DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2010

TUESDAY



20/09/2011 COMPANIES HOUSE

COMPANY INFORMATION

DIRECTORS

C P Garwood A S McEwan C Springett

N P Stocks G Turner R Wheeler

COMPANY SECRETARY

H J Martin

COMPANY NUMBER

722401

REGISTERED OFFICE

Broadwater Park

Denham

Buckinghamshire UB9 5HR

AUDITOR

Ernst & Young LLP

One Colmore Square

Birmingham B4 6HQ

BANKERS

Lloyds TSB Bank plc

PO Box 72

Bailey Drive

Gillingham Business Park

Kent ME8 0LS

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DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2010

The directors present their report and the financial statements for the year ended 31 December 2010

PRINCIPAL ACTIVITY AND REVIEW OF THE BUSINESS

Six Continents Hotels International Limited's (the "Company") principal activity is that of an investment holding company It is the intention of the directors that the Company will continue operating in this capacity

The directors view the results as satisfactory as are future prospects of the Company

Primarily the Company's transactions are with fellow InterContinental Hotels group (consisting of InterContinental Hotels Group PLC and its subsidiaries) (the "Group") undertakings and as such there are not considered to be any significant risks and uncertainties impacting the Company Any uncertainties impacting the Company would arise from internal decisions taken within the Group

RESULTS AND DIVIDENDS

The profit for the year, after taxation, amounted to £11,895,000 (2009 £20,233,000).

The directors do not propose a dividend for the year ended 31 December 2010 (2009 £nil)

The Company's investments in subsidiary undertakings are stated at Directors' valuation. During the year, revaluation gains of £1,602,782,000 were recognised reflecting the results of a formal valuation of the Group's intellectual property undertaken for the purposes of an internal Group reorganisation.

DIRECTORS

The directors during 2010 and since the year end were as follows

C P Garwood

A S McEwan

C Springett

N P Stocks

G Turner

R Wheeler

GOING CONCERN

The Company operates its activities in conjunction with other companies within the Group and therefore relies on the Group for its continued existence. At the end of 2010, the Group was trading comfortably within its banking covenants and debt facilities. Furthermore, the Group's fee-based model and wide geographic spread means that it is well placed to manage through uncertain times and forecasts and sensitivity projections, based on a range of reasonably possible changes in trading performance, show that the Group should be able to operate within the level of its current facilities.

Information on the Group's banking covenants and debt facilities processes for managing its capital its financial risk management objectives details of its financial instruments and hedging activities and its exposures to credit risk and liquidity risk are disclosed in the Annual Report and Financial Statements of the Group

After making enquiries the directors have a reasonable expectation that the Company and the Group have adequate resources to continue in operational existence for the foresceable future. Accordingly, they continue to adopt the going concern basis in preparing the Directors' Report and financial statements as the ultimate parent company. InterContinental Hotels Group PLC, and its subsidiaries intend to make funds available to the Company to enable it to meet its debts as they fall due.

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2010

QUALIFYING THIRD PARTY INDEMNITY PROVISIONS

A qualifying third party indemnity provision has been granted in favour of existing and former directors of the Company by InterContinental Hotels Limited, in accordance with Section 232 of the Companies Act 2006. A copy of this indemnity provision is available for inspection by the members of the Company at the Company's registered office at Broadwater Park, Denham, Buckinghamshire, UB9 5HR.

DISCLOSURE OF INFORMATION TO AUDITORS

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that

- so far as he or she is aware, there is no relevant audit information of which the Company's auditors are unaware,
 and
- he or she has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the Company's auditors in connection with preparing their report and to establish that the Company's auditors are aware of that information

AUDITORS

The auditors, Ernst & Young LLP, will be proposed for reappointment in accordance with Section 485 of the Companies Act 2006

+ Notin

By order of the Board

Signed by Date **Helen Martin**

0 7 SEP 2011

Secretary/Director

STATEMENT OF DIRECTORS' RESPONSIBILITIES FOR THE YEAR ENDED 31 DECEMBER 2010

The directors are responsible for preparing the Directors' 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

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SIX CONTINENTS HOTELS INTERNATIONAL LIMITED

We have audited the financial statements of Six Continents Hotels International Limited for the year ended 31 December 2010, which comprise the Profit and Loss Account, the Statement of Total Recognised Gains and Losses, the Balance Sheet and the related notes 1 to 17 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 Statement of Directors' Responsibilities set out on page 3, 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 Directors' Report to identify material inconsistencies with the audited financial statements. 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 2010 and of its profit 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

