

47/48 GROSVENOR STREET LIMITED

COMPANY REGISTRATION NUMBER 4233444

**ANNUAL REPORT AND
FINANCIAL STATEMENTS**

YEAR ENDED 31 DECEMBER 2003



47/48 GROSVENOR STREET LIMITED**DIRECTORS' REPORT**

The directors present their annual report together with the audited financial statements of the company for the year ended 31 December 2003.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the company during the year was property investment in the United Kingdom.

The directors do not anticipate any significant change in the activity of the company.

RESULTS AND DIVIDENDS

The results of the company for the year are shown on page 5. Profit on ordinary activities before taxation was £1,016,399 (2002 - £nil).

The directors have recommended the following dividends:

	2003 £	2002 £
Proposed dividends on ordinary shares	<u>807,691</u>	<u>—</u>

THE DIRECTORS AND THEIR INTERESTS IN SHARES OF THE COMPANY

The directors who served the company throughout the year, except as noted, were as follows:

R S Handley	
S H R Musgrave	
R C Williams	
S J Curtis	(Appointed 4 February 2003)
J R Milne	(Appointed 4 February 2003)
J D T Titchen	(Resigned 4 February 2003)

None of the directors in office at 31 December 2003 had any interests in the securities of the company, Grosvenor Group Limited (formerly 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.

DIRECTORS' RESPONSIBILITIES

United Kingdom 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 at the end of the year and of the profit or loss for the year then ended.

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; and

prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

47/48 GROSVENOR STREET LIMITED**DIRECTORS' REPORT** *(continued)***DIRECTORS' RESPONSIBILITIES** *(continued)*

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. The directors are also responsible for safeguarding the assets of the company, the system of internal control and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

AUDITORS

On 1 August 2003 Deloitte & Touche transferred their business to Deloitte & Touche LLP, a limited liability partnership incorporated under the Limited Liability Partnerships Act 2000. The company's consent has been given to treating the appointment of Deloitte & Touche as extending to Deloitte & Touche LLP with effect from 1 August 2003 under the provisions of section 26(5) of the Companies Act 1989. The company has elected to dispense with the obligation to appoint auditors annually and, accordingly, Deloitte & Touche LLP shall be deemed to be re-appointed as auditors for a further term under the provisions of section 386(2) of the Companies Act 1985.

Signed by order of the Board



C M Tolhurst
Company Secretary

31 MAR 2004

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF
47/48 GROSVENOR STREET LIMITED
YEAR ENDED 31 DECEMBER 2003

We have audited the financial statements of 47/48 Grosvenor Street Limited for the year ended 31 December 2003 which comprise the profit and loss account, the statement of total recognised gains and losses, the balance sheet and the related notes 1 to 15. These financial statements have been prepared under the historical cost convention, as modified by the revaluation of certain fixed assets and the accounting policies set out therein.

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 auditors' 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

As described in the statement of directors' responsibilities, the company's directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibility is to audit the financial statements in accordance with relevant United Kingdom legal and regulatory requirements and auditing standards.

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 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.

We read the directors' report for the above year and consider the implications for our report if we become aware of any apparent misstatements.

BASIS OF AUDIT OPINION

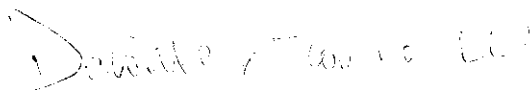
We conducted our audit in accordance with United Kingdom auditing standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of 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 AUDITORS' REPORT TO THE MEMBERS OF
47/48 GROSVENOR STREET LIMITED
YEAR ENDED 31 DECEMBER 2003 *(continued)*

OPINION

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 31 December 2003 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



Deloitte and Touche LLP
Chartered Accountants and Registered Auditors
London

01 APR 2004

47/48 GROSVENOR STREET LIMITED**PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2003**

	Note	2003 £	2002 £
Turnover	2	808,123	—
Cost of sales		(108,125)	—
Gross profit		699,998	—
Administrative expenses		(2,490)	—
Operating profit		697,508	—
Profit on disposal of investment properties	5	317,625	—
		1,015,133	—
Interest receivable		1,266	—
Profit on ordinary activities before taxation		1,016,399	—
Tax on profit on ordinary activities		—	—
Profit on ordinary activities after taxation		1,016,399	—
Equity dividends	7	(807,691)	—
Retained profit for the financial year		208,708	—

All results are derived from continuing operations.

