

SOF-10 STUDENT OPCO LIMITED  
Audited Financial Statements  
Company Registration No 10428183 (England and Wales)

## **SOF-10 STUDENT OPCO LIMITED**

Report and financial statements for the year ended 31 December 2021  
Registered number 10428183



SOF-10 STUDENT OPCO LIMITED

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Company Registration No 10428183 (England and Wales)

**SOF-10 STUDENT OPCO LIMITED**

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**Company and Directors' Information****Registration Number** 10428183 (England and Wales)**Registered Office** 2<sup>nd</sup> Floor,  
One Eagle Place  
St. James's  
London  
SW1Y 6AF**Date of Incorporation** 14 October 2016**Place of Incorporation** London, UK**Directors** Thomas Mark Tolley  
Jason Wong**Secretary** London Registrars Ltd  
Suite A  
Honduras Street  
London  
EC1Y 0TH**Bank** Royal Bank of Scotland  
250 Bishopsgate  
London  
EC2M 4AA**Independent Auditor** Grant Thornton UK LLP  
30 Finsbury Square  
London  
EC2A 1AG

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**Directors' Report**

The Directors present their report and financial statements for the year ended 31 December 2021. The company was incorporated on 14 October 2016.

**Principal activity**

SOF-10 Student Opco Limited (the "Company") is a private company, limited by shares and incorporated and domiciled in England. The principal activity of the Company is the licensing of rooms in purpose-built student accommodation across the UK, and provision of associated services to its tenants.

**Results and dividends**

The financial statements are presented for the full year to 31 December 2021.

The loss for the year, after taxation, amounted to £537,225 (year ended 31 December 2020: loss of £1,635,701). The Directors do not recommend the payment of a dividend.

Directors' remuneration for the year amounted to £nil (year ended 31 December 2020: £nil).

**Directors**

The Directors who held office during the year were as follows:

Thomas Mark Tolley  
Jason Wong

**Strategic report**

The Company has taken advantage of the exemption under s414B of the Companies Act 2006 not to prepare a strategic report.

**Auditor**

Grant Thornton UK LLP were appointed as auditor of the Company on 15 November 2018. Pursuant to section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and Grant Thornton UK LLP will continue in office.

**Going concern**

The student accommodation industry has felt the impact of Covid-19, but the recovery has been strong with occupancy levels for AY21/22 back to pre-COVID levels. The Directors have drawn up cash flow projections for the Company which demonstrate that the Company is expected to be able to meet its liabilities as they fall due for a period of at least 12 months from the date of approval of the accounts. For this reason, the Financial Statements have been drawn up on a going concern basis.

The term loans held by the related property companies from which the properties were rented was renewed in December 2021 with an extension of up to 30 months, now set to expire June 2024 and therefore the Directors no longer consider this an event of material uncertainty.

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**Directors' Report (continued)**

Two post balance sheet events of note took place, with the signing of heads of terms which, collectively, will result in the sale of the entire portfolio of assets that underpin SOF-10 Student Opco Limited's business activities. Under the first signed heads of terms, one of the properties under the management of SOF-10 Student Opco Limited will be sold separately ("asset sale") and result in the discontinuation of business activities for SOF-10 Student Opco Limited as far as this property is concerned whereas, under a different signed heads of terms with another party, the remaining seven assets will be sold together ("asset sale") together with the student accommodation operating business ("business sale"), as currently undertaken by SOF-10 Student Opco Limited. It is currently anticipated that both sale transactions will complete by September 2022. The intention of the Directors of SOF-10 Student Opco Limited is to ensure the entity remains sufficiently funded to be able to meet its financial obligations until such time that the business engages in new business activities, is liquidated, or sold, and a letter of support has been obtained from a Group company to guarantee the entity's liquidity for the forecast period. The Directors consider the sale of the business and the resulting uncertainty over the future activities and any potential future solvent liquidation of the entity represents a material uncertainty that may cast significant doubt on the entity's ability to continue as a going concern. The financial statements do not include any adjustments that would result from the basis of preparation being inappropriate.

These financial statements have been prepared in accordance with the provisions applicable to companies subject to small companies' regime and the provision of FRS 102 Section 1A small entities.

These financial statements were approved by the board of directors and signed on behalf of the Board of Directors by:

*Jason Wong*  
.....

