Registered number: OC371085

BlackRock UK 3 LLP

Members' Annual Report and Financial Statements for the Year Ended 31 December 2013



BlackRock UK 3 LLP Contents

Strategic Report	1
Members' Report	2 to 3
Members' Responsibilities Statement	4
Independent Auditor's Report	5 to 6
Profit and Loss Account	7
Balance Sheet	8
Notes to the Financial Statements	9 to 16

BlackRock UK 3 LLP Strategic Report for the Year Ended 31 December 2013

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

Fair review of the business

BlackRock UK 3 LLP (the "Partnership") is part of BlackRock, Inc., ("BlackRock"), a leading global asset management firm with USD 4.324 trillion in assets under management as at 31 December 2013. BlackRock offers a range of products across the risk spectrum to meet clients' needs, including active, enhanced and index strategies across markets and asset classes. BlackRock also offers risk management, advisory and enterprise investment system services to a broad base of institutional investors. The members are confident that this diversity in BlackRock's business model will continue to capture asset flows and revenues in 2014. There have not been any significant changes in the Partnership's principal activities in the period under review and the members propose that the principal activities will continue during 2014.

Going concern

The members believe that the Partnership is well placed to manage its business risks successfully despite the current economic outlook. After making enquiries, the members have a reasonable expectation that the Partnership has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the Annual Report and financial statements.

Profit for the Year

Profit for the period increased by €35.8m from €0.2m in 2012 to €36.0m in 2013 for the Partnership, driven by dividends received from investments in group companies of €35.9m during the year.

Net assets

Net assets of the Partnership have increased from €2,644m in 2012 to €2,670m in 2013, this has resulted from increased seed investments made during the year.

The performance of the Partnership is included in the results of BlackRock, Inc. group which are disclosed in the BlackRock, Inc. group Annual Report and on Form 10-K to the United States Securities and Exchange Commission. BlackRock, Inc. manages its key performance indicators on a global basis but in consideration of individual legal entities. For this reason the Partnership's members believe that providing further performance indicators for the Partnership itself would not enhance an understanding of the development, performance or position of the business of the Partnership.

Principal risks and uncertainties

Principal risks and uncertainties are managed by BlackRock, Inc. at a global and regional level.

As a leading investment management firm, risk is an inherent part of BlackRock's business. BlackRock devotes significant resources across all of its operations to identifying, measuring, monitoring, managing and analysing risks, and invests in personnel and technology accordingly.

The Partnership has low exposures to credit risk and liquidity risk in relation to its cash, and current asset investments. The Partnership minimises its exposure to foreign exchange risk as the majority of the Company's assets and liabilities are denominated in Euro, the Company's functional currency. The Partnership participates in BlackRock's Seed Capital Hedge Programme ("SCHP") which involves participants entering into derivative financial instrument transactions, in this case total return swaps, to economically hedge against market price exposures with respect to certain seed investments.

Approved by the Board on 29 July 2014 and signed on its behalf by:

C Thomson

Member of the Management Board

BlackRock UK 3 LLP Members' Report for the Year Ended 31 December 2013

The Management Board (the "Board") present their report together with the audited financial statements of BlackRock UK 3 LLP for the year ended 31 December 2013.

Principal activities

The principal activity of the Partnership is to hold investment in group undertakings and to hold seed investments in sponsored investment products. There were no significant changes to these activities during the period.

Dividends

Interim dividends of €35.9m were paid in 2013 (2012: €nil). The Board do not recommended the payment of a final dividend. (2012: €nil)

Management Board

The members of the Management Board who held office during the year and up to the date of signing were as follows:

J DesMarais K Perry

C Thomson

Designated Members

The designated Members (as defined in the Limited Liability Partnerships Act 2000) during the period were:

BlackRock Cayman Finco Limited ("Cayman Finco")
BlackRock UK 2 LLP ("LLP2")

Members' drawings and capital

All members are equity members and share in the profits and subscribe to the capital of the Partnership.

Each Members' capital account has been credited to reflect the aggregate of the amount of each Members' capital contribution. Members' accounts will be credited to reflect any further capital contributions made as determined by the financing requirements of the business. The Management Board shall not be obliged to make any distribution; unless there is sufficient cash available, which would render the LLP insolvent, or which would leave the LLP with insufficient funds to meet any future obligations.

Members' profit sharing

Net profits or net losses arising in each accounting period shall be allocated to the Members in proportion to their respective capital contributions or on such different basis as may be determined by the Members of the Management Board.

BlackRock UK 3 LLP Members' Report for the Year Ended 31 December 2013

Independent auditor

Each of the persons who is a Member at the date of approval of this report confirms that:

- so far as the Member is aware, there is no relevant audit information of which the Partnership's auditor is unaware; and
- the Member has taken all the steps that he ought to have taken as a Member, in order to make himself aware of any relevant audit information and to establish that the Partnership's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

Deloitte LLP have indicated their willingness to be reappointed for another term and appropriate arrangements have been put in place for them to be deemed reappointed as auditors in accordance with the LLP agreement.

Approved by the Members on 29 July 2014 and signed on their behalf by:

C Thomson

Member of the Management Board

BlackRock UK 3 LLP Members' Responsibilities Statement for the Year Ended 31 December 2013

The Members are responsible for preparing the Members' Annual Report and the financial statements in accordance with applicable law and regulations.

The Limited Liability Partnerships (Accounts & Audit) (Application of Companies Act 2006) Regulations 2008 require the Members to prepare financial statements for each financial year. Under that law the Members have elected to prepare the financial statements in accordance with applicable law and Financial Reporting Standard 101 ("FRS 101") Reduced Disclosure Framework. The financial statements are required by law to give a true and fair view of the state of affairs of the Partnership and of the profit or loss of the Partnership for that period.

In preparing these financial statements, the Members are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether applicable 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 Partnership will continue in business.

The Members are responsible for keeping adequate accounting records that are sufficient to show and explain the Partnership's transactions and disclose with reasonable accuracy at any time the financial position of the Partnership and enable them to ensure that the financial statements comply with the Companies Act 2006, as applicable to limited liability partnerships. They are also responsible for safeguarding the assets of the Partnership and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

These responsibilities are exercised by the Management Board on behalf of the Members.

Independent Auditor's Report to the Members of BlackRock UK 3 LLP

We have audited the financial statements of Blackrock UK 3 LLP for the year ended 31 December 2013, which comprise the Profit and Loss Account, the Balance Sheet, and the related notes 1 to 14. The financial reporting framework that has been applied in their preparation is applicable law and Financial Reporting Standard 101 Reduced Disclosure Framework.

This report is made solely to the limited liability partnership's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006, as applied to limited liability partnerships by the Limited Liability Partnerships (Account and Audit)(Application of Companies Act 2006) Regulations 2008. Our audit work has been undertaken so that we might state to the limited liability partnership'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 limited liability partnership and the limited liability partnership's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of Members and auditor

As explained more fully in the Members' Responsibilities Statement (set out on page 4), the members 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 limited liability partnership's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the designated members; 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 limited liability partnership's affairs as at 31 December 2013 and of its profit for the year then ended;
- have been properly prepared in accordance Financial Reporting Standard 101 Reduced Disclosure Framework; and
- have been prepared in accordance with the requirements of the Companies Act 2006 as applied to limited liability partnerships.

Opinion on other matter prescribed by the Companies Act 2006

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

Independent Auditor's Report to the Members of BlackRock UK 3 LLP

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

Stuart McLaren (Senior Statutory Auditor)

For and on behalf of Deloitte LLP,

Chartered Accountants and Statutory Auditor

London, United Kingdom

29 July 2014

BlackRock UK 3 LLP Profit and Loss Account for the Year Ended 31 December 2013

	Note	Year ended 31 December 2013 €'000	28 December 2011 to 31 December 2012 €'000
Net gains on financial instruments held at fair value through profit or loss		512	379
Net losses on derivative financial instruments		(475)	(220)
Administrative expenses	_	•	22_
Operating profit	3	37	181
Dividends received from investments in group companies		35,991	-
Interest payable and similar charges	4	(10)	(6)
Profit for the financial period available for discretionary division among Members	5	36,018	175

. The result for the period arises from the Partnership's continuing operations.

15

The Partnership has no recognised gains or losses for the period other than the results above.

