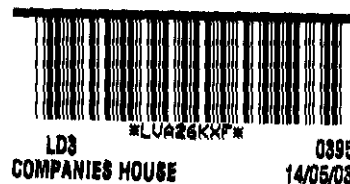


GROSVENOR WESTMINSTER PROPERTIES
(An unlimited company having a share capital)

Registered No 3680767

ANNUAL REPORT AND
FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2002



GROSVENOR WESTMINSTER PROPERTIES

DIRECTORS' REPORT

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

1. PRINCIPAL ACTIVITIES

The company was dormant throughout the year. The company was incorporated on 3 December 1998.

2. DIRECTORS

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

R S Handley
S H R Musgrave
R C Williams

3. DIRECTORS' INTERESTS IN SHARE CAPITAL

None of the directors in office at 31 December 2002 had any interests in the securities of the company, Grosvenor Group Holdings Limited, its ultimate parent undertaking, or any of its fellow subsidiary undertakings which are required to be disclosed under the Companies Act 1985.

By Order of the Board



C M Tolhurst
Secretary

January 2003

GROSVENOR WESTMINSTER PROPERTIES
BALANCE SHEET AS AT 31 DECEMBER 2002

	<u>Notes</u>	<u>2002</u> £	<u>2001</u> £
<u>Current Assets</u>			
Debtors – Amount owed by parent undertaking		2	2
<u>Net Assets</u>		<u>2</u>	<u>2</u>
 <u>Capital and Reserves</u>			
Called up share capital	3	2	2
<u>Equity Shareholders' Funds</u>		<u>2</u>	<u>2</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 applicable to the company.

Approved by the Board on January 2003 and signed on its behalf by:



Director

GROSVENOR WESTMINSTER PROPERTIESNOTES TO THE FINANCIAL STATEMENTS31 DECEMBER 2002

1. The financial statements have been prepared under the historical cost convention, and in accordance with appropriate accounting standards, in the UK.
2. The company has been dormant since incorporation. The expenses of the company are met by Grosvenor Estate Management Limited, a fellow subsidiary undertaking.

3. Share Capital

	<u>2002</u>	<u>2001</u>
Authorised:		
8,000,000 12% Non-Cumulative Irredeemable Preference shares of £1 each	£8,000,000	£8,000,000
64,000,000 Non-Voting Ordinary shares of £1 each	£64,000,000	£64,000,000
8,000,000 Ordinary shares of £1 each	<u>£8,000,000</u>	<u>£8,000,000</u>
	<u>£80,000,000</u>	<u>£80,000,000</u>
Allotted, called up and fully paid		
2 ordinary shares of £1 each	<u>£2</u>	<u>£2</u>

4. Ultimate Parent Undertaking

The company's ultimate parent undertaking and controlling entity 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 company 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, is the smallest group of undertakings of which the company is a member and for which group accounts are prepared.

All companies referred to above are incorporated in Great Britain. Copies of the consolidated financial statements of Grosvenor Group Holdings Limited can be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ.