities			<u>(14,707)</u>	<u>(14,910,900)</u>
Net liabilities			<u>(14,707)</u>	<u>(14,910,900)</u>
Capital and reserves				
Called up share capital	11	14,137,382		1
Share premium account	12	3,819,641		-
Profit and loss account	12	(17,971,730)		(14,910,900)
Shareholders' deficit	13	<u>(14,707)</u>		<u>(14,910,900)</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf by



G R McKie
Director

1 August 2013

Registered company number 06408282

The notes on pages 9 to 14 form part of these financial statements

RUGELEY G PARK LIMITED

Notes to the financial statements for the year ended 31 December 2012

1. ACCOUNTING POLICIES

1.1 Basis of preparation of financial statements

These financial statements are prepared on the going concern basis, under the historical cost convention, and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom. The principal accounting policies are set out below and have been applied consistently throughout the year.

1.2 Going concern

After assessing the operating cash requirements of the company going forward and the net liability position of £14,707, the company has received a letter of support from Teal Bidco Sarl confirming that it would ensure that the Company is a going concern for at least twelve months from the date of signing of the financial statements. The directors continue to consider it appropriate that the going concern basis be adopted in preparing the company's accounts.

1.3 Stocks

Development properties are stated at the lower of cost and net realisable value and represent direct expenditure on land. Profits on the disposal of development properties are included where contracts have been exchanged during the company's financial year, and where completion has taken place before or shortly after the year end.

1.5 Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date will result in an obligation to pay more, or a right to pay less or to receive more, tax, with the following exceptions:

- provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, and gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold,
- deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

1.6 Cash Flow

The company has taken advantage of the exemption in Financial Reporting Standard No 1 from the requirement to produce a cash flow statement on the grounds that it is a small company.

1.7 Operating leases

Leases where the lessor retains substantially all the risks and rewards of ownership are classified as operating leases.

RUGELEY G PARK LIMITED

Notes to the financial statements for the year ended 31 December 2012

1. ACCOUNTING POLICIES (continued)

1.8 Lease incentive

Lease incentives are allocated on a straight line basis over the lease term or a shorter period ending on a date from which it is expected the prevailing market rental will be payable

2. TURNOVER

Turnover, which is stated net of value added tax, represents rental income from properties held as stock, and the amounts invoiced to the tenants of development properties for the maintenance, administration and servicing of property. Proceeds from the sale of properties are included in the profit and loss account when the sale is legally complete and the proceeds can be reliably estimated. All turnover is attributable to continuing activities undertaken in the United Kingdom

	2012	2011
	£	£
Rental income	958,713	841,951
Miscellaneous site revenue	-	63,664
	<u>958,713</u>	<u>905,615</u>

3. OPERATING LOSS

The operating loss is stated after charging

	2012	2011
	£	£
Auditor's remuneration	<u>10,000</u>	<u>10,000</u>
Lease incentive write off	<u>3,391,204</u>	<u>-</u>

The lease incentive debtor balances was written off as the property was transferred to Teal Rugeley Sarl on 12 June 2012

4. STAFF COSTS

Directors' Emoluments are £nil (2011 £nil). The Company has no employees

For the year ended 31 December 2011 the Directors were paid by other group companies and their services as directors of the company during the year were incidental to their other services to EZW Gazeley Limited Group and its subsidiaries

RUGELEY G PARK LIMITED

Notes to the financial statements for the year ended 31 December 2012

5. INTEREST RECEIVABLE

	2012	2011
	£	£
Interest receivable	913	-

6. INTEREST PAYABLE

	2012	2011
	£	£
On bank loans and overdrafts	437,588	903,195
On loans from group undertakings	401,571	898,149
	<u>839,159</u>	<u>1,801,344</u>

7. TAXATION

	2012	2011
	£	£
Tax on loss on ordinary activities	-	-

Factors affecting tax charge for the year

The tax assessed for the year is higher than (2011 – higher than) the standard rate of corporation tax in the UK of 24.5% (2011 – 26.5%). The differences are explained below

	2012	2011
	£	£
Loss on ordinary activities before tax	(3,060,829)	(10,236,614)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 24.5% (2011 – 26.5%)	(749,903)	(2,712,703)
Effects of:		
Adjustments to tax charge in respect of prior periods	-	-
Unrelieved tax losses carried forward	749,903	2,712,703
Current tax charge for the year (see note above)	<u>-</u>	<u>-</u>

RUGELEY G PARK LIMITED

Notes to the financial statements for the year ended 31 December 2012

7. TAXATION (continued)

The company had trading losses carried forward of £17,037,685 (2011 £13,976,856) that have not been recognised as a deferred tax asset as there is sufficient evidence that there will be future taxable profits against which this timing difference will reverse. The unrecognised assets equate to £3,918,668 (2011 £3,494,215).