BlackRock UK 3 LLP Balance Sheet as at 31 December 2013

	Note	2013 €000	2012 €000
Fixed assets			
Investments in subsidiaries	6	2,642,243	2,642,243
Current assets			
Investments	7	23,357	5,506
Cash at bank		5,917	813
Debtors	_	<u>-</u>	10
		29,274	6,329
Creditors: Amounts falling due within one year	8	(12)	(24)
Derivative financial instruments	9	-	(220)
Net current assets	-	29,262	6,085
Total assets less current liabilities		2,671,505	2,648,328
Creditors: Amounts falling due after more than one year	10	(1,134)	(4,000)
Net assets attributable to Members	-	2,670,371	2,644,328
Represented by:			
Members' capital classified as equity	11	2,670,371	2,644,328

The financial statements of Blackrock UK 3 LLP (registered number OC371085) on pages 7 to 8, and accompanying notes, were approved by the Members and authorised for issue on 29 July 2014. They were signed on the Members' behalf by:

C Thomson

Member of the Management Board

1. Reporting entity

These financial statements are prepared for BlackRock UK 3 LLP, the principal activity of which is to hold investments in group undertakings and to hold seed investments in sponsored investment products.

The Partnership is a limited liability partnership, incorporated and domiciled in Great Britain. The registered office is 12 Throgmorton Avenue, London, EC2N 2DL.

2. Accounting policies

The principal accounting policies are summarised below. They have all been applied consistently throughout the period.

Basis of preparation

The Partnership meets the definition of a qualifying entity under Financial Reporting Standard 100 ("FRS 100") issued by the Financial Reporting Council. Accordingly, in the period ended 31 December 2012 financial statements have been prepared in accordance with applicable law and Financial Reporting Standard 101 ("FRS 101") Reduced Disclosure Framework. The Partnership has applied FRS 100 and FRS 101 prior to the mandatory implementation date of 1 January 2015.

As permitted by FRS 101, the Partnership has taken advantage of the disclosure exemptions available under that standard in relation to financial instruments, capital management, presentation of a cash-flow statement, standards not yet effective, impairment of assets and related party transactions.

Where required, equivalent disclosures are given in the group accounts of BlackRock Inc. The group accounts of BlackRock Inc. are available to the public and can be obtained as set out in note 14.

The financial statements have been prepared on the historical cost basis, except for the revaluation of financial instruments. Historical cost is generally based on the fair value of the consideration given in exchange for the assets.

Going concern

The Partnership's business activities, together with the factors likely to affect its future development, performance and position are set out in the Business Review on page 1 which form part of the Members' report, along with key risks facing the Partnership. The financial statements include the financial and cash position of the Partnership in the balance sheet.

In assessing the Partnership's going concern status, the Members have taken into account the above factors, including the financial position of the Partnership. The Partnership has, at the date of this report, sufficient existing finances available for its estimated requirements for the next twelve months. This provides the Members with the confidence that the Partnership is well placed to manage its business risks successfully despite the current uncertain economic outlook.

The Members have a reasonable expectation that the Partnership has adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis of accounting in preparing the Members' report and financial statements.

Foreign currency

Transactions in foreign currencies are recorded at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the closing rates at the balance sheet date. All exchange differences are included in the profit and loss account.

Taxation

The taxation payable on profits of the Partnership is a liability of the Members and is not dealt with in these financial statements.

2. Accounting policies (continued)

Members' remuneration

Remuneration paid to Members under employment contracts, any other non-discretionary amounts payable to Members and any automatic divisions of profit are recognised as an expense in the profit and loss account as incurred, under the heading 'Members' remuneration charged as an expense'.

A division of profits that is discretionary on the part of the Partnership is recognised as an appropriation of equity when the division occurs.

Fixed asset investments

Investments in subsidiaries are held at cost less impairment provisions. At each reporting date an assessment is undertaken to determine if there is any impairment.

Financial instruments

Financial assets and financial liabilities are recognised in the Partnership's balance sheet when the Partnership becomes a party to the contractual provisions of the instrument.

Financial Assets

All financial assets are initially measured at fair value, plus transaction costs, except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value.

The Partnership's financial assets are classified as financial assets at 'fair value through profit or loss' ("FVTPL").