Director Name: Jason Wong

Date: 17/6/2022

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**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 elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law, 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 and 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 accounting estimates that are reasonable and prudent.

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.

The Directors confirm that:

- so far as each Director is aware, there is no relevant audit information of which the company's auditor is unaware; and
- the Directors have taken all the steps that they ought to have taken as Directors in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

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**Independent Auditor's Report to the members of SOF-10 Student Opco Limited****Opinion**

We have audited the financial statements of SOF-10 Student Opco Limited (the 'company') for the year ended 31 December 2021, which comprise the Income Statement, Statement of Financial Position and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2021 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.

**Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the 'Auditor's responsibilities for the audit of the financial statements' section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Material uncertainty related to going concern**

We draw attention to note 3 in the financial statements, which indicates the existence of a material uncertainty with respect to the potential sale of the trade of the company and the timeline of subsequent decisions regarding the future operations of the company, which may involve either sale, solvent liquidation or other actions that may result in the company ceasing operations. As stated in the note, these events, and conditions, along with the other matters as set forth in note 3, indicate that a material uncertainty exists that may cast significant doubt on the company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

In auditing the financial statements, we have concluded that the director's use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

The responsibilities of the directors with respect to going concern are described in the 'Responsibilities of directors for the financial statements' section of this report.

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### **Independent Auditor's Report to the members of SOF-10 Student Opco Limited (continued)**

#### **Other information**

The directors are responsible for the other information. The other information comprises the information included in the report and financial statements, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

#### **Opinions on other matters prescribed by the Companies Act 2006**

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

#### **Matter on which we are required to report under the Companies Act 2006**

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the directors' report.

#### **Matters on which we are required to report by exception**

We have nothing to report in respect of the following matters in relation to which 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
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the directors' report and from the requirement to prepare a strategic report.

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**Independent Auditor's Report to the members of SOF-10 Student Opco Limited (continued)****Responsibilities of directors for the financial statements**

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for 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 the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

**Auditor's responsibilities for the audit of the financial statements**

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 an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a 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 the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

**Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud**

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. Owing to the inherent limitations of an audit, there is an unavoidable risk that material misstatements in the financial statements may not be detected, even though the audit is properly planned and performed in accordance with the ISAs (UK).

The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and industry in which it operates through our general, commercial and sector experience, discussions with management and inspection of board minutes. We determined that the most significant which are directly relevant to specific assertions in the financial statements are those related to the reporting framework (FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' and The Companies Act 2006), and the Company's tax position (UK Hybrids & Other Mismatches legislation).
- We assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur and the risk of management override of controls. Audit procedures performed by the engagement team included:

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**Independent Auditor's Report to the members of SOF-10 Student Opco Limited (continued)**

- Identifying and assessing the design and implementation of controls management has in place to prevent and detect fraud;
- challenging assumptions and judgements made by management in its significant accounting estimates;
- identifying and testing journal entries, in particular, journal entries with characteristics that meet certain criteria assessed as higher risk; and
- assessing the extent of compliance with the relevant laws and regulations that are of significance as part of our audit procedures.
- The assessment of the appropriateness of the collective competence and capabilities of the engagement team included consideration of the engagement team's:
  - understanding of, and practical experience with, audit engagements of a similar nature and complexity through appropriate training and participation;
  - knowledge of the industry in which the client operates; and
  - understanding of the legal and regulatory requirements specific to the company, including the provisions of the applicable legislation.
- The engagement team's communications in respect of potential non-compliance with laws and regulations and fraud included the potential for fraud in revenue recognition through manipulation of licence incentives and other adjustments to rental income from licences;
- In assessing the potential risks of material misstatement, we obtained an understanding of:
  - The company's operations, including the nature of its revenue sources and of its objectives and strategies, to understand the classes of transactions, account balances, expected financial statement disclosures and business risks that may result in risks of material misstatement; and
- The company's control environment including:
  - management's knowledge of the relevant laws and regulations and how the company is complying with those laws and regulations;
  - the adequacy of procedures for authorisation of transactions;
  - procedures to ensure that possible breaches of law and regulations are appropriately resolved.
- These audit procedures were designed to provide reasonable assurance that the financial statements were free from fraud or error. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error and detecting irregularities that result from fraud is inherently more difficult than detecting those that result from error, as fraud may involve collusion, deliberate concealment, forgery or intentional misrepresentations. Also, the further removed non-compliance with laws and regulations is from events and transactions reflected in the financial statements, the less likely we would become aware of it.

