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Please do not
write in
this margin

Please complete
legibly, preferably
in black type, or
bold block lettering

*Insert full name
of company

COMPANIES FORM No.88(3)

**Particulars of a contract
relating to shares allotted
as fully or partly paid up
otherwise than in cash****88(3)**

Pursuant to section 88(3) of the Companies act 1985

**Note: This form is only for use when the contract
has not been reduced to writing****PASSED FOR FILING**

To the Registrar of Companies

For official use Company number

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45810

Please do not
write in the
space below. For
Inland Revenue
use only.

The particulars must be stamped with the same stamp duty as would have been payable
if the contract had been reduced to writing. A reduced rate of ad valorem duty may be
available if this form is properly certified at the appropriate amount

Name of company

* The Ogilvy Group (Holdings) Limited

gives the following particulars of a contract which has not been reduced to writing

1 The number of shares allotted as fully or partly paid up otherwise than in cash	1
2 The nominal value of each such share	£ 1.00
3a The amount of such nominal value to be considered as paid up on each share otherwise than in cash	£ 1.00
b The value of each share allotted i.e. the nominal value and any premium	£ 7,814,370.00
c The amount to be considered as paid up in respect of b	£ 7,814,370.00
4 If the consideration for the allotment of such shares is services, or any consideration other than that mentioned below in 8 state the nature and amount of such consideration, and the number of shares allotted	A group company has assumed the liabilities of the Company to the Bank of New York and to the Bankers Trust with effect from 1 January 1994 in the approximate aggregate sum of £7,814,370.

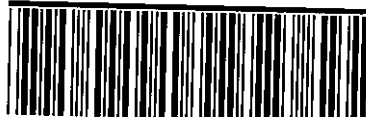
Presenter's name, address
and reference (if any):

Edge & Ellison
18/19 Southampton
Place
London WC1A 2AJ

Ref: FM/5788

For official use
Capital section

Post room



ED2 *E496XACG* 137
COMPANIES HOUSE 07/04/95
COMPANIES HOUSE 09/02/95

5 If the allotment is a bonus issue, state the amount of reserves capitalised in respect of this issue	£	n/a	
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6 If the allotment is made in consideration of the release of a debt, e.g., a director's loan account, state the amount released	£	n/a	
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7 If the allotment is made in connection with the conversion of loan stock, state the amount of stock converted in respect of this issue	£	n/a	
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8 If the allotment is made in satisfaction or part satisfaction of the purchase price of property, give below:		
a brief description of property: n/a		
b full particulars of the manner in which the purchase price is to be satisfied	£	p
Amount of consideration payable in cash or bills		
Amount of consideration payable in debentures, etc .		
Amount of consideration payable in shares		
<i>Liabilities of the vendor assumed by the purchaser:</i>		
Amounts due on mortgages of freeholds and/or leaseholds including interest to date of sale		
Hire purchase etc debts in respect of goods acquired		
Other liabilities of the vendor		
Any other consideration		

Please do not write in this margin

Where such properties are sold subject to mortgage, the gross value should be shown

9 Give full particulars in the form of the following table, of the property which is the subject of the sale, showing in detail how the total purchase price is apportioned between the respective heads:

Legal estates in freehold property and fixed plant and machinery and other fixtures thereon*	£
Legal estates in leasehold property*	
Fixed plant and machinery on leasehold property (including tenants', trade and other fixtures)	
Equitable interests in freehold or leasehold property*	
Loose plant and machinery, stock-in-trade and other chattels (plant and machinery should not be included under this head unless it was in actual state of severance on the date of the sale)	
Goods, wares and merchandise subject to hire purchase or agreements (written down value)	
Goodwill and benefit of contracts	
Patents, designs, trademarks, licences, copyrights, etc.	
Book and other debts	
Cash in hand and at bank on current account, bills, notes, etc.	
Cash on deposit at bank or elsewhere	
Shares, debentures and other investments	
Other property	

† Insert Director, Secretary, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

Signed 

Designation † Secretary

Date 29/12/94

§ This certificate must be signed by the persons to whom the shares have been allotted, as well as by an officer of the company

Certificate of value §

It is certified that the transaction effected by the contract does not form part of a larger transaction or series of transactions in respect of which the amount or value, or aggregate amount or value, of the consideration exceeds £

Signed	Date
Signed	Date