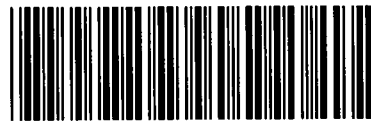


REGISTERED NUMBER: 06398337 (England and Wales)

HLT English Operator Limited

**STRATEGIC REPORT, REPORT OF THE DIRECTORS AND
FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017**

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for the year ended 31 December 2017

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HLT English Operator Limited

COMPANY INFORMATION
for the year ended 31 December 2017

DIRECTORS:

Mr J Percival
Mr J Tynan
Hilton UK Corporate Director Limited
Mr S Beasley
Mr O Lifschitz
Mr B Wilson
Mr C Heath
Mr R Beeston

SECRETARY:

HLT Secretary Limited

REGISTERED OFFICE:

Maple Court
Central Park
Reeds Crescent
Watford
Hertfordshire
WD24 4QQ

REGISTERED NUMBER:

06398337 (England and Wales)

AUDITORS:

Ernst & Young LLP
Senior Statutory Auditor
1 More London Place
London
SE1 2AF

STRATEGIC REPORT
for the year ended 31 December 2017

The directors present their strategic report for the year ended 31 December 2017.

The principal activity of the company in the year under review was that of a hotel operator within the Hilton Worldwide Holdings Inc. group.

REVIEW OF BUSINESS

The company's key financial indicators of performance during the year are considered to be:

	2017	2016
	£	£
Turnover	12,900,826	13,473,464
Gross loss	(1,649,858)	(327,032)

Turnover includes the results of two hotels both of which are leased. Turnover has decreased on last year primarily as a result of one of the hotels competitors reopening after being closed in the comparative year. The primary driver behind the movement in gross loss is related to the movement in revenue. The gross loss is further impacted by a higher impairment of fixed assets charge in the current year of £1,207,152 (2016: £523,992).

PRINCIPAL RISKS AND UNCERTAINTIES

Competitive risk

This company operates hotels in a number of locations around the UK. Risks arise from competitors opening new hotels or improving existing hotels. The company monitors its competitors' performance and participates in regular benchmarking to understand the company's position compared to its competitors.

Economic risk

The company is subject to the cyclical nature of the hospitality and travel industry not just in its own market but those of its customers. On 29 March 2017, the United Kingdom (U.K) government formally announced that the U.K will leave the European Union (E.U). The U.K government continues to negotiate the terms of the U.K's future relationship with the E.U and although it is unknown what those terms will be Brexit continues to create global economic uncertainty. To date Brexit is not considered to have had a material impact on Hilton's UK business although it may impact our customer's behaviours in the future, particularly with respect to closely monitoring their costs and reducing their spending on travel and corporate events. There continues to be uncertainty therefore over how it will ultimately impact the company but management continues to monitor this on an ongoing basis. Budgeting and forecasting processes enable the company to identify risks in market trends at an early stage to help mitigate such risks.

Interest rate risk

This company is subject to interest rate risk on intercompany loans where the interest rate is linked to LIBOR. The company's treasury department monitors interest rates.

Management does not believe the company is any more exposed to financial statement risk factors than others in the industry and has a system of internal controls and procedures that are designed to mitigate such risk.

FUTURE DEVELOPMENTS

The company will continue to operate as a hotel operator in the future with a view to optimising returns.

ON BEHALF OF THE BOARD:



Mr R Beeston - Director

20 June 2018

HLT English Operator Limited

REPORT OF THE DIRECTORS for the year ended 31 December 2017

The directors present their report with the financial statements of the company for the year ended 31 December 2017.

DIVIDENDS

No dividends will be distributed for the year ended 31 December 2017.

DIRECTORS

The directors shown below have held office during the whole of the period from 1 January 2017 to the date of this report.