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### **Independent Auditor's Report to the members of SOF-10 Student Opco Limited (continued)**

#### **Use of our report**

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.

*Grant Thornton UK LLP*

#### **Stephen Osborne**

Senior Statutory Auditor  
For and on behalf of Grant Thornton UK LLP  
Statutory Auditor, Chartered Accountants  
London

17/6/2022

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## **SOF-10 STUDENT OPCO LIMITED**

### **Income Statement for the year ended 31 December 2021**

		<b>Year to 31 December 2021</b>	<b>Year to 31 December 2020</b>
	<b>Notes</b>	<b>£</b>	<b>£</b>
<b>Turnover</b>		10,573,881	8,899,124
Administrative expenses		(11,489,356)	(10,134,265)
<b>Operating loss</b>	<b>5</b>	(915,476)	(1,235,141)
Interest payable and similar expense		(3,749)	-
<b>Loss on ordinary activities before taxation</b>		(919,224)	(1,235,141)
Tax on profit on ordinary activities	<b>12</b>	382,000	(400,560)
<b>Loss for the financial year</b>	<b>11</b>	<b>(537,225)</b>	<b>(1,635,701)</b>

The accompanying notes on pages 13 to 19 are an integral part of these financial statements.

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## **SOF-10 STUDENT OPCO LIMITED**

### **Statement of financial position at 31 December 2021**

		<b>As at 31 December 2021</b>	<b>Restated As at 31 December 2020</b>
	<b>Notes</b>	<b>£</b>	<b>£</b>
<b>Fixed assets</b>			
Property, Plant and equipment	<b>6</b>	3,030	6,801
<b>Current assets</b>			
Debtors	<b>7</b>	1,024,276	1,344,843
Cash at bank and in hand	<b>8</b>	2,594,019	2,778,863
		3,618,295	4,123,706
<b>Creditors: amounts falling due within one year</b>	<b>9</b>	(6,526,551)	(6,498,507)
<b>Net current liabilities</b>		(2,908,256)	(2,374,801)
<b>Net liabilities</b>		<b>(2,905,226)</b>	<b>(2,368,000)</b>
<b>Capital and reserves</b>			
Called up share capital	<b>10</b>	100	100
Profit and loss account	<b>11</b>	(2,905,326)	(2,368,100)
<b>Shareholders' deficit</b>		<b>(2,905,226)</b>	<b>(2,368,000)</b>

The financial statements have been prepared in accordance with the provisions applicable to companies subject to small companies' regime and the provision of FRS 102 Section 1A small entities.

These financial statements were approved by the board of directors and signed on behalf of the Board of Directors by:

*Jason Wong*

Director Name: Jason Wong

Date: 17/6/2022

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The accompanying notes on pages 13 to 19 are an integral part of these financial statements.

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**Notes to the financial statements for the year ended 31 December 2021****1. Statutory information**

SOF-10 STUDENT OPCO LIMITED (the "Company") is a private company, limited by shares, domiciled in England and Wales, registration number 10428183. The registered office is 2nd Floor, One Eagle Place, St. James's, London, SW1Y 6AF, United Kingdom.

**2. Compliance with accounting standards**

The accounts have been prepared in accordance with the United Kingdom Accounting Standard Section 1A of FRS102, 'The Financial Reporting Standard applicable in the UK and Republic of Ireland (UK Generally Accepted Accounting Practice applicable to Smaller Entities)', and the Companies Act 2006.

**3. Accounting Policies**

The principal accounting policies adopted in the preparation of the financial statements are set out below and have been consistently applied within the same accounts.

The accounts are rounded to the nearest £1.

**Basis of preparation**

The financial statements have been prepared on a going concern basis under the historical cost convention and in accordance with FRS 102 Section 1A small entities.

**Going concern**

The student accommodation industry has felt the impact of Covid-19, but the recovery has been strong with occupancy levels for AY21/22 back to pre-COVID levels. The Directors have drawn up cash flow projections for the Company which demonstrate that the Company is expected to be able to meet its liabilities as they fall due for a period of at least 12 months from the date of approval of the accounts. For this reason, the Financial Statements have been drawn up on a going concern basis.

The term loans held by the related property companies from which the properties were rented was renewed in December 2021 with an extension of up to 30 months, now set to expire June 2024 and therefore the Directors no longer consider this an event of material uncertainty.

