Registered number: 09482038

SOF-10 THINK MAZEY DEVELOPMENTS LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

PERIOD FROM 10 MARCH 2015 TO 31 DECEMBER 2015

DNESDAY

A06

27/07/2016 COMPANIES HOUSE

#404

CONTENTS

·	
	Page
Company Information	1
Strategic Report	2
Directors' Report	3 - 4
Independent Auditor's Report	5 - 6
Statement of Comprehensive Income	7
Statement of Financial Position	8
Statement of Changes in Equity	9
Statement of Cash Flows	10
Notes to the Financial Statements	11 - 17

COMPANY INFORMATION

Directors Sarah Broughton

Cody Bradshaw Nicholas Chadwick

Company secretary London Registrars Ltd

Registered number 09482038

Registered office One Eagle Place

St James's London United Kingdom

United Kingdon SW1Y 6AF

Independent auditor Deloitte LLP

Chartered Accountants and Statutory Auditor

London, United Kingdom

Accountants Lubbock Fine

Chartered Accountants Paternoster House 65 St Paul's Churchyard

London EC4M 8AB

STRATEGIC REPORT FOR THE PERIOD ENDED 31 DECEMBER 2015

Business review

The company acts as the development manager on a residential real estate development at 151-157 Tower Bridge Road. The responsibility of the company in relation to the development includes coordinating the design of the scheme, managing the planning application, appointing all members of the professional team and all other activities required to complete the development.

Future developments

The development is due to begin in Q1 2017 and conclude in Q2 2018.

Principal risks and uncertainties

The company's activities expose it to a number of financial risks including credit risk, liquidity risk and price risk. The use of financial derivatives to manage risks is subject to board approval and no financial derivatives are used for speculative purposes.

Credit Risk

The company's principal financial assets are bank balances and cash, and trade and other receivables.

The company's credit risk is primarily attributable to its trade receivables. The amounts presented in the Statement of Financial Position are net of allowances for doubtful debts. An allowance for impairment is made where there is an identified loss event which, based on previous experience, is evidence of a reduction in the recoverability of the cash flows.

The company has no significant concentration of credit risk other than receivable balances with members of the group. The exposure on other receivable balances is spread over a large number of counterparties and customers.

Liquidity Risk

The company uses shareholder debt in order to maintain liquidity. The company is a guarantor of the bank debt of a fellow group company. At 31 December 2015 the group's bank debt was, subject to compliance with normal banking covenants, not due for repayment or renewal until 26 March 2020.

Price Risk

The company is exposed to supplier price risk, particularly in relation to input costs. The company will manage its exposure to input costs price risks by agreeing fixed rate contracts, where appropriate, to ensure certainty of costs.

Financial key performance indicators

The business maintained a steady level of performance with administrative expenses creating a small loss in the period.

Gross Profit earned for the period totalled £17,274 from a total revenue of £880,974, being a gross profit ratio of 2%

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

Nicholas Chadwick

Director

Date: 15/7/16

DIRECTORS' REPORT

31 DECEMBER 2015

These are the first audited financial statements of SOF-10 Think Mazey Developments Limited (the "Company") for the period from its formation on 10 March 2015 until 31 December 2015.

Principal activity

The principal activity of the Company during the period was the development of a residential property owned by a fellow group company.

Directors' Responsibilities Statement

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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 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 judgments 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.

Going concern

The Company meets its day to day working capital requirements with the support of its shareholders and group companies. The directors believe it is appropriate to prepare the financial statements on a going concern basis which assumes that the Company will continue in operational existence for the foreseeable future on the basis of the Company's plans and a commitment of support received from a parent company.

Should the going concern basis prove to be inappropriate then adjustments may be required to reduce the carrying value of assets to their recoverable amount, to provide for any additional liabilities that may arise, and to reclassify fixed assets and long term liabilities.

Results and dividends

The loss for the period, after taxation, amounted to £56.

No dividends could be declared in the period under review.

Directors

The directors who served during the period and to the date of this report unless otherwise stated were:

Sarah Broughton (appointed 10 March 2015) Cody Bradshaw (appointed 10 March 2015) Thomas Tolley (appointed 10 March 2015, resigned 5 October 2015) Nicholas Chadwick (appointed 12 March 2015)

DIRECTORS' REPORT

31 DECEMBER 2015

Financial instruments

The Company's financial instruments comprise cash and liquid resources and various items such as other debtors and trade creditors that arise directly from its operations. The main risks arising from the Company's financial instruments are cash flow risk and liquidity risk. The Company reviews these risks on a periodic basis and take regular steps to minimise such risks.

Matters covered in the Strategic Report

In accordance with section 414C (11) of the Companies Act 2006 the company has chosen to include information in relation to future developments in the Company's Strategic Report.

Disclosure of information to auditor

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

- so far as that director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Post Statement of Financial Position events

There have been no significant events affecting the Company since the period end.

