

43 GROSVENOR STREET LIMITED

COMPANY REGISTRATION NUMBER 4233645

**ANNUAL REPORT AND
FINANCIAL STATEMENTS**

YEAR ENDED 31 DECEMBER 2008

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43 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 2008.

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 or its profitability.

Grosvenor manages its cashflows, liquidity position and borrowing facilities on a group basis and further disclosure relating to these matters, are included in the annual report of Grosvenor Limited.

After making enquiries, the directors have a reasonable expectation that the company has adequate resources for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the company's financial statements.

The directors have taken advantage of the special provisions available to small companies per S.246 subsection 4 of the Companies Act 1985.

RESULTS AND DIVIDENDS

The results of the company for the year are shown on page 4. Profit on ordinary activities before taxation was £993,812 (2007 - £409,292 loss).

The directors have not recommended payment of a dividend (2007 - £188,071).

THE DIRECTORS OF THE COMPANY

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

L R Buck	
G A Clarke	
S J Curtis	
P S Vernon	
R F C Blundell	(Appointed 3 April 2008)
J E T Clark	(Appointed 1 July 2008)
R S Handley	(Resigned 3 April 2008)
M R Preston	(Resigned 30 June 2008)
D J P Rawcliffe	(Resigned 31 December 2008)

G J Powell was appointed as a director on 2 March 2009.

DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

United Kingdom company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to give a true and fair view of the state of affairs of the company for that period.

43 GROSVENOR STREET LIMITED

DIRECTORS' REPORT *(continued)*

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 United Kingdom accounting standards have been followed; and
- 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 that 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 and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware; and
- the directors have taken all reasonable steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information.

This information is given in accordance with S.234ZA of the Companies Act 1985.

AUDITORS

Deloitte LLP has indicated its willingness to be reappointed for another term and is deemed to be reappointed accordingly.

Signed by order of the Board



K E Robinson
Company Secretary

24 MAR 2009

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF
43 GROSVENOR STREET LIMITED
YEAR ENDED 31 DECEMBER 2008

We have audited the financial statements of 43 Grosvenor Street Limited for the year ended 31 December 2008 which comprise the profit and loss account, statement of total recognised gains and losses, balance sheet and the related notes 1 to 15. These financial statements have been prepared under 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 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' 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).

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.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF
43 GROSVENOR STREET LIMITED
YEAR ENDED 31 DECEMBER 2008 *(continued)*

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 31 December 2008 and of its profit 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.

Deloitte LLP

Deloitte LLP
Chartered Accountants and Registered Auditors
London
United Kingdom

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24 MAR 2009

43 GROSVENOR STREET LIMITED**PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2008**

	Note	2008 £	Restated 2007 £
Turnover	2	–	275
Cost of sales		<u>(38,104)</u>	<u>(407,467)</u>
Gross loss		<u>(38,104)</u>	<u>(407,192)</u>
Administrative expenses		–	<u>(2,100)</u>
Operating loss	3	<u>(38,104)</u>	<u>(409,292)</u>
Profit on disposal of investment property		<u>967,276</u>	–
		<u>929,172</u>	<u>(409,292)</u>
Interest receivable		<u>64,640</u>	–
Profit/(loss) on ordinary activities before taxation		<u>993,812</u>	<u>(409,292)</u>
Tax on profit/(loss) on ordinary activities	5	–	(2,698,931)
Profit/(loss) for the financial year		<u><u>993,812</u></u>	<u><u>(3,108,223)</u></u>

All results are derived from continuing operations.

43 GROSVENOR STREET LIMITED**STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES**
FOR THE YEAR ENDED 31 DECEMBER 2008

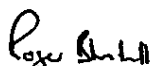
	2008 £	Restated 2007 £
Profit/(loss) for the financial year attributable to the shareholders	993,812	(3,108,223)
Unrealised profit on revaluation of investment properties	—	5,119,650
Total recognised gains and losses relating to the year	<u>993,812</u>	<u>2,011,427</u>

The notes on pages 8 to 13 form part of these financial statements.

