

Pacemaker Developments Limited
ANNUAL REPORT AND FINANCIAL STATEMENTS
For the year ended 29 February 2004

Registered No: 680921



Pacemaker Developments Limited
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For the period ended 29 February 2004

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Pacemaker Developments Limited

REPORT OF THE DIRECTORS

The directors present their annual report and the audited financial statements for the year ended 29 February 2004.

Principal activities and business review

On 1 March 2003 the trade and assets of the company were sold to Westbury Homes (Holdings) Limited at the book value at that date.

Results and dividends

The profit on ordinary activities for the year, after taxation, amounted to £1,061 (2003: £3,257). The directors do not recommend payment of a dividend (2003: £nil).

Directors and their interests

The directors who served during the year were as follows:

M C Donohue
J H Bennett
N T Fee
C J Cole

All directors in office at 29 February 2004 are directors of the ultimate parent undertaking, Westbury plc. Their interests in group companies are disclosed in the financial statements of the group, obtainable from Westbury House, Lansdown Road, Cheltenham, GL50 2WH.

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 as at the end of the financial year and of the profit or loss for that year. 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; and state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements. The directors confirm that they have complied with the above requirements in preparing the financial statements. The financial statements have been prepared on the going concern basis.

The directors are responsible for keeping proper accounting records that 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 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. The directors 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 or any other irregularities.

Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Auditors

A resolution to re-appoint PricewaterhouseCoopers LLP as auditors to the company will be proposed at the forthcoming Annual General Meeting.

By order of the Board,



C N Chandler
Secretary

Westbury House, Lansdown Road, Cheltenham, GL50 2WH

5 November 2004

INDEPENDENT AUDITORS' REPORT

To the Members of Pacemaker Developments Limited

We have audited the financial statements on pages 3 to 7.

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.

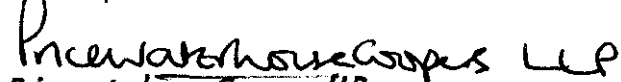
Basis of audit opinion

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 the company's affairs at 29 February 2004 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.


PricewaterhouseCoopers LLP

Chartered Accountants and Registered Auditors

London

5 November 2004

Pacemaker Developments Limited
PROFIT AND LOSS ACCOUNT
For the year ended 29 February 2004

	Notes	2004 £	2003 £
TURNOVER		6,259,563	-
Cost of sales		(6,259,563)	-
OPERATING PROFIT		-	-
Other operating income		-	9,728
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	3	-	9,728
Tax on profit on ordinary activities	4	1,061	(6,471)
RETAINED PROFIT FOR THE YEAR	9	1,061	3,257

A statement of total recognised gains and losses is not provided as there were no gains or losses other than the profit for the financial year.

There is no difference between the profit on ordinary activities before taxation and the retained profit for each financial year stated above and their historical cost equivalent.

The notes to the financial statements can be found on pages 5 to 7.

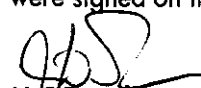
Pacemaker Developments Limited

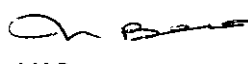
BALANCE SHEET

At 29 February 2004

	Notes	2004 £	2003 £
CURRENT ASSETS			
Stocks	5	-	6,259,563
Debtors	6	97,345	-
		<u>97,345</u>	<u>6,259,563</u>
CREDITORS: amounts falling due within one year	7	-	(6,163,279)
NET ASSETS		<u>97,345</u>	<u>96,284</u>
CAPITAL AND RESERVES			
Called-up share capital	8	100	100
Profit and loss account	9	97,245	96,184
EQUITY SHAREHOLDERS' FUNDS	10	<u>97,345</u>	<u>96,284</u>

The financial statements on pages 3 to 7 were approved by the board of directors on 5 November 2004 and were signed on its behalf by:


M/C Donohue
Director


J H Bennett
Director

1. PRINCIPAL ACCOUNTING POLICIES

Basis of preparation

The financial statements have been prepared in accordance with applicable Accounting Standards in the United Kingdom. A summary of the more important accounting policies is set out below. These policies have been applied consistently.

Cash flow statement

As a wholly owned subsidiary of Westbury plc, the company has taken advantage of the exemption granted by FRS1 not to present a cash flow statement.

Basis of accounting

The financial statements have been prepared under the historical cost convention, and are made up to the nearest Friday to 29 February.

Stocks

Stocks, which comprise land held for development, work in progress and finished and second-hand houses, are stated at the lower of cost and net realisable value. Cost includes an appropriate proportion of direct overheads but excludes interest charges.

Related party transactions

The company had no transactions with related parties, other than transactions with other wholly owned subsidiary undertakings of Westbury plc, which are exempt from the disclosure provisions of FRS8.

2. EMPLOYEE INFORMATION

No persons were employed by the company during the year other than the 4 directors of the company. The directors received no emoluments from this company during the year. The emoluments of the directors in office at 29 February 2004, all of whom are directors of Westbury plc, are disclosed in that company's financial statements. All other staff duties were carried out by employees of Westbury Homes (Holding) Limited, a fellow subsidiary company of the ultimate parent undertaking Westbury plc.

3. PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

The auditors' remuneration has been borne by fellow group company, Westbury Homes (Holdings) Limited.

4. TAX ON PROFIT ON ORDINARY ACTIVITIES

(a) Analysis of (credit) charge in year	2004 £	2003 £
Current tax:		
Adjustments in respect of previous years	(1,061)	3,553
	<u>(1,061)</u>	<u>3,553</u>
Group relief payable	-	2,918
	<u>(1,061)</u>	<u>6,471</u>

Pacemaker Developments Limited
NOTES TO THE FINANCIAL STATEMENTS (Continued)
At 29 February 2004

4. TAX ON PROFIT ON ORDINARY ACTIVITIES (Continued)

(b) Factors affecting tax charge for year

The tax assessed for the year differs from the standard rate of corporation tax in the UK (30%). The differences are explained below:

	2004 £	2003 £
Profit on ordinary activities before tax	-	9,728
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 30%	-	2,918
Effects of:		
Adjustments to tax charge in respect of previous years	(1,061)	3,553
Current tax (credit) charge for year (Note 4(a))	(1,061)	6,471

(c) Factors that may affect future tax charges

There are no known factors likely to materially affect the tax charge for future years.

5. STOCKS

	2004 £	2003 £
Land held for development	-	6,259,563

6. DEBTORS

	2004 £	2003 £
Amounts owed by group undertakings	97,345	-

7. CREDITORS

	2004 £	2003 £
Amounts falling due within one year:		
Trade creditors	-	90,000
Amounts owed to group undertakings	-	6,073,279
	-	6,163,279

Pacemaker Developments Limited
NOTES TO THE FINANCIAL STATEMENTS (Continued)
At 29 February 2004

8. CALLED-UP SHARE CAPITAL

	2004 £	2003 £
Authorised, allotted, called-up and fully paid: 100 ordinary shares of £1 each	<u>100</u>	<u>100</u>

9. RESERVES

	Profit and loss account £
At 1 March 2003	96,184
Retained profit for the year	1,061
At 29 February 2004	<u>97,245</u>

10. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2004 £	2003 £
Retained profit for the financial year	1,061	3,257
Opening shareholders' funds	96,284	93,027
Closing shareholders' funds	<u>97,345</u>	<u>96,284</u>

11. ULTIMATE PARENT UNDERTAKING

The directors regard Westbury plc, a company registered in England and Wales, as the ultimate parent undertaking. Copies of the parent's consolidated financial statements may be obtained from the Secretary, Westbury House, Lansdown Road, Cheltenham, GL50 2WH.