

## PART 5

### BONDHOLDER REPORT

The Issuer will provide to the Financial Guarantors, the Bond Trustee and the Bondholders a report throughout the Project (semi-annually, until the last Practical Completion Date and then annually following the last Practical Completion Date) as detailed below:

<b>OVERVIEW</b>	
<b>Report Issue Date</b>	03/02/2015
<b>Reporting Period</b>	01/09/2014 - 31/01/2015
<b>Project Company</b>	Holyrood Student Accommodation plc
<b>Bonds</b>	£31,505,000 1.9713 per cent. Indexed-linked Guaranteed Secured Bonds due 28 August 2048  £31,505,000 5.533 per cent. Guaranteed Secured Bonds due 28 August 2048
<b>Current Outstanding Amount</b>	£63,010,000
<b>Project Phase</b>	Construction

<b>RATINGS</b>	<b>S&amp;P</b>	<b>Moody's</b>
<b>Wrapped rating</b>	AA	A2
<b>Outlook</b>	Stable	Stable
<b>Underlying rating</b>	BBB	Baa3
<b>Outlook</b>	Stable	Stable
<b>Most recent rating report</b>	20/08/2014	28/07/2014

<b>COMPLIANCE CERTIFICATION</b>
<ul style="list-style-type: none"><li>• There is not:<ul style="list-style-type: none"><li>o Event of Default or Potential Event of Default</li><li>o Trigger Event</li></ul></li><li>• All repeated representations &amp; warranties are correct</li><li>• ProjectCo, Issuer, HoldCo and IntermediateCo are compliant with all covenants</li><li>• ProjectCo, Issuer, HoldCo and IntermediateCo are solvent.</li><li>• No material litigation</li><li>• No Disputes with the University</li></ul>

## PROJECT COMPANY OWNERSHIP

- No changes of ownership have occurred since the inception of the project.

## SUMMARY OF PROJECT PERFORMANCE

For the reporting period, provide commentary for relevant topics:

- Key performance indicators:

### 1. Financial Position

The construction phase of the project is progressing within the funding envelope agreed at Financial Close and no shortfall in funding is anticipated. We do not anticipate the Project Company to be adversely affected by the consequences of the delay to the completion of the Phase 1 works. Any cost and revenue consequences for the Project Company will be borne by the construction contractor under their subcontract.

### 2. Rooms Nominated

The Building Contractor has served a BC Availability Notice and the Contractor is currently in discussions with the University with regard to the availability for Phase 2a and 2b in August 2015.

- Penalties & deductions - "Suitable Alternative Equivalent Accommodation" put in place for Phase 1. All costs associated with this borne by the Building Contractor, with no impact on Project Co'.
- Costs incurred to date on maintenance / lifecycle and relevant changes to maintenance schedule - None to date
- Changes to service providers - None
- Material new contracts - None
- Material insurance claims - None
- Variations effected - Formal agreement put in place for delay to Phase 1.
- Details of each Applicable Test pursuant to schedule Part 27 (Restrictive Covenant) of the Project Agreement - None relevant at this time in the project
- Any material actions taken / variations effected - Formal agreement put in place for delay to Phase 1
- Any other material topics as relevant to the project - None

## RESERVE ACCOUNTS

### Lifecycle Reserve Account

£0

Not yet applicable

<b>Debt Service Reserve Account(s)</b>	£0 Not yet applicable
--	--------------------------

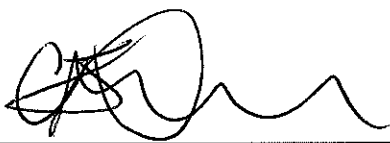
<b>FINANCIAL RATIOS</b>					
<b>Aug-Feb period</b>	<b>Components of Ratio</b>	<b>Ratio</b>	<b>Forecast at Financial Close</b>	<b>Trigger level</b>	<b>Default level</b>
<b>ADSCR – Historic</b>	<b>[Operating Cash]</b> <b>[Debt Service]</b>	Data due post completion	Data due post completion	Data due post completion	Data due post completion
<b>ADSCR – Forward-looking</b>	<b>[Operating Cash]</b> <b>[Debt Service]</b>	Data due post completion	Data due post completion	Data due post completion	Data due post completion
<b>BLCR</b>	<b>[PV of Operating Cash]</b> <b>[Cash balances excl reserve accounts]</b> <b>[Debt O/S]</b>	Data due post completion	Data due post completion	Data due post completion	Data due post completion

<b>FINANCIAL RATIOS</b>					
<b>Feb- Aug period</b>	<b>Components of Ratio</b>	<b>Ratio</b>	<b>Forecast at Financial Close</b>	<b>Trigger level</b>	<b>Default level</b>
<b>ADSCR – Historic</b>	<b>[Operating Cash]</b> <b>[Debt Service]</b>	Data due post completion	Data due post completion	Data due post completion	Data due post completion
<b>ADSCR – Forward-looking</b>	<b>[Operating Cash]</b> <b>[Debt Service]</b>	Data due post completion	Data due post completion	Data due post completion	Data due post completion
<b>BLCR</b>	<b>[PV of Operating Cash]</b> <b>[Cash balances excl reserve accounts]</b> <b>[Debt O/S]</b>	Data due post completion	Data due post completion	Data due post completion	Data due post completion

<b>FINANCIAL RATIOS</b>					
<b>Full year to August</b>	<b>Components of Ratio</b>	<b>Ratio</b>	<b>Forecast at Financial Close</b>	<b>Trigger level</b>	<b>Default level</b>
<b>Gross Rent Ratio</b>	<b>[Revenues]</b> <b>[Debt Service]</b>	Data due post completion	Data due post completion	Data due post completion	Data due post completion

<b>TRANSACTION PARTIES</b>	
<b>Issuer</b>	Holyrood Student Accommodation plc
<b>Construction Contractor</b>	Balfour Beatty Construction Scottish & Southern Limited
<b>FM Services Contractor</b>	Cofely Workplace Limited
<b>Bond Trustee</b>	BNY Mellon Corporate Trustee Services Limited
<b>Security Trustee</b>	BNY Mellon Corporate Trustee Services Limited
<b>Account Bank</b>	Barclays Bank plc
<b>Principal Paying Agent</b>	The Bank of New York Mellon, London Branch
<b>Transaction Legal Advisers</b>	Ashurst LLP

**Signature:**



**Director**