LDC (ST LEONARDS) LIMITED ANNUAL REPORT AND UNAUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

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COMPANY INFORMATION

Directors

J J Lister

C R Szpojnarowicz

N W Hayes D Faulkner

Secretary

C R Szpojnarowicz

Company number

08895830

Registered office

South Quay Temple Back Bristol

United Kingdom

BS1 6FL

Business address

South Quay Temple Back Bristol

United Kingdom

BS1 6FL

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DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2019

The directors present their annual report and unaudited financial statements for the year ended 31 December 2019.

Principal activities and future developments

The principal activity of the Company continued to be that of property investment. The directors expect to continue to carry out these activities in the future.

The company registration number is 08895830.

Directors

The directors who held office during the year and subsequently, unless otherwise stated, were as follows:

J J Lister

C R Szpojnarowicz

N W Hayes

D Faulkner

Results and dividends

The results for the year are set out on page 5.

No ordinary dividends were paid (2018: £nil). The directors do not recommend payment of a final dividend.

Financial risk management

Credit risk

Debtors are monitored on an ongoing basis and provision is made for doubtful debts where necessary.

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

Going concern

The Company is part of the Unite Group plc ('Unite') from which it receives working capital funding. Unite has provided the Company with an undertaking that for at least 12 months from the date of approval of these financial statements, it will continue to make available such funds as are needed by the Company, and in particular, will not seek repayment of the amounts currently made available. In determining the Company's going concern assessment the directors have, therefore, considered the wider Unite future performance.

In response to COVID-19, the Unite directors have considered a range of scenarios for future performance of the Unite Group. The Unite base case scenario is informed by the Unite directors' reasoned opinion that UK Universities will open providing a blend of face-to-face teaching and on-line learning for the 2020/21 academic year and accordingly there will be demand for student accommodation from UK students. The greater level of uncertainty around international students' behaviour and their ability to travel to the UK could lead to a reduction in demand from this group. The Unite directors' further considered a range of downside scenarios involving a disruption to term start dates and an associated decline in the value of income compared to the base case over the next 12 months as follows:

- A Delayed Start Case assuming a 4-week delay to the start of term and tenancies.
- A Reasonable Worst Case contemplating a second wave of the virus causing Universities to be unable
 to start term 1 in the autumn in line with stated plans, shifting to on-line learning only. This assumes that
 Universities re-open in January and are able to offer a blend of face-to-face and on-line learning for
 Terms 2 and 3.

Under each of these scenarios, the Unite directors are satisfied that the Unite Group has sufficient liquidity and will maintain 'or cure' covenant compliance over the next 12 months.

To support the Unite directors' going concern assessment, a "Reverse Stress Test" was performed to determine the level of performance at which adopting the going concern basis of preparation may not be appropriate. This involved assessing the minimum amount of income required to ensure financial covenants would not be breached. Within the tightest covenant, net operating income could fall by a further 13% from the reasonable worst case scenario before there would be a breach, with the exception of one facility which could be repaid from unrestricted cash before a forecast covenant breach materialised.

The Unite directors are satisfied that the possibility of such an outcome is sufficiently remote that adopting the going concern basis of preparation is appropriate.

As at the date of this report, the global outlook as a result of COVID-19 is significantly uncertain and the range of potential outcomes is wide-ranging and unknown. In particular, should the impacts of the pandemic on trading conditions be more prolonged or severe than currently forecast by the Unite directors or considered under the downside cases referenced above, namely if there is a further sustained national lockdown for a period longer than the initial lockdown in 2020 that results in Universities not opening physically and students either not arriving at University or returning home, Unite's going concern status would be dependent on its ability to seek interest cover covenant waivers from lenders. The Unite directors consider that this eventuality is remote.

Based upon these considerations, the directors have a reasonable expectation that the Unite Group, from which it receives working capital funding, has adequate resources to continue in operational existence for the foreseeable future. Thus, the directors continue to adopt the going concern basis in preparing the annual financial statements.

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2019

Events subsequent to the balance sheet date

The emergence of COVID-19 as a global pandemic may affect student numbers and behaviour, potentially reducing demand for accommodation and hence affecting future profitability and asset values.

The Company's ultimate parent undertaking, The Unite Group plc ("Unite"), has taken steps to mitigate any such potential reductions, including securing nomination agreements for a large proportion of reservations for the 2020/21 academic year. A number of Universities have already begun to allocate students to Unite for the new academic year under these nomination agreements, reflecting confidence around their accommodation requirements. Data from the Universities and Colleges Admissions Service, (UCAS), showed a 1% increase in the number of applicants with an offer to start University this Autumn compared to 2019/20, reflecting increases of 1% and 4% respectively from UK and international students. The results of recent surveys of Universities and students indicate that almost all Universities expect to start the 2020/21 academic year with face-to-face teaching and that students are keen to return to campus. The majority of the reserved but non-contracted income under nomination agreements is accounted for by High and Mid ranked Universities where Unite has long-standing relationships. Unite will maintain a close dialogue with its University partners as their accommodation requirements for 2020/21 become clearer.

