

WRC HOLDINGS LIMITED
(previously WWAV Rapp Collins Group Limited)

DIRECTOR'S REPORT AND
FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2002

REGISTERED NO: 1581935



WRC HOLDINGS LIMITED
(previously WWAV Rapp Collins Group Limited)

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WRC HOLDINGS LIMITED
(previously WWAV Rapp Collins Group Limited)

DIRECTORS' REPORT

The directors present the Annual Report and the audited financial statements for the year ended 31 December 2002.

PRINCIPAL ACTIVITIES

The Company is the holding company for a number of subsidiary undertakings which specialise in direct mail, direct response advertising and which provide ancillary services within the direct marketing industry. The Company also provides specialist marketing consultancy services. These activities will continue.

The name of the Company changed from WWAV Rapp Collins Group Limited on 9th January 2002.

BUSINESS REVIEW

The Company made a profit after tax of £5,720,804 (2001 – £2,362,051). The Profit and Loss Account is shown on page 5.

With effect from 1 January 2002, the business and assets less liabilities of WRC Digital and Optima Direct, both divisions of WRC Holdings Limited, were transferred to WWAV Rapp Collins Limited and WWAV Rapp Collins Media Limited. The transfers were both at book value which represented their market value, save for goodwill. WWAV Rapp Collins Limited and WWAV Rapp Collins Media Limited are both subsidiaries of WRC Holdings Limited.

The financial statements have been prepared on a going concern basis. Omnicom Europe Limited has stated that its present intention is to provide any financial support the Company might need to meet its financial obligations for at least 12 months following the date of approval of the Company's financial statements for the year ended 31 December 2002. The support has been delivered to the directors by way of comfort only, it is not intended to create any binding obligation.

PROPOSED DIVIDEND

A first and second interim dividend for the year of £1.43 per ordinary share and £1.45 per ordinary share were paid on 31.07.02 and 28.02.03 respectively, making a total of £2,844,000 and £2,890,000 respectively (2001 - £2,523,312).

The directors do not recommend payment of a final dividend (2001 – nil).

DIRECTORS AND THEIR INTERESTS

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

C. J. Gordon
C. R. Albert
B. R. Emsell
M. J. Birkin
A. J. Coleman
O. Coppet
B. W. Curran
J. M. Eccles
R. Macdermott
H. E. Simpson
J. C. B. Whitworth
A. W. Wreford

C.R. Albert resigned on 31st October 2002. The other directors held office throughout the year.

The directors who held office at the end of the financial year do not have any disclosable interest in the shares of the company.

WRC HOLDINGS LTD
(previously WWAV Rapp Collins Group Limited)

DIRECTORS' REPORT – (CONTINUED)

AUDITORS

During the year Arthur Andersen resigned as auditors and the directors appointed KPMG Audit Plc as auditors. A resolution appointing KPMG Audit Plc will be proposed at the Annual General meeting. Special notice has been received for this resolution pursuant to section 388 of the Companies Act 1985.

Registered Office:

By Order of the Board

1 Riverside
Manbre Road
London W6 9WA


17th July 2003

WRC HOLDINGS LIMITED
(previously WWAV Rapp Collins Group Limited)

STATEMENT OF DIRECTORS' RESPONSIBILITIES

Company law requires the directors to prepare accounts 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 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 whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the accounts; and*
- *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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

WRC HOLDINGS LIMITED
(previously WWAV Rapp Collins Group Limited)

INDEPENDENT AUDITORS' REPORT

KPMG Audit Plc
8 Salisbury Square
London
EC4Y 8BB

Report of the independent auditors to the members of WRC Holdings Ltd

We have audited the financial statements on pages 5 to 16.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the directors' report and, as described on page 3, the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

Basis of audit opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 31 December 2002 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

KPMG Audit Plc
KPMG Audit Plc
Chartered Accountants
Registered Auditor

17th July 2003

WRC HOLDINGS LIMITED
(previously WWAV Rapp Collins Group Limited)

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 DECEMBER 2002

	Note	2002 £	2001 £
TURNOVER	1		
Continuing operations		4,042,862	6,451,146
Discontinued operations		-	2,276,397
		<u>4,042,862</u>	<u>8,727,543</u>
Cost of Sales	2	(76,668)	(1,744,970)
GROSS PROFIT		<u>3,966,194</u>	<u>6,982,573</u>
Administrative expenses	2	(5,310,498)	(10,300,901)
OPERATING LOSS			
Continuing operations		(1,344,304)	(2,460,067)
Discontinued operations		-	(858,261)
		<u>(1,344,304)</u>	<u>(3,318,328)</u>
Loss on sale of fixed assets		(77,418)	-
Income from shares in group undertakings		7,113,344	5,278,226
Amounts written off investments		-	(110,727)
Other Interest receivable and similar income	6	392,766	356,443
Interest payable and similar charges	7	(395,295)	(449,114)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	3-5	<u>5,689,093</u>	<u>1,756,500</u>
Taxation on profit on ordinary activities	8	31,711	605,551
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		<u>5,720,804</u>	<u>2,362,051</u>
Dividend paid and payable	9	(5,734,000)	(2,523,312)
RETAINED LOSS FOR THE FINANCIAL YEAR		<u>(13,196)</u>	<u>(161,261)</u>

There have been no recognised gains or losses in either year other than those reported in the Profit and Loss Account for the year.

