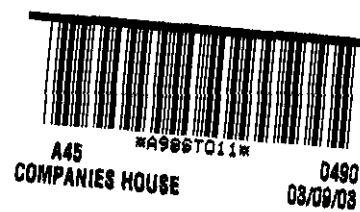


Interstar Holdings Limited
Directors' Report And
Financial Statements
Year Ended 31 December 2002
Company No: 660277



Interstar Holdings Limited

Directors' Report

The directors submit their annual report together with the financial statements for the year ended 31 December 2002.

Activities

The principal activity of the company is to act as a holding company. The company is dormant. On 1 August 2003 WPP Group plc acquired the entire share capital of Cordiant Communications Group plc and therefore became the ultimate holding company of Interstar Holdings Limited.

Directors

The directors who held office during the year were as follows:

D Williams
A Boland
S Wilson (appointed 10 May 2002)
J Buss (resigned 10 May 2002)

No director held any interest in the share capital of the Company.

The directors who held office at the end of the year were interested in the share options of Cordiant Communications Group plc at the beginning and end of the period as follows:

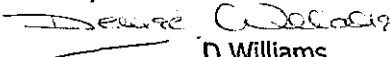
	Balance at 1 January 2002 or date of appointment if later	Exercised during the year	Granted during the year	Lapsed during the year	Balance at 31 December 2002	Average exercise Price	Exercisable at 31 December 2002
D Williams	50,152	—	—	—	50,152	164p	—
D Williams	—	—	20,000	—	20,000	78p	—
A Boland	50,152	—	—	—	50,152	164p	—
A Boland	—	—	100,000	—	100,000	49p	—
S Wilson	30,000	—	—	—	30,000	78p	—

The directors who held office at the end of the year had the following interests in the share capital of Cordiant Communications Group plc at the beginning and end of the period.

	Balance at 31 December 2002	Balance at 31 December 2001 or date of appointment if later
D Williams	2,600	2,600
S Wilson	3,600	2,900

Elective Resolutions

The company has passed elective resolutions under sections 252 and 366A of the Companies Act 1985 dispensing with the requirements to lay accounts and reports before the company in general meetings and hold annual general meetings annually.

By order of the board

D Williams
Secretary
121-141 Westbourne Terrace
London, W2 6JR
1st September 2003

Interstar Holdings Limited

Balance Sheet

	Note	31 December 2002 £	31 December 2001 £
Fixed Assets			
Investments	2	<u>199,962</u>	<u>199,962</u>
Creditors: amounts falling due within one year	3	<u>(153,717)</u>	<u>(153,517)</u>
Net current liabilities		<u>(153,717)</u>	<u>(153,717)</u>
Total assets less current liabilities		<u>46,245</u>	<u>46,245</u>
Net assets		<u>46,245</u>	<u>46,245</u>
Capital and reserves			
Called up share capital	4	<u>50,000</u>	<u>50,000</u>
Profit and loss account	5	<u>(3,755)</u>	<u>(3,755)</u>
Equity shareholder's funds		<u>46,245</u>	<u>46,245</u>

- (a) For the year ended 31 December 2002 the company was entitled to exemption under section 249AA(1) of the Companies Act 1985.
- (b) Members have not required the company to obtain an audit in accordance with section 249B(2) of the Companies Act 1985.
- (c) The directors acknowledge their responsibility for:
- ensuring the company keeps accounting records which comply with section 221; and
 - preparing accounts which give a true and fair view of the state of affairs of the company as at the end of the financial year, and of its profit or loss for the financial year, in accordance with the requirements of 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 3 form part of these financial statements.

These financial statements were approved by the board of directors on *1st September* 2003 and signed on its behalf by:

S. Wilson

S Wilson
Director

Interstar Holdings Limited

Notes (forming part of the financial statements)

1. Accounting Policies

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

2. Fixed asset investment

	2002	2001
	£	£
Group Companies, unlisted:		
At the beginning and end of the year	199,962	199,962

The investment represents a 40% holding in the share capital of Softmedia Limited, a company registered in England and Wales. Interstar Holdings Limited also controls the remaining 60%. The nature of Softmedia Limited is to act as a holding company.

3. Creditors : Amounts falling due within one year

	2002	2001
	£	£
Amounts owed to group undertakings	153,717	153,717

4. Called up share capital

	2002	2001
	£	£
Authorised, Allotted, called-up and fully paid 50,000 ordinary shares of £1 each	50,000	50,000

5. Profit and Loss Account

During the year and the preceding year, the company did not trade and received no income and incurred no expenditure. Consequently, during those years the company made neither a profit nor a loss.

6. Contingent Liability

The company is grouped for VAT purposes with certain other group companies. Consequently, the company is contingently liable for the VAT liabilities of those companies.

Interstar Holdings Limited

7. Ultimate Holding Company

Until 31 July 2003, the company is a subsidiary undertaking of Cordiant Communications Group plc which is registered in England and Wales. These financial statements are consolidated into those of Cordiant Communications Group plc for the year ended 31 December 2002. Copies of the group financial statements can be obtained from the Secretary at 1-5 Midford Place, London, W1T 5BH.

From 1 August 2003, the ultimate holding company is WPP Group plc which is registered in England and Wales. Copies of the group financial statements for WPP subsidiary undertakings for the year ended 31 December 2002 can be obtained from the Secretary, WPP Group plc, 27 Farm Street, London, W1X 6RD.