In the event beds are not taken up by Universities, Unite is ready to shift its sales focus to a direct-let basis where it is already targeting students living in houses of multiple occupancy.

On behalf of the board

D Faulkner

D Faulkner Director

7th September 2020

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2019

The directors are responsible for preparing the Annual 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 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 accounting estimates that are reasonable and prudent; and
- 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.

STATEMENT OF TOTAL COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2019

	No.	2019	2018
Turnover	Notes 3	£ 2,925,360	£ 2,599,345
Gross profit		2,925,360	2,599,345
Administrative expenses		-	(67,877)
Operating profit		2,925,360	2,531,468
Gain on revaluation of investment property	6	3,655,943	2,616,669
Profit before taxation		6,581,303	5,148,137
Taxation	5	-	-
Profit for the financial year attributable			
to the equity shareholders of the company		6,581,303	5,148,137
Total comprehensive income for the year		 6,581,303	5,148,137
,		===	

The statement of total comprehensive income has been prepared on the basis that all operations are continuing operations.

BALANCE SHEET

AS AT 31 DECEMBER 2019

		2	019	20	018
	Notes	£	£	£	£
Fixed assets					
Investment properties	6		76,960,000		73,260,000
Debtors	7	5,678,400		2,753,040	
Creditors: amounts falling due within	8				
one year		(41,995,106)		(41,951,049)	
Net current liabilities			(36,316,706)		(39,198,009)
Total assets less current liabilities			40,643,294		34,061,991
Capital and reserves					
Called up share capital	9		1		1
Profit and loss reserves			40,643,293		34,061,990
Total equity			40,643,294		34,061,991

For the financial year ended 31 December 2019 the company was entitled to exemption from audit under section 479a of the Companies Act 2006.

No members have required the company to obtain an audit of its financial statements for the year in question in accordance with section 476 of the Companies Act 2006.

The directors acknowledge their responsibility for complying with the requirements of the Act with respect to accounting records and for the preparation of accounts.

The financial statements were approved by the board of directors and authorised for issue on 7 september 200 and are signed on its behalf by:

D Faulkner

D Faulkner

Director

Company Registration No. 08895830

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2019

	Called up share capital £	Profit and loss reserves £	Total £
Balance at 1 January 2018	1	28,913,853	28,913,854
Year ended 31 December 2018: Profit and total comprehensive income for the year		5,148,137	5,148,137
Balance at 31 December 2018	1	34,061,990	34,061,991
Year ended 31 December 2019: Profit and total comprehensive income for the year	-	6,581,303	6,581,303
Balance at 31 December 2019	1	40,643,293	40,643,294

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

1 Accounting policies

Company information

LDC (St Leonards) Limited is a private company limited by shares incorporated in the United Kingdom under the Companies Act 2006 and registered in England and Wales. The registered office is South Quay, Temple Back, Bristol, United Kingdom, BS1 6FL.

1.1 Accounting convention

The principal accounting policies are summarised below. They have been applied consistently throughout the year and through the proceeding year...

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

The financial statements have been prepared under the historical cost convention, modified to include certain items at fair value, and in accordance with Financial Reporting Standard 102 (FRS 102) issued by the Financial Reporting Council.

The functional currency of LDC (St Leonards) Limited is considered to be pounds sterling because that is the currency of the primary economic environment in which the Company operates.

LDC (St Leonards) Limited meets the definition of a qualifying entity under FRS 102 and has therefore taken advantage of the disclosure exemptions available to it in respect of its separate financial statements. LDC (St Leonards) Limited is consolidated in the financial statements of its ultimate parent, The Unite Group plc, which may be obtained at South Quay, Temple Back, Bristol, United Kingdom, BS1 6FL. Exemptions have been taken in these separate Company financial statements in relation to presentation of a cash flow statement, financial instruments, intra-group transactions and remuneration of key management personnel.

1.2 Going concern

The financial statements have been prepared on the going concern basis, not withstanding net current liabilities of £36,316,706, which the directors believe to be appropriate for the following reasons.

The Company is dependent for its working capital on funds provided to it by The Unite Group plc ('Unite'). Unite has provided the Company with an undertaking that for at least 12 months from the date of approval of these financial statements, it will continue to make available such funds as are needed by the Company, and in particular, will not seek repayment of the amounts currently made available. As with any entity placing reliance on other group entities for financial support, the Company acknowledge that there can be no certainty that this support will continue, although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Based on this understanding the directors therefore have a reasonable expectation that the Company has adequate resources to continue in operational existence; thus they continue to adopt the going concern basis in preparing the financial statements.