The accompanying notes are an integral part of this Profit and Loss Account.

WRC HOLDINGS LIMITED
(previously WWAV Rapp Collins Group Limited)

BALANCE SHEET

AT 31 DECEMBER 2002

	Note	£	2002 £	£	2001 £
FIXED ASSETS					
Tangible assets	10		4,074,200		4,024,454
Investments	11		1,193,297		1,193,297
CURRENT ASSETS			5,267,497		5,217,751
Work in progress	12	114,399		60,524	
Debtors	13	9,372,858		17,361,577	
Cash at bank and in hand		1,127		144,526	
			9,488,384	17,566,627	
CREDITORS: Amounts falling due within one year	14	(12,668,370)	(21,225,999)		
NET CURRENT LIABILITIES		(3,179,986)	(3,659,372)		
Debtors: amounts falling due after more than one year	13	482,916	620,612		
			(2,697,070)		(3,038,760)
Total assets less current liabilities			2,570,427		2,178,991
Provision for liabilities and charges	15		(404,632)		-
NET ASSETS			2,165,795		2,178,991
CAPITAL AND RESERVES					
Called-up share capital	16		497,906		497,906
Share premium account	17		1,118,055		1,118,055
Profit and loss account	17		549,834		563,030
EQUITY SHAREHOLDERS' FUNDS			2,165,795		2,178,991

The accompanying notes are an integral part of this Balance Sheet.

These financial statements were approved by the Board of Directors on 17th July 2003 and were signed on its behalf by:



J. C. B. Whitworth
Director



C. J. Gordon
Director

WRC HOLDINGS LIMITED
(previously WWAV Rapp Collins Group Limited)

RECONCILIATION OF MOVEMENTS IN SHAREHOLDER'S FUNDS

FOR THE YEAR ENDED 31 DECEMBER 2002

	2002 £	2001 £
PROFIT FOR THE FINANCIAL YEAR	5,720,804	2,362,051
Dividends payable	(5,734,000)	(2,523,312)
	-----	-----
NET REDUCTION IN SHAREHOLDER'S FUNDS	(13,196)	(161,261)
Opening shareholders' funds	2,178,991	2,340,252
	-----	-----
Closing shareholders' funds	2,165,795	2,178,991
	=====	=====

WRC HOLDINGS LIMITED
(previously WWAV Rapp Collins Group Limited)

NOTES TO THE ACCOUNTS

1. ACCOUNTING POLICIES

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements except as noted below.

Basis of preparation

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

The company is exempt by virtue of S248 of the Companies Act 1985 from the requirement to prepare group accounts. These financial statements present information about the company as an individual undertaking and not about its group.

Under Financial Reporting Standard 1 the company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the company in its own published consolidated financial statements.

The financial statements have been prepared on a going concern basis. Omnicom Europe Limited has stated that its present intention is to provide any financial support the Company might need to meet its financial obligations for at least 12 months following the date of approval of the Company's financial statements for the year ended 31 December 2002. The support has been delivered to the directors by way of comfort only, it is not intended to create any binding obligation.

As the company is a wholly owned subsidiary of Omnicom Europe Limited the company has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with entities which form part of the group (or investees of the group qualifying as related parties). The consolidated financial statements of Omnicom Europe Limited within which this company is included, can be obtained from 239 Old Marylebone Road, London.

New accounting standards

The following Financial Reporting Standards ('FRS') which came into effect this year, have been adopted in these financial statements.

FRS 19, "Deferred tax", has been adopted. The standard requires deferred taxation to be provided in full on all material timing differences between the recognition of gains and losses in the financial statements and their recognition for tax purposes. Previously, provision was made for deferred taxation on all material timing differences to the extent that there was a reasonable probability that a liability or asset would crystallise. There was no effect due to this change.

