

Company no. 780367

GEORGE WIMPEY SOUTH MIDLANDS LIMITED

DIRECTORS' REPORT AND ACCOUNTS

31 DECEMBER 2004



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GEORGE WIMPEY SOUTH MIDLANDS LIMITED

DIRECTORS' REPORT

The directors present their report and the audited financial statements of the company for the year ended 31 December 2004.

Principal Activities

The company had no trading activity during the period other than acting as an undisclosed agent for George Wimpey UK Limited, a fellow subsidiary of the George Wimpey Plc group, and as a result no profit or loss account is shown.

Dividends

The directors do not recommend the payment of a final dividend (2003 – £nil).

Directors and their Interests

The directors who held office during the year are given below. S A Jenkins was appointed as a director on 1st February 2005. J Farley was appointed as a director on 1st March 2005. J Colmer was appointed as a director on 14th March 2005.

None of the directors had a beneficial interest in the shares of the company.

The interests of the directors in the shares and share options of the ultimate parent company, George Wimpey Plc, as at 31 December 2004 and 1 January 2004, were as follows:

	Ordinary Shares	
	31/12/2004 ⁽²⁾	01/01/2004 ⁽¹⁾
P J Fernandez (resigned 31/01/2005)	-	-
P R Gurr (appointed 01/06/2004)	-	-
A M Hughes (appointed 01/09/2004)	-	-
D Livingstone (resigned 01/04/2004)	-	-
P T Redfern (appointed 01/02/2004)	(3)	(3)
K Riley (resigned 31/01/2005)	3,352	2,856
D P Seth (resigned 31/08/2004)	-	-
J Tucker (resigned 26/02/2004)	-	-
S J Wood (appointed 01/09/2004)	-	-
S P Wright	-	-

⁽¹⁾ Or on appointment

⁽²⁾ Or on resignation

⁽³⁾ The interests of P T Redfern, who is a director of George Wimpey UK Limited, are shown in the financial statements of that company. P T Redfern was appointed as a director of the ultimate parent company, George Wimpey Plc, on 12th October 2004.

Directors' interests in Options over Ordinary Shares

	Options at 31/12/2004 ⁽²⁾	Granted 2004	Exercised 2004	Lapsed 2004	Options at 01/01/2004 ⁽¹⁾
P J Fernandez	25,048	6,529	-	-	18,519
P R Gurr	7,141	7,141	-	-	-
A M Hughes	3,451	3,451	-	-	-
D Livingstone	44,872	-	-	-	44,872
K Riley	23,590	6,174	-	-	17,416
D P Seth	-	3,055	-	18,797	15,742
J Tucker	-	-	-	13,271	13,271
S J Wood	-	-	-	-	-
S P Wright	25,759	7,135	-	-	18,624

All the interests were held beneficially.

GEORGE WIMPEY SOUTH MIDLANDS LIMITED

DIRECTORS' REPORT (continued)

All the options were granted under the terms of the ultimate parent company's savings related and executive share option schemes.

No director was materially interested during the year in any contract which was significant in relation to the business of the company.

Statement of Directors' Responsibilities

Company law requires the directors to prepare financial statements for each financial year that 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. The directors are required to prepare the financial statements on the going concern basis, unless it is inappropriate to presume that the company will continue in business.

The directors confirm that suitable accounting policies have been used and applied consistently with the exception of the changes arising on the adoption of new accounting standards in the year as explained on pages 5 to 6 under "Accounting Policies". They also confirm that reasonable and prudent judgements and estimates have been made in preparing the financial statements for the year ended 31 December 2004 and that applicable accounting standards have been followed.

The directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 1985. They 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.

Registered Auditors

The company has previously passed an elective resolution under Section 386 of the Companies Act 1985 to dispense with the obligation to re-appoint the auditors, PricewaterhouseCoopers LLP, annually.

