

**GE Capital Corporation
(Property Management) Limited**

Directors' report and financial statements
For the year ended 31 December 2002
Registered number: 3406547



GE Capital Corporation (Property Management) Limited

Directors' report and financial statements

<i>Contents</i>	<i>Page</i>
Directors' report	1
Statement of directors' responsibilities	2
Independent auditors' report	3
Profit and loss account	4
Balance sheet	5
Notes	6-9

GE Capital Corporation (Property Management) Limited

Directors' report

The directors present their report and audited financial statements for the year ended 31 December 2002.

Principal activities

The company's principal activity is providing management services relating to commercial real estate.

It is the intention of the directors to continue to expand the company's business in the future.

Results and dividends

The company made a loss before tax for the year of £68,863 (2001: profit of £183,093)

The directors do not recommend the payment of a dividend (2001: £nil).

Directors and directors' interests

The directors who held office during the year and after the year end were as follows:

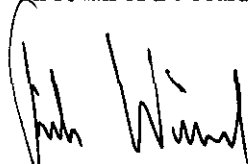
V Beattie-Jones	(resigned 8 September 2003)
AM Burger	(appointed 10 June 2002)
SA Casey	(appointed 18 June 2003)
J F Widlund	
A M Bell	(resigned 1 October 2002)
M Collins	(resigned 26 April 2002)
D V M Thurgar	(resigned 18 June 2003)
I del Beato	(appointed 8 September 2003)

Since the company meets the definition in s736 (2)(3) of the Companies Act 1985 of a wholly owned subsidiary of a body corporate incorporated outside Great Britain, the company has taken advantage of regulation 3 (1)(a) of Statutory Instrument 1985/802 exempting the company from the requirement to disclose directors' share interests and options in group companies.

Auditors

Pursuant to a shareholders' resolution, dated 22 April 1998, the company is not obliged to re-appoint auditors of the company annually and consequently KPMG Audit Plc will continue in office.

On behalf of the board



Fredrik Widlund
Director

13/10 - 2003

Clarges House
6-12 Clarges Street
London
W1J 8DH

GE Capital Corporation (Property Management) Limited

Statement of directors' responsibilities

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and of the profit or loss for that period. In preparing those 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;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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 which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Report of the independent auditors, KPMG Audit Plc, to the members of GE Capital Corporation (Property Management) Limited

We have audited the financial statements on pages 4 to 9.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. 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 auditors

The directors are responsible for preparing the directors' report and, as described on page 2, the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

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 if, in our opinion, the directors' report is not consistent with the financial statements, if 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 transactions with the company is not disclosed.

Basis of audit opinion

We conducted our audit in accordance with Auditing Standards 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 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.

Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs at 31 December 2002 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

KPMG Audit Plc

KPMG Audit Plc
Chartered Accountants
Registered Auditor

8 Salisbury Square
London
EC4Y 8BB

15 October 2003

GE Capital Corporation (Property Management) Limited

Profit and loss account

for the year ended 31 December 2002

	<i>Note</i>	2002 £	2001 £
Turnover	<i>1(c)</i>	145,337	224,936
Gross profit		145,337	224,936
Administration expenses		(216,235)	(49,268)
Operating (loss) / profit	<i>2</i>	(70,898)	175,668
Interest receivable	<i>5</i>	2,035	7,425
(Loss) / profit on ordinary activities before taxation		(68,863)	183,093
Tax on (loss) / profit on ordinary activities	<i>6</i>	-	(54,928)
Retained (loss) / profit for the financial year	<i>11</i>	(68,863)	128,165

The notes on pages 6 to 9 form part of these financial statements.

The movement in reserves is shown in note 11 to these financial statements.

The loss for the current year and the profit for the preceding year calculated on a historical cost basis are not materially different to the respective figures disclosed above. Accordingly a note of historical cost profits and losses as required by paragraph 26 of FRS 3 has not been presented.

The results in the above profit and loss account relate entirely to continuing operations.

The company has no recognised gains or losses other than these dealt with in the profit and loss account above and therefore no separate statement of total recognised gains and losses has been presented.

GE Capital Corporation (Property Management) Limited

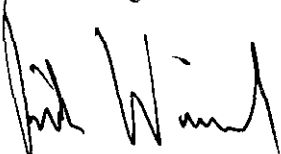
Balance sheet at 31 December 2002

	Note	2002 £	2001 £
Current assets			
Debtors	7	86,374	285,622
Cash at bank and in hand		273,769	178,958
		<hr/>	<hr/>
		360,143	464,580
Creditors: amounts falling due within one year	8	(133,608)	(69,905)
		<hr/>	<hr/>
Net current assets		226,535	394,675
		<hr/>	<hr/>
Total assets less current liabilities		226,535	394,675
Creditors: amounts falling due after more than one year	9	-	(99,277)
		<hr/>	<hr/>
Net assets		226,535	295,398
		<hr/>	<hr/>
Capital and reserves			
Share capital	10	1	1
Profit and loss account	11	226,534	295,397
		<hr/>	<hr/>
Equity shareholders' funds	11	226,535	295,398
		<hr/>	<hr/>

The notes on pages 6 to 9 form part of these financial statements.