Further details can be found on page 2 of the Directors' Report.

1.3 Turnover

Turnover from investment property leased out under operating leases is recognised in the profit and loss account on a straight line basis over the term of the lease. Lease incentives granted are spread over the term of the lease on a straight line basis unless another systematic basis is more representative.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2019

1 Accounting policies

(Continued)

1.4 Investment properties

Investment property, which is property held to earn rentals and/or for capital appreciation, is initially recognised at cost, which includes the purchase cost and any directly attributable expenditure. Subsequently it is measured at fair value at the reporting end date. Changes in fair value are recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2019

1 Accounting policies

(Continued)

1.5 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.

i. 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 financing 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.

Debt instruments which meet the following conditions are subsequently measured at amortised cost using the effective interest method:

- a. The contractual return to the holder is (i) a fixed amount; (ii) a positive fixed rate or a positive variable rate; or (iii) a combination of a positive or a negative fixed rate and a positive variable rate.
- b. The contract may provide for repayments of the principal or the return to the holder (but not both) to be linked to a single relevant observable index of general price inflation of the currency in which the debt instrument is denominated, provided such links are not leveraged.
- c. The contract may provide for a determinable variation of the return to the holder during the life of the instrument, provided that (i) the new rate satisfies condition (a) and the variation is not contingent on future events other than (1) a change of a contractual variable rate; (2) to protect the holder against credit deterioration of the issuer; (3) changes in levies applied by a central bank or arising from changes in relevant taxation or law; or (ii) the new rate is a market rate of interest and satisfies condition (a).
- d. There is no contractual provision that could, by its terms, result in the holder losing the principal amount or any interest attributable to the current period or prior periods.
- e. Contractual provisions that permit the issuer to prepay a debt instrument or permit the holder to put it back to the issuer before maturity are not contingent on future events, other than to protect the holder against the credit deterioration of the issuer or a change in control of the issuer, or to protect the holder or issuer against changes in levies applied by a central bank or arising from changes in relevant taxation or law.
- f. Contractual provisions may permit the extension of the term of the debt instrument, provided that the return to the holder and any other contractual provisions applicable during the extended term satisfy the conditions of paragraphs (a) to (c).

Debt instruments that are classified as payable or receivable within one year on initial recognition and which meet the above conditions are measured at the undiscounted amount of the cash or other consideration expected to be paid or received, net of impairment.

With the exception of some hedging instruments, other debt instruments not meeting these conditions are measured at fair value through profit or loss.

Commitments to make and receive loans which meet the conditions mentioned above are measured at cost (which may be nil) less impairment.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2019

1 Accounting policies

(Continued)

1.5 Financial instruments (continued)

Financial assets are derecognised when and only when a) the contractual rights to the cash flows from the financial asset expire or are settled, b) the Company transfers to another party substantially all of the risks and rewards of ownership of the financial asset, or c) the Company, despite having retained some, but not all, significant risks and rewards of ownership, has transferred control of the asset to another party.

Financial liabilities are derecognised only when the obligation specified in the contract is discharged, cancelled or expires.

ii. Equity instruments

Equity instruments issued by the company are recorded at the fair value of cash or other resources received or receivable, net of direct issue costs.

iii. Fair value measurement

The best evidence of fair value is a quoted price for an identical asset in an active market. When quoted prices are unavailable, the price of a recent transaction for an identical asset provides evidence of fair value as long as there has not been a significant change in economic circumstances or a significant lapse of time since the transaction took place. If the market is not active and recent transactions of an identical asset on their own are not a good estimate of fair value, the fair value is estimated by using a valuation technique.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2019

1 Accounting policies

(Continued)

1.6 Taxation

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.

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 that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the Company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

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.

Deferred tax liabilities are recognised for timing differences arising from investments in subsidiaries and associates, except where the Company is able to control the reversal of the timing difference and it is probable that it will not reverse in the foreseeable future.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date that are expected to apply to the reversal of the timing difference. Deferred tax relating to property, plant and equipment measured using the revaluation model and investment property is measured using the tax rates and allowances that apply to sale of the asset.

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.

Deferred tax assets and liabilities are offset only if: a) the Company has a legally enforceable right to set off current tax assets against current tax liabilities; and b) the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

1.7 Reserves

The Company's reserves are as follows:

- Called up share capital reserve contains the nominal value of the shares issued
- Profit and loss reserve represents cumulative profits or losses, net of dividends paid and other adjustments

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2019

2 Critical accounting judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount 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 where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

Critical judgements

The following judgements (apart from those involving estimates) have had the most significant effect on amounts recognised in the financial statements.

Valuation of investment property

The valuation of investment property involves significant judgement and changes to the core assumptions, market conditions, rental income, levels of occupancy and property management costs could have a significant impact on the carrying value of these assets.