Two post balance sheet events of note took place, with the signing of heads of terms which, collectively, will result in the sale of the entire portfolio of assets that underpin SOF-10 Student Opco Limited's business activities. Under the first signed heads of terms, one of the properties under the management of SOF-10 Student Opco Limited will be sold separately ("asset sale") and result in the discontinuation of business activities for SOF-10 Student Opco Limited as far as this property is concerned whereas, under a different signed heads of terms with another party, the remaining seven assets will be sold together ("asset sale") together with the student accommodation operating business ("business sale"), as currently undertaken by SOF-10 Student Opco Limited. It is currently anticipated that both sale transactions will complete by September 2022. The intention of the Directors of SOF-10 Student Opco Limited is to ensure the entity remains sufficiently funded to be able to meet its financial obligations until such time that the business engages in new business activities, is liquidated, or sold, and a letter of support has been obtained from a Group company to guarantee the entity's liquidity for the forecast period. The Directors consider the sale of the business and the resulting

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### **Notes to the financial statements for the year ended 31 December 2021 (Continued)**

#### **3. Accounting Policies (continued)**

uncertainty over the future activities and any potential future solvent liquidation of the entity represents a material uncertainty that may cast significant doubt on the entity's ability to continue as a going concern. The financial statements do not include any adjustments that would result from the basis of preparation being inappropriate.

#### **Presentation currency**

The operations of the Company are undertaken in the United Kingdom. The functional currency of the Company and the presentation currency of the Company are considered to be British Pounds.

#### **Turnover**

Turnover comprises license fee income receivable from student residents in the Company's leased buildings, as well as income from the provision of other accommodation related services. Revenue is recognised evenly over the duration of licence agreements, in accordance with their individual terms. Licence fees are considered receivable under the terms of the licence agreement when agreed instalment dates are met. The company is acting as a principal as defined and having met the assessment criteria under FRS 102. The current policy of recognising licence fee income is considered appropriate.

#### **Administrative expenses**

Administrative expenses represent employment and other administrative and operating expenses incurred by the Company and are recognised on an accrual basis.

#### **Operating leases**

The Company has leases that do not transfer all the risks and rewards of ownership which are classified as operating leases. Payments under operating leases are charged to the profit and loss account on a straight-line basis over the period of the lease.

#### **Tangible fixed assets and depreciation**

Tangible fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses. The Company assesses at each reporting date whether tangible fixed assets are impaired.

Depreciation is charged to profit or loss on a straight-line basis over the estimated useful lives of each part of an item of tangible fixed assets. The estimated useful lives are as follows:

Fixtures & fittings	3 years
IT equipment	3 years

#### **Interest payable**

Interest payable is accounted for on an accrual basis.

#### **Deferred income**

Deferred income relates to student rents received / charges raised in the financial year, where income relates to future reporting periods.

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**Notes to the financial statements for the year ended 31 December 2021  
(Continued)****3. Accounting Policies (continued)****Taxation**

Current tax is recognised for the amount of income tax payable in respect of the taxable profit for the current or past reporting periods using the tax rates and laws that have been enacted or substantively enacted by the reporting date. The tax expense (income) is presented either in profit or loss, other comprehensive income or equity depending on the transaction that resulted in the tax expense (income).

**Trade and other debtors**

Rent is recognised as a receivable based on tenants' individual payment schedule, as it establishes the contractual right to receive the rent.

Other debtors are recognised at transaction price and provisions made when their recovery is partly or completely in doubt.

**Financial Instruments**

Financial assets and financial liabilities are recognised in the Company's balance sheet when the Company becomes a party to the contractual provisions of the instruments.

The principle financial assets and liabilities of the Company are as follows:

a) Trade receivables and trade payables

Trade receivables are initially recorded at fair value and subsequently measured at cost and reduced by allowances for estimated irrecoverable amounts.

Trade payables that are not interest bearing, are initially recognised at fair value and carried at amortised cost.

b) Cash and cash-equivalents

Cash and cash equivalents in the balance sheet comprise cash at bank and on hand and short-term deposits with a maturity of three months or less.

**Financial Guarantees and Contingencies**

Where the Company enters into a financial guarantee contract, the guarantee is treated as a contingent liability until such time as it becomes probable that the guarantor will be required to make a payment under the guarantee.