Fixed assets and depreciation

Depreciation is provided to write off the cost less the estimated residual value of tangible fixed assets by equal instalments over their estimated economic lives as follows:

Leasehold property	- Over period to first rent review or period of lease
Leasehold improvements	- 15% or 10% on cost or over period of lease
Furniture and office equipment	- 15% to 33.3% per annum
Computer hardware	- 33.3% per annum

WRC HOLDINGS LIMITED
(previously WWAV Rapp Collins Group Limited)

NOTES TO THE ACCOUNTS (CONTINUED)

Foreign Currencies

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction or, if hedged forward, at the rate of exchange under the related forward currency contract. Monetary assets and liabilities denominated in foreign currencies are translated using the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the profit and loss account.

Leases

Assets acquired under finance leases are capitalised and the outstanding future lease obligations are shown in creditors. Operating lease rentals are charged to the profit and loss account on a straight line basis over the period of the lease.

Post-retirement benefits

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The amount charged to the profit and loss account represents the contributions payable to the scheme in respect of the accounting period.

Employee Share Schemes

The cost of awards to employees that take the form of shares or rights to shares are recognised over the period of the employee's related performance.

Work in progress

Work in progress consists of amounts spent by the company on behalf of its clients which have not been recharged to clients by the end of the year.

Taxation

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19.

Turnover

Turnover represents the amounts (excluding value added tax) derived from the provision of services to customers.

2. CONTINUING AND DISCONTINUED OPERATIONS

The following table shows the effect of the transfer of WRC Digital and Optima Direct out of WRC Holdings Limited.

	2002		2001	
	Continuing Operations	Discontinued Operations	Continuing Operations	Discontinued Operations
Cost of sales	76,668	-	544,655	1,200,315
Administrative expenses	5,310,498	-	8,366,558	1,934,343

WRC HOLDINGS LIMITED
(previously WWAV Rapp Collins Group Limited)

NOTES TO THE ACCOUNTS (CONTINUED)

	2002 £	2001 £
3. PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		
Profit on ordinary activities before taxation has been arrived at after charging:		
Auditors remuneration:		
Audit	6,000	-
Other services – fees paid to the auditor and its associates	4,900	-
Amounts paid to previous auditor	1,673	28,763
Depreciation of tangible fixed assets	793,132	633,435
Hire of plant and machinery-rentals payable under operating lease	537,799	338,157
Provision against intercompany balance	-	1,329,050
	=====	=====
4. REMUNERATION OF DIRECTORS	2002 £	2001 £
Directors' Emoluments	703,259	1,126,074
Company contributions to money purchase pension schemes	31,344	39,155
Compensation for loss of office	-	36,625
	-----	-----
	734,603	1,201,854
	=====	=====
	2002 No.	2001 No.
Retirement benefits are accruing to the following number of directors under:		
Money purchase arrangements	2	3
	=====	=====
The number of directors in respect of whose services shares were received or receivable under long term incentives schemes was	6	6
	=====	=====
The above amounts for remuneration include the following in respect of the highest paid director:-	2002 £	2001 £
Emoluments	368,392	353,226
Company contributions to money purchase pension arrangements	21,000	21,000
	-----	-----
	389,392	374,226
	=====	=====

WRC HOLDINGS LIMITED
(previously WWAV Rapp Collins Group Limited)

NOTES TO THE ACCOUNTS (CONTINUED)

During the year, the highest paid director received shares under a long term Incentive scheme.

The company's directors participate in the restricted stock scheme operated by the Ultimate Parent Undertaking. Shares were received or receivable under this restricted share scheme by 6 directors (2001- 6). Under this scheme certain directors have been awarded restricted shares in the ultimate parent undertaking, Omnicom Group Inc. The restricted shares typically vest in 20% annual increments provided the director remains an employee of the Omnicom group. Restricted shares may not be sold, transferred, pledged or otherwise encumbered until the restrictions lapse. Under most circumstances, the director forfeits the shares still subject to restriction on return of the nominal price they paid for them at the time the award was granted, if the director ceases employment prior to the end of the period of restriction.

Amounts recognised as long term incentives are in respect of restricted share awards vesting within the year. At the end of the year the company had accrued £575,465 (2001: £207,636) in respect of unvested restricted share awards to directors.

