

Please do not write in this margin

COMPANIES FORM No. 155(6)a

Declaration in relation to assistance for the acquisition of shares

155(6)a

Pursuant to section 155(6) of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering
N . 4 -

Note Please read the notes on page 3 before completing this form.

- * insert full name of company
- ø insert name(s) and address(es) of all the directors

Τо	the	Reg	jistrar	of (Co	mpan	ies
			over				

Name of company

For official use

Company number

1131658

* GROSVENOR (MAYFAIR) ESTATE ("the Company")

Wwe Julian Milne of 101 Court Lane, Dulwich, London SE21 7EF, Peter Vernon of 17 Liskeard Gardens, London SE3 0PE, Darren Rawcliffe of 39 Fentiman Road, London SW8 1LD and Sarah-Jane Curtis of 26 Vallance Road, London N22 7UB

† delete as appropriate

\$ delete whichever is inappropriate The business of the company is:

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(c) something other than the above §

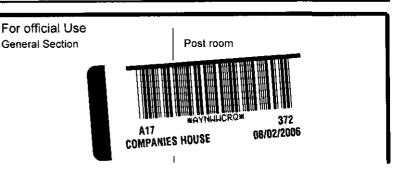
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The number and class of the shares acquired or to be acquired is:

100 ordinary shares of £1.00 each

Presentor's name address and reference (if any):
Boodle Hatfield
89 New Bond Street
London
W1S 1DA

DX 53 Chancery Lane LONDON Ref: VJS 45455 001



The assistance is to be given to: (note 2) 6th Duke of Westminister and Others, being the present trustees of the Will of the Most Noble the 2nd Duke of Westminster deceased					
	Please comp - legibly, prefe in black type bold block lettering				
The assistance will take the form of:	_				
1. An Agreement for lease of parts of the Grosvenor Mayfair Estate and relating to the Mayfair and Belgravia Management Schemes to be entered into by (1) Grosvenor (Belgravia) Estate ("GBE"), (2) the Company, (3) Grosvenor West End Properties ("GWEP"), (4) Grosvenor Properties ("GP"), (5) Grosvenor Commercial Properties ("GCP") and (6) 6th Duke of Westminster and Others, being the present trustees of the Will of the Most Noble the 2nd Duke of Westminster deceased;					
2. the Deed of Variation relating to the waiver of certain restrictions attaching to the leases of certain properties forming part of the Grosvenor Mayfair Estate and the Grosvenor Belgravia Estate, to be entered into between (1) the Company, (2) GBE, (3) GWEP, (4) GP and (5) GCP;					
3. leases of each of (a) 100 Park Lane and 32/34 Culross Street, London W1, (b) 88 Brook Street, London W1 and (c) 36 South Street, London W1 to be entered into between (1) the Company and (2) GWEP;					
4. lease of part of West One Shopping Centre, Oxford Street, London W1 to be entered into by (1) the Company and (2) GP; and					
5. Loan Agreement between (1) Grosvenor Estate Holdings and (2) the Company.					
	j				
The person who XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX	† delete as				
The 6th Duke of Westminister and others being the present trustees of the Will of the Most Noble The 2nd Duke of Westminster deceased.	appropriate				
The principal terms on which the assistance will be given are:					
The entry into each of the agreements referred to in the preceding box by the Company without the payment of consideration being made to the Company.					
The amount of cash to be transferred to the person assisted is £ Nil	-				
The value of any asset to be transferred to the person assisted is £ Nil	-				
The date on which the assistance is to be given is The date of this Statutory Declaration	_ Page				

/rite in this

lease complete egibly, preferably black type, or old block lettering

delete either (a) or (b) as appropriate

XWe have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts. (note 3)

- (a) [I/We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date]* (note 3)

And X/we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declarants to sign below

NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985.
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form
- 5 The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies Companies House Crown Way Cardiff CF14 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies 37 Castle Terrace Edinburgh EH1 2EB

Deloitte

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INDEPENDENT AUDITORS' REPORT TO THE DIRECTORS OF GROSVENOR (MAYFAIR) ESTATE ("THE COMPANY") PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985

We have examined the attached statutory declaration of the directors of the Company dated 3 February 2006 in connection with the proposal that the Company should give financial assistance for the purchase of 100 (one hundred) of the Company's ordinary shares.

This report is made solely to the directors of the Company for the purpose of section 156(4) of the Companies Act 1985. Our work has been undertaken so that we might state to the directors of the Company those matters that we are required to state to them in an auditors' report under that section 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, for our work, for this report, or for the opinions that we have formed.

Basis of opinion

We have enquired into the state of the Company's affairs in order to review the bases for the statutory declaration.

Opinion

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any of the matters mentioned in section 156(2) of the Companies Act is unreasonable in all the circumstances.

Deloitte & Touche LLP

Melitte o Touche UP

London

Chartered Accountants and Registered Auditors

3 February 2006

I CERTIFY THIS TO BE A TRUE COPY OF THE ORIGINAL IN MY POSSESSION

SIGNED

DATE

.2-06

Member of Deloitte Touche Tohmatsu