

Registration number 3783320

Grainger Pimlico Limited
Directors' report and financial statements
for the year ended 30 September 2006

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Grainger Pimlico Limited

Company information

| | |
|----------------------|--|
| Directors | Andrew R Cunningham Rupert J Dickinson Peter C G Schwerdt Michael P Windle Richard Exley |
| Secretary | Marie L Glanville |
| Company number | 3783320 |
| Registered office | Citygate St James' Boulevard Newcastle Upon Tyne NE1 4JE |
| Independent auditors | PricewaterhouseCoopers LLP 89 Sandyford Road Newcastle Upon Tyne NE1 8HW |
| Business address | Citygate St James' Boulevard Newcastle Upon Tyne NE1 4JE |
| Bankers | Barclays Bank Plc Barclays House 71 Grey Street Newcastle Upon Tyne NE99 1JP |
| Solicitors | Dickinson Dees St Ann's Wharf 112 Quayside Newcastle Upon Tyne NE99 1SB |

Grainger Pimlico Limited

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Grainger Pimlico Limited

Directors' report for the year ended 30 September 2006

The directors present their report and the audited financial statements for the year ended 30 September 2006

Principal activity and review of the business

The principal activity of the company is property development and trading

The company has made a loss for the year and no longer has any trading assets. It is therefore anticipated that the company will cease to trade in the foreseeable future.

Results and dividends

The results for the year are set out on page 5

The directors do not recommend payment of a final dividend (2005 interim dividend of £5,000,000 was paid to equity shareholders)

Auditors and disclosure of information to auditors

So far as each director is aware, there is no relevant audit information of which the company's auditors are unaware. Each director has taken all steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and establish that the company's auditors are aware of that information.

Directors and their interests

The directors who served during the year are as stated below

Andrew R Cunningham

Rupert J Dickinson

Geoffrey J Davis Resigned 02/11/2006

James Fielder Resigned 30/04/2006

Peter C G Schwerdt

Michael P Windle

Richard Exley Appointed 11/11/2005

The directors have no beneficial interest in the share capital of the company

The beneficial interests of the following directors in the shares of the ultimate holding company, Grainger plc (formerly Grainger Trust plc), are shown in the annual report of Grainger Trust plc

Andrew R Cunningham

Rupert J Dickinson

The beneficial interests of Michael P Windle and Richard Exley in the shares of the ultimate holding company, Grainger plc (formerly Grainger Trust plc), are shown in the annual report of Hatch Warren 1992 Limited

The beneficial interests of all other directors in the shares of the ultimate holding company, Grainger plc (formerly Grainger Trust plc), are shown in the annual report of Northumberland and Durham Property Trust Limited

Grainger Pimlico Limited

Directors' report for the year ended 30 September 2006

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 the affairs of the company and of the profit or loss of the company for that year. In preparing these the directors are required to

- select suitable accounting policies and 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 confirm that they have complied with the above requirements in preparing the financial statements

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 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

Independent Auditors

In accordance with Section 385 of the Companies Act 1985, a resolution proposing that PricewaterhouseCoopers LLP be reappointed as auditors of the company will be put to the Annual General Meeting

This report was approved by the Board on 14 May 2007 and signed on its behalf by

Marie L Glanville
Secretary

A handwritten signature in black ink, appearing to read 'Marie L Glanville', with a large, stylized loop at the bottom.

Grainger Pimlico Limited

Independent auditors' report to the members of Grainger Pimlico Limited

We have audited the financial statements of Grainger Pimlico Limited for the year ended 30 September 2006 which comprise the profit and loss account, 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 auditors

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). This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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.

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.

Grainger Pimlico Limited

Independent auditors' report to the members of Grainger Pimlico Limited

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 30 September 2006 and of its loss 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

A handwritten signature in black ink, appearing to read 'PricewaterhouseCoopers' followed by a stylized 'UP' or similar initials.