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

Simon O'Neill (Senior statutory auditor)

for and on behalf of Frnst & Young I LP Statutory Auditor

Enst & Young up

Birmingham

Pate 9/9/2011

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2010

	Note	2010 £000	2009 £000
Foreign exchange on borrowings			(786)
OPERATING LOSS		•	(786)
EXCEPTIONAL ITEMS			
Loss on disposal of fixed asset investments	5	-	(1,041)
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE INTEREST			(1,827)
Interest receivable	6	43,247	70,757
Interest payable	7	(26,480)	(32,154)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		16,767	36,776
Tax on profit on ordinary activities	8	(4,872)	(16 543)
PROFIT FOR THE FINANCIAL YEAR	13,14	11,895	20,233

All amounts relate to continuing operations

The notes on pages 8 to 14 form part of these financial statements

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES FOR THE YEAR ENDED 31 DECEMBER 2010

	Note	2010 £000	2009 £000
PROFIT FOR THE FINANCIAL YEAR		11,895	20,233
Revaluation of investments	13	1,602,782	(88,720)
Currency translation differences on foreign currency denominated net assets and borrowings	13	5,533	(50,533)
TOTAL RECOGNISED GAINS AND LOSSES RELATING TO THE YEAR		1,620,210	(119,020)

The notes on pages 8 to 14 form part of these financial statements

SIX CONTINENTS HOTELS INTERNATIONAL LIMITED REGISTERED NUMBER: 722401

BALANCE SHEET AS AT 31 DECEMBER 2010

Note	£000	2010 £000	£000	2009 £000
11016	2000	2000	2000	2000
9		2,995,389		1,369,248
10	1,418,402		1,408,532	
	216		4,234	
	1,418,618	•	1,412,766	
11	(470,064)		(458,281)	
	· · · · · · · · · · · · · · · · · · ·	948,554		954,485
		3,943,943	-	2,323,733
			=	
12		1,063,786		1,063,786
13		783,524		783,524
13		1,734 261		131,479
13		362,372	_	344,944
14		3,943,943	_	2,323,733
	10 11 12 13 13	9 10 1,418,402 216 1,418,618 11 (470,064) 12 13 13 13	Note £000 £000 9 2,995,389 10 1,418,402 216 1,418,618 11 (470,064) 948,554 3,943,943 12 1,063,786 13 783,524 13 1,734 261 13 362,372	Note £000 £000 £000 9 2,995.389 10 1,418,402 1,408,532 216 4,234 1,418,618 1,412,766 11 (470,064) (458,281) 948,554 3,943,943 12 1,063,786 13 783,524 13 1,734 261 13 362,372

Approved by the Board

Signed by Date

NIGEL STOCKS 07 SEP 2011

The notes on pages 8 to 14 form part of these financial statements

Director

Jeth

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2010

1 ACCOUNTING POLICIES

1.1 BASIS OF PREPARATION

The financial statements have been prepared on the going concern basis under the historical cost convention as modified by the revaluation of certain fixed asset investments and in accordance with applicable UK accounting standards

The financial statements present information about the Company as an individual undertaking and not as a group. The Company is exempt from preparing consolidated financial statements under Section 400 of the Companies Act 2006 as it is a wholly owned subsidiary of InterContinental Hotels Group PLC, incorporated in the UK, which prepares consolidated financial statements.

1.2 INVESTMENTS

Fixed asset investments are stated at directors' valuation based on an analysis by currency of the underlying investments. In the directors' opinion this presentation is more appropriate than cost

1.3 IMPAIRMENT OF INVESTMENTS

Impairments of revalued fixed assets are recognised first in the statement of total recognised gains and losses, and then in the profit and loss account once any previous revaluation surplus has been utilised

14 DERIVATIVE FINANCIAL INSTRUMENTS AND HEDGING

Derivatives are designed as hedging instruments and are accounted for in line with the nature of the hedging arrangement. Interest arising from currency derivatives is taken to interest receivable or interest payable on a net basis over the term of the agreement.

Foreign exchange gains and losses on currency instruments are recognised in interest receivable or interest payable unless they form part of effective hedging relationships

15 FOREIGN CURRENCIES AND HEDGING

Transactions in foreign currencies are recorded at the exchange rates ruling on the dates of transactions adjusted for the effects of any hedging arrangements

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the relevant rates of exchange ruling at the balance sheet date

Exchange differences arising on the retranslation of currency denominated fixed asset investments, net of exchange differences arising from the retranslation of foreign currency borrowings used to hedge those investments, are taken directly to reserves provided an effective hedging relationship exists. All other exchange differences are recorded in the profit and loss account.

