COMPANY REGISTRATION NUMBER 3232512

REGISTRAR OF COMPANIES

GROSVENOR LAND HOLDINGS LIMITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 OCTOBER 2008



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OFFICERS AND PROFESSIONAL ADVISERS

The board of directors

R E Lane

T G Walsh

Company secretary

Park Circus (Secretaries) Limited

Registered office

1 Portland Place

London

W1B 1PN

Auditor

BDO Stoy Hayward LLP Chartered Accountants

Chartered Accountants & Registered Auditors

55 Baker Street London W1U 7EU

THE DIRECTORS' REPORT

YEAR ENDED 31 OCTOBER 2008

The directors present their report and the financial statements of the company for the year ended 31 October 2008.

PRINCIPAL ACTIVITIES

The company acts principally as an investment holding company and is responsible for co-ordinating the activities of its subsidiaries and also owns an investment property. There have been no changes in the company's activities in the year under review.

DIRECTORS

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

R E Lane T G Walsh

DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Annual 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). The financial statements are required by law to 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 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.

The directors are responsible for keeping proper accounting records that 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 1985. 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.

In so far as the directors are aware:

- there is no relevant audit information of which the company's auditor is unaware; and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

AUDITOR

A resolution to re-appoint BDO Stoy Hayward LLP as auditors for the ensuing year will be proposed at the annual general meeting in accordance with section 385 of the Companies Act 1985.

THE DIRECTORS' REPORT (continued)

YEAR ENDED 31 OCTOBER 2008

SMALL COMPANY PROVISIONS

This report has been prepared in accordance with the special provisions for small companies under Part VII of the Companies Act 1985.

Registered office: 1 Portland Place London W1B 1PN Signed by order of the board

PARK CIRCUS (SECRETARIES)

LIMITED

Company Secretary

Approved by the directors on 25 August 2009

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF GROSVENOR LAND HOLDINGS LIMITED

YEAR ENDED 31 OCTOBER 2008

We have audited the financial statements of Grosvenor Land Holdings Limited for the year ended 31 October 2008 which comprise the profit and loss account, the statement of total recognised gains and losses, the balance sheet and the related notes. These financial statements have been prepared under the accounting policies set out therein.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITOR

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Our report has been prepared pursuant to the requirements of the Companies Act 1985 and for no other purpose. No person is entitled to rely on this report unless such a person is a person entitled to rely upon this report by virtue of and for the purpose of the Companies Act 1985 or has been expressly authorised to do so by our prior written consent. Save as above, we do not accept responsibility for this report to any other person or for any other purpose and we hereby expressly disclaim any and all such liability.

BASIS OF AUDIT OPINION

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF GROSVENOR LAND HOLDINGS LIMITED (continued)

YEAR ENDED 31 OCTOBER 2008

OPINION

In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 October 2008 and of its profit for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and

• the information given in the Directors' Report is consistent with the financial statements.

Boo Stoy Hayward LLP
BDO STOY HAYWARD LLP

Chartered Accountants & Registered Auditors

55 Baker Street London W1U 7EU

25 August 2009,

PROFIT AND LOSS ACCOUNT

YEAR ENDED 31 OCTOBER 2008

	Note	2008 £	2007 £
TURNOVER	2	121,375	131,399
Administrative expenses		64,101	(76,790)
OPERATING PROFIT	3	185,476	54,609
Income from shares in group undertakings Interest receivable	5	467,833 3,149	251,913 1,633
Amounts written off investments Interest payable and similar charges	6 7	(196 ,41 9) -	(31,538) (1,429)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		460,039	275,188
Tax on profit on ordinary activities	8	-	-
PROFIT FOR THE FINANCIAL YEAR		460,039	275,188

All of the activities of the company are classed as continuing.

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

YEAR ENDED 31 OCTOBER 2008

	2008	2007
	£	£
Profit for the financial year attributable to the shareholders	460,039	275,188
attroutable to the shareholders	100,000	270,100
Unrealised loss on revaluation of certain fixed assets	(224,286)	. –
Unrealised loss on revaluation of:		
Shares in group companies	(242,992)	(234,386)
Total gains and losses recognised since the last annual report	(7,239)	40,802

The notes on pages 9 to 15 form part of these financial statements.