Auditor

The auditor, Deloitte LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

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

Nicholas Chadwick

Director

Date: 15/7/16

INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF SOF-10 THINK MAZEY DEVELOPMENTS LIMITED

31 DECEMBER 2015

We have audited the financial statements of SOF-10 Think Mazey Developments Limited for the period ended 31 December 2015, which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity, the Statement of Cash Flows and the related notes 1 to 15. The financial reporting framework that has been applied in their preparation is applicable law and the United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

This report is made solely to the Company's member 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 member 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 member for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of Directors and Auditor

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. 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 Financial Reporting Council'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 Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. 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 2015 and of its loss for the period 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 Strategic Report and the Directors' Report for the financial period for which the financial statements are prepared is consistent with the financial statements.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF SOF-10 THINK MAZEY DEVELOPMENTS LIMITED

31 DECEMBER 2015

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
- we have not received all the information and explanations we require for our audit.

Timothy Steel (Senior Statutory Auditor)

for and on behalf of **Deloitte LLP**

Chartered Accountants and Statutory Auditor London, United Ķingdom

Date: (5/7/16

STATEMENT OF COMPREHENSIVE INCOME FOR THE PERIOD ENDED 31 DECEMBER 2015

	Note	2015 £
Turnover Cost of sales	4	880,974 (863,700)
Gross profit		17,274
Administrative expenses		(17,330)
Operating loss	5	(56)
Loss before tax	•	(56)
Taxation	7	•
Loss for the period	•	(56)

The notes on pages 11 to 17 form part of these financial statements.

There were no recognised gains and losses in the period other than those included in the Statement of Comprehensive Income. All amounts relate to continuing operations.

REGISTERED NUMBER:09482038

STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2015

	Note		2015 £
Current assets			
Debtors: amounts falling due within one year	8	374,960	
Cash at bank and in hand	9	47,546	
·	•	422,506	
Creditors: amounts falling due within one year	10	(422,561)	
Net current liabilities	•		(55)
Total assets less current liabilities		_	(55)
Net liabilities			(55)
Capital and reserves			
Called up share capital	13		1
Retained earnings	12		(56)
Shareholder's deficit			(55)

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

Nicholas Chadwick

Director

Date: 15/7/16

The notes on pages 11 to 17 form part of these financial statements.

STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 31 DECEMBER 2015

	Called up share capital £	Retained earnings £	Total equity £
Comprehensive loss for the period Loss for the period	-	(56)	(56)
Total comprehensive loss for the period Share issued during the period		(56)	(56)
Total transactions with owners	1	-	1
At 31 December 2015	1	(56)	(55)

The notes on pages 11 to 17 form part of these financial statements.

SOF-10 THINK MAZEY DEVELOPMENTS LIMITED STATEMENT OF CASH FLOWS

FOR THE PERIOD ENDED 31 DECEMBER 2015

	2015 £
Cash flows from operating activities	
Loss for the financial period Adjustments for:	(56)
Increase in debtors	(99,891)
Increase in amounts owed by group undertakings	(275,068)
Increase in creditors	315,712
Increase in amounts owed to group undertakings	106,849
Net cash generated from operating activities	47,546
Net increase in cash and cash equivalents	47,546
Cash and cash equivalents at the end of period	47,546
Cash and cash equivalents at the end of period comprise:	
Cash at bank and in hand	47,546
	47,546

The notes on pages 11 to 17 form part of these financial statements.

1. Company information

SOF-10 Think Mazey Developments Limited is a limited liability company incorporated in England under the Companies Act. Its principal place of business is One Eagle Place, St James's, London SW1Y 6AF.

The continuing activity of the Company is that of a property development company.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 3).

The following principal accounting policies have been applied:

2.2 Statement of compliance

The financial statements of the Company have been prepared in accordance with United Kingdom accounting standards including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102").

2.3 Going concern

The Company meets its day to day working capital requirements with the support of its shareholders and group companies. The directors believe it is appropriate to prepare the financial statements on a going concern basis which assumes that the Company will continue in operational existence for the foreseeable future on the basis of the Company's plans and a commitment of support received from a parent company.

Should the going concern basis prove to be inappropriate then adjustments may be required to reduce the carrying value of assets to their recoverable amount, to provide for any additional liabilities that may arise, and to reclassify fixed assets and long term liabilities.

2.4 Turnover

Turnover is recognised to the extent that it is probable that the economic benefits will flow to the Company and the turnover can be reliably measured. Turnover is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes.

Turnover is recognised at a 2% mark up of the development costs incurred within cost of sales.

2.5 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.

2. Accounting policies (continued)

2.6 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.

In the Statement of Cash Flows, cash and cash equivalents are shown net of bank overdrafts that are repayable on demand and form an integral part of the Company's cash management.

2.7 Financial instruments

The Company has chosen to adopt Section 11 and 12 of FRS 102 in respect of financial instruments.