The Company does not recognise contingent liabilities. Contingent liabilities arise as a result of past events when (i) it is not probable that there will be an outflow of resources or that the amount cannot be reliably measured at the reporting date or (ii) when the existence will be confirmed by the occurrence or non-occurrence of uncertain future events not wholly within the company's control. Contingent liabilities are disclosed in the financial statements unless the probability of an outflow of resources is remote.

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**SOF-10 STUDENT OPCO LIMITED****Notes to the financial statements for the year ended 31 December 2021  
(Continued)****3. Accounting Policies (continued)****Significant accounting estimates and judgements**

In preparing these financial statements the Directors have considered whether SOF-10 Student Opco Limited represents an Agent or a Principal, as defined under FRS 102. This is to assess the appropriateness of the recognition of student rental income as Turnover.

Under FRS 102, an entity is acting as a principal when it has exposure to the significant risks and rewards associated with the sale of goods or the rendering of services. In considering the applicable criteria it is notable that Company has discretion over which tenancies it secures, being the licensor that grants residents a licence to occupy a room. Furthermore, the Company employs the onsite staff responsible for the day-to-day operation of the properties including front of house and support services. On balance, the Directors consider that the Company represents a Principal, and as such the basis applied in these financial statements of recognising rental income from the provision of student accommodation as Turnover, is considered appropriate.

**4. Employees**

The average number of employees in the year was 39(31 December 2021: 49).

**5. Operating Profit**

	Year to 31 December 2021	Year to 31 December 2020
	£	£
Operating loss is stated after charging:		
Depreciation of tangible assets	3,771	13,171
Audit fees	72,950	63,950

**6. Property, Plant and equipment**

	Fixtures & Fittings	IT Equipment	Total
	£	£	£
<b>Cost</b>			
At 1 January 2021	48,675	33,766	82,441
Additions	-	-	-
At 31 December 2021	48,675	33,766	82,441
<b>Amortisation</b>			
At 1 January 2021	44,110	31,529	75,639
Charge for the period	1,906	1,865	3,771
At 31 December 2021	46,016	33,394	79,410
<b>Net book value</b>			
At 31 December 2021	2,659	372	3,030
At 31 December 2020	4,564	2,236	6,801

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### **Notes to the financial statements for the year ended 31 December 2021 (Continued)**

#### **7. Debtors**

	<b>2021</b>	<b>2020</b>
	£	£
Trade debtors	54,108	648,727
Staff loans	-	627
Other debtors	748,961	476,697
Prepaid expenses	208,804	204,684
Accrued income	12,404	14,108
	<b>1,024,276</b>	<b>1,344,843</b>

Other Debtors FY2021 includes a £382,000 receivable from HMRC for Corporation Tax paid for FY2020 to be refunded.

#### **8. Cash at Bank**

	<b>2021</b>	<b>2020</b>
	£	£
Cash at bank	2,594,019	2,778,863
	<b>2,594,019</b>	<b>2,778,863</b>

#### **9. Creditors**

	<b>2021</b>	<b>2020</b>
	£	£
Trade Creditors	11,615	110,969
Security Deposits and other creditors	1,777,674	1,595,581
Payroll Taxes	5,230	7,443
Deferred income	2,388,236	2,248,585
Accruals	485,816	529,680
Corporation tax payable	-	382,000
Intercompany creditor	1,857,980	1,624,249
	<b>6,526,551</b>	<b>6,498,507</b>

Intercompany creditor balances are payable 14 days after period end.

#### **10. Share Capital**

	<b>2021</b>	<b>2020</b>
	£	£
<b>Allotted, called up and fully paid</b>		
10,000 (2020: 10,000) ordinary shares of £0.01 each (2020: £0.01)	100	100
	<b>100</b>	<b>100</b>

#### **11. Statement of movement on profit and loss account**

	<b>2021</b>	<b>2020</b>
	£	£
As at start of year	(2,368,102)	(732,399)
Loss for the year	(537,225)	(1,635,701)
As at end of year	<b>(2,905,327)</b>	<b>(2,368,100)</b>