Financial assets at FVTPL

Financial assets are classified as at FVTPL when the financial asset is either held for trading or it is designated as at FVTPL.

A financial asset may be designated as at FVTPL upon initial recognition if:

- · such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise: or
- the financial asset forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Partnership's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and accounting standards permit the entire combined contract (asset or liability) to be designated as at FVTPL.

Financial assets at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial asset.

Derecognition of financial assets

The Partnership derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

Financial liabilities and equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement.

BlackRock UK 3 LLP

Notes to the Financial Statements for the Year Ended 31 December 2013

2. Accounting policies (continued)

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Partnership are recognised at the proceeds received, net of direct issue costs.

Net assets attributable to Members have been classified as equity. Per the Partnership agreement the net income arising in each accounting period shall be allocated to the Members in proportion to their respective capital contributions or on such different basis as may be determined by the Members.

Financial liabilities

Financial liabilities are classified as 'other financial liabilities'.

Other financial liabilities

Other financial liabilities, including borrowings, are initially measured at fair value, net of transaction costs. Other financial liabilities are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest expense is recognised on an effective interest basis.

Derecognition of financial liabilities

The Partnership derecognises financial liabilities when, and only when, the Partnership's obligations are discharged, cancelled or they expire.

Derivative financial instruments

The Partnership participates in BlackRock, Inc's Seed Capital Hedge Programme ("SCHP") which involves participants entering into derivative financial instrument transactions, in this case total return swaps to economically hedge against market price exposures with respect to certain seed investments in sponsored investment products.

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at each balance sheet date. The resulting gain or loss is recognised in the profit or loss immediately.

A derivative with a positive fair value is recognised as a financial asset whereas a derivative with a negative fair value is recognised as a financial liability. A derivative is presented as a non-current asset or a non-current liability if the remaining maturity of the instrument is more than 12 months and it is not expected to be realised or settled within 12 months. Other derivatives are presented as current assets or current liabilities.

2. Accounting policies (continued)

Valuation techniques and assumptions applied for the purposes of measuring fair value

The fair values of financial assets and financial liabilities are determined as follows:

- · The fair values of financial assets and financial liabilities with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market prices;
- The fair values of other financial liabilities (excluding derivative instruments) are determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices from observable current market transactions and dealer quotes for similar instruments;
- The fair values of derivative instruments are calculated using quoted prices. Where such prices are not available, a discounted cash flow analysis is performed using the applicable yield curve for the duration of the instruments for non-optional derivatives, and option pricing models for optional derivatives.

3. Operating profit

	Year ended	28 December 2011 to
	31 December 2012	31 December 2012
	€000	€000
Operating profit is stating after charging/(crediting):		
Foreign currency losses/ (gains)	18	(40)
Auditor's remuneration - audit fees for the Partnership		18

Auditor's remuneration has been borne by another group company in the current year. Fees payable to the Partnership's auditor, Deloitte LLP for the 2013 audit of the Partnerships annual accounts were €19,000. There were no non-audit fees payable by the Partnership to the auditors during 2013 (2012: \$nil).

4. Interest payable and similar charges

	Year ended	28 December 2011 to
	31 December 2013	31 December 2012
	€000	€000
Interest payable to group companies	10	6
, ,		

5. Members' remuneration

The amount of profits to be distributed is determined after the financial statements have been finalised and approved by the Members. The profits are then shared amongst the Members after the end of the period in accordance with agreed profit sharing arrangements.

Members do not receive any interest on their capital contributions or any remuneration other than their share of profits in accordance with profit sharing agreements.

The average profit per Member is calculated by dividing the profit for the period before Members' remuneration and profit shares by the average number of Members.

The average number of Members during the period was two (2012: two)

The average profit per Member was €18,009,000 (2012: €87,500).

The share of profit (including remuneration) attributable to the Member with the largest entitlement to profit, consisting, of profits allocated after the balance sheet date and remuneration during the period, was €35,993,000 (2012: €174,904).

6. Fixed asset investments

Subsidiary undertakings €000

Cost

At 1 January and 31 December 2013

2,642,243

The following are investments in subsidiary undertakings:

Undertaking	Country of Incorporation	% Holding	Principal activity
BlackRock UK 4 LLP	United Kingdom	99.93% of Members' capital	To hold investments in group undertakings and seed investments.