3 Turnover and other revenue

An analysis of the company's turnover is as follows:

•	2019	2018
	£	£
Turnover analysed by class of business		
Income from property leased under operating leases	2,925,360	2,599,345
	2019	2018
	£	£
Turnover analysed by geographical market		
United Kingdom	2,925,360	2,599,345

4 Employees

There were no employees during either year.

Directors' remuneration was borne by another group company in both years. Directors have not performed any qualifying services for this company in either year.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2019

5 Taxation

The taxation charge that would arise at the standard rate of UK corporation tax is reconciled to the actual tax charge below. The reconciliation above has been calculated at the main rate of corporation tax of 19% (2018: 19%).

As a member of a UK REIT, the company is exempt from UK corporation tax on the profits from its property rental business. Accordingly, the element of the company's profit before tax relating to its property rental business has been separately identified in the reconciliation below.

Although the company does not pay UK corporation tax on the profits from its property rental business, the Group is required to distribute 90% of the profits from its property rental business after accounting for tax adjustments as a Property Income Distribution ("PID"). PIDs are charged to tax in the same way as property income in the hands of the recipient.

There is no expiry date in respect of timing differences, unused tax losses or tax credits.

		2019 £	2018 £
	Profit before taxation	6,581,303	5,148,137
	Expected tax charge based on the standard rate of corporation tax in the UK of 19.00% (2018: 19.00%)	1,250,448	978,146
	Property rental business profits exempt from tax in the REIT Group Property revaluation not subject to tax	(555,818) (694,630)	(480,979) (497,167)
	Taxation charge for the year	-	-
6	Investment property		2040
			2019 £
	Fair value		
	At 1 January		73,260,000
	Additions		48,425
	Disposals		(4,368)
	Revaluation		3,655,943
	At 31 December		76,960,000

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2019

6 Investment property

(Continued)

Investment properties, which are all freehold/long leasehold, were revalued to fair value at 31 December 2019, based on a valuation undertaken by Jones Lang LaSalle, Chartered Surveyors, an independent valuer with recent experience in the location and class of the investment property being valued. The method of determining fair value was the discounted cash flows method and significant assumptions applied were as follows:

- Net rental income (per week) of £142
- Estimated future rent increase of 4.2%
- Discount rate (yield) of 4.5%

There are no restrictions on the realisability of investment property. There are no contractual obligations to purchase, construct or develop investment property or for repairs, maintenance or enhancements.

No contingent rents have been recognised in the current or prior year and the future minimum lease payments that the company will receive is £43,161,992 (2018: £45,381,798), with £3,601,220 (2018: £3,490,347) due within one year; £13,835,438 (2018: £13,449,724) due within two to five years; and £25,725,334 (2018: £28,441,727) due after five years.

The total interest and bank costs included in the cost of the properties at 31 December 2019 was £nil (2018: £nil).

The historical cost of the property is £42,758,932 (2018: £42,714,875).

7	Deb	tors

9

		2019	2018
	Amounts falling due within one year:	£	£
	Amounts due from group undertakings	5,678,400	2,753,040
	Amounts due from group undertakings are interest free and repayable on dema	nd.	
3	Creditors: amounts falling due within one year		
		2019	2018
		£	£
	Amounts due to group undertakings	41,995,106	41,951,049
	Amounts due to group undertakings are interest free and repayable on demand		
•	Called up share capital		
		2019	2018
		£	£
	Ordinary share capital		
	Issued and fully paid		

10 Contingent liabilities

1 Ordinary share of £1

The Company had no contingent liabilities at 31 December 2019 (2018: £nil).

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2019

11 Capital commitments

The Company had no capital commitments at 31 December 2019 (2018: £nil).

12 Related party transactions

No guarantees have been given or received.

13 Ultimate controlling party

The company's immediate parent undertaking is LDC (Finance) Limited.

The company's ultimate parent undertaking is The Unite Group plc.

The largest and smallest group in which the results of the company are consolidated is that headed by The Unite Group plc. The consolidated financial statements of this company and its parent are available to the public and can be obtained from South Quay, Temple Back, Bristol, BS1 6FL.

14 Events subsequent to the balance sheet date

Subsequent to the year-end, the spread of COVID-19 was declared a pandemic by the World Health Organisation. Its spread is affecting countries worldwide and more particularly the United Kingdom.

The Company's activities are in the student accommodation sector; the impact of COVID-19 on this sector is difficult to estimate at this point in time, however the Company has taken a number of positive steps to ensure that its operations are not significantly impacted.

These steps include securing nomination agreements for future reservations and enhancing the Company's reputation by agreeing to forego rentals for the remainder of the 2019/20 academic year, which is expected to lead to market share gains in future.

Given the timing of the COVID-19 pandemic and the impact on the Company and Unite relative to the balance sheet date, this is considered to be a non-adjusting post balance sheet event.