

GROSVENOR MANAGEMENT LIMITED

Registered No 3406618

ANNUAL REPORT AND
FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2002



GROSVENOR MANAGEMENT LIMITED

DIRECTORS' REPORT

The directors submit their annual report together with the audited financial statements for the year ended 31 December 2002.

PRINCIPAL ACTIVITIES

The company's principal activity during the year was to act as general partner to GMetrop a UK limited partnership. The company was dormant throughout the year.

RESULTS AND DIVIDENDS

The company did not trade in the year, nor in the previous year. No profit and loss account has therefore been prepared. The state of affairs at 31 December 2002 is set out in the balance sheet on page 2.

DIRECTORS

The directors of the company at 31 December 2002, all of whom were directors throughout the year, were:

R S Handley
J R Milne
S H R Musgrave
J D T Titchen
R C Williams

DIRECTORS' INTERESTS

None of the company's directors at 31 December 2002 had any interests in the shares or loan capital of the company, its ultimate parent company, Grosvenor Group Holdings Limited, or any of its fellow subsidiary undertakings required to be disclosed under the Companies Act 1985.

By Order of the Board



C M Tolhurst
Secretary

14 MAR 2003

GROSVENOR MANAGEMENT LIMITED
BALANCE SHEET AS AT 31 DECEMBER 2002

	<u>Notes</u>	<u>2002</u> £	<u>2001</u> £
<u>Fixed assets</u>			
Investments:			
Associated undertaking	3	<u>1</u>	<u>1</u>
<u>Current assets</u>			
Debtors: amounts falling due within one year	4	99	99
<u>Net current assets</u>		<u>99</u>	<u>99</u>
<u>Net assets</u>		<u>100</u>	<u>100</u>
<u>Capital and reserves</u>			
Called up share capital	5	100	100
<u>Equity Shareholders' funds</u>		<u>100</u>	<u>100</u>

- a) For the year ended 31 December 2002 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 which comply with Section 221;
 - 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 or loss for the financial year; in accordance with the requirements of Section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts so far as is applicable to the company.

Approved by the Board on **14 MAR 2003** and signed on its behalf by:



 Director

GROSVENOR MANAGEMENT LIMITED
NOTES TO THE FINANCIAL STATEMENTS

1. **ACCOUNTING POLICIES**

(a) **Basis of accounting**

The financial statements have been prepared under the historical cost convention and in accordance with accounting standards applicable in the United Kingdom. The company's principal accounting policies are unchanged compared with the year ended 31 December 2001.

The company is a wholly owned subsidiary of Grosvenor Group Holdings Limited, its ultimate parent undertaking, which is registered in England and Wales and prepares consolidated financial statements. Consequently, the company is required neither to prepare consolidated financial statements nor present a cash flow statement.

(b) **Investments**

Shares in subsidiary and associated undertakings are stated at cost less any provision for impairment.

2. **PROFIT AND LOSS ACCOUNT**

The company has not engaged in business in the year, nor in the previous year. No profit and loss account has therefore been prepared. The company had no recognised gains or losses or movements in shareholders' funds in the year or in the previous year. The expenses of the company are met by Grosvenor Estate Management Limited.

3. **FIXED ASSET INVESTMENTS:**

	<u>2002</u> £	<u>2001</u> £
Unlisted securities at cost:		
At 1 January		
	—	—
At 31 December		
	==	==

This is a £1 investment in GMetro, a UK limited partnership, set up to invest in central London offices, of which the company is general partner.

4. **DEBTORS**

	<u>2002</u> £	<u>2001</u> £
Amount owed by group undertakings	99	99
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GROSVENOR MANAGEMENT LIMITED**NOTES TO THE FINANCIAL STATEMENTS (continued)****5. SHARE CAPITAL**

	<u>2002</u>	<u>2001</u>
	<u>£</u>	<u>£</u>
<u>Authorised, allotted, called up and fully paid</u>		
<u>Equity interests</u>		
100 Ordinary shares of £1 each	100	100
	<u> </u>	<u> </u>

6. ULTIMATE PARENT UNDERTAKING

The company's ultimate parent undertaking is Grosvenor Group Holdings Limited, a company 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 smallest and largest group of undertakings of which the company is a member and for which group accounts are prepared.

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

7. RELATED PARTY TRANSACTIONS

The company has applied the exemption granted by FRS8 "Related party disclosures" not to disclose transactions with Grosvenor Group Holdings Limited, fellow subsidiaries of Grosvenor Group Holdings Limited or any undertaking in which any member of the group holds an investment which would otherwise qualify as related parties.

Accordingly, during the year under review there were no transactions or balances with related parties which require disclosure in these financial statements.

8. OTHER INFORMATION

The company holds as nominee for GMetro, a UK limited partnership, 100% of the legal interest in the following companies, the beneficial interests of which are retained by GMetro.

111 Old Broad Street Limited
 125 Wood Street Limited
 49 Grosvenor Street Limited
 51 Grosvenor Street Limited
 Almack House Limited
 40 Grosvenor Place Ltd