

Company no. 911591

GEORGE WIMPEY SOUTH YORKSHIRE LIMITED

DIRECTORS' REPORT AND ACCOUNTS

31 DECEMBER 2003



GEORGE WIMPEY SOUTH YORKSHIRE LIMITED

DIRECTORS' REPORT

The directors present their report and the audited financial statements of the Company for the year ended 31 December 2003.

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 (2002 – £nil).

Directors and their Interests

The directors who held office during the year are given below. I Wood and P T Redfern were appointed as directors on 8 March 2004 and 1 February 2004 respectively.

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 2003 and 1 January 2003, were as follows:

	Ordinary Shares	
	31/12/2003	01/01/2003
K M Cushen (resigned 31/12/2003)	(1)	(1)
A J Colls	2,808	2,808
G G Harrison (resigned 31/12/2003)	-	-
G Hill	9,022	5,529
R Hulbert	2,892	2,421
S M Jones	-	4,036
T B McGuire	12,126	6,071
I D Wood (appointed 08/03/2004)	-	-

(1) The interests of K M Cushen who was a director of the ultimate parent company, George Wimpey Plc, are shown in the annual report of that company. K M Cushen resigned as a director of George Wimpey Plc on 31 December 2003.

Directors' interests in Options over Ordinary Shares

	Options at 31/12/2003	Granted 2003	Exercised 2003	Lapsed 2003	Options at 01/01/2003
A J Colls	18,600	8,242	-	-	10,358
G G Harrison	6,936	6,936	-	-	-
G Hill	17,333	9,380	5,522	-	13,475
R Hulbert	17,687	7,831	2,892	-	12,748
S M Jones	13,899	7,187	-	-	6,712
T B McGuire	79,355	18,035	24,575	-	85,895

Details of share options exercised by the directors during the year are:

	Share Options Exercised	Option Scheme	Date of Exercise	Exercise Price	Market Price at Date of Exercise
G Hill	5,522	1993 SAYE	08/12/2003	77p	339.75p
R Hulbert	2,892	1993 SAYE	01/12/2003	77p	346.25p
T B McGuire	21,683	1994 ESOS	27/05/2003	98p	260.5p
	2,892	1993 SAYE	01/12/2003	77p	346.25p

All the interests were held beneficially.

GEORGE WIMPEY SOUTH YORKSHIRE 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.

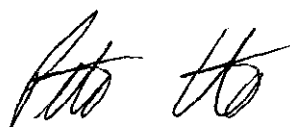
The directors confirm that suitable accounting policies have been used and applied consistently with the exception of the changes arising on the adoption of new accounting standards in the year as explained on page 5 under "Accounting Policies". They also confirm that reasonable and prudent judgements and estimates have been made in preparing the financial statements for the year ended 31 December 2003 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



P T Redfern
Director

21st May 2004

GEORGE WIMPEY SOUTH YORKSHIRE LIMITED

Independent auditors' report to the members of George Wimpey South Yorkshire 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.

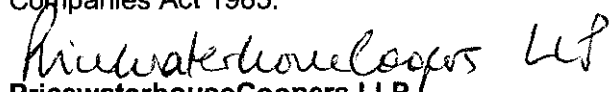
Basis of audit opinion

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 2003 and have been properly prepared in accordance with the Companies Act 1985.


PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
London

21 May 2004

GEORGE WIMPEY SOUTH YORKSHIRE LIMITED

BALANCE SHEET

as at 31 December 2003

	Notes	2003 £'000	2002 £'000
Fixed Assets			
Investments in subsidiary undertaking	3	-	-
Current Assets			
Debtors receivable after more than one year	4	8,067	8,067
Net Assets		<u>8,067</u>	<u>8,067</u>
Represented by:			
Capital and Reserves			
Called up share capital	5	8,000	8,000
Reserves	6	67	67
Equity Shareholder's Funds		<u>8,067</u>	<u>8,067</u>

The financial statements appearing on pages 5 to 7 were approved by the board of directors on 21st May 2004 and signed on its behalf by:



P T Redfern
Director

GEORGE WIMPEY SOUTH YORKSHIRE LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2003

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.

Group Accounts

Group accounts are not prepared nor are the results of associated undertakings incorporated in these accounts, as the company is itself a wholly owned subsidiary of George Wimpey Plc, a company incorporated in England and Wales.

Financial Statements of George Wimpey Plc may be obtained from the Company Secretary at Manning House, 22 Carlisle Place, Victoria London, SW1P 1JA.

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. Investments in subsidiary undertaking

	Shares £
Net book value at 1 January 2003	1
Transfers	-
Revaluation	-
Net book value at 31 December 2003	<u>1</u>

The company's subsidiary undertaking is shown below:

Name of Company	Country of Incorporation	Description of Shares Held	Proportion Held
Headingly (Otley Road) Management Company Limited	England & Wales	Ordinary	100%

This company was incorporated to act as a resident's management company. The company has its year end on 31 December.

GEORGE WIMPEY SOUTH YORKSHIRE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

Year ended 31 December 2003

4. Debtors

	2003 £'000	2002 £'000
Receivable after more than one year:		
- amounts owed by parent undertaking	<u>8,067</u>	<u>8,067</u>
Amounts due from group undertakings are unsecured, interest free and have no fixed repayment date.		

5. Share Capital

	2003 £'000	2002 £'000
Authorised:		
8,000,000 ordinary shares of £1 each	<u>8,000</u>	<u>8,000</u>
Allotted, called up and fully paid:		
8,000,000 ordinary shares of £1 each	<u>8,000</u>	<u>8,000</u>

6. Reserves

	2003 £'000	2002 £'000
Reserves at 1 January	<u>67</u>	<u>67</u>
Reserves at 31 December	<u>67</u>	<u>67</u>

7. 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.