These financial statements were approved by the board of directors on
and were signed on its behalf by:

13/10 — 2003



Fredrik Widlund
Director

GE Capital Corporation (Property Management) Limited

Notes

(forming part of the financial statements)

1. Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

(a) Basis of preparation

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost convention.

(b) Cash flow statement

Under FRS1 (Revised 1996) the company is exempt from the requirement to prepare a cash flow statement. Exemption is on the grounds that it is a wholly owned subsidiary undertaking and its cash flows appear in a consolidated cash flow statement in the financial statements of the ultimate parent company which are available to the public and can be obtained from the address mentioned in note 12.

(c) Turnover

Turnover represents the value of management services fees invoiced to customers, excluding value added tax.

(d) Taxation

The charge for taxation is based on the profit for the year. Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19.

(e) Transactions with related parties

The company, as a wholly owned subsidiary undertaking of General Electric Company, has taken advantage of an exemption contained in Financial Reporting Standard 8, "Related Party Disclosures", in preparing its financial statements. This exemption allows the company not to disclose details of transactions with other group companies or investees of the group qualifying as related parties, as the consolidated financial statements of General Electric Company in which the company is included are available to the public and can be obtained from the address given in note 12.

2. Operating (loss) / profit

Operating (loss) / profit is stated after charging:

	2002 £	2001 £
Auditors' remuneration	2,600	1,500
	<hr/>	<hr/>

3. Directors' remuneration

No directors received any remuneration in respect of services to the company during the current or preceding year.

4. Staff

The company had no employees during the current or preceding year.

GE Capital Corporation (Property Management) Limited

Notes

(continued)

5. Interest receivable

	2002 £	2001 £
Bank interest receivable	2,035	7,425

6. Tax on (loss) / profit on ordinary activities

a) Analysis of charge in the year

	2002 £	2001 £
UK corporation tax at 30% (2001: 30%)	-	54,928
Total current tax	-	54,928

b) Factors affecting current tax charge / (credit) in year

	2002 £	2001 £
(Loss) / profit on ordinary activities before tax	(68,863)	183,093
Tax on profit on ordinary activities at UK standard rate of 30% (2001: 30%)	(20,659)	54,928
<i>Effects of:</i>		
Expenses not deductible for tax purposes	3,321	-
Group relief not paid for	17,338	-
Total current tax charge for the year	-	54,928

7. Debtors

	2002 £	2001 £
<i>Amounts falling due within one year</i>		
Amounts owed by group undertakings	1	-
Trade debtors	86,373	-
<i>Amounts falling due after more than one year</i>		
Amounts owed by group undertakings	-	1
Trade debtors	-	285,621
	86,374	285,622

GE Capital Corporation (Property Management) Limited

Notes

(continued)

8. Creditors: amounts falling due within one year

	2002 £	2001 £
Corporation tax	65,538	65,205
Accruals and deferred income	4,100	1,500
Other creditors	63,970	3,200
	<u>133,608</u>	<u>69,905</u>

9. Creditors: amounts falling due after more than one year

	2002 £	2001 £
Amounts owed to group undertakings	-	99,277
	<u>-</u>	<u>99,277</u>

10. Share capital

	2002 £	2001 £
<i>Authorised:</i>		
1,000 ordinary shares of £1 each	1,000	1,000
	<u>1,000</u>	<u>1,000</u>
<i>Allotted, called up and fully paid:</i>		
1 ordinary share of £1	1	1
	<u>1</u>	<u>1</u>

11. Reconciliation of movements in shareholders' funds

	Called up share capital £	Profit and loss account £	Shareholders' funds 2002 £	Shareholders' funds 2001 £
At beginning of the year	1	295,397	295,398	167,233
(Loss)/profit for the year	-	(68,863)	(68,863)	128,165
	<u>1</u>	<u>226,534</u>	<u>226,535</u>	<u>295,398</u>

GE Capital Corporation (Property Management) Limited

Notes

(continued)

12. Parent undertakings

The company's immediate parent undertaking is GE Capital Corporation (Holdings), a company registered in England and Wales.

The smallest group in which the results of the company are consolidated is that headed by IGE USA Investments, a company registered in England and Wales. The consolidated financial statements of this company are available to the public and may be obtained from 3rd Floor, 1 Trevelyan Square, Boar Lane, Leeds LS1 6HP.

The largest group in which the results of the company are consolidated is that headed by the company's ultimate parent undertaking, General Electric Company, a company incorporated in the United States of America. The consolidated financial statements of this company are available to the public and may be obtained from 3135 Easton Turnpike, Fairfield, Connecticut, 06431, USA or at www.ge.com.