

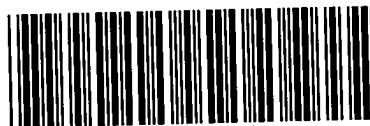
Grosvenor Liverpool Limited

Company Registration Number 05228438

Annual Report and Financial Statements

Year Ended 31 December 2014

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Grosvenor Liverpool Limited

Directors' Report

The directors present their annual report together with the audited financial statements of the company for the year ended 31 December 2014.

Review of the Business

The company is a wholly owned subsidiary of Grosvenor Group Limited, its ultimate parent company. Grosvenor Limited is the immediate holding company and is responsible for the operations of the Grosvenor Group in the United Kingdom and Ireland.

The principal activities of the company during the year were the development of, and investment in, real estate property in the United Kingdom.

The directors do not anticipate any significant change in the activities of the company and its profitability.

Grosvenor Limited co-ordinates its cash flows, liquidity position and borrowing facilities on a group basis and further disclosures relating to these matters are included in the annual report of Grosvenor Limited. Principal risks, uncertainties and key performance indicators are identified and managed at a group level.

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 provided by s.415A of the Companies Act 2006 in respect of preparing the directors' report and in preparing a strategic report.

The Registered Office of Grosvenor Liverpool Limited is 70 Grosvenor Street, London, W1K 3JP.

Results and Dividends

The results of the company for the year are shown in the Profit and Loss Account. Profit on ordinary activities before taxation was £ 84 (2013 - Profit of £ 82).

The directors have not recommended payment of a dividend in the current or preceding year.

Directors of the Company

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

R R Davis
J G Raynor
N O Preston
A E Humphries
J L Lane
G Wintle
S Hyst

Directors' Responsibilities Statement

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

Grosvenor Liverpool Limited

Directors' Report

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). Under company law the directors must not approve financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing these financial statements, the directors are required by law to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting 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 adequate accounting records that are sufficient to show and explain the Company's transactions and 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 2006. 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 director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- the director has taken all reasonable steps that he ought to have taken to make himself aware of any relevant audit information and to establish that the auditors are aware of that information.

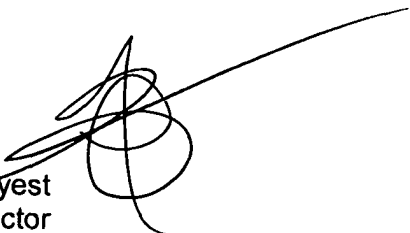
This information is given and should be interpreted in accordance with s.418 of the Companies Act 2006.

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

S Hyest
Director



Independent Auditor's Report to the Members of
Grosvenor Liverpool Limited
For the Year Ended 31 December 2014

We have audited the financial statements of Grosvenor Liverpool Limited for the year ended 31 December 2014 which comprise the profit and loss account, balance sheet and the related notes 1 to 12. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. 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 Auditor

As explained more fully in the Directors' Responsibilities Statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the Audit of the Financial Statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on Financial Statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2014 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on Other Matters Prescribed by the Companies Act 2006

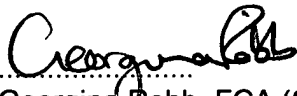
In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on Which we are Required to Report by Exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

Independent Auditor's Report to the Members of
Grosvenor Liverpool Limited
For the Year Ended 31 December 2014

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to take advantage of the small companies exemption from preparing a strategic report or in preparing the directors' report.



Georgina Robb, FCA (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
London, United Kingdom

1 March ~~February~~ 2015

Grosvenor Liverpool Limited

Profit and Loss Account for the Year Ended 31 December 2014

	Note	2014 £	2013 £
Turnover		-	-
Gross profit		-	-
Operating profit	2	-	-
Income from participating interests		84	82
Profit on ordinary activities before taxation		84	82
Tax on profit on ordinary activities	4	22	29
Profit for the financial year		106	111

All results are derived from continuing operations.

The company has no recognised gains or losses in the current or preceding year other than the results as set out above therefore no statement of total recognised gains or losses is presented.