PricewaterhouseCoopers LLP
Chartered Accountants & Registered Auditors
Newcastle Upon Tyne
14 May 2007

Grainger Pimlico Limited

Profit and loss account for the year ended 30 September 2006

| | Notes | 2006 £ | 2005 £ |
|---|----------|------------------|--------------------|
| Turnover | 2 | - | 805,148 |
| Trading profits | | - | 210,749 |
| Other income | | - | 805,148 |
| | | - | 1,015,897 |
| Property expenses | | (103,684) | (52,293) |
| Administrative expenses | | - | (89,547) |
| Operating (loss)/profit | 3 | (103,684) | 874,057 |
| Interest payable and similar charges | 4 | - | (800) |
| (Loss)/profit on ordinary activities before taxation | | (103,684) | 873,257 |
| Tax on (loss)/profit on ordinary activities | 5 | 31,105 | (261,977) |
| (Loss)/profit on ordinary activities after taxation | | (72,579) | 611,280 |
| Dividends | 6 | - | (5,000,000) |
| Loss for the year | | (72,579) | (4,388,720) |
| Retained profit brought forward | | 182,675 | 4,571,395 |
| Retained profit carried forward | | 110,096 | 182,675 |

All amounts relate to continuing operations

There are no recognised gains or losses other than the (loss)/profit for the above two financial years and therefore no separate statement of total recognised gains and losses has been presented

There is no difference between the (loss)/profit on ordinary activities before taxation and the (loss)/profit for the financial years stated above, and their historical cost equivalents

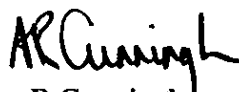
The notes on pages 7 to 10 form an integral part of these financial statements.

Grainger Pimlico Limited

**Balance sheet
as at 30 September 2006**

| | | 2006 | | 2005 | |
|---|-------|----------------|----------------|----------------|----------------|
| | Notes | £ | £ | £ | £ |
| Current assets | | | | | |
| Debtors | 7 | 122,597 | | 586,809 | |
| | | <u>122,597</u> | | <u>586,809</u> | |
| Creditors: amounts falling due within one year | 8 | (12,500) | | (404,133) | |
| Net current assets | | | 110,097 | | 182,676 |
| Net assets | | | <u>110,097</u> | | <u>182,676</u> |
| Capital and reserves | | | | | |
| Called up equity share capital | 9 | | 1 | | 1 |
| Profit and loss account | | | 110,096 | | 182,675 |
| Equity shareholders' funds | 10 | | <u>110,097</u> | | <u>182,676</u> |

The financial statements were approved by the Board on 14 May 2007 and signed on its behalf by



Andrew R Cunningham
Director

The notes on pages 7 to 10 form an integral part of these financial statements.

Grainger Pimlico Limited

Notes to the financial statements for the year ended 30 September 2006

1. Statement of accounting policies

The financial statements have been prepared in accordance with applicable Accounting Standards in the United Kingdom. A summary of the more important accounting policies, which have been applied consistently, is set out below.

1.1. Accounting convention

The financial statements have been prepared on the going concern basis, under the historical cost convention and in accordance with the Companies Act 1985.

The company has consistently applied all relevant accounting standards.

1.2. Cash flow statement

The company is a wholly owned subsidiary of Grainger plc and the cash flows of the company are included in the consolidated cash flow statement of Grainger plc. Consequently, the company is exempt under the terms of Financial Reporting Standard No 1 (Revised 1996) from preparing a cash flow statement.

1.3. Turnover

Turnover comprises gross rentals, gross sale proceeds of trading properties and land, and sundry other income. Sales of properties are only accounted for when the cash proceeds are received in full or the company has entered into a legally binding contract.

1.4. 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 tax, with the following exceptions.

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.

2. Turnover

The total turnover of the company for the year has been derived from its principal activity wholly undertaken in the UK as defined in the directors' report.

Grainger Pimlico Limited

**Notes to the financial statements
for the year ended 30 September 2006**

3. Operating (loss)/profit

| | 2006 | 2005 |
|--|-------------|-------------|
| | £ | £ |
| Operating (loss)/profit is stated after charging | | |
| Auditors' remuneration | 400 | 400 |
| | <u>400</u> | <u>400</u> |

There are no persons holding service contracts with the company. None of the directors received any remuneration from the company during the year, or in the previous year.