(i) Financial assets

Basic financial assets, including trade and other receivables and cash and bank balances are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Such assets are subsequently carried at amortised cost using the effective interest method.

At the end of each reporting period financial assets measured at amortised cost are assessed for objective evidence of impairment. If an asset is impaired the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in the Statement of Comprehensive Income.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been had the impairment not previously been recognised. The impairment reversal is recognised in the Statement of Comprehensive Income.

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled, or (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party or (c) control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

(ii) Financial liabilities

Basic financial liabilities, including trade and other payables, bank loans and loans from related parties, are initially recognised at transaction cost. Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as the prepayment for liquidity services and amortised over the period of the facility to which it relates.

Trade payables are obligations to pay for goods or services that have been acquired in the the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade payables are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

0.00000000000

2. Accounting policies (continued)

2.7 Financial instruments (continued)

Derivatives, including interest rate swaps are not basic financial instruments. Derivatives are initially recognised at fair value on the date a derivative is entered into and subsequently re-measured at their fair value. Changes in the fair value of derivatives are recognised in the statement of comprehensive income.

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

2.8 Functional and presentational currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the Company operates ("the functional currency"). The financial statements are presented in Pounds Sterling, which is the Company's functional and presentational currency.

2.9 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.

2.10 Taxation

Tax is recognised in the Statement of Comprehensive Income, except that a change attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Company operates and generates income.

2.11 Deferred taxation

Deferred tax arises from timing differences that are differences between taxable profits and total comprehensive income as stated in the financial statements. These timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements.

Deferred tax is recognised on all timing differences at the reporting date except for certain exceptions. Unrelieved tax losses and other deferred tax assets are only recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable benefits.

Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the period end and that are expected to apply to the reversal of the timing difference.

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2015

3. Judgments in applying accounting policies and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates.

Judgments

There are considered to be no key judgements which would have a significant impact on the amounts recognised in the financial statements.

Estimates and assumptions

The key estimates and assumptions concerning the future and other sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are outlined below:

Accruals

The Company recognises accruals based on their best estimate of future costs not yet invoiced.

4. Turnover

An analysis of turnover by class of business is as follows:

	2015 £
Property development fees	880,974
•	880,974

5.

Operating loss	
The operating loss is stated after charging:	
	2015 £
Fees payable to the Company's auditor and its associates for the audit of the Company's annual financial statements	8,747

During the period, no director received any emoluments.

6. **Employees**

The Company has no employees other than the directors, who did not receive any remuneration.

31 DECEMBER 2015

7.	Taxation	
		2015 £
	There was no tax charge for the period due to losses incurred.	-
	Total tax charge	-
	Factors affecting tax charge for the period	
	The tax assessed for the period is lower than the standard rate of corporation tax in the Ul differences are explained below:	C of 20%. The
		2015 £
	Loss on ordinary activities before tax	(56)
	Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 20% Effects of:	(11)
	Group relief	11
	Total tax charge for the period	-
	Factors that may affect future tax charges	
	The standard rate of corporation tax reduced from 21% to 20% with effect from 1 April reduce to 18% on 1 April 2020. The UK Budget proposed a further reduction in the UK to from 1 April 2020. Since announced after the Statement of Financial Position date, this rate used to measure deferred tax balances.	ax rate to 17%
8.	Debtors: amounts falling due within one year	
		2015 £
	Amounts owed by group undertakings	275,069
	Other debtors	99,891
		374,960
9.	Cash and cash equivalents	
		2015 £
	Cash at bank and in hand	47,546

47,546

Creditors: Amounts falling due within one year

		2015 £
	Trade creditors	287,212
	Amounts owed to group undertakings	106,849
	Accruals and deferred income	28,500
		422,561
11.	Financial instruments	
		2015
	Financial assets	3

Financial assets measured at fair value through profit or loss 47,546
Financial assets that are debt instruments measured at amortised cost 374,960

422,506

Financial liabilities

Financial liabilities measured at amortised cost (422,561)

(422,561)

Financial assets measured at amortised cost comprise amounts owed by group undertakings and other debtors.

Financial liabilities measured at amortised cost comprise trade creditors, amounts owed to group undertakings and accruals and deferred income.

12. Reserves

10.

Profit and loss account

Includes all current period retained losses.

13. Called up share capital

	2015 £
Allotted, called up and fully paid	
1 Ordinary share of £1	1

On 10 March 2015 one ordinary £1 share was issued at par value.

14. Contingent liabilities

A fixed and floating charge exists over the trade and assets of the Company in respect of the borrowings of SOF-10 Think Hotels Lux Sarl, a parent company. The maximum potential liability at 31 December 2015 was £19,987,500.

15. Controlling party

The immediate parent company is SOF-10 Think Mazey Leasehold Lux Sarl, a company incorporated in Luxembourg.

The ultimate parent company is SOF-X International Holding L.P, a partnership incorporated in the USA.

The ultimate controlling party is SOF-10 Think Lux Sarl.