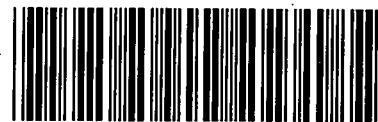


**REGISTERED NUMBER: 06399181**

**HLT Operating Mezz III-E Limited**  
**STRATEGIC REPORT, REPORT OF THE DIRECTORS AND**  
**FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2013**

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**HLT Operating Mezz III-E Limited (Registered number: 06399181)**

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**for the year ended 31 December 2013**

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**HLT Operating Mezz III-E Limited**

**COMPANY INFORMATION**  
**for the year ended 31 December 2013**

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**DIRECTORS:**

Mrs E J Rabin  
Mr M J Way  
Mr B Wilson  
Hilton Corporate Director LLC

**SECRETARY:**

HLT Secretary Limited

**REGISTERED OFFICE:**

Maple Court  
Central Park  
Reeds Crescent  
Watford  
Hertfordshire  
WD24 4QQ

**REGISTERED NUMBER:**

06399181

**AUDITORS:**

Ernst & Young LLP  
1 More London Place  
London  
SE1 2AF

**STRATEGIC REPORT**  
**for the year ended 31 December 2013**

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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 that of an investment holding company.

**REVIEW OF BUSINESS**

The company has made a loss after taxation for the year ended 31 December 2013 of £(7,105,826) (2012: £(6,552,157)). This amount relates to the impairment in the carrying value of investments, which came about following the poor performance in the underlying subsidiaries held.

	£ 2013	£ 2012
Carrying value of investments	73,009,307	80,115,133

**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 solely to the recoverability of the value of those investments.

The company monitors the fair value of all underlying assets to determine whether there are indicators that the carrying values of investments are not recoverable.

**FUTURE DEVELOPMENTS**

The company will continue to operate as an investment holding company in the future.

**ON BEHALF OF THE BOARD:**



Mrs E J Rabin - Director

12 June 2014

**REPORT OF THE DIRECTORS**  
**for the year ended 31 December 2013**

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

**DIVIDENDS**

No dividends will be distributed 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.

Mrs E J Rabin  
Mr M J Way  
Mr B Wilson  
Hilton Corporate Director LLC

**EVENTS SUBSEQUENT TO THE BALANCE SHEET DATE**

No significant post balance sheet events have occurred.

**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.

**STATEMENT OF DIRECTORS' RESPONSIBILITIES**

The directors are responsible for preparing the Report of the Directors 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 judgements and accounting estimates that are reasonable and prudent;
- 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 AS TO DISCLOSURE OF INFORMATION TO AUDITORS**

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the group's auditor, each director has taken all the steps that he/she is obliged to take as a director to make himself/herself aware of any relevant audit information and to establish that the auditor is aware of that information.

**HLT Operating Mezz III-E Limited (Registered number: 06399181)**

**REPORT OF THE DIRECTORS**  
**for the year ended 31 December 2013**

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**AUDITORS**

In accordance with section 485 of the Companies Act 2006, a resolution is proposed at the Annual General Meeting for reappointment of Ernst & Young LLP as auditor of the company.

**ON BEHALF OF THE BOARD:**



Mrs E J Rabin - Director

12 June 2014

## **REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF HLT OPERATING MEZZ III-E LIMITED**

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We have audited the financial statements of HLT Operating Mezz III-E Limited for the year ended 31 December 2013 which comprise the Profit and Loss Account, the Balance Sheet and the related notes. 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 a Report of the Auditors 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 auditors**

As explained more fully in the Statement of Directors' Responsibilities, 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 Strategic Report and the Report of the Directors 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 2013 and of its loss 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 Strategic Report and the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements.


**REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF  
HLT OPERATING MEZZ III-E LIMITED**

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**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.



Rebecca Turner (Senior Statutory Auditor)  
for and on behalf of Ernst & Young LLP  
1 More London Place  
London  
SE1 2AF

12 June 2014



**HLT Operating Mezz III-E Limited (Registered number: 06399181)**

**PROFIT AND LOSS ACCOUNT**  
**for the year ended 31 December 2013**

	Notes	2013 £	2012 £
<b>TURNOVER</b>		-	-
Other operating items		<u>(7,105,826)</u>	<u>(6,552,157)</u>
<b>OPERATING LOSS and LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION</b>	3	(7,105,826)	(6,552,157)
Tax on loss on ordinary activities	4	<u>-</u>	<u>-</u>
<b>LOSS FOR THE FINANCIAL YEAR</b>		<u><u>(7,105,826)</u></u>	<u><u>(6,552,157)</u></u>

**CONTINUING OPERATIONS**

None of the company's activities were acquired or discontinued during the current year or previous year.

