

Company Number: 4186784

Wainhomes Holdings Limited

Report and Financial Statements

31 December 2003



Wainhomes Holdings Limited

REPORT OF THE DIRECTORS

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

PRINCIPAL ACTIVITY

The company has not traded throughout the year.

RESULTS AND DIVIDENDS

Results for the year are shown in the profit and loss account on page 4.

The directors do not recommend the payment of a dividend (2002: £Nil).

DIRECTORS AND DIRECTORS' INTERESTS

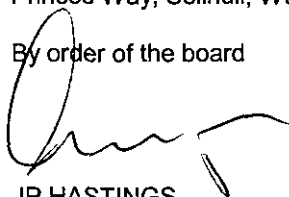
The directors holding office during the year, or since the end of the year, are as follows:

CP Watts	
RD Green	(resigned 3 October 2003)
PT Johnson	(appointed 3 October 2003)

The disclosable interests of PT Johnson are presented in the financial statements of Taylor Woodrow plc, the ultimate parent undertaking, for which he also serves as a director. The interests of the other director who held office at the end of the financial year, CP Watts, are disclosed in the financial statements of Wilson Connolly Limited for which he was also a director.

The financial statements of Wilson Connolly Limited and Taylor Woodrow plc can be obtained from 2 Princes Way, Solihull, West Midlands, B91 3ES.

By order of the board



JP HASTINGS
Secretary

2 Princes Way
Solihull
West Midlands
B91 3ES

Wainhomes Holdings Limited

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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 and of the profit or loss for that period. 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; and
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Wainhomes Holdings Limited

REPORT OF THE INDEPENDENT AUDITORS, KPMG AUDIT PLC, TO THE MEMBERS OF WAINHOMES HOLDINGS LIMITED

We have audited the financial statements on pages 4 to 8.

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 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

The directors are responsible for preparing the directors' report and, as described on page 2, the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

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 with the company is not disclosed.

BASIS OF 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 the company's affairs as at 31 December 2003 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

KPMG Audit Plc

KPMG Audit Plc
Chartered Accountants
Registered Auditor
Milton Keynes

26 August 2004

Wainhomes Holdings Limited

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 DECEMBER 2003

	Notes	2003 £000	2002 £000
Amounts written off investments	5	(61,089)	-
Loss on ordinary activities before taxation	2	(61,089)	-
Taxation on loss on ordinary activities	4	-	-
Retained loss for the year	10	(61,089)	-

DISCONTINUED OPERATIONS

All results reported above for both the current and previous year relate solely to discontinued operations.

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

The company had no recognised gains or losses in either period other than the results reported above.

NOTE OF HISTORICAL COST PROFIT AND LOSS

There is no material difference between the results disclosed above and those that would be reported on an unmodified historical cost basis.

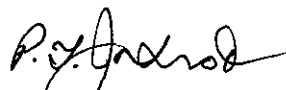
Wainhomes Holdings Limited

BALANCE SHEET

AS AT 31 DECEMBER 2003

	Notes	2003 £000	2002 £000
Fixed assets			
Investments	5	4,166	65,255
Current assets			
Debtors	6	12,976	-
Creditors: amounts falling due within one year	7	(12,976)	-
Net current assets		-	-
Total assets less current liabilities		<u>4,166</u>	<u>65,255</u>
Capital and reserves			
Called up share capital	8	13,380	13,380
Share premium	9	51,875	51,875
Profit and loss account	10	(61,089)	-
Equity shareholders' funds	11	<u>4,166</u>	<u>65,255</u>

These financial statements were approved by the board of directors on 20 August 2004 and were signed on its behalf by:


PT JOHNSON
Director

Wainhomes Holdings Limited

NOTES TO THE FINANCIAL STATEMENTS AT 31 DECEMBER 2003

1 ACCOUNTING POLICIES

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

BASIS OF PREPARATION

The financial statements have been prepared in accordance with applicable accounting standards and under historical cost accounting rules.

These financial statements contain information about Wainhomes Limited as an individual company and do not contain consolidated financial information as the parent of a group. The company is exempt under section 228 of the Companies Act 1985 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included in full consolidation in the consolidated financial statements of its ultimate parent undertaking, Taylor Woodrow plc, a company registered in England and Wales.