47/48 GROSVENOR STREET LIMITED**STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES**
FOR THE YEAR ENDED 31 DECEMBER 2003

	2003 £	2002 £
Profit/(loss) for the financial year attributable to the shareholders	1,016,399	—
Unrealised loss on revaluation of investment properties	(230,775)	—
Total recognised gains and losses	<u>785,624</u>	<u>—</u>

47/48 GROSVENOR STREET LIMITED**BALANCE SHEET AS AT 31 DECEMBER 2003**

	Note	2003 £	2002 £
Tangible fixed assets			
Investment properties	8	<u>10,500,000</u>	<u>—</u>
Current assets			
Debtors	9	6,417,755	100
Creditors: amounts falling due within one year	10	<u>(6,189,722)</u>	<u>—</u>
Net current assets		<u>228,033</u>	<u>100</u>
Total assets less current liabilities		<u>10,728,033</u>	<u>100</u>
Capital and reserves			
Called up equity share capital	12	10,750,100	100
Revaluation reserve	13	<u>(22,067)</u>	<u>—</u>
Equity shareholders' funds	14	<u>10,728,033</u>	<u>100</u>

These financial statements were approved by the Board on the **31 MAR 2004** and are signed on its behalf by:



Director



Director

47/48 GROSVENOR STREET LIMITED**NOTES TO THE FINANCIAL STATEMENTS****1. ACCOUNTING POLICIES****(a) 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 United Kingdom accounting standards. The accounting policies adopted are consistent with the previous year.

(b) Cash flow statement

The directors have taken advantage of the exemption in FRS1 'Cash flow statements' from including a cash flow statement in the financial statements on the grounds that the company is wholly owned and its parent publishes a consolidated cash flow statement.

(c) Turnover

The turnover shown in the profit and loss account represents rents receivable in the year, excluding VAT.

(d) Depreciation

In accordance with SSAP19 (Revised) 'Accounting for Investment Properties' no depreciation is provided on freehold or on leasehold properties with an unexpired term exceeding twenty years. The directors consider that this departure from the requirement of the Companies Act 1985 for all properties to be depreciated is necessary for the financial statements to show a true and fair view, since depreciation is reflected in the open market valuation and cannot be quantified separately.

(e) Investment properties

Investment properties are valued annually at open market value by independent valuers. Any surplus or deficit on revaluation is transferred to the revaluation reserve, except that if a permanent diminution in value below original cost arises it is taken to the profit and loss account. Investment properties under development are stated at cost, except where the directors consider that the value has fallen below cost, when they are revalued to the lower amount. The revaluation deficit is transferred to the revaluation reserve unless it is considered permanent, in which case it is charged to the profit and loss account. Profits and losses on the disposal of investment properties are recognised on unconditional exchange of contracts and are calculated by reference to book value and are included in the profit and loss account.

(f) Deferred taxation

Deferred taxation is provided in full in respect of timing differences between the recognition of income and expenditure for accounting and taxation purposes. Deferred taxation is not provided in respect of unrealised revaluation surpluses where there is no commitment to sell the asset. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

2. TURNOVER

Turnover and profit before tax are attributable to the one principal activity of the company in the United Kingdom.

47/48 GROSVENOR STREET LIMITED**NOTES TO THE FINANCIAL STATEMENTS****3. AUDITORS' REMUNERATION**

Auditors' remuneration for 47/48 Grosvenor Street Limited has been borne by a fellow subsidiary undertaking in both the current and prior year.

4. PARTICULARS OF EMPLOYEES

No salaries or wages have been paid to employees, including the directors, during both the current and prior year.

