

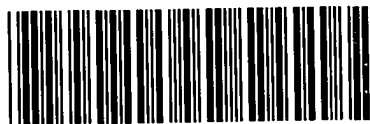
Preston Tithebarn Investment Limited

Company Registration Number 06083471

Annual Report and Financial Statements

Year Ended 31 December 2014

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Preston Tithebarn Investment 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 activity of the company during the year was property investment. In 2010 the company disposed of its investment in the Preston Tithebarn Unit Trust but had continued to retain its interest in the underlying property asset which was reflected in the balance sheet as an investment property. In 2012 the directors reviewed the carrying value of the property and decided to fully impair the asset. This was due to there being no reasonable expectation of receiving any proceeds upon the ultimate disposal of the property.

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.

As at 31 December 2014, the company had net liabilities of £ 18,792,368. The intermediate holding company, Grosvenor Limited, has provided the directors of the company with a letter of support confirming that provided that the company remains a wholly owned subsidiary of Grosvenor Group Limited, it is the intention of Grosvenor Limited to continue to support the company for a period of not less than twelve months from the date of signing of the accounts by enabling them to meet their liabilities as they fall due. The directors have made enquiries and understand that the intermediate holding company has adequate resources to be able to provide this financial support.

As a result the directors have reasonable expectation that the company has adequate resources available to it for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the company's accounts.

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 Preston Tithebarn Investment 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. Loss on ordinary activities before taxation was £ 9,604 (2013 - Profit of £ 930).

The balance sheet shows that the company's net liabilities increased from £ 18,782,764 to £ 18,792,368 during the year.

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

Preston Tithebarn Investment Limited

Directors' Report

Directors of the Company

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

R F C Blundell	
C A Henderson	Appointed 17 October 2014
P S Vernon	
C McWilliam	Resigned 1 May 2014
U Schwarz-Runer	
D Yaldron	
I D Mair	Resigned 20 June 2014
R I Powell	Appointed 1 May 2014

Directors' Responsibilities Statement

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

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; 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.


Preston Tithebarn Investment Limited

Directors' Report

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

A handwritten signature in black ink, appearing to be 'K Robinson', written in a cursive style.

K Robinson
Company Secretary

16 March 2015

Independent Auditor's Report to the Members of
Preston Tithebarn Investment Limited
For the Year Ended 31 December 2014

We have audited the financial statements of Preston Tithebarn Investment 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 loss 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

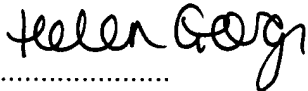
In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Independent Auditor's Report to the Members of
Preston Tithebarn Investment Limited
For the Year Ended 31 December 2014

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:

- 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.



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Helen George (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
London, United Kingdom

16 March 2015

Preston Tithebarn Investment Limited

Profit and Loss Account for the Year Ended 31 December 2014

	Note	2014 £	2013 £
Turnover	2	-	1,650
Cost of sales		(9,604)	(720)
Gross (loss)/profit		<u>(9,604)</u>	<u>930</u>
Operating (loss)/profit	3	<u>(9,604)</u>	<u>930</u>
(Loss)/profit on ordinary activities before taxation		<u>(9,604)</u>	<u>930</u>
Tax on (loss)/profit on ordinary activities	5	-	-
(Loss)/profit for the financial year		<u><u>(9,604)</u></u>	<u><u>930</u></u>

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.

Preston Tithebarn Investment Limited

Balance Sheet as at 31 December 2014

	Note	2014 £	2013 £
Current assets			
Debtors	7	-	10,705
		-	10,705
Creditors: amounts falling due within one year	8	(18,792,368)	(18,793,469)
Net current liabilities		(18,792,368)	(18,782,764)
Total assets less current liabilities		(18,792,368)	(18,782,764)
Net liabilities		(18,792,368)	(18,782,764)
Capital and reserves			
Called up share capital	9	100	100
Profit and loss account	10	(18,792,468)	(18,782,864)
Shareholders' deficit	10	(18,792,368)	(18,782,764)

These financial statements were approved by the Board and authorised for issue on 16 March 2015 and are signed on its behalf by:



.....
R F C Blundell



.....
C A Henderson

Company registration number 06083471

Preston Tithebarn Investment Limited

Notes to the Financial Statements

1. Accounting Policies

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.

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.

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

Turnover

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

Rental income from operating leases is recognised on a straight line basis over the lease term, even if the payments are not received on such a basis. The cost of operating lease incentives are similarly spread, in accordance with UITF28, on a straight line basis over the lease term, except where the period to the review date on which the rent is first expected to be adjusted to the prevailing market rate is shorter than the full lease term, in which case the shorter period is used.

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.

Preston Tithebarn Investment Limited

Notes to the Financial Statements

1. Accounting Policies

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 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. 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 Limited.

2. Turnover

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

3. Operating (Loss)/Profit

Auditors' remuneration for the audit of the financial statements of the company for 2014 is £ 5,023 (2013 - £ 4,900) and has been borne by Grosvenor Estate Management Limited, a fellow subsidiary undertaking.

No fees were payable to Deloitte LLP and its associates for non-audit services to the company during the current or preceding year.

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.

Preston Tithebarn Investment Limited

Notes to the Financial Statements

5. Taxation on Ordinary Activities

Taxation

	2014 £	2013 £
Current tax:		
Total current tax	-	-
Deferred tax:		
Total deferred tax	-	-
Tax on profit on ordinary activities	-	-

Tax reconciliation:

	2014 £	2013 £
(Loss)/profit on ordinary activities before taxation	(9,604)	930
Tax on ordinary activities at the standard UK corporation rate of 21.5% (2013 - 23.25%)	(2,065)	216
Group relief surrendered/(received) for nil consideration	2,065	(216)
Total current tax	-	-

6. Fixed Assets

	Investment Property £
Cost or valuation	
At 31 December 2014	-
Net book value	
At 31 December 2014	-
At 31 December 2013	-

The property was fully impaired in 2012 from its cost value of £2,178,080. This impairment was taken following consideration by the directors as to the capital value of the property. There is an expectation that no proceeds will be received upon ultimate disposal of the property.

Preston Tithebarn Investment Limited

Notes to the Financial Statements

7. Debtors: amounts falling due within one year

	2014	2013
	£	£
Other debtors	-	10,705
	<u>-</u>	<u>10,705</u>

8. Creditors: amounts falling due within one year

	2014	2013
	£	£
Amounts owed to group undertakings	18,792,368	18,793,469
	<u>18,792,368</u>	<u>18,793,469</u>

9. Called up Share Capital

Allotted, called up and fully paid:

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

10. Reserves and Reconciliation of Movement in Shareholder's Funds

	Called up Share capital	Profit and loss account	Total
	£	£	£
1 January 2014	100	(18,782,864)	(18,782,764)
Loss for the financial year	-	(9,604)	(9,604)
31 December 2014	<u>100</u>	<u>(18,792,468)</u>	<u>(18,792,368)</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 and Grosvenor Limited can be obtained from Companies House, 3 Crown Way, Maindy, Cardiff, CF14 3UZ.