Mr J Percival
Mr J Tynan
Hilton UK Corporate Director Limited
Mr S Beasley
Mr O Lifschitz
Mr B Wilson
Mr C Heath

Other changes in directors holding office are as follows:

Mr R Beeston was appointed as a director after 31 December 2017 but prior to the date of this report.

EVENTS SUBSEQUENT TO THE BALANCE SHEET DATE

No significant post balance sheet events have occurred.

GOING CONCERN

The company's activities, together with the factors likely to affect its future development, its competitive, economic and interest rate risks are set out in the 'Review of Business' and 'Principal Risks and Uncertainties' section in the Strategic Report. The financial statements have been prepared under the going concern basis because the company's ultimate parent, Hilton Worldwide Holdings Inc. has provided a letter of support stating it will provide financial support, should it be needed, to enable the company to meet its debts as they fall due.

DIRECTORS' AND OFFICERS' LIABILITY

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 Strategic Report, 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), including Financial Reporting Standard 101 'Reduced Disclosure Framework'. 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.

**REPORT OF THE DIRECTORS
for the year ended 31 December 2017**

STATEMENT OF DIRECTORS' RESPONSIBILITIES - continued

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.

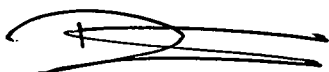
STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

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 company'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.

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:



Mr R Beeston - Director

20 June 2018

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF HLT ENGLISH OPERATOR LIMITED

Opinion

We have audited the financial statements of HLT English Operator Limited (the 'company') for the year ended 31 December 2017 which comprise the Statement of Profit or Loss and Other Comprehensive Income, Balance Sheet, Statement of Changes in Equity and Notes to the Financial Statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 'Reduced Disclosure Framework' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2017 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.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- 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; and
- the Strategic Report and the Report of the Directors have been prepared in accordance with applicable legal requirements.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF HLT ENGLISH OPERATOR LIMITED

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or the Report of the Directors.

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.

Responsibilities of directors

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, and for such internal control as the directors determine necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Our responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an Auditors' Report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our Auditors' Report.

Use of our report

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.



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

20 June 2018

HLT English Operator Limited**STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME**
for the year ended 31 December 2017

	Notes	2017 £	2016 £
TURNOVER	4	12,900,826	13,473,464
Cost of sales		(14,550,684)	(13,800,496)
GROSS LOSS		(1,649,858)	(327,032)
Administrative expenses		(901,684)	(1,030,873)
OPERATING LOSS		(2,551,542)	(1,357,905)
Profit/(loss) on disposal of tangible fixed assets	6	(789)	-
		(2,552,331)	(1,357,905)
Interest payable and similar expenses	7	(252,456)	(258,950)
LOSS BEFORE TAXATION	8	(2,804,787)	(1,616,855)
Tax on loss	9	-	-
LOSS FOR THE FINANCIAL YEAR		(2,804,787)	(1,616,855)
OTHER COMPREHENSIVE INCOME		-	-
TOTAL COMPREHENSIVE LOSS FOR THE YEAR		(2,804,787)	(1,616,855)

The notes form part of these financial statements

BALANCE SHEET
31 December 2017

	Notes	2017 £	2016 £
FIXED ASSETS			
Intangible assets	10	-	-
Tangible assets	11	-	-
		<u>-</u>	<u>-</u>
CURRENT ASSETS			
Stocks	12	13,492	21,517
Debtors	13	1,449,175	1,185,976
Cash in hand		6,552	6,175
		<u>1,469,219</u>	<u>1,213,668</u>
CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	14	<u>(24,235,657)</u>	<u>(21,245,842)</u>
NET CURRENT LIABILITIES		<u>(22,766,438)</u>	<u>(20,032,174)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>(22,766,438)</u>	<u>(20,032,174)</u>
CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR	15	<u>(70,523)</u>	<u>-</u>
NET LIABILITIES		<u>(22,836,961)</u>	<u>(20,032,174)</u>
CAPITAL AND RESERVES			
Called up share capital	18	100	100
Share premium	19	6,709,944	6,709,944
Retained earnings	19	(29,547,005)	(26,742,218)
SHAREHOLDER FUNDS		<u>(22,836,961)</u>	<u>(20,032,174)</u>

