

Company Registration No. 06277558

BLACKSTONE REAL ESTATE PARTNERS HOLDINGS LIMITED

Report and Financial Statements

For the year ended 31 December 2014

MONDAY



L4GEKQ37

LD4

21/09/2015

#11

COMPANIES HOUSE

BLACKSTONE REAL ESTATE PARTNERS HOLDINGS LIMITED
REPORT AND FINANCIAL STATEMENTS 2014

CONTENTS	Page
Officers and Professional Advisers	1
Directors' Report	2
Strategic Report	3
Statement of Directors' Responsibilities	4
Independent Auditor's Report	5
Profit and Loss Account	7
Balance Sheet	8
Notes to the Accounts	9

BLACKSTONE REAL ESTATE PARTNERS HOLDINGS LIMITED

REPORT AND FINANCIAL STATEMENTS 2014

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

Vijay Bharadia
Farhad Karim

SECRETARY

Intertrust (UK) Limited
7th Floor, 11 Old Jewry
London
England EC2R 8DU
United Kingdom

REGISTERED OFFICE

40 Berkeley Square
London
W1J 5AL
United Kingdom

SOLICITORS

Simpson Thacher & Bartlett LLP
City Point
One Ropemaker St
London
EC2Y 9HU
United Kingdom

AUDITOR

Deloitte LLP
1 Little New Street
London
EC4A 3TR
United Kingdom

BLACKSTONE REAL ESTATE PARTNERS HOLDINGS LIMITED

DIRECTORS' REPORT

The directors present their annual report and the audited financial statements of Blackstone Real Estate Partners Holdings Limited ("the Company") for the year ended 31 December 2014.

DIRECTORS

The directors who served throughout the year were:

Vijay Bharadia
Farhad Karim

None of the directors had any disclosable interests in the shares of the Company during the period.

The Company has made qualifying third party indemnity provisions for the benefit of its directors which were in place throughout the year and remain in force at the date of this report.

SMALL COMPANIES EXEMPTION

The Directors' Report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

DISCLOSURE OF INFORMATION TO THE AUDITOR

Each person who is a director at the date of the approval of this report confirms that:

- 1) so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- 2) the director has taken all steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Deloitte LLP have indicated their willingness to be reappointed for another term and appropriate arrangements are being made for them to be deemed reappointed as auditors in the absence of an Annual General Meeting.

Approved by the Board and signed on its behalf by:



Vijay Bharadia
Director

7 September 2015

BLACKSTONE REAL ESTATE PARTNERS HOLDINGS LIMITED

STRATEGIC REPORT

PRINCIPAL ACTIVITIES AND REVIEW OF THE BUSINESS

The Company's principal activity is that of a holding company. The results and the financial position of the Company at the year-end are satisfactory.

The Company's profit on ordinary activities after taxation is \$nil (2013: \$nil). The directors do not recommend the payment of a dividend in respect of the year (2013: \$nil). There were no amounts transferred to reserves in the current year or prior year. Any expenses have been borne by an affiliate of the Company, The Blackstone Group International Partners LLP in the current year.

On 31 March 2014, Deloitte LLP were appointed as liquidators to Blackstone Real Estate Europe Limited ("BREE Limited"), whom the Company has an investment in. BREE Limited was placed into Members' Voluntary Liquidation on 12 August 2014 and dissolved on 11 May 2015.

The Financial Reporting Council has replaced the current UK GAAP with FRS 102, the Financial Reporting Standard applicable in the UK and Republic of Ireland, with effect from periods beginning on or after 1 January 2015. The Company will apply the new standards from the period 1 January 2015.

The Company's immediate parent undertaking is The Blackstone Group International (Cayman) Limited. The ultimate parent undertaking is The Blackstone Group L.P.

GOING CONCERN

The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements. The Company at 31 December 2014 had net current liabilities of \$11,797 (2013: \$13,509), these are related to the Blackstone Group International Partners LLP, an affiliate of the Company. The Company has access to sufficient cash and financial resources from group undertakings, and is expected to continue in operational existence for the foreseeable future.

Approved by the Board and signed on its behalf by:



Vijay Bharadia

Director

7 September 2015

BLACKSTONE REAL ESTATE PARTNERS HOLDINGS LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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). 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;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; 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.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

BLACKSTONE REAL ESTATE PARTNERS HOLDINGS LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BLACKSTONE REAL ESTATE PARTNERS HOLDINGS LIMITED

We have audited the financial statements of Blackstone Real Estate Partners Holdings Limited for the year ended 31 December 2014 which comprise the Profit and Loss Account, the Reconciliation of Movements in Shareholders' Funds, Balance Sheet and the related notes 1 to 11. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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.

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 Auditing Practices Board'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 2014 and of its result 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.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

BLACKSTONE REAL ESTATE PARTNERS HOLDINGS LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BLACKSTONE REAL ESTATE PARTNERS HOLDINGS LIMITED (CONTINUED)

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
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies exemption in preparing the directors' report; or
- we have not received all the information and explanations we require for our audit.



Calum Thomson (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
London, UK

15 September 2015

BLACKSTONE REAL ESTATE PARTNERS HOLDINGS LIMITED**PROFIT AND LOSS ACCOUNT
YEAR ENDED 31 DECEMBER 2014**

	Notes	2014 \$	2013 \$
Other income		1,712	17,669
Impairment on investments		(1,712)	(17,669)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	2	-	-
Tax on profit on ordinary activities	4	-	-
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION	8	-	-

All results derive from continuing operations. There have been no recognised gains or losses attributable to the members in either the current or prior year, other than those included in the profit and loss account. Accordingly, no Statement of Total Recognised Gains and Losses is presented in these financial statements.

The notes on pages 9 to 11 form part of these financial statements.

