

**GROSVENOR UK FINANCE PLC**

COMPANY REGISTRATION NUMBER 4140116

**ANNUAL REPORT AND  
FINANCIAL STATEMENTS**

**YEAR ENDED 31 DECEMBER 2003**



**GROSVENOR UK FINANCE PLC****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 the raising and on-lending of finance to Grosvenor Limited for general use in the business.

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

**RESULTS AND DIVIDENDS**

The results of the company for the year are shown on page 5. Profit on ordinary activities before taxation was £424,834 (2002 - £385,678).

The directors have recommended the following dividends:

	2003 £'000	2002 £'000
Dividends paid on ordinary shares	<u>290</u>	<u>400</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 D Kent

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.

**GROSVENOR UK FINANCE PLC****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**  
**GROSVENOR UK FINANCE PLC**  
**YEAR ENDED 31 DECEMBER 2003**

We have audited the financial statements of Grosvenor UK Finance Plc for the year ended 31 December 2003 which comprise the profit and loss account, the balance sheet, the statement of accounting policies and the related notes 1 to 15. These financial statements have been prepared under the historical cost convention 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**

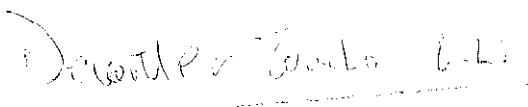
We conducted our audit in accordance with United Kingdom auditing standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates 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**  
**GROSVENOR UK FINANCE PLC**  
**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**  
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**GROSVENOR UK FINANCE PLC****PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2003**

	Note	2003 £'000	2002 £'000
<b>Turnover</b>		—	—
Administrative expenses		(6)	(23)
<b>Operating loss</b>		(6)	(23)
Interest receivable	4	13,357	13,356
Interest payable and similar charges	5	(12,926)	(12,947)
<b>Profit on ordinary activities before taxation</b>		425	386
Tax on profit on ordinary activities	6	(127)	(116)
<b>Profit on ordinary activities after taxation</b>		298	270
Equity dividends	7	(290)	(400)
<b>Retained profit/(loss) for the financial year</b>		8	(130)

The company has no recognised gains or losses in the current or preceding year other than the results as set out above.

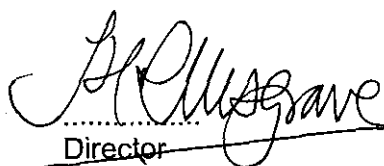
All of the activities of the company are classed as continuing.

**GROSVENOR UK FINANCE PLC**  
**BALANCE SHEET AS AT 31 DECEMBER 2003**

	Note	2003 £'000	2002 £'000
<b>Current assets</b>			
Debtors	8	206,539	206,705
Creditors: amounts falling due within one year	9	(3,749)	(3,867)
Net current assets		<u>202,790</u>	<u>202,838</u>
Total assets less current liabilities		<u>202,790</u>	<u>202,838</u>
Creditors: amounts falling due after more than one year	10	(202,716)	(202,772)
		<u>74</u>	<u>66</u>
<b>Capital and reserves</b>			
Called up equity share capital	12	50	50
Profit and loss account	13	24	16
Equity shareholders' funds	14	<u>74</u>	<u>66</u>

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

  
 .....  
 Director

  
 .....  
 Director

**GROSVENOR UK FINANCE PLC**  
**NOTES TO THE FINANCIAL STATEMENTS**

**1. ACCOUNTING POLICIES**

**(a) Basis of accounting**

The financial statements have been prepared under the historical cost convention 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 (revised) '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.

**2. AUDITORS' REMUNERATION**

Auditors' remuneration for Grosvenor UK Finance Plc has been borne by a fellow subsidiary undertaking both in the current year and prior year.

**3. PARTICULARS OF EMPLOYEES**

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

**4. INTEREST RECEIVABLE**

	2003 £'000	2002 £'000
Interest from group undertakings	<u>13,357</u>	<u>13,356</u>

**5. INTEREST PAYABLE AND SIMILAR CHARGES**

	2003 £'000	2002 £'000
Other interest payable	<u>12,926</u>	<u>12,947</u>

**6. TAX ON PROFIT ON ORDINARY ACTIVITIES**

	2003 £'000	2002 £'000
UK Corporation tax based on the results for the year at 30% (2002 - 30%)	<u>127</u>	<u>116</u>

**7. DIVIDENDS**

	2003 £'000	2002 £'000
Equity dividends payable	<u>290</u>	<u>400</u>



**GROSVENOR UK FINANCE PLC**  
**NOTES TO THE FINANCIAL STATEMENTS**

**8. DEBTORS**

	2003 £'000	2002 £'000
Amounts owed by group undertakings	206,501	206,667
Called up share capital not paid	38	38
	<u>206,539</u>	<u>206,705</u>

**9. CREDITORS: amounts falling due within one year**

	2003 £'000	2002 £'000
Trade creditors	—	1
Corporation tax	127	116
Other creditors	10	10
Accruals and deferred income	3,322	3,340
Dividends payable	290	400
	<u>3,749</u>	<u>3,867</u>

**10. CREDITORS: amounts falling due after more than one year**

	2003 £'000	2002 £'000
Debenture loans	<u>202,716</u>	<u>202,772</u>

The stock is secured by means of a floating charge over the assets of Grosvenor West End Properties, a fellow subsidiary.

The maturity profile of the company's financial liabilities at 31 December 2003 was as follows:

	2003 £'000
From one to two years	—
From two to five years	—
After five years	<u>202,716</u>
	<u>202,716</u>

The stock is repayable in a single instalment in 2026.

A valuation was carried out at 31 December 2003 to calculate the market value of the company's debt instrument on a replacement basis taking into account the prevailing interest rate for the period of the debt instrument. The valuation was as follows:

	2003 Book £'000	Fair £'000
£200m 6.5% Debenture Stock 2026	<u>202,716</u>	<u>222,611</u>

The fair value of the liability exceeds the book value by £19.9m (2002 - £17.8m).

**GROSVENOR UK FINANCE PLC**  
**NOTES TO THE FINANCIAL STATEMENTS**

**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 £'000	2002 £'000
50,000 ordinary shares of £1.00 each	<u>50</u>	<u>50</u>

**Allotted and called up:**

	2003 £'000	2002 £'000
50,000 ordinary shares of £1.00 each	<u>50</u>	<u>50</u>

The amounts of paid-up share capital for the following category of shares differed from the called-up share capital stated above due to unpaid calls and were as follows:

	2003 £'000	2002 £'000
Ordinary shares	<u>12</u>	<u>12</u>

**13. PROFIT AND LOSS ACCOUNT**

	2003 £'000	2002 £'000
At 1 January	16	146
Retained profit/(loss) for the financial year	8	(130)
At 31 December	<u>24</u>	<u>16</u>

**14. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS**

	2003 £'000	2002 £'000
Profit for the financial year	298	270
Dividends	<u>(290)</u>	<u>(400)</u>
	8	(130)
Opening equity shareholders' funds	66	196
Closing equity shareholders' funds	<u>74</u>	<u>66</u>

**GROSVENOR UK FINANCE PLC**

**NOTES TO THE FINANCIAL STATEMENTS**

**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.