The financial statements were approved by the Board of Directors on 20 June 2018 and were signed on its behalf by:



Mr R Beeston - Director

The notes form part of these financial statements

HLT English Operator Limited**STATEMENT OF CHANGES IN EQUITY
for the year ended 31 December 2017**

	Called up share capital £	Retained earnings £	Share premium £	Total equity £
Balance at 1 January 2016	100	(25,125,363)	6,709,944	(18,415,319)
Changes in equity				
Total comprehensive loss	-	(1,616,855)	-	(1,616,855)
Balance at 31 December 2016	100	(26,742,218)	6,709,944	(20,032,174)
Changes in equity				
Total comprehensive loss	-	(2,804,787)	-	(2,804,787)
Balance at 31 December 2017	100	(29,547,005)	6,709,944	(22,836,961)

The notes form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS
for the year ended 31 December 2017

1. FUNDAMENTAL ACCOUNTING CONCEPT

HLT English Operator Limited is incorporated and domiciled in England and Wales.

The financial statements have been prepared under the going concern basis because the company's ultimate parent, Hilton Worldwide Holdings Inc. has provided a letter agreeing to give financial support to enable the company to meet its debts as they fall due.

2. STATUTORY INFORMATION

HLT English Operator Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

3. ACCOUNTING POLICIES

Basis of preparation

These financial statements have been prepared in accordance with Financial Reporting Standard 101 "Reduced Disclosure Framework" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

The company's financial statements are presented in Sterling, which is the company's functional currency. Amounts have been rounded to the nearest £.

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 101 "Reduced Disclosure Framework":

- the requirements of paragraphs 45(b) and 46 to 52 of IFRS 2 Share-based Payment;
- the requirements of IFRS 7 Financial Instruments: Disclosures;
- the requirements of paragraphs 91 to 99 of IFRS 13 Fair Value Measurement;
- the requirement in paragraph 38 of IAS 1 Presentation of Financial Statements to present comparative information in respect of:
 - paragraph 73(e) of IAS 16 Property, Plant and Equipment; and
 - paragraph 118(e) of IAS 38 Intangible Assets;
- the requirements of paragraphs 10(d), 16, and 111 of IAS 1 Presentation of Financial Statements;
- the requirements of paragraphs 134 to 136 of IAS 1 Presentation of Financial Statements;
- the requirements of IAS 7 Statement of Cash Flows;
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors;
- the requirements of paragraphs 17 of IAS 24 Related Party Disclosures;
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group;
- the requirements of paragraphs 130(f), 134(d to f) and 135(c to e) of IAS 36 Impairments of Assets.

NOTES TO THE FINANCIAL STATEMENTS - continued
for the year ended 31 December 2017

3. ACCOUNTING POLICIES - continued

Critical accounting judgements and key sources of estimation uncertainty

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates.

Critical judgements

The following judgements (apart from those involving estimates) have had the most significant effect on amounts recognised in the financial statements:

Taxation

Management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with an assessment of the effect of future tax planning strategies. Further details are contained in the note "Taxation".

Operating lease commitments

The Company has entered into commercial property leases as a lessee. The classification of such leases as operating or finance lease requires the Company to determine, based on an evaluation of the terms and conditions of the arrangements, whether it acquires the significant risks and rewards of ownership of these assets and accordingly whether the lease requires an asset and liability to be recognised in the balance sheet. All leases are classified as operating leases.

Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other sources of estimation uncertainty at the end of the reporting period, that may have a significant risk of resulting in a material adjustment to the carrying amounts of assets within the next financial year.

Impairment of fixed assets

Determining whether fixed assets are impaired requires an estimation of the value in use of the cash generating unit. The value in use calculation requires the directors to estimate the future cash flows expected to arise from the cash generating unit and a suitable discount rate in order to calculate present value. Each hotel is one cash generating unit.

