

**UPP Bond 1 Limited
Unaudited financial statements**

For the six months ended 28 February 2017

UPP Bond 1 Limited

Unaudited financial statements

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Basis of reporting

The company commenced trading on 5 March 2013 by acquiring six subsidiary companies from an ultimate parent company, UPP Group Limited. The company acquired an additional company UPP (Exeter) Limited on the 9 December 2014.

The principal activity of the company is to provide treasury services to these seven subsidiary undertakings and subordinated debt financing.

UPP Bond 1 Limited

Statement of comprehensive income for six months ended 28 February 2017



	Notes	Unaudited Six months ended 28 February 2017 £'000	Unaudited Six months ended 29 February 2016 £'000
Operating expenses		(26)	(21)
Operating profit		(26)	(21)
Interest receivable & similar income	6	8,356	7,744
Interest payable & similar charges	7	(8,309)	(7,630)
Loss on ordinary activities before taxation		21	93
Tax charge on loss on ordinary activities		-	-
Profit for the financial period		21	93
Total comprehensive income for the period attributable to owners of the parent		21	93

The above results all relate to continuing operations.

UPP Bond 1 Limited

Statement of changes in equity for the six months ended 28 February 2017

Attributable to owners of the parent

	Share capital	Profit & loss account	Total equity
	£'000	£'000	£'000
At 1 September 2015	55,570	482	56,052
Profit for the financial period	-	93	93
Balance at 29 February 2016	55,570	575	56,145
At 1 March 2016	55,570	575	56,145
Loss for the financial period	-	1,578	1,578
At 31 August 2016	55,570	2,153	57,723
At 1 September 2016	55,570	2,153	57,723
Profit for the financial period	-	21	21
Balance at 28 February 2017	55,570	2,174	57,744

UPP Bond 1 Limited

Statement of financial position

As at 28 February 2017

Company registration number: 08255705

	Notes	Unaudited 28 February 2017 £'000	Unaudited 29 February 2016 £'000
Fixed assets			
Investments	8	<u>52,356</u>	<u>52,356</u>
		52,356	52,356
Current assets			
Debtors: amounts falling due after one year	9	177,520	170,384
Cash at bank and in hand		<u>30,207</u>	<u>29,299</u>
		207,727	199,683
Creditors: amounts falling due within one year	10	<u>(28,037)</u>	<u>(27,086)</u>
Net current (liabilities) / assets		<u>176,690</u>	<u>172,597</u>
Total assets less current liabilities		<u>232,046</u>	<u>224,953</u>
Creditors: amounts falling due after more than one year	11	(174,302)	(168,808)
Net assets		<u>57,744</u>	<u>56,145</u>
Share capital and reserves			
Called up share capital	12	55,570	55,570
Profit and loss account		<u>2,174</u>	<u>575</u>
		<u>57,744</u>	<u>56,145</u>

UPP Bond 1 Limited

Notes to the unaudited financial statements for the six months ended 28 February 2017



1. Company information

UPP Bond 1 Limited is a limited liability company incorporated in England. The registered office is 40 Gracechurch Street, London, EC3V 0BT.

2. Basis of preparation

These interim financial statements have been prepared in accordance with The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland' ('FRS 102'), and with the Companies Act 2006. The financial statements have been prepared on the historical cost basis.

The financial statements are presented in Sterling (£) which is the company's functional currency, rounded to the nearest thousand.

Going concern

The directors have reviewed the group's projected profits and cash flows which they have prepared on the basis of a detailed analysis of the group's finances, contracts and likely future demand trends. After consideration of these projections the directors consider that the group will be able to settle its liabilities as they fall due and accordingly the financial statements have been prepared on a going concern basis.

Basis of consolidation

The company is exempt from preparing consolidated financial statements under section 400 of the Companies Act 2006, as the company forms part of a larger group for which UPP Group Holdings Limited produces consolidated financial statements. These accounts present information about the company as an individual undertaking and not about its group.

Cash flow statement

The company has taken advantage of the exemption available under FRS 102.9.3 and has not prepared a cash flow statement by virtue of being a small company

UPP Bond 1 Limited

Notes to the unaudited financial statements for the six months ended 28 February 2017



3. Judgements and key sources of estimation uncertainty

The preparation of financial statements requires management to exercise judgement in applying the Company's accounting policies. It also requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities, income and expenses. However, the nature of estimation means that actual outcomes could differ from those estimates.

