

GROSVENOR HOLYROOD LIMITED

COMPANY REGISTRATION NUMBER 4233682

**ANNUAL REPORT AND
FINANCIAL STATEMENTS**

YEAR ENDED 31 DECEMBER 2006

MONDAY



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GROSVENOR HOLYROOD LIMITED

DIRECTORS' REPORT

The directors present their annual report together with the audited financial statements of the company for the year ended 31 December 2006

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the company was property investment. During the year the company's feuhold investment property was sold.

The directors have taken advantage of the special provisions available to small companies per S 246 subsection 4(a) of the Companies Act 1985 not to present a business review in accordance with S 234ZZB of the Companies Act 1985.

RESULTS AND DIVIDENDS

The results of the company for the year are shown on page 5. Profit on ordinary activities before taxation was £2,326,239 (2005 - £379,449 loss).

The directors have not recommended payment of a dividend (2005 - £nil).

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	
J E Irvine	
R C Williams	
M R Preston	(Appointed 30 June 2006)
S H R Musgrave	(Resigned 30 June 2006)

None of the directors in office at 31 December 2006 had any interests in the securities of the company, Grosvenor Group 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 financial year and of the profit or loss of the company 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.

GROSVENOR HOLYROOD LIMITED

DIRECTORS' REPORT *(continued)*

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, for the system of internal control and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

In 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

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

- 1 MAR 2007

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF
GROSVENOR HOLYROOD LIMITED
YEAR ENDED 31 DECEMBER 2006

We have audited the financial statements of Grosvenor Holyrood Limited for the year ended 31 December 2006 which comprise the profit and loss account, statement of total recognised gains and losses, balance sheet and the related notes 1 to 16. 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 Annual Report and 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 other information contained in the Annual Report, and consider whether it is consistent with the audited financial statements. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any further information outside the Annual Report.

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
GROSVENOR HOLYROOD LIMITED
YEAR ENDED 31 DECEMBER 2006 *(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 2006 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 & Touche LLP

Deloitte & Touche LLP
Chartered Accountants and Registered Auditors
London

- 1 MAR 2007

GROSVENOR HOLYROOD LIMITED**PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2006**

	Note	2006 £	2005 £
Turnover	2	150,950	–
Cost of sales		(322,322)	(369,500)
Gross loss		(171,372)	(369,500)
Administrative expenses		(2,389)	(9,949)
Operating loss		(173,761)	(379,449)
Profit on disposal of investment property	5	2,500,000	–
Profit/(loss) on ordinary activities before taxation		2,326,239	(379,449)
Tax on profit/(loss) on ordinary activities	6	–	–
Profit/(loss) for the financial year		<u>2,326,239</u>	<u>(379,449)</u>

All results are derived from continuing operations

The notes on pages 8 to 12 form part of these financial statements.

GROSVENOR HOLYROOD LIMITED**STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES**
FOR THE YEAR ENDED 31 DECEMBER 2006

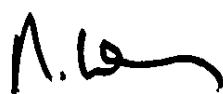
	2006 £	2005 £
Profit/(loss) for the financial year attributable to the shareholders	2,326,239	(379,449)
Unrealised gain on revaluation of investment properties	—	1,250,000
Total recognised gains and losses relating to the year	<u>2,326,239</u>	<u>870,551</u>


The notes on pages 8 to 12 form part of these financial statements

GROSVENOR HOLYROOD LIMITED
BALANCE SHEET AS AT 31 DECEMBER 2006

	Note	2006 £	2005 £
Tangible fixed assets			
Investment properties	7	–	12,675,000
Current assets			
Debtors	8	3,762,043	6,029
Creditors: amounts falling due within one year	9	(69,192)	(12,400,060)
Net current assets/(liabilities)		<u>3,692,851</u>	<u>(12,394,031)</u>
Total assets less current liabilities		<u>3,692,851</u>	<u>280,969</u>
Provisions for liabilities			
Other provisions	10	(1,194,382)	–
Net assets		<u>2,498,469</u>	<u>280,969</u>
 Capital and reserves			
Called up equity share capital	12	100	100
Revaluation reserve	13	–	807,764
Profit and loss account	14	2,498,369	(526,895)
Equity shareholders' funds	15	<u>2,498,469</u>	<u>280,969</u>

These financial statements were approved by the Board on the **1 MAR 2007** and are signed on its behalf by


 Director


 Director

GROSVENOR HOLYROOD 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.