Details of any impairment loss are set out in the note "Tangible Fixed Assets".

Changes in accounting policies - accounting standards not yet adopted

Two new standards in issue but not yet effective at the date of these financial statements that are expected to have an impact on these financial statements are:

- IFRS 15, Revenue from Contracts with Customers
- IFRS 16, Leases

IFRS 16 Leases, generally requires all leases, including operating leases, to be recognised in the balance sheet as right-of-use assets and lease liabilities by lessees. The company intends to adopt the standard on 1 January 2019 and is continuing to evaluate the effect that this standard will have on the financial statements. It is expected that this standard will have a material effect on the balance sheet but it is not practicable to provide a reasonable estimate of the effect of this standard until the company's detailed impact assessment has been completed.

IFRS 15 Revenue from contracts with customers, provides a single, five step revenue recognition model, applicable to all sales contracts, which is based on the principal revenue is recognised when control of goods or services are passed to the customer. IFRS 15 was adopted by the company with effect from 1 January 2018. The company will apply the full retrospective restatement approach to the comparative year ended 31 December 2017 in the financial statements for the year ended 31 December 2018. Revenue recognition related to our hotel guest transactions at our owned and leased hotels will remain substantially unchanged.

NOTES TO THE FINANCIAL STATEMENTS - continued
for the year ended 31 December 2017

3. ACCOUNTING POLICIES - continued

Revenue recognition

Turnover

Turnover derived is from hotel operations, and arose wholly in the United Kingdom. Turnover is recognised when services have been rendered. The turnover of the hotels is derived primarily from the rental of rooms, conference and banqueting, food and beverage sales. Turnover is all rendering of goods and services. Turnover is measured at the fair value of the consideration received, excluding discounts, rebates, value added tax and other sales taxes.

Interest income

Interest is recognised as it accrues using the effective interest method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument to its net carrying amount.

Intangible assets

Computer software is stated at cost less accumulated amortisation and accumulated impairment. Cost comprises the aggregate amount paid to acquire the asset and includes any costs directly attributable to preparing the asset for its intended use.

Amortisation is provided on computer software on a straight-line basis over its expected useful life of three years.

The carrying values of computer software are reviewed for impairment if events or changes in circumstances indicate the carrying value may not be recoverable, and are written down immediately to their recoverable amount. The amortisation period and the amortisation method are reviewed at least at each financial year end. Changes in the expected useful life are accounted for by changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates.

An intangible asset is derecognised upon disposal or when no future economic benefits are expected to rise from its continued use. Gains or losses are included in profit or loss in the period of derecognition.

Tangible fixed assets

Leasehold improvements, fixtures, fittings and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. Cost comprises the aggregate amount paid to acquire the asset and includes costs directly attributable to making the asset capable of operating as intended.

Depreciation is provided on all leasehold improvements, fixtures, fittings and equipment, on a straight-line basis over its expected useful life as follows:

- Leasehold improvements - lower of 50 years or the lease term
- Fixtures, fittings and equipment - between 7.5% and 33.3% per annum

The carrying values of leasehold improvements, fixtures, fittings and equipment are reviewed for impairment if events or changes in circumstances indicate the carrying value may not be recoverable, and are written down immediately to their recoverable amount. The depreciation period and the depreciation method are reviewed at least at each financial year end. Changes in the expected useful life is accounted for by changing the depreciation period or method, as appropriate, and are treated as changes in accounting estimates.

An item of leasehold improvement, fixtures, fittings and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the derecognition of the asset is included in profit or loss in the period of derecognition.

NOTES TO THE FINANCIAL STATEMENTS - continued
for the year ended 31 December 2017

3. ACCOUNTING POLICIES - continued

Financial instruments

Financial assets and liabilities are recognised when the company becomes a party to the contractual provisions of the instruments.

Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than those financial assets and liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets and financial liabilities, as appropriate, on initial recognition.

Financial assets

Financial assets within the scope of IAS 39 (Financial Instruments: Recognition and Measurement) are classified as financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments, available-for-sale financial assets, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The company determines the classification of its financial assets at initial recognition.

The company's financial assets are all 'loans and receivables' including trade debtors and intercompany loans, and cash.

The subsequent measurement of financial assets depends on their classification as follows:

- Intercompany loans are initially recognised at fair value and subsequently measured at amortised cost using the effective interest (EIR) method, less impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in interest in profit or loss. Losses arising from impairment are recognised in profit or loss in cost of sales.
- Debtors are recognised and carried at the lower of their original invoiced value and recoverable amount. Provision for impairment is made through profit or loss when there is objective evidence that the company will not be able to recover balances in full. Balances are written off when the probability of recovery is assessed as being remote.
- Cash in the balance sheet comprises cash in hand.

Financial liabilities

Financial liabilities within the scope of IAS 39 are classified as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The company determines the classification of its financial liabilities at initial recognition.

The only financial liabilities are intercompany loans and creditors.

The measurement of financial liabilities depends on their classification as follows:

- After initial recognition, intercompany loans are subsequently measured at amortised cost using the effective interest method.
- Creditors are recognised and carried at their original invoiced value. Trade creditors are non-interest bearing and are normally settled on 60 day terms.

A liability is generally derecognised when the contract that gives rise to it is settled, sold, cancelled or expires.

Fair values

All the company's financial instruments (except for cash) are not traded in an active market, at initial recognition the fair value is determined using appropriate valuation techniques. Due to the nature of the financial instruments as short term and market rate instruments, transaction price is considered to be the fair value.

NOTES TO THE FINANCIAL STATEMENTS - continued
for the year ended 31 December 2017

3. ACCOUNTING POLICIES - continued

Stocks

Stocks are stated at the lower of cost and net realisable value. Cost includes all costs incurred in bringing each product to its present location and condition. These costs incurred are accounted for using a first-in, first-out basis.

Taxation

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted by the balance sheet date.

Deferred tax assets and liabilities are recognised on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements, with the following exceptions:

- the initial recognition of goodwill;
- the initial recognition of an asset or liability in a transaction which:
 - (i) is not a business combination; and
 - (ii) at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss).
- deferred income tax assets are recognised only to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, carried forward tax credits or tax losses can be utilised.

Deferred income tax assets and liabilities are measured on an undiscounted basis at the tax rates that are expected to apply when the related asset is realised or liability is settled, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

The carrying amount of deferred income tax assets is reviewed at each balance sheet date. Deferred income tax assets and liabilities are offset, only if a legally enforceable right exists to set off current tax assets against current tax liabilities, the deferred income taxes relate to the same taxation authority and that authority permits the company to make a single net payment.

Income tax is charged or credited to other comprehensive income if it relates to items that are charged or credited to other comprehensive income. Similarly, income tax is charged or credited directly to equity if it relates to items that are credited or charged directly to equity. Otherwise income tax is recognised in profit or loss.

Leases

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at the inception date. The arrangement is assessed for whether fulfilment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Leases where the lessor retains a significant portion of the risks and benefits of ownership of the asset are classified as operating leases. Rentals payable, including contingent rent as determined by reference to the turnover or profit of the hotel, are charged in profit or loss on a straight line basis over the lease term.

Assets held under finance leases, which transfer to the company substantially all the risks and benefits incidental to ownership of the leased item, are capitalised at the inception of the lease, with a corresponding liability being recognised for the lower of the fair value of the leased asset and the present value of the minimum lease payments.

Employee benefit costs

The company operates a defined contribution pension scheme. Contributions payable to the company's pension scheme are charged to profit or loss account in the period to which they relate.

