

INTERMEDIATE HOLDINGS LIMITED

COMPANY REGISTRATION NUMBER 3118889

**ANNUAL REPORT AND
FINANCIAL STATEMENTS**

YEAR ENDED 31 DECEMBER 2005



INTERMEDIATE HOLDINGS LIMITED

DIRECTORS' REPORT

The directors present their annual report together with the financial statements for the year ended 31 December 2005. The company was dormant throughout the year.

THE DIRECTORS AND THEIR INTERESTS IN SHARES OF THE COMPANY

The directors who served the company throughout the year were as follows:

W J A Bullough
R S Handley
S H R Musgrave
R C Williams

None of the directors in office at 31 December 2005 had any interests in the securities of the company, Grosvenor Group Limited its ultimate parent undertaking, or any of its fellow subsidiary undertakings which are required to be disclosed under the Companies Act 1985.

Signed by order of the Board

A handwritten signature in black ink, appearing to read 'C M Tolhurst', written in a cursive style.

C M Tolhurst
Company Secretary

07 FEB 2006

INTERMEDIATE HOLDINGS LIMITED
BALANCE SHEET AS AT 31 DECEMBER 2005

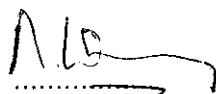
	Note	2005 £	2004 £
Current assets			
Debtors	4	9,038,483	9,038,483
Creditors: amounts falling due within one year	5	(9,038,383)	(9,038,383)
Net current assets		<u>100</u>	<u>100</u>
Total assets less current liabilities		<u>100</u>	<u>100</u>
Capital and reserves			
Called up equity share capital	6	<u>100</u>	<u>100</u>
Equity shareholders' funds		<u>100</u>	<u>100</u>

Statements:

- (a) For the year ended 31 December 2005 the company was entitled to exemption under section 249AA(1) of the Companies Act 1985.
- (b) Members have not required the company to obtain an audit in accordance with section 249B(2) of the Companies Act 1985.
- (c) The directors acknowledge their responsibility for:
- (i) ensuring the company keeps accounting records in accordance with section 221; and
 - (ii) preparing accounts which give a true and fair view of the state of affairs of the company as at the end of the financial year, and of its profit and loss for the financial year, in accordance with the requirements of section 226, and which otherwise comply with the requirements of the Companies Act 1985 relating to accounts, so far as applicable to the company.

07 FEB 2006

These financial statements were approved by the Board on the and are signed on its behalf by:



 Director

INTERMEDIATE HOLDINGS LIMITED**NOTES TO THE FINANCIAL STATEMENTS****1. ACCOUNTING POLICIES**

The financial statements have been prepared under the historical cost convention and in accordance with applicable United Kingdom law and accounting standards. The accounting policies have been applied consistently throughout the current and preceding year.

2. DORMANT STATUS

The company was dormant (within the meaning of section 249AA of the Companies Act 1985) throughout the year ended 31 December 2005. The company did not trade during the year or during the preceding financial year. During these periods, the company received no income and incurred no expenditure and therefore made neither profit nor loss.

3. EXPENSES

The expenses of the company are met by Grosvenor Estate Management Limited, a fellow subsidiary undertaking.

4. DEBTORS

	2005 £	2004 £
Amounts owed by group undertakings	<u>9,038,483</u>	<u>9,038,483</u>

5. CREDITORS: amounts falling due within one year

	2005 £	2004 £
Amounts owed to group undertakings	<u>9,038,383</u>	<u>9,038,383</u>

6. CALLED UP SHARE CAPITAL**Authorised share capital:**

	2005 £	2004 £
1,000,000 ordinary shares of £1.00 each	<u>1,000,000</u>	<u>1,000,000</u>

Allotted, called up and fully paid:

	2005 £	2004 £
100 ordinary shares of £1.00 each	<u>100</u>	<u>100</u>

INTERMEDIATE HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

7. ULTIMATE PARENT COMPANY AND CONTROLLING PARTY

The company's ultimate parent undertaking is Grosvenor Group Limited a company incorporated in Great Britain and registered in England and Wales which is wholly owned by trusts and members of the Grosvenor family, headed by the Duke of Westminster.

The ultimate parent undertaking heads the largest group of undertakings of which the company is a member and for which group accounts are prepared. Grosvenor Limited, an intermediate holding company, heads the smallest group of undertakings of which the company is a member and for which group accounts are prepared. Grosvenor Limited is the immediate holding company.

Copies of the consolidated financial statements of Grosvenor Group Limited and Grosvenor Limited can be obtained from Companies House, 3 Crown Way, Maindy, Cardiff, CF14 3UZ.