Factors that may affect future tax charges

A reduction in the corporation tax rate from 26% to 24% (effective from 1 April 2012) and subsequently 23% (effective from 1 April 2013) were substantively enacted on 26 March 2012 and 3 July 2012 respectively.

The 2012 budget on 21 March 2012 announced that the UK corporation tax rate will reduce to 22% by 2014. The Autumn Statement 2012 announced an additional 1% reduction to that previously announced and as such the UK corporation tax will reduce to 21% from 1 April 2014. This is expected to be substantively enacted in summer 2013.

The 2013 Budget on 20 March 2013 announced the corporation tax rate will reduce to 20% from 1 April 2015. It has not yet been possible to quantify the full anticipated effect of the announced further rate reduction, although this will further reduce the company's future current tax charge.

8. STOCKS

	2012	2011
	£	£
Development property	-	31,058,049

On 12 June 2012 the property was sold to Teal Rugeley Sarl.

9. DEBTORS

	2012	2011
	£	£
Amounts owed by group undertakings	-	1
VAT recoverable	500	444,537
Other debtors	-	5,141,950
Prepayments and accrued income	-	21,570
	<u>500</u>	<u>5,608,058</u>

RUGELEY G PARK LIMITED

Notes to the financial statements for the year ended 31 December 2012

10. CREDITORS: Amounts falling due within one year

	2012	2011
	£	£
Bank loans and overdrafts	-	31,200,626
Trade creditors	5,207	-
Amounts owed to joint ventures	-	19,685,888
Accruals and deferred income	10,000	1,452,375
	<u>15,207</u>	<u>52,338,889</u>

The loan balance with Bank of Scotland as at 31 December 2011 was £31,200,626. This non recourse loan was drawdown on 21 December 2007 and was secured by a debenture with the Bank of Scotland. The loan bore interest at 1.75% above LIBOR and was originally repayable on 21 June 2010. On 15 July 2011, the loan was extended and was due to expire on 30 April 2012. The loan was repaid in full on the 12 June 2012 when the Company was sold to Teal Rugeley Sarl (see note 14).

11. SHARE CAPITAL

	2012	2011
	£	£
Allotted, called up and fully paid		
Ordinary shares of £1 each	<u>14,137,382</u>	<u>1</u>

On 1 June 2012 the issued and called up share capital of the company increased from 1 ordinary share of £1 to 14,137,382 ordinary shares of £1 each for a waiver of group loans totalling £14,137,381 (See note 12).

12. RESERVES

	Share Premium	Profit and loss account
	£	£
As at 1 January 2012	-	(14,910,901)
Loss for the year	-	(3,060,829)
Share premium	3,819,641	-
At 31 December 2012	<u>3,819,641</u>	<u>(17,971,730)</u>

The additions to share premium have arisen from waivers on interest associated with group loans totalling £3,819,641.

RUGELEY G PARK LIMITED

Notes to the financial statements for the year ended 31 December 2012

13. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' DEFICIT

	2012	2011
	£	£
Opening shareholders' deficit	(14,910,900)	(4,674,286)
Capital contributions	17,957,022	-
Loss for the year	(3,060,829)	(10,236,614)
Closing shareholders' deficit	<u>(14,707)</u>	<u>(14,910,900)</u>

14. RELATED PARTY TRANSACTIONS

The Company has used the exemption available to wholly owned subsidiary undertakings under Financial Reporting Standard 8, "Related Party Transactions", not to disclose details of any transactions with entities that are included in the consolidated financial statements

15. CONTROLLING PARTY

The immediate holding company is Teal Rugeley Sarl whose immediate parent is UK Logistics Topco I Sarl

On the 12 June 2012 the asset owned was hived up to Teal Rugeley Sarl

There was a change in the ultimate holding and controlling entity on 12 June 2012. Prior to this date the Company's immediate parent company was Gazeley MetLife (Holdings) Limited which itself is a joint venture between MetLife Real Estate Cayman Company and Gazeley UK Limited with equal shareholdings.

The controlling party is now UK Logistics Topco I Sarl, an entity registered in Luxembourg. Copies of the financial statements for UK Logistics TopCo I Sarl are available from its registered office, 2-4 rue Eugene Ruppert, Luxembourg, L-2453.