NOTES TO THE FINANCIAL STATEMENTS - continued
for the year ended 31 December 2017

3. ACCOUNTING POLICIES - continued

Share based payments

The cost of cash-settled transactions is measured initially at fair value at the grant date. This fair value is expensed over the period until the vesting date with recognition of a corresponding liability. The liability is remeasured to fair value at each reporting date up to and including the settlement date, with changes in fair value recognised in profit or loss for the period.

4. TURNOVER

The turnover and loss before taxation are attributable to the one principal activity of the company.

5. EMPLOYEES AND DIRECTORS

All operations of the company during the year ended 31 December 2017 have been undertaken by employees of other companies within Hilton Worldwide Holdings Inc.. A charge of £3,559,254 (2016: £3,433,822) has been included in cost of sales in respect of their services.

A total expense of £23,098 (2016: £22,977) has been recognised in profit or loss which relates to contributions to the defined contribution plan.

All the directors of the company are also directors of other group companies. The directors received total remuneration for the year of £1.6m (2016: £2.2m) all of which was paid by other companies within the 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 the other group companies.

6. PROFIT/(LOSS) ON DISPOSAL

	2017 £	2016 £
Profit/(loss) on disposal of tangible fixed assets	(789)	-

7. INTEREST PAYABLE AND SIMILAR EXPENSES

	2017 £	2016 £
Interest payable to fellow group undertakings	251,786	258,950
Finance lease interest	670	-
	<u>252,456</u>	<u>258,950</u>

NOTES TO THE FINANCIAL STATEMENTS - continued
for the year ended 31 December 2017

8. LOSS BEFORE TAXATION

This is stated after charging:

	2017	2016
	£	£
Management charge payable to group undertakings	461,941	652,845
Fees payable to fellow group undertakings	329,958	343,602
Depreciation of tangible fixed assets	68,532	14,772
Amortisation of intangible fixed assets	150	1,114
Operating lease rentals - property	3,615,162	3,549,807
Operating lease rentals - property contingent rent	287,739	529,347
Operating lease rentals - other	60,396	49,629
Impairment charge on tangible fixed assets	1,207,152	523,992
Impairment losses on intangible fixed assets	4,401	25,110

The remuneration of the auditors of £ 19,748 (2016: £19,991) is borne entirely by Hilton Worldwide Limited.

9. TAXATION

Analysis of tax expense

No liability to UK corporation tax arose for the year ended 31 December 2017 nor for the year ended 31 December 2016.

Factors affecting the tax expense

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

	2017	2016
	£	£
Loss before income tax	(2,804,787)	(1,616,855)
Loss multiplied by the standard rate of corporation tax in the UK of 19.247% (2016 - 20%)	(539,837)	(323,371)
Effects of:		
Expenses not deductible for tax purposes recognised	856	1,203
Group relief surrendered to/(from) fellow subsidiaries free of charge	637,581	560,255
Depreciation on non qualifying assets	-	345
Temporary differences subject to the initial recognition exception	(34,455)	(43,664)
Utilisation of previously unrecognised deferred tax assets	(64,145)	(194,768)
Tax expense	-	-

NOTES TO THE FINANCIAL STATEMENTS - continued
for the year ended 31 December 2017

9. TAXATION - continued

At 31 December 2017, the company had temporary differences amounting to £6,111,932 (2016: £6,453,568) in respect of which no deferred tax assets were recognised.

The enacted main rate of corporation tax was reduced from 20% to 19% from 1 April 2017 and 17% from 1 April 2020. These changes do not have a material effect on these financial statements.

The Group's future tax charge could be affected by numerous factors including, but not limited to, the UK's triggering of Article 50 and any future consequences of the UK leaving the European Union, the UK's proposal to amend the tax rules relating to the utilisation of brought forward losses and any tax reforms adopted from the OECD's BEPS actions such as those in relation to the deductibility of interest, anti-avoidance or transfer pricing. No quantification of these changes is currently possible due to uncertainty around when any currently proposed rules will be enacted or effective.