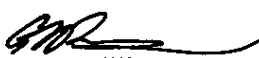
43 GROSVENOR STREET LIMITED
BALANCE SHEET AS AT 31 DECEMBER 2008

	Note	2008 £	2007 £
Fixed assets			
Investment properties	7	—	9,552,000
Current assets			
Debtors	8	11,369,534	814,998
Creditors: amounts falling due within one year	9	(4,275,489)	(4,266,765)
Net current assets/(liabilities)		<u>7,094,045</u>	<u>(3,451,767)</u>
Total assets less current liabilities		<u>7,094,045</u>	<u>6,100,233</u>
Capital and reserves			
Called up share capital	11	100	100
Revaluation reserve	12	—	6,051,068
Profit and loss account	13	7,093,945	49,065
Shareholders' funds	14	<u>7,094,045</u>	<u>6,100,233</u>

These financial statements were approved by the Board on the **24 MAR 2009** and are signed on its behalf by:



 Director



 Director

43 GROSVENOR STREET LIMITED**NOTES TO THE FINANCIAL ACCOUNTS****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 law and accounting standards. The accounting policies have been applied consistently throughout the current and preceding year with the exception of the policy for taxation which is described further in Note 6.

The directors' report describes the going concern basis of preparation of the financial statements.

(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 gross income including rents receivable in the year.

(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 deficit which is expected to be permanent and which is in excess of any previously recognised surplus over cost relating to the same property, or the reversal of such a deficit, is charged or credited 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. On the disposal or recognition of a provision for impairment of a revalued asset, any related balance remaining in the revaluation reserve is also transferred to the profit and loss account as a movement on reserves.

43 GROSVENOR STREET LIMITED
NOTES TO THE FINANCIAL ACCOUNTS

1. ACCOUNTING POLICIES *(continued)*

(f) Taxation

All current and deferred tax expenses or credits (after the application of group relief, to the extent relevant) are recognised in the company's profit and loss account.

Current UK corporation tax is recognised at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

The company's taxation obligations are settled on its behalf by the intermediate holding company Grosvenor Limited. The benefit of this arrangement is recognised as a capital contribution from Grosvenor Limited to the company (or distribution from the company to Grosvenor Limited where a tax credit arises) with all current and deferred tax assets and liabilities recorded in the balance sheet of Grosvenor Limited.

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 credits are recognised to the extent that it is regarded as more likely than not that the related assets will be recovered. As described above, whilst the deferred tax charge or credit is recognised in the profit and loss account of the company, the related deferred tax assets and liabilities are recorded in the balance sheet of Grosvenor Limited. Deferred tax assets and liabilities are not discounted.

2. TURNOVER

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

3. OPERATING LOSS

Operating loss is stated after charging:

	2008 £	2007 £
Auditors' remuneration		
- for the audit of the annual accounts	—	2,100

Auditors' remuneration for 2008 of £2,200 was borne by Grosvenor Estate Management Limited, a fellow subsidiary undertaking.

4. PARTICULARS OF EMPLOYEES

No fees or other emoluments were paid to the directors of the company during either the current or the preceding year in respect of their services to the company. The directors are paid by Grosvenor Estate Management Limited. There were no employees of the company for the current or preceding year.

43 GROSVENOR STREET LIMITED**NOTES TO THE FINANCIAL ACCOUNTS****5. TAX ON PROFIT ON ORDINARY ACTIVITIES****Taxation**

	2008	Restated
	£	2007
		£
Current tax:		
UK Corporation tax based on the results for the year at 28.50% (2007 - 30%)	-	2,679,233
Deferred tax	-	19,698
Total current tax	<u>-</u>	<u>2,698,931</u>

Tax reconciliation:

	2008	Restated
	£	2007
		£
Profit/(loss) on ordinary activities before taxation	<u>993,812</u>	<u>(409,292)</u>
Profit on ordinary activities at the UK corporation rate of 28% (2007 - 30%)	283,237	(122,788)
Tax on previous years' revaluations realised during the year	(275,674)	3,008,443
Indexation relief	-	(121,978)
Group relief	(40,040)	-
Transfer pricing adjustment	32,477	(63,339)
Capital allowances in excess of depreciation	-	(21,105)
Total current tax	<u>-</u>	<u>2,679,233</u>