5. PROFIT ON DISPOSAL OF INVESTMENT PROPERTIES

	2003 £	2002 £
Profit on disposal of investment properties	317,625	—
	<u>317,625</u>	<u>—</u>

6. TAXATION

The taxation charge will be borne by the intermediate holding company, Grosvenor Limited, both in the current and prior year.

7. DIVIDENDS

	2003 £	2002 £
Proposed dividend on ordinary shares	807,691	—
	<u>807,691</u>	<u>—</u>

8. INVESTMENT PROPERTIES

	Long leasehold £
Cost or valuation	
Additions	16,013,150
Disposals	(5,282,375)
Revaluation	(230,775)
At 31 December 2003	<u>10,500,000</u>
Net book value	
At 31 December 2003	<u>10,500,000</u>
At 31 December 2002	<u>—</u>

Revaluation of fixed assets

Long leasehold investment properties were valued at 31 December 2003 by CB Richard Ellis on the basis of open market value as defined in the Royal Institution of Chartered Surveyors Appraisal and Valuation Manual.

The historical cost of properties was £10,522,067 (2002 - £nil).

The taxation on capital gains which would be payable on the surplus arising on the revaluation of fixed assets, in the event of their sale at valuation, is estimated to be £150,000 (2002 - £nil).

47/48 GROSVENOR STREET LIMITED**NOTES TO THE FINANCIAL STATEMENTS****9. DEBTORS**

	2003 £	2002 £
Trade debtors	193,159	—
Amounts owed by group undertakings	6,198,058	100
Prepayments and accrued income	26,538	—
	<u>6,417,755</u>	<u>100</u>

10. CREDITORS: amounts falling due within one year

	2003 £	2002 £
Amounts owed to group undertakings	5,201,400	—
Other taxation and social security	31	—
Accruals and deferred income	180,600	—
Dividends payable	807,691	—
	<u>6,189,722</u>	<u>—</u>

11. RELATED PARTY TRANSACTIONS

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

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

12. SHARE CAPITAL**Authorised share capital:**

	2003 £	2002 £
11,000,000 ordinary shares of £1.00 each	<u>11,000,000</u>	<u>11,000,000</u>

Allotted, called up and fully paid:

	2003 £	2002 £
100 ordinary shares of £1.00 each at 1 January	100	100
Issue of 10,750,000 ordinary shares of £1.00 each	<u>10,750,000</u>	<u>—</u>
	<u>10,750,100</u>	<u>100</u>

On 6 January 2003 the company issued 10,750,000 non redeemable ordinary £1.00 shares to Grosvenor Properties.

47/48 GROSVENOR STREET LIMITED**NOTES TO THE FINANCIAL STATEMENTS****13. RESERVES**

	Revaluation reserve £	Profit and loss account £
Retained profit for the year	—	1,016,399
Dividends	—	(807,691)
Other gains and losses		
Revaluation of fixed assets	(230,775)	—
Other movements		
- transfer to/from revaluation reserve	208,708	(208,708)
Balance carried forward	<u>(22,067)</u>	<u>—</u>

14. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2003 £	2002 £
Profit for the financial year	1,016,399	—
Dividends	<u>(807,691)</u>	<u>—</u>
	208,708	—
Other net recognised gains and losses	(230,775)	—
New equity share capital subscribed	<u>10,750,000</u>	<u>—</u>
Net addition to funds	10,727,933	—
Opening equity shareholders' funds	<u>100</u>	<u>100</u>
Closing equity shareholders' funds	<u>10,728,033</u>	<u>100</u>

15. ULTIMATE PARENT COMPANY

The company's ultimate parent undertaking is Grosvenor Group Limited (formerly Grosvenor Group Holdings Limited), a company incorporated in Great Britain and 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 largest group of undertakings of which the company is a member and for which group accounts are prepared. Grosvenor Limited, an intermediate holding company, heads the smallest 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 Limited and Grosvenor Limited can be obtained from Companies House, Crown Way, Maindy, Cardiff, CF14 3UZ.