10. INTANGIBLE FIXED ASSETS

	Computer software £
COST	
At 1 January 2017	81,913
Additions	4,552
	<hr/>
At 31 December 2017	86,465
	<hr/>
AMORTISATION	
At 1 January 2017	81,913
Amortisation for year	151
Impairments	4,401
	<hr/>
At 31 December 2017	86,465
	<hr/>
NET BOOK VALUE	
At 31 December 2017	-
	<hr/> <hr/>
At 31 December 2016	-
	<hr/> <hr/>

The amounts written off intangible fixed assets comprise impairment of two hotels' software. The impairment charge has been recognised as the hotels are historically loss making and are forecasted to make a loss in the coming year.

The impairment charge has been measured by reference to the value in use of the cash generating units, using a discount rate of 10%. The resulting impairment charge for the year has been expensed under cost of sales within the statement of profit or loss.

NOTES TO THE FINANCIAL STATEMENTS - continued
for the year ended 31 December 2017

11. TANGIBLE FIXED ASSETS

	Leasehold improvements £	Fixtures, fittings and equipment £	Totals £
COST			
At 1 January 2017	4,162,476	6,686,841	10,849,317
Additions	469,067	807,402	1,276,469
Disposals	(27,856)	(584,479)	(612,335)
Transfer	345	-	345
Transfer	(345)	-	(345)
At 31 December 2017	4,603,687	6,909,764	11,513,451
DEPRECIATION			
At 1 January 2017	4,162,476	6,686,841	10,849,317
Charge for year	21,648	46,885	68,533
Eliminated on disposal	(27,856)	(583,690)	(611,546)
Impairments	447,423	759,728	1,207,151
Transfer	3	-	3
Transfer	(7)	-	(7)
At 31 December 2017	4,603,687	6,909,764	11,513,451
NET BOOK VALUE			
At 31 December 2017	-	-	-
At 31 December 2016	-	-	-

The amounts written off tangible fixed assets comprise impairment of two hotels'. The impairment charge has been recognised as the hotels are historically loss making and are forecasted to make a loss in the coming year.

The impairment charge has been measured by reference to the value in use of the cash generating units, using a discount rate of 10%. The resulting impairment charge for the year has been expensed under cost of sales within the statement of profit or loss.

Transfers represent transfers of fixed assets made in and out of the entity during the period to other entities in the group.

The net book value of tangible fixed assets includes £0 in respect of assets held under finance leases.

12. STOCKS

	2017 £	2016 £
Goods for resale	13,492	21,517

The directors estimate that the replacement cost of stocks is not materially different from their book amounts.

NOTES TO THE FINANCIAL STATEMENTS - continued
for the year ended 31 December 2017

13. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2017	2016
	£	£
Trade debtors	297,139	374,041
Amounts owed by group undertakings	-	107
Other debtors	850	5,800
Prepayments and accrued income	1,151,186	806,028
	<u>1,449,175</u>	<u>1,185,976</u>

Amounts owed by group undertakings are included in amounts due within one year where there are no specified repayment terms. Amounts owed by group undertakings are technically repayable on demand and hence are included in amounts due within one year.

14. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2017	2016
	£	£
Finance leases (see note 16)	26,543	-
Trade creditors	94,262	192,260
Amounts owed to group undertakings	22,881,387	19,702,053
Social security and other taxes	269,682	306,572
Other creditors	18,988	20,166
Accruals and deferred income	944,795	1,024,791
	<u>24,235,657</u>	<u>21,245,842</u>

Amounts owed to group undertakings are included in amounts due within one year where there are no specified repayment terms and there is no fixed repayment schedule in place. While amounts owed to group undertakings are technically repayable on demand, and hence are included in amounts due within one year, the directors are of the opinion (as a result of their group role in relation to the group undertakings amounts are owed to) that in the ordinary course of business, repayment within such a timescale would not be required. The loans bear interest at LIBOR plus a margin.

15. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	2017	2016
	£	£
Finance leases (see note 16)	<u>70,523</u>	<u>-</u>

16. FINANCIAL LIABILITIES - BORROWINGS

	2017	2016
	£	£
Current:		
Finance leases (see note 17)	<u>26,543</u>	<u>-</u>
Non-current:		
Finance leases (see note 17)	<u>70,523</u>	<u>-</u>

NOTES TO THE FINANCIAL STATEMENTS - continued
for the year ended 31 December 2017

16. FINANCIAL LIABILITIES - BORROWINGS - continued

Terms and debt repayment schedule

	1 year or less £	1-2 years £	2-5 years £	Totals £
Finance leases	<u>26,543</u>	<u>23,591</u>	<u>46,932</u>	<u>97,066</u>

17. LEASING AGREEMENTS

Minimum lease payments under finance leases fall due as follows:

	Finance leases	
	2017 £	2016 £
Gross obligations repayable:		
Within one year	30,011	-
Between one and five years	<u>74,973</u>	-
	<u>104,984</u>	-
Finance charges repayable:		
Within one year	3,468	-
Between one and five years	<u>4,450</u>	-
	<u>7,918</u>	-
Net obligations repayable:		
Within one year	26,543	-
Between one and five years	<u>70,523</u>	-
	<u>97,066</u>	-

18. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:			2017	2016
Number:	Class:	Nominal value:	£	£
100	Ordinary shares	1	<u>100</u>	<u>100</u>

NOTES TO THE FINANCIAL STATEMENTS - continued
for the year ended 31 December 2017

19. RESERVES

	Retained earnings £	Share premium £	Totals £
At 1 January 2017	(26,742,218)	6,709,944	(20,032,274)
Deficit for the year	(2,804,787)	-	(2,804,787)
At 31 December 2017	<u>(29,547,005)</u>	<u>6,709,944</u>	<u>(22,837,061)</u>

20. OTHER FINANCIAL COMMITMENTS

Lease commitments

Future minimum rental payments under non-cancellable operating leases are as follows:

	2017 £	2016 £
Plant and equipment		
With one year	101,391	58,714
Within two to five years	2,252	8,608
	<u>103,643</u>	<u>67,322</u>

	2017 £	2016 £
Property		
With one year	3,876,448	3,609,456
Within two to five years	15,505,793	14,437,824
After five years	34,888,035	36,094,560
	<u>54,270,276</u>	<u>54,141,840</u>

Certain property operating leases include a contingent rent clause. Contingent rent is determined with reference to the turnover or profit of the hotel. Contingent rent is not included in the commitments shown in the table above but to the extent it has been incurred in the year is shown in the profit or loss account disclosure. No lease agreements contain an option for renewal.

21. SHARE-BASED PAYMENT TRANSACTIONS

Under a long term incentive scheme Hilton Worldwide Holdings Inc. grants restricted stock units (RSU) to the general managers and hotel managers that entitle them to a compulsory cash payment. These annual grants vest within a one year period from the grant date and participants are required to be employed with the company on the vesting date. The amount of the cash payment is determined based on the share price of Hilton Worldwide Holdings Inc..

NOTES TO THE FINANCIAL STATEMENTS - continued
for the year ended 31 December 2017

22. PARENT UNDERTAKING, CONTROLLING PARTY AND CONSOLIDATING ENTITY

The company's immediate parent undertaking is Hilton Worldwide Limited, a hotel operator registered in England.

The ultimate parent the only undertaking for which group financial statements were prepared and into which the company is consolidated for 31 December 2017, was Hilton Worldwide Holdings 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 .

23. CAPITAL COMMITMENTS

The company has not entered into any capital commitments contracted for but not provided in the financial statements at period end.

24. CONTINGENT LIABILITIES

The company had jointly and severally guaranteed the value added tax liability of other companies within the same UK VAT group, which amounted to approximately £6.7m (2016: £6.1m) at 31 December 2017.