DIRECTORS' REPORT AND FINANCIAL STATEMENTS

31 DECEMBER 2002

REGISTERED NUMBER 606411

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DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2002

The directors present their report and the accounts for the year ended 31 December 2002.

PRINCIPAL ACTIVITIES AND REVIEW OF OPERATIONS

The company had no transactions during the year. The expenses of the company have been met by a holding company.

RESULTS

The company did not trade.

DIRECTORS

The following directors served throughout the year, unless otherwise indicated:

J Phillips PT Redfern

None of the directors had a beneficial interest in any contract or arrangement of significance to which the company was a party during the period.

DIRECTORS' INTERESTS

None of the directors had an interest in the share capital of this company.

PT Redfern and J Phillips are directors of George Wimpey UK limited and their interests in the share capital and share options of George Wimpey PLC are disclosed in the accounts of that company.

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2002 (CONTINUED)

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 of the company 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 where applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements 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 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.

By Order of the Board

PT Redfern DIRECTOR

19th September 2003

BALANCE SHEET 31 DECEMBER 2002

	Notes	2002 £	2001 £
CURRENT ASSETS Debtors: Amounts owed by group undertakings		3,300	3,300
NET ASSETS		3,300	3,300
CAPITAL AND RESERVES Called up share capital: Authorised, allotted and fully paid: 4% non-cumulative preference shares of £1 each Ordinary shares of £1 each	2	3,300	3,000 300
SHAREHOLDERS FUNDS		3,300	3,300

The notes on pages 3 & 4 form part of these financial statements.

The company was dormant throughout the financial year.

For the year ended 31 December 2002 the company was entitled to exemption under section 249AA(1) of the Companies Act 1985.

No members have required the company to obtain an audit of its accounts for the year in question in accordance with section 249B(2).

The directors acknowledge their responsibility for:

- i) Ensuring the company keeps accounting records which comply with section 221; and
- ii) Preparing accounts which give a true and fair view of the state of affairs of the company as at the end of its financial year, and of its profit and loss for the financial year in accordance with section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company.

The financial statements and notes were approved by the Board of Directors on 19th September 2003 and signed on their behalf by :

PT Redfern DIRECTOR

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2002

1 ACCOUNTING POLICIES

(a) Basis of Preparation

The financial statements are prepared under the historical cost convention and in accordance with applicable accounting standards.

		2002 £	2001 £
2	SHARE CAPITAL		
	Authorised, allotted and fully paid : 4% non-cumulative preference shares at £1 each	_	3,000
	Ordinary shares at £1 each	3,300	300
	·	3,300	3,300

During the year each 4% Non Cumulative Preference Shares of £1 in the capital of the company (whether in issue or not) was converted and re-designated as an Ordinary share of £1.

3 ULTIMATE PARENT UNDERTAKING

The immediate parent undertaking is MCA Holdings Limited formerly Alfred McAlpine Homes Holdings Limited, a company registered in England.

The ultimate parent undertaking and controlling party is George Wimpey Plc, a company registered in England. A copy of the group financial statements of the ultimate parent undertaking may be obtained from The Company Secretary, George Wimpey Plc, 22 Carlisle Place, Victoria, London, SW1P 1JA.