SOF-10 STUDENT OPCO LIMITED  
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## **SOF-10 STUDENT OPCO LIMITED**

### **Notes to the financial statements for the year ended 31 December 2021 (Continued)**

#### **12. Tax on profit on ordinary activities**

	<b>2021</b>	<b>2020</b>
	£	£
(Loss) / Profit on ordinary activities before tax	(919,224)	(1,235,141)
UK Corporation tax at 19%	(174,653)	(234,676)
Effect of:		
Anti-hybrid adjustments	-	590,995
Permanent differences	1,106	25,681
Depreciation vs capital allowance timing differences	2,241	-
Provisions timing differences	32,573	-
Losses carried forward	138,713	-
Adjustment for prior year under/(over) provision	(382,000)	18,560
	<b>(382,000)</b>	<b>400,560</b>

#### **13. Related Parties**

	<b>2021</b>	<b>2020</b>
	£	£
Amount owed to Group companies:		
SOF-10 Bourne Propco Lux S.a.r.l.	(1,028,946)	(781,891)
SOF-10 Stepney Propco Lux S.a.r.l.	(306,062)	(209,455)
SOF-10 Union Propco Lux S.a.r.l.	3,296	(188,650)
SOF-10 Helium Propco Lux S.a.r.l.	(127,838)	(125,908)
SOF-10 Stoddart Propco Lux S.a.r.l.	(398,430)	(318,345)

The Company had the following related party transactions in relation to headleases during the year:

SOF-10 Bourne Propco Lux S.a.r.l.	(3,099,464)	(2,489,250)
SOF-10 Stepney Propco Lux S.a.r.l.	(775,264)	(569,515)
SOF-10 Union Propco Lux S.a.r.l.	(630,053)	(581,525)
SOF-10 Helium Propco Lux S.a.r.l.	(490,988)	(618,336)
SOF-10 Stoddart Propco Lux S.a.r.l.	(1,092,102)	(860,925)

#### **14. Controlling Party**

The immediate controlling company is SOF-10 Student Housing UK S.a.r.l. (formerly Starlight 41 GBP S.a.r.l.), a company incorporated in Luxembourg, by virtue of a controlling interest of 99.8% of the issued ordinary share capital, and registered at 2-4 Rue de Eugene Ruppert, L-2453, Luxembourg. The Company is included in the consolidated accounts of SOF-10 Student Housing UK S.a.r.l. These consolidated accounts are publicly available. SOF-10 Student Guernsey Limited has a 0.2% holding in the Company and registered at 1st Floor, Albert House, South Esplanade, St Peter Port, Guernsey, GY1 1AJ. The ultimate controlling party is Starwood X Management, LP (Del.), a company incorporated in Delaware and registered at 1209 Orange Street Wilmington De 19801, United States.

**SOF-10 STUDENT OPCO LIMITED**

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**Notes to the financial statements for the year ended 31 December 2021  
(Continued)****15. Guarantees and Other Financial Commitments**

The Company has provided a guarantee for a loan entered into by related party companies: SOF-10 Stepney Propco Lux S.à r.l., SOF-10 Bourne Propco Lux S.à r.l., SOF-10 Helium Propco Lux S.à r.l, SOF-10 Stoddart Propco Lux S.à r.l. The outstanding loan balance at 31 December 2021 was valued at GBP 69,207,000.

**16. Post Balance Sheet Events**

The Company has evaluated subsequent events from 31 December 2021 through to the date the Company financial statements were issued.

Two post balance sheet events of note took place, with the signing of heads of terms which, collectively, will result in the sale of the entire portfolio of assets that underpin SOF-10 Student Opco Limited's business activities. Under the first signed heads of terms, one of the properties under the management of SOF-10 Student Opco Limited will be sold separately ("asset sale") and result in the discontinuation of business activities for SOF-10 Student Opco Limited as far as this property is concerned whereas, under a different signed heads of terms with another party, the remaining seven assets will be sold together ("asset sale") together with the student accommodation operating business ("business sale"), as currently undertaken by SOF-10 Student Opco Limited. It is currently anticipated that both sale transactions will complete by September 2022. The intention of the Directors of SOF-10 Student Opco Limited is to ensure the entity remains sufficiently funded to be able to meet its financial obligations until such time that the business engages in new business activities, is liquidated, or sold, and a letter of support has been obtained from a Group company to guarantee the entity's liquidity for the forecast period. The Directors consider the sale of the business and the resulting uncertainty over the future activities and any potential future solvent liquidation of the entity represents a material uncertainty that may cast significant doubt on the entity's ability to continue as a going concern. The financial statements do not include any adjustments that would result from the basis of preparation being inappropriate.