COMPINE DEVELOPMENTS (WOOTTON) LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

31 December 2001

REGISTERED NUMBER 2523343

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COMPINE DEVELOPMENTS (WOOTTON) LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2001

The directors present their report and the accounts for the year ended 31 December 2001.

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:

IM Douglas (resigned 31/01/02)
TV Flower (resigned 31/10/2001)
J Phillips (appointed 09/11/2001)
PT Redfern (appointed 09/11/2001)

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.

COMPINE DEVELOPMENTS (WOOTTON) LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2001 (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

14TH October 2002

COMPINE DEVELOPMENTS (WOOTTON) LIMITED COMPANY NUMBER 2523343

BALANCE SHEET AS AT 31 DECEMBER 2001

	Notes	2001 £	2000 £
CREDITORS: Amounts falling due within one year	2	(17,791) ======	(17,791) ======
CAPITAL AND RESERVES			
Called up share capital Profit and loss account	3	100 (17,891)	100 (17,891)
SHAREHOLDERS FUNDS		(17,791)	(17,791)

The company was dormant throughout the financial year.

For the year ended 31 December 2001 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 pages 3 to 5 form part of these financial statements.

The financial statements and notes were approved by the Board of Directors on 14th October 2002 and signed on their behalf by

PT Redfern DIRECTOR

COMPINE DEVELOPMENTS (WOOTTON) LIMITED COMPANY NUMBER 2523343

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2001

1 ACCOUNTING POLICIES

(a) Basis of Preparation

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

(b) Going Concern

The directors of MCA Holdings Limited have indicated that they will continue to support the company to ensure that all external liabilities are met in full.

2	CREDITORS (amounts falling due within one year)		
	, ,	2001 £	2000 £
	Amounts owed to group undertakings	17,791 ======	17,791 ======
3	CALLED UP SHARE CAPITAL		
3	CALLED OF SHARE CAPITAL	2001 £	2000 £
	Authorised: 1,000 Ordinary shares of £1 each	1,000	1,000
		1,000 =====	1,000 =====
		2001 £	2000 £
	Allotted, called up and fully paid: 50 Ordinary A shares of £1 each 50 Ordinary B shares of £1 each	50 50	50 50
		100	100

COMPINE DEVELOPMENTS (WOOTTON) LIMITED COMPANY NUMBER 2523343

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2001

4 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.