

REGISTERED NUMBER: 00804560

Comfort Lodge Limited

**STRATEGIC REPORT, REPORT OF THE DIRECTORS AND
UNAUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2013**



Comfort Lodge Limited (Registered number: 00804560)

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for the year ended 31 December 2013**

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Comfort Lodge Limited

COMPANY INFORMATION
for the year ended 31 December 2013

DIRECTORS:

Mr M J Way
Mr O Lifschitz
Mr S Beasley

SECRETARY:

HLT Secretary Limited

REGISTERED OFFICE:

Maple Court
Central Park
Reeds Crescent
Watford
Hertfordshire
WD24 4QQ

REGISTERED NUMBER:

00804560

STRATEGIC REPORT
for the year ended 31 December 2013

The directors present their strategic report for the year ended 31 December 2013.

The principal activity of the company in the year under review was its investment in Comfort Lodge (UK) Limited, a company which has continued to carry on its business as hotel proprietors during the year.

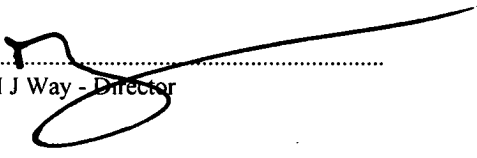
REVIEW OF BUSINESS

The company has not traded during the year and accordingly it has made neither a profit or a loss (2012: £-). No profit and loss account has been prepared and no dividend is recommended. It is not expected that the company will commence trading in the current year.

PRINCIPAL RISKS AND UNCERTAINTIES

The company's principal activities are those of an investment holding company. As such the principal risks and uncertainties facing the company relate mainly to the recoverability of the value of those investments.

ON BEHALF OF THE BOARD:



.....
Mr M J Way - Director

Date: 30 June 2014

REPORT OF THE DIRECTORS
for the year ended 31 December 2013

The directors present their report with the financial statements of the company for the year ended 31 December 2013.

DIRECTORS

The directors shown below have held office during the whole of the period from 1 January 2013 to the date of this report.

Mr M J Way
Mr O Lifschitz

Other changes in directors holding office are as follows:

Mr S Beasley was appointed as a director after 31 December 2013 but prior to the date of this report.

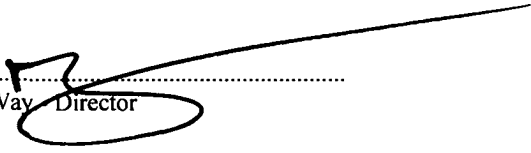
Mrs E J Rabin ceased to be a director after 31 December 2013 but prior to the date of this report.

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

During the year Hilton Worldwide Holdings Inc purchased and maintained on behalf of the company liability insurance for its directors and officers, in respect of proceedings brought by third parties, as permitted by section 236 of the Companies Act 2006.

ON BEHALF OF THE BOARD:

.....
Mr M J Way Director



Date: 30 June 2014

BALANCE SHEET
31 December 2013

	Notes	2013 £	2012 £
FIXED ASSETS			
Investments	3	5,155,664	5,155,664
CURRENT ASSETS			
Debtors	4	1,434,000	1,434,000
CREDITORS			
Amounts falling due within one year	5	(2,488,277)	(2,488,277)
NET CURRENT LIABILITIES		(1,054,277)	(1,054,277)
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>4,101,387</u>	<u>4,101,387</u>
CAPITAL AND RESERVES			
Called up share capital	6	14,000,200	14,000,200
Profit and loss account	7	(9,898,813)	(9,898,813)
SHAREHOLDERS' FUNDS	9	<u>4,101,387</u>	<u>4,101,387</u>

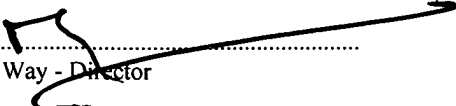
The company is entitled to exemption from audit under Section 480 of the Companies Act 2006 for the year ended 31 December 2013.

The members have not required the company to obtain an audit of its financial statements for the year ended 31 December 2013 in accordance with Section 476 of the Companies Act 2006.

The directors acknowledge their responsibilities for:

- (a) ensuring that the company keeps accounting records which comply with Sections 386 and 387 of the Companies Act 2006 and
- (b) preparing financial statements which give a true and fair view of the state of affairs of the company as at the end of each financial year and of its profit or loss for each financial year in accordance with the requirements of Sections 394 and 395 and which otherwise comply with the requirements of the Companies Act 2006 relating to financial statements, so far as applicable to the company.

The financial statements were approved by the Board of Directors on 30 June 2014 and were signed on its behalf by:


.....
Mr M J Way - Director

The notes form part of these financial statements

Comfort Lodge Limited (Registered number: 00804560)

PROFIT AND LOSS ACCOUNT
for the year ended 31 December 2013

During the financial year and the preceding financial year the company has not traded and has received no income and incurred no expenditure. Consequently, during those periods the company has made neither a surplus nor a deficit.