BALANCE SHEET

31 OCTOBER 2008

	2008		2007	
	Note	£	£	£
FIXED ASSETS Tangible assets Investments	10 11		216,810 966,434	494,203 1,405,845
			1,183,244	1,900,048
CURRENT ASSETS Debtors Cash at bank	12	5,931,998 58,418		6,498,872 31,504
CREDITORS: Amounts falling due within one year	13	5,990,416 1,898,664		6,530,376 3,148,189
NET CURRENT ASSETS			4,091,752	3,382,187
TOTAL ASSETS LESS CURRENT LIABILITIES			5,274,996	5,282,235
CAPITAL AND RESERVES Called-up equity share capital Share premium account Revaluation reserve Profit and loss account	15 16 17 18		345,600 4,211,678 1,006,689 (288,971)	345,600 4,211,678 699,292 25,665
SHAREHOLDERS' FUNDS	19		5,274,996	5,282,235

These financial statements were approved by the directors and authorised for issue on 25 August 2009, and are signed on their behalf by:

T G WALSH

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 OCTOBER 2008

ACCOUNTING POLICIES 1.

Basis of accounting

The financial statements have been prepared under the historical cost convention, modified to include the revaluation of certain fixed assets, and in accordance with applicable UK accounting standards.

The financial statements present information about the company as an individual undertaking and not about its group. The company is exempt from the obligations to prepare group financial statements as it is itself a subsidiary undertaking and its ultimate parent undertaking is established under the law of a member state of the European Union and prepares consolidated financial statements.

Cash flow statement

The directors have taken advantage of the exemption in Financial Reporting Standard No 1 (Revised 1996) from including a cash flow statement in the financial statements on the grounds that the company is small.

Turnover

Turnover represents rental income and service charges receivable, excluding Value Added Tax and arises solely within the United Kingdom.

Depreciation

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Leasehold Property

Over length of lease

Plant & Machinery

10% straight line

An amount equal to the excess of the annual depreciation charge on revalued assets over the notional historical cost depreciation charge on those assets is transferred annually from the revaluation reserve to the profit and loss reserve.

Investment properties

The Directors revalue all completed investment properties annually, to reflect current market value for existing use. Changes in the value of investment properties are disclosed as movements on revaluation reserve, except for permanent diminutions which are charged to the profit and loss

No depreciation or amortisation is provided in respect of freehold investment property in accordance with Statement of Standard Accounting Practice 19 (revised). The Directors consider that this policy results in the financial statements giving a true and fair view.

Investment property sales are reflected in the accounts if an unconditional contract is exchanged by the balance sheet date and the sale has been completed before the date of approval of the accounts.

Profits and losses are based on the difference between proceeds and net carrying amount, whether at valuation or at historic cost.

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 OCTOBER 2008

1. ACCOUNTING POLICIES (continued)

Operating lease agreements

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits on a straight line basis over the period of the lease.

Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more tax, with the following exceptions:

Provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, and gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold.

Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted 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.

Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as either financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Investments in subsidiary undertakings

Investments in subsidiary and associated undertakings are accounted using the alternative accounting rules whereby the original cost of the investment is adjusted for changes in the value of the underlying net assets. Changes in the net asset value of subsidiaries allocated to a revaluation reserve except permanent diminution in value which are charged to the profit and loss account.

2. TURNOVER

The turnover and profit before tax are attributable to the one principal activity of the company. An analysis of turnover is given below:

	2008	2007
	£	£
United Kingdom	121,375	131,399

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 OCTOBER 2008

3. OPERATING PROFIT

Operating profit is stated after charging:

	2008	2007
	£	£
Directors' emoluments	_	_
Amortisation	49,483	49,483
Depreciation of owned fixed assets Operating lease costs:	3,625	3,625
Other	1,322	3,075

Auditor's remuneration is paid by the parent company.

4. PARTICULARS OF EMPLOYEES

There were no employees other than the directors, during the year.

5. INCOME FROM SHARES IN GROUP UNDERTAKINGS

	2008	2007
	£	£
Income from group undertakings	467,833	251,913

6. AMOUNTS WRITTEN OFF INVESTMENTS

	2008	2007
	£	£
Amount written off investments	196,419	31,538

7. INTEREST PAYABLE AND SIMILAR CHARGES

	2008	2007
	£	£
Interest payable on bank borrowing	_	1,429

8. TAXATION ON ORDINARY ACTIVITIES

Factors affecting current tax charge

The tax assessed on the profit on ordinary activities for the year is lower than the standard rate of corporation tax in the UK of 28.83% (2007 - 30%).

