

GEORGE WIMPEY SOUTHERN LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

31 DECEMBER 2002

REGISTERED NUMBER 1932760



GEORGE WIMPEY SOUTHERN LIMITED

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 or the preceding year. The expenses of the company have been met by a holding company

RESULTS

The company did not trade. The results for the prior year are set out on page 6 of the financial statements.

DIVIDENDS AND TRANSFER TO RESERVES

During the year the company paid no dividends (2000 - nil). There is neither profit nor loss to transfer to reserves (2000: nil).

DIRECTORS

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

T J Hill	
C Ferguson	
P Taylor	
DR Jones	(resigned 28/06/2002)
EH Hawkins	
KM Cushen	
CS Palmer	(appointed 01/02/2002)
NK Shaw	(appointed 28/06/2002)

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.

KM Cushen is a director of George Wimpey Plc and his interest in the share capital and share options of George Wimpey Plc are disclosed in the accounts of that company.

GEORGE WIMPEY SOUTHERN LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2002

The interests of the directors, who are not directors of the ultimate parent company, in the shares of the ultimate parent company at 31 December 2002 and at 1 January 2002 were:

	Ordinary Share		Options over Ordinary Shares			
	31 Dec 2002	1 Jan 2002*	31 Dec 2002	Granted	Exercised	1 Jan 2002*
T J Hill	-	-	18,401	18,401	-	-
C Ferguson	-	-	11,327	11,327	-	-
P Taylor	-	-	4,582	4,582	-	-
E H Hawkins	-	-	7,871	7,871	-	-
C S Palmer	-	-	8,390	8,390	-	-
N K Shaw	-	-	3,957	3,957	-	-

*Or on appointment

All the interests were held beneficially.

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

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

GEORGE WIMPEY SOUTHERN 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 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



T.J. Hill

DIRECTOR

19th September 2003

GEORGE WIMPEY SOUTHERN LIMITED

BALANCE SHEET - 31 DECEMBER 2002

	Notes	2002 £	2001 £
CURRENT ASSETS			
Debtors: Amounts due from group undertakings		<u>100</u>	<u>100</u>
NET ASSETS		<u>100</u>	<u>100</u>
CAPITAL AND RESERVES			
Called up share capital	7	100	100
Profit and loss account	8	-	-
EQUITY SHAREHOLDER'S FUNDS	8	<u>100</u>	<u>100</u>

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 notes on page 5 form part of these financial statements.

Approved by the Board on 19th September 2003 and signed on its behalf by:


T.J Hill
DIRECTOR

GEORGE WIMPEY SOUTHERN LIMITED

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2002

1 ACCOUNTING POLICIES

(1) Accounting convention

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

(2) Related party transactions

The company has taken advantage of the exemption not to disclose related party transactions with other members of the group under FRS 8 (Related Party Transactions) as it is a wholly owned subsidiary.

2 SHARE CAPITAL

Authorised:	<u>2002</u>	<u>2001</u>
100 Ordinary shares of £1 each	<u>£100</u>	<u>£100</u>
Allotted and fully paid:		
100 Ordinary shares of £1 each	<u>£100</u>	<u>£100</u>

3 ULTIMATE PARENT UNDERTAKING

The company's ultimate parent company is George Wimpey Plc, a company incorporated in England and Wales. Financial Statements of George Wimpey Plc may be obtained from the Company Secretary at 22 Carlisle Place, Victoria, London, SW1P 1JA.

4 COMPANY ACTING AS AN AGENT

The company had no activity in the year other than acting as an undisclosed agent for George Wimpey UK Limited, a fellow subsidiary of 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.