Grosvenor Liverpool Limited

Balance Sheet as at 31 December 2014

	Note	2014 £	2013 £
Fixed assets			
Investments	6	<u>10,110</u>	<u>10,110</u>
		<u>10,110</u>	<u>10,110</u>
Current assets			
Debtors	7	<u>314</u>	<u>230</u>
		314	230
Creditors: amounts falling due within one year	8	<u>(10,100)</u>	<u>(10,100)</u>
Net current liabilities		<u>(9,786)</u>	<u>(9,870)</u>
Total assets less current liabilities		324	240
Net assets		<u>324</u>	<u>240</u>
Capital and reserves			
Called up share capital	9	100	100
Profit and loss account	10	<u>224</u>	<u>140</u>
Shareholders' funds	10	<u>324</u>	<u>240</u>

These financial statements were approved by the Board and authorised for issue on 27th February 2015 and are signed on its behalf by:

R. Davis

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R R Davis

S Hyest
.....
S Hyest

Company registration number 05228438

Grosvenor Liverpool Limited

Notes to the Financial Statements

1. Accounting Policies

Basis of accounting

The financial statements have been prepared under the historical cost convention and in accordance with applicable United Kingdom law and accounting standards. The accounting policies have been applied consistently throughout the current and preceding year.

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

The company is a wholly owned subsidiary of Grosvenor Group Limited, its ultimate parent undertaking, which is incorporated in Great Britain and registered in England and Wales and prepares consolidated financial statements. Consequently the company is not required to prepare consolidated financial statements.

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 is a member of a group that publishes a consolidated cash flow statement.

Investments

Investments held as fixed assets, including subsidiaries are stated at cost less provision for impairment. Unrealised gains and losses are dealt with in the revaluation reserve, except that if a permanent impairment below original cost arises it is taken to the profit and loss account.

Taxation

All current and deferred tax charges 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 Fund Management Limited. The benefit of this arrangement is recognised as a capital contribution from Grosvenor Fund Management Limited to the company (or, to the extent that there are distributable reserves available, distribution from the company to Grosvenor Fund Management Limited where a tax credit arises) with all current and deferred tax assets and liabilities recorded in the balance sheet of Grosvenor Fund Management 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. Deferred tax assets and liabilities are not discounted. 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 Fund Management Limited.

Grosvenor Liverpool Limited
Notes to the Financial Statements

2. Operating Profit

Auditors' remuneration for the audit of the financial statements of the company for 2014 is £ 2,274 (2013 - £ 2,219) and has been borne by Grosvenor Fund Management UK Limited.

3. 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.

4. Taxation on Ordinary Activities

Taxation

	2014 £	2013 £
Current tax:		
Total current tax	-	-
Deferred tax:		
Origination and reversal of timing differences	(22)	(29)
Total deferred tax	(22)	(29)
Tax on profit on ordinary activities	(22)	(29)

4. Taxation on Ordinary Activities

Tax reconciliation:

	2014 £	2013 £
Profit on ordinary activities before taxation	84	82
Tax on ordinary activities at the standard UK corporation rate of 21.5% (2013 - 23.25%)	18	19
Group relief received for nil consideration	(22)	(29)
Other tax adjustments	4	10
Total current tax	-	-

5. Expenses

The expenses of the company are met by Grosvenor Fund Management UK Limited, the immediate parent undertaking.

Grosvenor Liverpool Limited
Notes to the Financial Statements

6. Investments

Subsidiaries

	£
Cost:	
At 1 January 2014	10,110
At 31 December 2014	<u>10,110</u>
Net book value:	
At 31 December 2014	<u>10,110</u>
At 31 December 2013	<u>10,110</u>

The above represents an investment in the Grosvenor Liverpool Fund, a United Kingdom limited partnership set up to invest in retail property, of which the company is general partner, an investment in Liverpool PSDA Limited, a United Kingdom incorporated company, whose principal activity is property development and an investment in Liverpool One Residential GP Limited, a United Kingdom incorporated company.

7. Debtors: amounts falling due within one year

	2014 £	2013 £
Amounts owed by group undertakings	<u>314</u>	<u>230</u>
	<u>314</u>	<u>230</u>

8. Creditors: amounts falling due within one year

	2014 £	2013 £
Amounts owed to group undertakings	<u>10,100</u>	<u>10,100</u>
	<u>10,100</u>	<u>10,100</u>

Grosvenor Liverpool Limited
Notes to the Financial Statements

9. Called up Share Capital

Authorised share capital:

	2014 £	2013 £
100 Ordinary shares of £1 each	<u>100</u>	<u>100</u>

Allotted, called up and fully paid:

	2014 £	2013 £
100 Ordinary shares of £1 each	<u>100</u>	<u>100</u>

10. Reserves

	Called up Share capital £	Profit and loss account £	Total £
1 January 2014	100	140	240
Profit for the financial year	-	106	106
Capital distributions to holding company	-	(22)	(22)
31 December 2014	<u>100</u>	<u>224</u>	<u>324</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 or wholly owned fellow subsidiaries of Grosvenor Group Limited, which would otherwise qualify as related parties.

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

12. 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, the 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 can be obtained from Companies House, 3 Crown Way, Maindy, Cardiff, CF14 3UZ.