**TOTAL RECOGNISED GAINS AND LOSSES**

The company has no recognised gains or losses other than the losses for the current year or previous year.

The notes form part of these financial statements

**HLT Operating Mezz III-E Limited (Registered number: 06399181)**

**BALANCE SHEET**  
**31 December 2013**

	Notes	2013 £	2012 £
<b>FIXED ASSETS</b>			
Investments	6	73,009,307	80,115,133
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<u>73,009,307</u>	<u>80,115,133</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	7	100	100
Share premium	8	86,667,190	86,667,190
Profit and loss account	8	(13,657,983)	(6,552,157)
<b>SHAREHOLDERS' FUNDS</b>	10	<u>73,009,307</u>	<u>80,115,133</u>

The financial statements were approved by the Board of Directors on 12 June 2014 and were signed on its behalf by:



Mrs E J Rabin - Director

The notes form part of these financial statements

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

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**1. ACCOUNTING POLICIES**

**Accounting convention**

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

**Fixed asset investments**

Investments in subsidiary undertakings are stated at cost. The carrying value of investments is reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable.

**2. STAFF COSTS**

All operations of the company during the year ended 31 December 2013 have been undertaken by employees of other companies within Hilton Worldwide Holdings Inc. A charge of £- has been included in the financial statements in respect of their services (2012: £-).

**3. OPERATING LOSS**

This is stated after charging:

	2013	2012
	£	£
Impairment losses on investments	7,105,826	6,552,157

The remuneration of the auditors is borne entirely by Hilton Worldwide Limited.

**4. TAXATION**

**Analysis of the tax charge**

No liability to UK corporation tax arose on ordinary activities for the year ended 31 December 2013 nor for the year ended 31 December 2012.

**Factors affecting the tax charge**

The tax assessed for the year is higher than the standard rate of corporation tax in the UK. The difference is explained below:

	2013	2012
	£	£
Loss on ordinary activities before tax	(7,105,826)	(6,552,157)
Loss on ordinary activities multiplied by the standard rate of corporation tax in the UK of 23.247% (2012 - 24.497%)	(1,651,891)	(1,605,082)
Effects of:		
Impairment charge not deductible for corporation tax purposes	1,651,891	1,605,082
Current tax charge	-	-

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

**5. 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 £0.8m (2012: £0.8m) 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.

**6. FIXED ASSET INVESTMENTS**

	Shares in group undertakings £
<b>COST</b>	
At 1 January 2013 and 31 December 2013	86,667,290
<b>PROVISIONS</b>	
At 1 January 2013	6,552,157
Impairments	7,105,826
At 31 December 2013	13,657,983
<b>NET BOOK VALUE</b>	
At 31 December 2013	73,009,307
At 31 December 2012	80,115,133

The impairment loss has been measured by reference to the value in use of the investment using a discount rate of 10%.

The investment balance is comprised of:

	Country of registration and operation	Principal activity	Holding	Proportion of voting rights and shares held
HLT Operating Mezz III-D Limited	England	Investment holding company	Ordinary shares	100%

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.

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

**7. CALLED UP SHARE CAPITAL**

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	2013 £	2012 £
100	Ordinary shares	1	<u>100</u>	<u>100</u>

**8. RESERVES**

	Profit and loss account £	Share premium £	Totals £
At 1 January 2013	(6,552,157)	86,667,190	80,115,033
Deficit for the year	(7,105,826)	-	(7,105,826)
At 31 December 2013	<u>(13,657,983)</u>	<u>86,667,190</u>	<u>73,009,207</u>

**9. 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.

**10. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS**

	2013 £	2012 £
Loss for the financial year	<u>(7,105,826)</u>	<u>(6,552,157)</u>
<b>Net reduction of shareholders' funds</b>	<b>(7,105,826)</b>	<b>(6,552,157)</b>
Opening shareholders' funds	<u>80,115,133</u>	<u>86,667,290</u>
<b>Closing shareholders' funds</b>	<b><u>73,009,307</u></b>	<b><u>80,115,133</u></b>

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

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**11. PARENT UNDERTAKING, CONTROLLING PARTY AND CONSOLIDATING ENTITY**

The company's immediate parent undertaking is HLT Operating Mezz III-F Limited, an investment holding 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.

**12. 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.