(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 and service charges receivable in the year, excluding VAT.

(d) Depreciation

In accordance with SSAP 19 (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.

Depreciation is provided on short leasehold properties with twenty years or less unexpired over the period of the lease.

(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.

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. 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.

GROSVENOR HOLYROOD LIMITED
NOTES TO THE FINANCIAL ACCOUNTS

1. ACCOUNTING POLICIES *(continued)*

(f) Deferred taxation

Deferred taxation is provided in full at a group level 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.

(g) Taxation

Current UK corporation tax is provided at a group level 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.

2. TURNOVER

The turnover and profit before tax are attributable to the one principal activity of the company.

3. AUDITORS' REMUNERATION

Auditors' remuneration for Grosvenor Holyrood Limited is £2,000 (2005 - £2,000) and has been borne by Grosvenor Estate Management, 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.

5. PROFIT ON DISPOSAL OF INVESTMENT PROPERTIES

	2006 £	2005 £
Profit on disposal of investment properties	<u>2,500,000</u>	<u>—</u>

6. TAXATION

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

GROSVENOR HOLYROOD LIMITED
NOTES TO THE FINANCIAL ACCOUNTS

7. INVESTMENT PROPERTIES

	Feuhold £
Cost or valuation	
At 1 January 2006	12,675,000
Additions	2,105,000
Disposals	(14,780,000)
At 31 December 2006	<u>—</u>
Net book value	
At 31 December 2006	<u>—</u>
At 31 December 2005	<u>12,675,000</u>

The company's feuhold investment property was sold in 2006

8. DEBTORS

	2006 £	2005 £
Trade debtors	19,270	774
Amounts owed by group undertakings	3,667,154	—
Other debtors	75,619	5,255
	<u>3,762,043</u>	<u>6,029</u>

9. CREDITORS: amounts falling due within one year

	2006 £	2005 £
Trade creditors	1,719	6,640
Amounts owed to group undertakings	—	12,166,590
Other creditors	8,846	—
Accruals and deferred income	58,627	226,830
	<u>69,192</u>	<u>12,400,060</u>

10 OTHER PROVISIONS

	2006 £
Other provisions:	
At 1 January	—
Movement for year	1,194,382
At 31 December	<u>1,194,382</u>

GROSVENOR HOLYROOD LIMITED
NOTES TO THE FINANCIAL ACCOUNTS

11. 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

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

	2006 £	2005 £
100 Ordinary shares of £1 00 each	<u>100</u>	<u>100</u>

Allotted, called up and fully paid:

	2006 £	2005 £
100 Ordinary shares of £1 00 each	<u>100</u>	<u>100</u>

13. REVALUATION RESERVE

	2006 £	2005 £
At 1 January	807,764	(442,236)
Revaluation of fixed assets	–	1,250,000
UITF 28 adjustment to property valuation	(108,739)	–
Transfer to the profit and loss account on realisation	(699,025)	–
At 31 December	<u>–</u>	<u>807,764</u>

14. PROFIT AND LOSS ACCOUNT

	2006 £	2005 £
At 1 January	(526,895)	(147,446)
Profit/(loss) for the financial year	2,326,239	(379,449)
Transfer from revaluation reserve	699,025	–
At 31 December	<u>2,498,369</u>	<u>(526,895)</u>

GROSVENOR HOLYROOD LIMITED**NOTES TO THE FINANCIAL ACCOUNTS****15. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS**

	2006 £	2005 £
Profit/(loss) for the financial year	2,326,239	(379,449)
Other net recognised gains and losses	–	1,250,000
Transfer from revaluation reserve	699,025	–
Transfer to profit and loss account	(699,025)	–
UITF 28 adjustment to property valuation	(108,739)	–
Net addition to shareholders' funds/(deficit)	2,217,500	870,551
Opening shareholders' funds/(deficit)	280,969	(589,582)
Closing shareholders' funds	<u>2,498,469</u>	<u>280,969</u>

16. ULTIMATE PARENT COMPANY

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 Limited 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, Mandy, Cardiff, CF14 3UZ