Estimates and assumptions are reviewed on an on-going basis with revisions recognised in the period in which the estimates are revised and in any future periods affected.

The areas involving the most sensitive estimates and assumptions that are significant to the financial statements are set out below:

Impairment of non-financial assets

The Company assesses at each reporting date whether an asset may be impaired. If any such indication exists the Company estimates recoverable amount of the asset. If it is not possible to estimate the recoverable amount of the individual asset, the Company estimates, the recoverable amount of the cash generating unit to which the asset belongs. The recoverable amount of an asset or cash generating unit is the higher of its fair value less costs to sell and its value in use. If the recoverable amount is less than its carrying amount, the carrying amount of the asset is impaired and it is reduced to its recoverable amount through impairment in profit and loss unless the asset is carried at a re-valued amount where the impairment loss of a re-valued asset is a revaluation decrease.

An impairment loss recognised for all assets and is reversed in a subsequent period if and only if the reasons for the impairment loss have ceased to apply.

UPP Bond 1 Limited

Notes to the unaudited financial statements for the six months ended 28 February 2017

4. Principal accounting policies

(a) Investments

Investments in subsidiaries are measured at cost less accumulated impairment. Where merger relief is applicable, the cost of the investment in a subsidiary undertaking is measured at the nominal value of the shares issued together with the fair value of any additional consideration paid.

(b) Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

Impairment is determined by making an estimate of the likely recoverable value of short term debtors by considering factors such as the credit rating, the aging profile and the historic experience of the respective debtor.

(c) Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

(d) Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

(e) Interest bearing loans and borrowings

Subordinated loan notes are initially measured at fair value, net of transaction costs. They are then subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant year. The effective interest rate is the rate that exactly discounts estimated future cash flows through the expected life of the financial liability, or (where appropriate) a shorter year, to the net carrying amount on initial recognition.

(f) Finance costs

Financing costs, comprising interest payable on loans and subordinated loan notes and the costs incurred in connection with the arrangement of borrowings are recognised in the income statement using the effective interest method. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument unless the capital instrument is subsequently carried at fair value in which case the initial issue costs are expensed in the profit and loss account.

UPP Bond 1 Limited

Notes to the unaudited financial statements for the six months ended 28 February 2017

4. Principal accounting policies

(g) Finance income

Interest income is recognised in profit and loss as it accrues, using the effective interest method.

(h) Taxation

The tax charge for the year represents the sum of the tax currently payable and deferred tax based on the taxable profit for the year.

Deferred tax is recognised on all timing differences at the reporting date. Timing differences are differences between taxable profits and total comprehensive income that arise from the inclusion of income and expenditure in tax assessment in periods different from those in which they are recognised in the financial statements. Deferred tax assets are only recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is calculated at the tax rates that are expected to apply to the taxable profit (tax loss) of the periods in which it expects the deferred tax asset to be realised or the deferred tax liability to be settled on the basis of tax rates that have been enacted or substantively enacted by the end of the reporting year.

(i) Related party transactions

The Company is a wholly owned subsidiary of UPP Group Holdings Limited and as such the company has taken advantage of the terms of FRS 102.33.1A not to disclose related party transactions which are eliminated on consolidation.

5. Directors' remuneration

The Company paid fees of £1,416 (2016: £1,416) to Intertrust Directors 1 Limited in respect of services performed in connection with the management of the affairs of the company for the period up to 28 February 2017.

All directors and certain senior employees who have authority and responsibility for planning, directing and controlling the activities of the company are considered to be key management personnel.

No directors or other key management personnel of the company received payment for services performed in relation to the management of the company other than already mentioned above.