By order of the board



S A Jenkins
Director

6th September 2005

GEORGE WIMPEY SOUTH MIDLANDS LIMITED

Independent auditors' report to the members of George Wimpey South Midlands Limited

We have audited the financial statements which comprise the balance sheet and the related notes which have been prepared under the historical cost convention and the accounting policies set out in the statement of accounting policies.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the annual report and the financial statements in accordance with applicable United Kingdom law and accounting standards 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 United Kingdom Auditing Standards issued by the Auditing Practices Board. This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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 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 is not disclosed.

We read the other information contained in the annual report and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. The other information comprises only the directors' report.

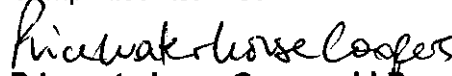
Basis of audit opinion

We conducted our audit in accordance with 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.

Opinion

In our opinion the financial statements give a true and fair view of the state of affairs of the company as at 31 December 2004 and have been properly prepared in accordance with the Companies Act 1985.


PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
London

6 September 2005

GEORGE WIMPEY SOUTH MIDLANDS LIMITED

BALANCE SHEET

at 31 December 2004

	Notes	2004 £'000	2003 £'000
Current Assets			
Debtors receivable after more than one year	3	12,000	12,000
Net Current Assets		12,000	12,000
Creditors due after more than one year	4	(12,144)	(12,144)
Net Assets		<u>(144)</u>	<u>(144)</u>
Represented by:			
Capital and Reserves			
Called up share capital	5	12,000	12,000
Reserves		(12,144)	(12,144)
Equity Shareholder's Funds		<u>(144)</u>	<u>(144)</u>

The financial statements appearing on pages 4 to 6 were approved by the board of directors on 6th September 2005 and signed on its behalf by:



S A Jenkins
Director

GEORGE WIMPEY SOUTH MIDLANDS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2004

1. Accounting Policies

Basis of Preparation

These financial statements are prepared on the going concern basis, under the historical cost convention, and in accordance with the Companies Act 1985 and applicable accounting standards. The principal accounting policies are set out below

Cash Flow Statement and Related Party Transactions

The company is a wholly owned subsidiary of George Wimpey Plc and is included in the consolidated financial statements of George Wimpey Plc, which are publicly available. Consequently, the company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS 1 (Revised 1996). The company is also *exempt under the terms of FRS 8 from disclosing related party transactions with entities that are part of the George Wimpey Plc group or investees of the George Wimpey Plc group.*

2. Parent Company

The company is a wholly owned subsidiary of George Wimpey UK Limited, a company registered in England.

The ultimate parent company and controlling party is George Wimpey Plc, a company registered in England. The audit fee has been borne by a fellow subsidiary undertaking. A copy of the group financial statements may be obtained from the Group Company Secretary, George Wimpey Plc, Manning House, 22 Carlisle Place, London SW1P 1JA.

3. Debtors

	2004 £'000	2003 £'000
Receivable after more than one year:		
- amounts owed by parent undertaking	12,000	12,000
Amounts due from group undertakings are unsecured, interest free and have no fixed repayment date.		

4. Creditors

	2004 £'000	2003 £'000
Payable after more than one year:		
- amounts owed to fellow subsidiary undertaking	12,144	12,144
Amounts due to parent undertakings are unsecured, non interest bearing and are payable on demand.		

GEORGE WIMPEY SOUTH MIDLANDS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

Year ended 31 December 2004

5. Share Capital

	2004 £'000	2003 £'000
Authorised:		
12,000,000 ordinary shares of £1 each	<u>12,000</u>	<u>12,000</u>
Allotted, called up and fully paid:		
12,000,000 ordinary shares of £1 each	<u>12,000</u>	<u>12,000</u>

6. Indemnity

The company had no activity in the year other than acting as an undisclosed agent for George Wimpey UK Limited, a fellow subsidiary of the George Wimpey Plc group. As a result, George Wimpey UK Limited has given an indemnity to the company under which it will meet all past, present and future liabilities that may arise.