4. Interest payable and similar charges

| | 2006 | 2005 |
|---------------------------|-------------|-------------|
| | £ | £ |
| Interest payable on loans | - | 800 |
| | <u>-</u> | <u>800</u> |

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

| Analysis of credit in the year | 2006 | 2005 |
|---------------------------------------|-----------------|----------------|
| | £ | £ |
| Current tax | | |
| UK corporation tax | (31,105) | 261,977 |
| | <u>(31,105)</u> | <u>261,977</u> |

Factors affecting tax credit for the year

There is no difference between the tax assessed for the year and the standard rate of corporation tax in the UK (30%).

| | 2006 | 2005 |
|--|------------------|----------------|
| | £ | £ |
| (Loss)/profit on ordinary activities before taxation | (103,684) | 873,257 |
| | <u>(103,684)</u> | <u>873,257</u> |
| (Loss)/profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 30% (30 September 2005 30%) | (31,105) | 261,977 |
| | <u>(31,105)</u> | <u>261,977</u> |

There is no unprovided deferred tax liability or unrecognised deferred tax asset in these financial statements.

Factors that may affect future tax charges

There are no factors that are expected to significantly affect the taxation charge in future years.

Grainger Pimlico Limited

**Notes to the financial statements
for the year ended 30 September 2006**

| | | |
|--|-------------------|--------------------|
| 6. Dividends | 2006 | 2005 |
| | £ | £ |
| Equity - Ordinary | | |
| Interim dividend paid | - | 5,000,000 |
| | <u> </u> | <u> </u> |
| 7. Debtors | 2006 | 2005 |
| | £ | £ |
| Amounts owed by group undertakings | 122,597 | 342,514 |
| Other debtors | - | 244,295 |
| | <u> </u> | <u> </u> |
| | <u>122,597</u> | <u>586,809</u> |
| 8. Creditors: amounts falling due within one year | 2006 | 2005 |
| | £ | £ |
| Trade creditors | - | 11,220 |
| Corporation tax | - | 261,977 |
| Accruals and deferred income | 12,500 | 130,936 |
| | <u> </u> | <u> </u> |
| | <u>12,500</u> | <u>404,133</u> |
| 9. Called up equity share capital | 2006 | 2005 |
| | £ | £ |
| Authorised | | |
| 100 Ordinary shares of 100p each | 100 | 100 |
| | <u> </u> | <u> </u> |
| Allotted, called up and fully paid | | |
| 1 Ordinary share of 100p each | 1 | 1 |
| | <u> </u> | <u> </u> |
| 10. Reconciliation of movements in equity shareholders' funds | 2006 | 2005 |
| | £ | £ |
| (Loss)/profit for the year | (72,579) | 611,280 |
| Dividends | - | (5,000,000) |
| | <u> </u> | <u> </u> |
| | <u>(72,579)</u> | <u>(4,388,720)</u> |
| Opening equity shareholders' funds | 182,676 | 4,571,396 |
| | <u> </u> | <u> </u> |
| Closing equity shareholders' funds | <u>110,097</u> | <u>182,676</u> |

Grainger Pimlico Limited

Notes to the financial statements for the year ended 30 September 2006

11. Related party disclosures

The company has taken advantage of the exemption available under Financial Reporting Standard No 8 and has not disclosed transactions with companies that are part of the Grainger plc group

12. Ultimate parent undertaking

The directors regard Grainger plc, a company registered in England and Wales, as the ultimate parent undertaking and the ultimate controlling party, being the parent undertaking of the smallest and largest group to consolidate these financial statements. Copies of the Grainger plc consolidated financial statements may be obtained from The Secretary, Grainger plc, Citygate, St James' Boulevard, Newcastle upon Tyne, NE1 4JE

13. Immediate parent

Grainger plc is the immediate controlling party and parent company by virtue of its 100% shareholding in the company