BLACKSTONE REAL ESTATE PARTNERS HOLDINGS LIMITED

BALANCE SHEET 31 DECEMBER 2014

	Notes	2014 \$	2013 \$
FIXED ASSETS			
Investments in subsidiaries	5	11,799	13,511
CURRENT LIABILITIES			
Creditors: amounts falling due within one year	6	(11,797)	(13,509)
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>2</u>	<u>2</u>
CAPITAL AND RESERVES			
Called up share capital	7	2	2
Profit and loss account	8	-	-
SHAREHOLDERS' FUNDS		<u>2</u>	<u>2</u>

The notes on pages 9 to 11 form part of these financial statements.

The financial statements of Blackstone Real Estate Partners Holdings Limited, registered number 06277558 were approved by the Board of Directors and authorised for issue on 7 September 2015 and signed on its behalf by:



Vijay Bharadia
Director

BLACKSTONE REAL ESTATE PARTNERS HOLDINGS LIMITED

NOTES TO THE ACCOUNTS YEAR ENDED 31 DECEMBER 2014

1. ACCOUNTING POLICIES

The financial statements are prepared under the historical cost convention in accordance with applicable United Kingdom law and accounting standards. The particular accounting policies that have been adopted and applied consistently during the current and prior years are described below.

Going concern

The Company's principal activity is set out in the Strategic Report. The directors consider the principal risk to be financial risk and believe that the Company has sufficient procedures in place to manage its risks successfully. The Company at 31 December 2014 had net current liabilities of \$11,797 (2013: \$13,509), which comprise amounts owing to other group companies. The Company has access to sufficient cash and financial resources from group undertakings, and is expected to continue in operational existence for the foreseeable future. Accordingly the directors continue to adopt the going concern basis in preparing the financial statements.

Consolidation

On the basis that the Company is subject to the small companies regime, the directors have chosen not to prepare consolidated accounts, as permitted by section 398 of the Companies Act 2006.

Preparation of the financial statements in US dollars

It is considered that a fair reflection of the Company's activities is given by presenting the financial statements in US dollars, the functional currency of the ultimate holding company, since the US dollar is the main currency of the Company's primary economic environment.

Investments

Investments in subsidiaries are stated at cost less provision for impairment.

Foreign currencies

All monetary assets and liabilities denominated in currencies other than US dollars are translated into US dollars at the rate of exchange prevailing at the balance sheet date. Transactions in currencies other than US dollars are recorded at the rate of exchange at the date of the transaction. Translation differences are dealt with through the profit and loss account.

Cash flow statement

The Company has taken advantage of the exemption for small companies available under Financial Reporting Standard 1, "Cash Flow Statements" paragraph 5 (f) and therefore, has not prepared a cash flow statement.

2. PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

The audit fee of \$4,070 (2013: \$6,040) has been borne by an affiliate of the Company, The Blackstone Group International Partners LLP, in the current year and in the prior year.

3. INFORMATION REGARDING THE DIRECTORS AND EMPLOYEES

The Company has no employees (2013: none). The directors were not remunerated for their services to this Company in the current or prior year.

BLACKSTONE REAL ESTATE PARTNERS HOLDINGS LIMITED

NOTES TO THE ACCOUNTS (CONTINUED) YEAR ENDED 31 DECEMBER 2014

4. TAX CHARGE ON ORDINARY ACTIVITIES

There is no tax charge for the current year and prior year.

5. INVESTMENTS IN SUBSIDIARIES

The Company has investments in the following subsidiary undertakings:

Subsidiary undertakings	Country of incorporation	Principal activity	Holding	% held
Blackstone Real Estate Partners Limited	United Kingdom	Purpose of holding investments in Limited Partnerships.	£1	100
Blackstone Real Estate Europe Limited	United Kingdom	Formed as a General Partner which acts for one or more Limited Partners.	£1	100

In 2007, the investment in Blackstone Real Estate Partners Limited was purchased from another Group company, The Blackstone Group International Limited for \$44,000.

	2014	2013
	\$	\$
As at beginning of year	13,511	31,180
Impairment on investments	(1,712)	(17,669)
At end of year	11,799	13,511
Net Book Value	11,799	13,511

6. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2014	2013
	\$	\$
Creditors		
Amounts due to group undertakings (see note 9)	11,797	13,509

BLACKSTONE REAL ESTATE PARTNERS HOLDINGS LIMITED

NOTES TO THE ACCOUNTS (CONTINUED) YEAR ENDED 31 DECEMBER 2014

7. CALLED UP SHARE CAPITAL

	2014	2013
	\$	\$
Allotted, called up and fully paid:		
1 ordinary share of £1	2	2

8. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	Share Capital	Profit & Loss Account	Total
	\$	\$	\$
At 1 January 2014	2	-	2
Movement in the year	-	-	-
At 31 December 2014	2	-	2

9. RELATED PARTIES

The amounts due to group undertakings of \$11,797 relates to amounts payable to The Blackstone Group International Partners LLP which relates to funding provided to the Company to make investments (2013: \$13,509).

10. ULTIMATE PARENT UNDERTAKING

The Company's immediate parent undertaking is The Blackstone Group International (Cayman) Limited, a company incorporated in the Cayman Islands, and its ultimate parent and controlling company is The Blackstone Group L.P., a Limited Partnership incorporated in Delaware, United States of America.

The Blackstone Group L.P. is the smallest and largest group which includes the Company and for which financial statements are prepared.

Copies of the group financial statements are available from 345 Park Avenue, New York, NY 10514, United States of America.

11. SUBSEQUENT EVENTS

On 31 March 2014, Deloitte LLP were appointed as liquidators to BREE Limited, whom the Company has an investment in. BREE Limited was placed into Members' Voluntary Liquidation on 12 August 2014 and dissolved on 11 May 2015.