	2008 £	2007 £
Profit on ordinary activities before taxation	460,039	275,188
Profit on ordinary activities by rate of tax	132,629	82,556
Capital Allowances in excess of depreciation	378	. (316)
Group relief surrendered	(81,208)	(30,973)
Expenses not deductible for tax purposes & non-taxable income	(51,799)	(51,267)
Total current tax	-	-

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 OCTOBER 2008

9. DIVIDENDS

	Equity dividends			2008 £	2007 £
	Paid during the year Equity dividends on ordinary shares			_	2,614,895
10.	TANGIBLE FIXED ASSETS				
		Freehold Investment Property £	Leasehold Property £	Plant & Machinery £	Total £
	COST OR VALUATION At 1 November 2007 Revaluation	391,250 (224,286)	358,750	36,255 -	786,255 (224,286)
	At 31 October 2008	166,964	358,750	36,255	561,969
	DEPRECIATION At 1 November 2007 Charge for the year	- -	276,232 49,482	15,820 3,625	292,052 53,107
	At 31 October 2008	·	325,714	19,445	345,159
	NET BOOK VALUE At 31 October 2008	166,964	33,036	16,810	216,810
	At 31 October 2007	391,250	82,518	20,435	494,203

The investment property has been valued at open market value by directors, who are suitably qualified or experienced. The historic cost of the assets is £169,630 (2007: £222,739).

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 OCTOBER 2008

11. INVESTMENTS

		Investments in Subsidiary undertakings	Investment in Associate	Listed Others	Total
		£	£	£	£
	COST OR VALUATION	1,398,922	_	216,523	1,615,445
	At 1 November 2007 Transfer from subsidiary undertakings	1,370,722	959,511	-	959,511
	Transfer to Associates	(959,511)	-	_	(959,511)
	Revaluations	(242,992)	-	-	(242,992)
	At 31 October 2008	196,419	959,511	216,523	1,372,453
	AMOUNTS WRITTEN OFF				
	At 1 November 2007	-	-	209,600	209,600
	Written off in year	196,419	-	-	196,419
	At 31 October 2008	196,419	_	209,600	406,019
	NET BOOK VALUE At 31 October 2008	-	959,511	6,923	966,434
	At 31 October 2007	1,398,922	-	6,923	1,405,845
12.	DEBTORS				
				2008	2007
				£	£
	Amounts owed by group undertakings			5,877,111	6,414,454
	Other debtors			3,942	- 04 410
	Prepayments and accrued income	•	٠	50,945	84,418
		•		5,931,998	6,498,872
13.	CREDITORS: Amounts falling due w	ithin one year			
				2008	2007
				£	£
	Trade creditors			79,351	4,841
	Amounts owed to group undertakings			1,776,734	3,141,859
	Accruals and deferred income			42,579	1,489
				1,898,664	3,148,189

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 OCTOBER 2008

14. RELATED PARTY TRANSACTIONS

The controlling party of the company was Saffery Champness Trust Corporation, trustees of a life interest trust in which R F M Adair is a beneficiary. R F M Adair is a director of the ultimate parent company, Terrace Hill Group Plc.

The company has taken advantage of the exemption allowed by Financial Reporting Standard 8, 'Related Party Transactions', not to disclose any transactions with entities that are included in the consolidated financial statements of Terrace Hill Group Plc.

15. SHARE CAPITAL

Authorised share capital:

100,000,000 Ordinary shares of £0.01 e	each		£ 1,000,000	£ 1,000,000
Allotted, called up and fully paid:				
	200	8	200	7
	No	£	No	£
Ordinary shares of £0.01 each	34,559,974	345,600	34,559,974	345,600

2008

2008

2007

2007

16. SHARE PREMIUM ACCOUNT

There was no movement on the share premium account during the financial year.

17. REVALUATION RESERVE

	2008	2007
	£	£
Balance brought forward	699,292	933,677
Revaluation of fixed assets and investments	(467,278)	(234,385)
Transfer from the Profit and Loss Account on realisation	774,675	
Balance carried forward	1,006,689	699,292
PROFIT AND LOSS ACCOUNT		

18. PROFIT AND LOSS ACCOUNT

•	£	£
Balance brought forward	25,665	2,365,372
Profit for the financial year	460,039	275,188
Equity dividends	<u> </u>	(2,614,895)
Transfer to revaluation reserve	(774,675)	_
Balance carried forward	(288,971)	25,665
Balance carried forward	(288,971)	25,665

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 OCTOBER 2008

19. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

Profit for the financial year	2008 £ 460,039	2007 £ 275,188
Other net recognised gains and losses Equity dividends	(467,278)	(234,385) (2,614,895)
Net reduction to shareholders' funds Opening shareholders' funds	(7,239) 5,282,235	(2,574,092) 7,856,327
Closing shareholders' funds	5,274,996	5,282,235

20. ULTIMATE PARENT COMPANY

The parent company is Terrace Hill Limited a company registered in England and Wales. The ultimate parent company is Terrace Hill Group Plc which is registered in Scotland.

Copies of the consolidated financial statements of Terrace Hill Group Plc are available from the company's registered office.