UPP Bond 1 Limited
Notes to the unaudited financial
statements for the six months ended 28 February 2017



6. Interest receivable and similar income

	Unaudited Six months ended 28 February 2017 £'000	Unaudited Six months ended 29 February 2016 £'000
<i>Finance assets held at amortised cost</i>		
Loan note interest received	8,356	7,744

7. Interest payable and similar charges

	Unaudited Six months ended 28 February 2017 £'000	Unaudited Six months ended 29 February 2016 £'000
<i>Financial liabilities measured at amortised cost</i>		
Loan note interest payable	8,309	7,630

UPP Bond 1 Limited

Notes to unaudited financial statements for the six months ended 28 February 2017



8. Fixed asset investment

Company	Investments in subsidiary undertakings £'000
At 29 February 2016 and 28 February 2017	<u>52,356</u>

The company owns 100% of the issued ordinary share capital in the companies listed below. All of these companies are registered in England and Wales

Subsidiary undertaking	Nature of business
UPP (Alcuin) Limited	Provision of student accommodation
UPP (Broadgate Park) Holdings Limited	Provision of student accommodation
UPP (Kent Student Accommodation) Limited	Provision of student accommodation
UPP (Nottingham) Limited	Provision of student accommodation
UPP (Oxford Brookes) Limited	Provision of student accommodation
UPP (Plymouth Three) Limited	Provision of student accommodation
UPP (Exeter) Limited	Provision of student accommodation

The fixed asset investment value above represents the carrying value of the company's investment in its subsidiary undertakings.

9. Debtors: amounts falling due after one year

	Unaudited 28 February 2017 £'000	Unaudited 29 February 2016 £'000
Amounts owed by subsidiary companies	<u>177,520</u>	<u>170,384</u>

The company subscribed for unsecured loan notes in six of its subsidiary undertakings on 5 March 2013.

Additional £21,309,000 unsecured loan notes were subscribed for in its seventh subsidiary undertaking on 9 December 2014.

The loan notes are scheduled to be repaid between August 2048 and August 2057, with repayments commencing in August 2030, and bear an interest rate of 14%.

UPP Bond 1 Limited
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10. Creditors: amounts falling due within one year

	Unaudited	Unaudited
	28	29
	February	February
	2017	2016
	£'000	£'000
Amounts owed to subsidiary undertakings	27,971	27,044
Accruals and deferred income	66	42
	<u>28,037</u>	<u>27,086</u>

11. Creditors: amounts falling due after more than one year

	Unaudited	Unaudited
	28	29
	February	February
	2017	2016
	£'000	£'000
Unsecured loan notes	<u>174,302</u>	<u>168,808</u>

Maturity of debt

Repayable in more than five years	<u>174,302</u>	<u>168,808</u>
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The company issued loan notes on 5 March 2013 to its parent company, UPP Bond 1 Holdings Limited.

The loan notes are scheduled to be repaid by August 2057, with repayments commencing in August 2030, and bear an interest rate of 13.75%.

Additional loan notes of £21,309,000 were issued on 9 December 2014.

The additional loan notes are scheduled to be repaid by August 2051, with repayments commencing in August 2032, and bear an interest rate of 13.75%.

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Notes to unaudited financial statements for the six months ended 28 February 2017



12. Called up share capital

	28 February 2017 £'000	29 February 2016 £'000
Issued, allotted, called up and fully paid		
55,570,408 Ordinary shares of £1 each	<u>55,570</u>	<u>55,570</u>

13. Financial instruments

The carrying amounts of financial instruments by categories shown in the statement of financial position are as follows:

	Carrying amount At 28 February 2017 £000	Carrying amount At 29 February 2016 £000
Financial assets		
<i>Financial assets measured at amortised cost:</i>		
Unsecured loan notes	<u>177,520</u>	<u>170,384</u>
<i>Total financial assets measured at amortised cost:</i>	<u><u>177,520</u></u>	<u><u>170,384</u></u>
Financial liabilities		
<i>Financial liabilities measured at amortised cost:</i>		
Unsecured loan notes	<u>174,302</u>	<u>168,808</u>
<i>Total financial liabilities measured at amortised cost:</i>	<u><u>174,302</u></u>	<u><u>168,808</u></u>

14. Parent undertaking and controlling party

The company's immediate parent undertaking is UPP Bond 1 Holdings Limited.

UPP Bond 1 Holdings Limited is a wholly owned subsidiary of UPP Group Limited.

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UPP Group Holdings Limited is controlled by a 60% stake held by PGGM Vermogensbeheer BV ("PGGM").