7. Current asset investments

	2013	2012
	€000	€000
Financial assets designated at FVTPL:		
Listed investments	20,431	5,506
Unlisted investments	2,926	-
	23,357	5,506

Listed investments relate to seed investments in sponsored investment products.

Unlisted investments relate to the MGPA Limited's Limited partnership interests in MGPA funds acquired by the Partnership during the year. The fair value of unlisted investments are based on the Partnership's share of the net asset value ("NAV") of each fund. As the investments in the financial assets are not traded in active markets, the fair value is determined using valuation techniques. The partnership uses a variety of methods and makes assumptions that are based on market conditions existing at each balance sheet date.

8. Creditors: Amounts falling due within one year

	2013 €000	2012 €000
Other financial liabilities:		
Amounts due to group companies	-	6
Other creditors	12	18
	12	24

Amounts due to group companies are unsecured, and repayable on demand.

9. Derivative financial instruments

	2013	2012
Liabilities:	€000	€000
Derivatives carried at fair value:		
Total return swap	•	220

At 31 December 2013 the Partnership had no outstanding total return swaps. At 31 December 2012 the Partnership had one outstanding total return swap with one counterparty with an aggregate notional value of €5,117,000.

10. Creditors: Amounts falling due after more than one year

	2013	2012
	€000	€000
Other financial liabilities:		
Amounts due to group companies	-	4,000
Co-investment payment deed	1,134	-

On 23 October 2012 the Partnership received €14,000,000 on loan from BlackRock Financial Management Inc. The loan is Euro denominated, bears a fixed interest rate at 0.23%, payable semi-annually, and matures on 30 September 2015. During the prior period a capital repayment of €10,000,000 was made. The amount of interest accrued on the loan was €6,000 which is outstanding at the year end. The loan was fully repaid during 2013.

Amounts due to group companies are unsecured and repayable on demand.

The Partnership acquired the MGPA Limited's Limited partnership interests in MGPA funds in October 2013. The Partnership has a deferred liability to the seller.

11. Members' capital classified as equity

Members Capital Classifica as equity	Members' capital	Income account	Total
	€000	€000	€000
Members' interests at 1 January 2013	2,644,153	175	2,644,328
Profit for the financial period	-	36,018	36,018
Capital introduced	26,016	-	26,016
Dividends paid	-	(35,991)	(35,991)
Members' interests at 31 December 2013	2,670,169	202	2,670,371
	Members' capital	Income account	Total
	€000	€000	€000
BlackRock UK 2 LLP	2,668,241	202	2,668,443
BlackRock Cayman Finco Limited	1,928	-	1,928
Members' interests at 31 December 2013	2,670,169	202	2,670,371

12. Subsequent events

As part of a group restructure on 1 June 2014, BlackRock UK Holdco Loan Note A ('Loan Note A') was transferred to the Partnership from BlackRock UK 2 LLP in return for an increase in partner's capital of £112,100,000 (€137,800,000). The Partnership then transferred Loan Note A to BlackRock UK 4 LLP in return for an increased investment.

On 27 June the Partnership received a €45,000,000 loan from BlackRock Financial Management Inc ('BFM') bearing an interest rate of 0.646% with a maturity of 29 June 2015.

13. Related party transactions

The Partnership has taken advantage of the exemption in FRS 101 from disclosure of related party transactions with members of the group, as it is a wholly-owned subsidiary and disclosures are therefore not required provided that any other subsidiary undertaking which is a party to the transactions is wholly-owned by a member of that group.

14. Ultimate controlling party

The ultimate parent company and controlling party is BlackRock, Inc., a company incorporated in the state of Delaware in the United States of America and listed on the New York Stock Exchange. The parent company of the largest and smallest group that includes the Partnership and for which group accounts are prepared is BlackRock, Inc. Copies of the group financial statements of BlackRock, Inc. are available from the Investor Relations website at www.blackrock.com or requests may be addressed to Investor Relations at 40 East 52nd Street, New York, NY 10022, USA or by e-mail at invrel@blackrock.com.