16 TAXATION

Corporation tax payable is provided on taxable profits at the current rate

The taxation liabilities of certain Group undertakings are reduced wholly or in part by the surrender of losses by fellow Group undertakings. The tax impacts arising from the surrender of tax losses are recognised in the financial statements of both the surrendering and recipient companies, being paid normally at the effective standard UK rate of the losses surrendered for the period in question.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2010

1. ACCOUNTING POLICIES (continued)

17 DEFERRED TAXATION

Deferred tax assets and habilities are recognised, subject to certain exceptions, in respect of all material timing differences between the recognition of gains and losses in the financial statements and for tax purposes. Those timing differences recognised include accelerated capital allowances, unrelieved tax losses and short term timing differences. Timing differences not recognised include those relating to the revaluation of fixed assets in the absence of a commitment to sell the assets, the gain on sale of assets rolled into replacement assets and the distribution of profits from overseas subsidiaries in the absence of any commitment by the subsidiary to make the distribution

Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered

Deferred tax is measured on a non-discounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date

1.8 CASH FLOW

Under the provisions of Financial Reporting Standard ("FRS") 1 "Cash Flow Statements" (Revised 1996), the Company has not prepared a statement of cash flows because its ultimate parent undertaking, InterContinental Hotels Group PLC, which is incorporated within the European Union, has prepared consolidated financial statements which include the financial statements of the Company for the year and which contain an appropriate statement of cash flows of the Group

19 INVESTMENT INCOME

Investment income is recognised on an accruals basis

2 AUDITOR'S REMUNERATION

The Company incurred auditor's remuneration of £3,000 (2009 £3 000) which has been borne by a fellow Group undertaking in the current and preceding year

3 DIRECTORS' REMUNERATION

The directors are also directors of other subsidiary undertakings within the Group, and their remuneration including share based payment charges for the year was paid by other undertakings. The directors did not receive any remuneration in relation to the Company

4 STAFF COSTS

The Company did not employ any persons during the year (2009 ntl)

TAX ON PROFIT ON ORDINARY ACTIVITIES

NOTES TO THE	FINANCIAL	STATEMENTS
FOR THE YEAR	ENDED 31 D	ECEMBER 2010

	TES TO THE FINANCIAL STATEMENTS R THE YEAR ENDED 31 DECEMBER 2010		
5	EXCEPTIONAL ITEMS		
		2010 £000	2009 £000
	Loss on disposal of fixed asset investments		(1,041
	On 2 July 2009, the Company sold 1% of its investment in BHR Limited for a consideration of £12,722,936, resulting in a loss on consideration of £12,722,936.		ents Investmen
	INTEREST RECEIVABLE		
		2010	2009
	Interest receivable from Group undertakings	£000 43,247	£000 70,757
•	INTEREST PAYABLE		
		2010 £000	2009 £000
	Interest payable to Group undertakings	26,480	32,154
	TAX ON PROFIT ON ORDINARY ACTIVITIES		
		2010 £000	2009 £000
	ANALYSIS OF TAX CHARGE IN THE YEAR	1000	2.0700
	UK corporation tax charge on profit for the year Adjustments in respect of prior periods	4 695 177	10 590 5 953

16 543

4 872

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2010

8 TAX ON PROFIT ON ORDINARY ACTIVITIES (continued)

FACTORS AFFECTING THE TAX CHARGE FOR THE YEAR

The tax assessed for the year is higher than (2009 higher than) the effective standard rate of corporation tax in the UK of 28% (2009 28%) for the year to 31 December 2010 The differences are explained below

CURRENT TAX CHARGE FOR THE YEAR	4,872	16,543
Profit/(loss) on disposal of fixed asset investments Adjustments to tax charge in respect of prior periods	- 177	293 5,953
EFFECTS OF.		
Profit on ordinary activities multiplied by effective standard rate of corporation tax in the UK of 28% (2009 28%)	4,695	10,297
Profit on ordinary activities before tax	16,767	36,776
	2010 £000	2009 £000

DEFERRED TAXATION

As at 31 December 2010, tax losses of £157m (2009 £157m) have not been recognised as their use is uncertain or not currently anticipated