Under Financial Reporting Standard 1, the company is exempt from the requirement to prepare a cash flow statement on the grounds that its ultimate parent company includes the company in its own published consolidated financial statements.

2 LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION

Auditors remuneration has been borne by another Group company.

3 STAFF NUMBERS AND COSTS

The company had no employees, other than its directors (2002: Nil).

The directors received no remuneration in respect of their services to the company (2002: £Nil).

4 TAX ON LOSS ON ORDINARY ACTIVITIES

The tax assessed for the year is lower than (2002: equal to) the standard rate of corporation tax in the UK of 30.0% (2002: 30.0%). The differences are explained below:

	2003 £000	2002 £000
Loss on ordinary activities before tax	(61,089)	-
Loss on ordinary activities multiplied by the standard rate of corporation tax in the UK of 30.0% (2002: 30.0%)	(18,327)	-
Effects of:		
Non-deductible amounts written off investments	18,327	-
	-	-

Wainhomes Holdings Limited

NOTES TO THE FINANCIAL STATEMENTS (continued)

5	FIXED ASSET INVESTMENTS	2003
		£000
	Cost:	
	At the beginning and end of year	<u>65,255</u>
	Provision for impairment	
	At 1 January 2003	-
	Charge for the year	<u>61,089</u>
	At 31 December 2003	<u>61,089</u>
	Net book value	
	At 31 December 2003	<u>4,166</u>
	At 1 January 2003	<u>65,255</u>

The company holds 100% of the ordinary £1 share capital of Harrock Limited which acts as a holding company for the Wainhomes Limited Group. Harrock Limited is registered in England and Wales.

As the subsidiary is no longer expected to trade in the foreseeable future, provision has been made to reduce the carrying value of the investment to its recoverable amount. This has resulted in an exceptional charge of £61,089,000 to the profit and loss account.

6	DEBTORS		2003	2002	
			£'000	£'000	
	Amounts owed by group undertakings		12,976	-	
7	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		2003	2002	
			£'000	£'000	
	Amounts owed to group undertakings		12,976	-	
8	SHARE CAPITAL	2003	2002	2003	2002
		No	No	£000	£000
	Authorised:				
	A Ordinary shares of £1 each	9,500,000	9,500,000	9,500	9,500
	B Ordinary shares of £1 each	3,880,281	3,880,281	3,880	3,880
		13,380,281	13,380,281	13,380	13,380
		2003	2002	2003	2002
		No	No	£000	£000
	Allotted, called up and fully paid:				
	A Ordinary shares of £1 each	9,500,000	9,500,000	9,500	9,500
	B Ordinary shares of £1 each	3,880,281	3,880,281	3,880	3,880
		13,380,281	13,380,281	13,380	13,380

Both classes of share rank equally in all respects. To acquire the whole of the issued share capital of Harrock Limited in 2001, 13,380,279 shares were issued of which 3,880,281 were B ordinary shares.

Wainhomes Holdings Limited

NOTES TO THE FINANCIAL STATEMENTS (continued)

9 SHARE PREMIUM	2003	2002
	£000	£000
At the beginning and end of year	<u>51,875</u>	<u>51,875</u>

10 PROFIT AND LOSS ACCOUNT	2003
	£000
At 1 January	-
Loss for the financial year	<u>(61,089)</u>
At 31 December	<u>(61,089)</u>

11 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS	2003	2002
	£000	£000
At 1 January	65,255	65,255
Loss for the financial year	<u>(61,089)</u>	-
At 31 December	<u>4,166</u>	<u>65,255</u>

12 RELATED PARTY DISCLOSURES

As all of the company's voting rights are controlled within the group headed by Taylor Woodrow plc, the company has taken advantage of the exemption contained within Financial Reporting Standard 8 and has therefore not disclosed transactions or balances with entities which form part of the group (or investees of the group qualifying as related parties). The consolidated financial statements of Taylor Woodrow plc, within which this company is included, can be obtained from the address given in note 11.

13 CONTROLLING PARTIES

The company is a subsidiary of Wilson Connolly Limited, a company registered in England and Wales.

The smallest and largest group in which the results of the company are consolidated is that headed by Taylor Woodrow plc, the ultimate parent undertaking. The consolidated accounts of this company are available to the public and may be obtained from Taylor Woodrow, 2 Princes Way, Solihull, West Midlands, B91 3ES or from the company's website at www.taylorwoodrow.com.