43 GROSVENOR STREET LIMITED**NOTES TO THE FINANCIAL ACCOUNTS****6. PRIOR YEAR ADJUSTMENT**

Comparative figures in the primary financial statements and notes have been restated to reflect the change in the accounting policy for taxation. The taxation obligations of the company are settled by the intermediate holding company, Grosvenor Limited, and previously, no tax expense was recognised by the company. The taxation expense of the company is now recognised in the profit and loss account for the year and the economic benefit provided by Grosvenor Limited is reported as a contribution to the profit and loss reserves of the company.

The effects of the restatement are summarised below:

	2007 £
Profit and loss account	
Increase in tax on profit on ordinary activities	(2,698,931)
Decrease in profit for the financial year	<u>(2,698,931)</u>
Balance Sheet	
Decrease in profit for the financial year	(2,698,931)
Capital contributions received from holding company	<u>2,698,931</u>
Net movement in net assets	<u>—</u>

7. INVESTMENT PROPERTIES

	Leasehold Property £
Cost	
At 1 January 2008	9,552,000
Additions	(1,050)
Disposals	<u>(9,550,950)</u>
At 31 December 2008	<u>—</u>
Net book value	
At 31 December 2008	<u>—</u>
At 31 December 2007	<u>9,552,000</u>

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 approximately £nil (2007 - £2,405,109).

8. DEBTORS: amounts falling due within one year

	2008 £	2007 £
Trade debtors	11,750	323
Amounts owed by group undertakings	11,357,784	788,608
Other debtors	—	26,067
	<u>11,369,534</u>	<u>814,998</u>

43 GROSVENOR STREET LIMITED**NOTES TO THE FINANCIAL ACCOUNTS****9. CREDITORS: amounts falling due within one year**

	2008 £	2007 £
Amounts owed to group undertakings	4,255,165	4,255,165
Accruals and deferred income	20,324	11,600
	<u>4,275,489</u>	<u>4,266,765</u>

10. RELATED PARTY TRANSACTIONS

The company has applied the exemption granted by FRS8 'Related party disclosures' not to disclose transactions with Grosvenor Group 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.

11. CALLED UP SHARE CAPITAL**Authorised share capital:**

	2008 £	2007 £
100 Ordinary shares of £1.00 each	<u>100</u>	<u>100</u>

Allotted, called up and fully paid:

	2008 £	2007 £
100 Ordinary shares of £1.00 each	<u>100</u>	<u>100</u>

12. REVALUATION RESERVE

	2008 £	2007 £
At 1 January	6,051,068	931,418
Revaluation of fixed assets	—	5,119,650
Transfer to the profit and loss account on realisation	<u>(6,051,068)</u>	<u>—</u>
At 31 December	<u>—</u>	<u>6,051,068</u>

13. PROFIT AND LOSS ACCOUNT

	2008 £	2007 £
At 1 January	49,065	646,428
Profit/(loss) for the financial year	993,812	(3,108,223)
Dividends paid	—	(188,071)
Transfer from revaluation reserve	6,051,068	—
Capital contributions received from holding company	—	2,698,931
At 31 December	<u>7,093,945</u>	<u>49,065</u>

43 GROSVENOR STREET LIMITED**NOTES TO THE FINANCIAL ACCOUNTS****14. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS**

	2008 £	Restated 2007 £
Profit/(loss) for the financial year	993,812	(3,108,223)
Other net recognised gains and losses	–	5,119,650
Dividends paid	–	(188,071)
Transfer from revaluation reserve	6,051,068	–
Capital contributions received from holding company	–	2,698,931
Transfer to profit and loss account	(6,051,068)	–
Net addition to shareholders' funds	993,812	4,522,287
Opening shareholders' funds	6,100,233	1,577,946
Closing shareholders' funds	7,094,045	6,100,233

15. ULTIMATE PARENT COMPANY AND CONTROLLING PARTY

The company's ultimate parent undertaking is Grosvenor Group 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. Grosvenor Properties is the immediate holding company.

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