FACTORS THAT MAY AFFECT FUTURE TAX CHARGES

In his budgets of 22 June 2010 and 23 March 2011 the Chancellor of the Exchequer proposed a decrease in the rate of UK corporation tax from 28% to 23%, falling by 2%pt in 2011 and a further 1%pt a year over the period 2012 to 2014. The first 1%pt reduction for 2011 was 'substantively enacted' on 27 July 2010 and, in accordance with accounting standards, has been reflected in the Company's financial statements. The second 1%pt reduction for 2011 was substantively enacted on 29 March 2011 and in accordance with accounting standards will be reflected in the Company's financial statements in respect of the year ended 31 December 2011. Further proposed changes will only be reflected once the reductions are substantively enacted.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2010

9. INVESTMENTS

	Investments in subsidiary undertakings £000
COST OR VALUATION	
At 1 January 2010	1,369,248
Foreign exchange movement	23,359
Revaluation	1,602,782
At 31 December 2010	2,995,389
NET BOOK VALUE	
At 31 December 2010	2,995,389
At 31 December 2009	1,369,248
	

The revaluation gain reflects the results of a formal valuation of the Group's intellectual property undertaken for the purposes of an internal Group reorganisation

At 31 December 2010, the Company held an interest of 20% or more of the nominal value of the shares of the following undertaking

			Percentage of
			ordinary
			shares held
	Country of		and voting
Direct holdings	registration	Principal activity	rights
BHR Luxembourg SARL	Luxembourg	Holding company	99%

The Company's investment in overseas subsidiary companies is stated at Directors' valuation based upon underlying currencies. Exchange differences on the retranslation of foreign currency assets and liabilities are taken to reserves in accordance with the accounting policy.

10 DEBTORS

	2010	2009
	£000	£000
Amounts owed by other Group undertakings	1 418 402	1 408 532

NOTES TO THE	FINANCIAL	STATEMENTS
FOR THE YEAR	ENDED 31 D	ECEMBER 2010

11.	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEA	.R		
			2010	2009
			£000	£000
	Amounts owed to other Group undertakings		468,378	450,700
	Corporation tax		1,686	7,581
		_	470,064	458,281
12	SHARE CAPITAL			
			2010	2009
			£000	£000
	ALLOTTED, CALLED UP AND FULLY PAID			
	4,255,145,211 ordinary shares of £0 25 each	_	1,063,786	1,063,786
13	RESERVES			
		Share		
		premium	Revaluation	Profit and loss
		account	reserve	account
		£000	£000	£000
	At 1 January 2010	783,524	131,479	344,944
	Profit for the year Revaluation of investments	-	1,602,782	11,895
	Currency translation differences on foreign currency denominated		1,002,702	
	borrowings	-	-	(17 826)
	Currency translation differences on foreign currency denominated investments	-	_	23,359

The Company's investment in overseas subsidiary companies is stated at Directors' valuation based upon underlying currencies. Exchange differences on the retranslation of foreign currency assets and liabilities are taken to reserves in accordance with the accounting policy.

14 RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

	2010	2009
	£000	£000
Opening shareholders' tunds	2 323 733	2,442 753
Profit for the year	11 895	20 233
Other recognised gains and losses during the year	1,608 315	(139 253)
		
Closing sharcholders' funds	3 943 943	2 323 733

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2010

15. RELATED PARTY TRANSACTIONS

As the Company was a wholly owned subsidiary of InterContinental Hotels Group PLC at 31 December 2010, the Company has taken advantage of the exemption contained in FRS 8 'Related Party Disclosures' and has therefore not disclosed transactions or balances with entities which form part of the Group, headed by InterContinental Hotels Group PLC

16 OTHER FINANCIAL COMMITMENTS

The Company has entered into a composite guarantee with Lloyds TSB Bank plc to guarantee amounts due on overdrafts of other companies in the Group to the extent of any credit balance of the Company held by Lloyds TSB Bank plc At 31 December 2010 the maximum liability under the guarantee amounted to £53,496,566 (2009 £69,738,035)

17. PARENT UNDERTAKING AND CONTROLLING PARTY

As at 31 December 2010, InterContinental Hotels Group PLC, a company incorporated in Great Britain and registered in England and Wales was the ultimate parent undertaking of the Company

The largest and smallest group in which the results of the Company are consolidated is that headed by InterContinental Hotels Group PLC Consolidated financial statements of InterContinental Hotels Group PLC are available from the following address

Companies House, Crown Way, Cardiff, CF14 3UZ

The immediate parent and controlling company is Six Continents Limited, a company incorporated in Great Britain and registered in England and Wales