The notes form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS
for the year ended 31 December 2013

1. ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention and in accordance with applicable UK accounting standards.

2. DIRECTORS' REMUNERATION

The directors of the company are also directors of Hilton UK Hotels Ltd ("the group") and other group companies. The directors received total remuneration for the year of £1.0m (2012: £0.6m) all of which was paid by other companies within the Hilton UK Hotels Ltd group. The directors do not believe that it is practicable to apportion this amount between their services as directors of the company and their services as directors of Hilton UK Hotels Ltd and other group companies.

3. FIXED ASSET INVESTMENTS

	Shares in group undertakings £
COST	
At 1 January 2013 and 31 December 2013	5,155,664
NET BOOK VALUE	
At 31 December 2013	5,155,664
At 31 December 2012	5,155,664

The company owns 100% of the issued share capital of Comfort Lodge (UK) Limited which is registered in England and carries on business as hotel proprietors.

The company has utilised the exemption under Section 410 of the Companies Act 2006 not to disclose all undertakings held by its direct subsidiaries as none of those undertakings principally affect the profit or assets of the Company.

Consolidated financial statements have not been prepared as the company is consolidated into the financial statements of a larger group, for which the consolidated financial statements are publicly available, as disclosed in the below note "Parent undertaking, controlling party and consolidating entity".

In the opinion of the directors the aggregate value of the investment in subsidiary undertakings is not less than the amounts at which they are stated in these financial statements.

4. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2013 £	2012 £
Amounts owed by group undertakings	1,434,000	1,434,000

5. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2013 £	2012 £
Amounts owed to group undertakings	2,488,277	2,488,277

NOTES TO THE FINANCIAL STATEMENTS - continued
for the year ended 31 December 2013

5. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR - continued

AMOUNTS DUE TO AND FROM FELLOW GROUP UNDERTAKINGS

Amounts due to fellow group undertakings are included under amounts falling due within one year where there are no specified terms as to their repayment. While amounts due to fellow undertakings are technically repayable on demand, the directors of the group undertakings concerned have agreed to defer settlement of these amounts and the related interest until the company is financially able to settle its debts.

6. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	2013 £	2012 £
56,000,400	Ordinary shares	0.25	14,000,100	14,000,100
400	Non cumulative 6% preference shares	0.25	100	100
			<u>14,000,200</u>	<u>14,000,200</u>

The preference shares, which were issued at par, carry a dividend of 6% per annum payable when declared. The dividend rights are non-cumulative.

The preference shares carry no right to attend or receive notice of or to vote in person or by proxy at general meetings of the company.

On a return of assets on liquidation or on a reduction of capital involving a repayment of capital, the surplus assets of the company remaining after payment of its liabilities shall be applied first in repaying the holders of the preference shares the amount paid up on such shares.

7. RESERVES

	Profit and loss account £
At 1 January 2013	(9,898,813)
Profit for the year	-
At 31 December 2013	<u>(9,898,813)</u>

8. RELATED PARTY DISCLOSURES

The company has taken advantage of provisions in FRS 8 which exempt wholly owned subsidiary undertakings within the Hilton Worldwide Holdings Inc group, from disclosing transactions with other entities within the group. The ultimate parent undertaking at 31 December 2013, Hilton Worldwide Holdings Inc has included the required related party disclosures within its group financial statements.

NOTES TO THE FINANCIAL STATEMENTS - continued
for the year ended 31 December 2013

9. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2013 £	2012 £
Profit for the financial year	-	-
Opening shareholders' funds	<u>4,101,387</u>	<u>4,101,387</u>
Closing shareholders' funds	<u><u>4,101,387</u></u>	<u><u>4,101,387</u></u>

10. PARENT UNDERTAKING, CONTROLLING PARTY AND CONSOLIDATING ENTITY

The company's immediate parent undertaking is Comfort Hotels Limited, a company registered in England.

The ultimate parent undertaking and controlling party at 31 December 2013 is BH Hotels Holdco LLC, a company controlled by certain investment funds affiliated with the Blackstone Group L.P., a publicly owned entity registered in the United States of America.

The only undertaking for which group financial statements were prepared and into which the company is consolidated for 31 December 2013, was Hilton Worldwide Holdings Inc (previously Hilton Worldwide, Inc), a Delaware company incorporated in the United States of America. These group financial statements are available from the company secretary, Hilton Worldwide Holdings Inc, 7930 Jones Branch Drive, McLean, Fairfax County, Virginia VA 22102-3302, United States of America .

11. CASH FLOW STATEMENT

The company has taken advantage of the provision within FRS 1 which exempts subsidiary undertakings, 90% or more of whose voting rights are controlled within Hilton Worldwide Holdings Inc, from preparing a cash flow statement as consolidated financial statements in which the company is included are publicly available.