5. STAFF NUMBERS AND COSTS	2002	2001
	No.	No.

The average number of persons employed by the Company (including directors) during the year analysed by category was as follows:-

Administration	74	94
	==	==

The aggregate payroll costs of these persons were as follows:

Wages and salaries	3,399,368	5,374,575
Social security costs	294,936	512,562
Other pension costs	140,649	248,747
	-----	-----
	3,834,953	6,135,884
	=====	=====

6. OTHER INTEREST RECEIVABLE AND SIMILAR INCOME	2002	2001
	£	£
Receivable from group undertakings	392,766	296,443
Other	-	60,000
	-----	-----
	392,766	356,443
	=====	=====

7. INTEREST PAYABLE AND SIMILAR CHARGES	2002	2001
	£	£
On bank loans and overdrafts	395,295	449,114
	=====	=====

WRC HOLDINGS LIMITED
(previously WWAV Rapp Collins Group Limited)

NOTES TO THE ACCOUNTS (CONTINUED)

8. TAXATION

Analysis of charge in period

	£	2002 £	£	2001 £
<i>UK corporation tax</i>				
Current tax on income for the period	(272,522)		(664,345)	
Adjustments in respect of prior periods	(180,656)		(720)	
Total current tax		(453,178)		(665,065)
<i>Deferred tax (see note 15)</i>				
Origination/reversal of timing differences	(123,806)		59,514	
Adjustment in respect of previous years	545,273		-	
		421,467		59,514
Tax on profit on ordinary activities		(31,711)		(605,551)
		=====		=====

Factors affecting the tax charge for the current period

The current tax charge for the period is lower (2001: lower) than the standard rate of corporation tax in the UK (2002: 30%, 2001: 30%). The differences are explained below:

	2002 £	2001 £
<i>Current tax reconciliation</i>		
Profit on ordinary activities before tax	5,689,093	1,756,500
Current tax at 30% (2001:30%)	1,706,728	526,950
Effects of:		
Expenses not deductible for tax purposes	89,832	439,110
Differences between capital allowances and depreciation in the period	64,921	(46,937)
Dividends Receivable	(2,134,003)	(1,583,468)
Adjustments to tax charge in respect of previous periods	(180,656)	(720)
Total current tax charge (see above)	(453,178)	(665,065)
	=====	=====

WRC HOLDINGS LIMITED
(previously WWAV Rapp Collins Group Limited)

NOTES TO THE ACCOUNTS (CONTINUED)

9. DIVIDENDS AND OTHER APPROPRIATIONS

	2002 £	2001 £
<i>Equity shares:</i>		
First Interim dividend paid	2,844,000	1,362,567
Second interim dividend proposed	2,890,000	1,160,745
	-----	-----
	5,734,000	2,523,312
	=====	=====

10. TANGIBLE FIXED ASSETS

	Short-term Leasehold Property & Improvements	Computer Software	Furniture and office equipment	Total
	£	£	£	£
COST				
At beginning of year	3,772,729	1,107,967	960,735	5,841,431
Additions	49,213	542,379	377,261	968,853
Disposals	(278,039)	(43,234)	(137,869)	(459,142)
	-----	-----	-----	-----
At end of year	3,543,903	1,607,112	1,200,127	6,351,142
	=====	=====	=====	=====
DEPRECIATION				
At beginning of year	823,070	559,623	434,284	1,816,977
Charge for year	226,811	296,158	270,163	793,132
Disposals	(233,206)	(19,849)	(80,112)	(333,167)
	-----	-----	-----	-----
At end of year	816,675	835,932	624,335	2,276,942
	=====	=====	=====	=====
NET BOOK VALUE				
At 31 December 2002	2,727,228	771,180	575,792	4,074,200
	=====	=====	=====	=====
At 31 December 2001	2,949,659	548,344	526,451	4,024,454
	=====	=====	=====	=====

11. FIXED ASSET INVESTMENTS

	Shares in group undertaking £	Participating Interests £	Total £
Cost			
At beginning and end of year	1,354,465	1,477,010	2,831,475
Provisions			
At beginning and end of year	(161,168)	(1,477,010)	(1,638,178)
	-----	-----	-----
Net book value			
At 31 December 2002 and 2001	1,193,297	-	1,193,297
	=====	=====	=====

The companies in which the Company's interest at the year end is more than 20% are as follows:-

WRC HOLDINGS LIMITED
(previously WWAV Rapp Collins Group Limited)

NOTES TO THE ACCOUNTS (CONTINUED)

	Principal activity	Percentage of shares held
Subsidiary undertakings		
WWAV Rapp Collins Ltd	Direct Marketing	100%
Identex Ltd	Computer Services	100%
WWAV Rapp Collins North Ltd	Direct Marketing	100%
WWAV Rapp Collins Scotland Ltd	Direct Marketing	100%
WWAV Rapp Collins Media Ltd	Media Planning & Buying, List Broking, & Telemarketing	100%
WWAV Rapp Collins West Ltd	Direct Marketing	100%
HLB Ltd	Dormant	100%
TCG Europe Ltd	Dormant	100%
WWAV Trustees Ltd	Dormant	100%
Data Warehouse Ltd	Dormant	100%
Anvil Consultancy	Dormant	50%

All the above holdings were of equity shares and the above companies were incorporated in England and Wales.

Participating Interests

The Company holds preference shares in Pridewood Enterprises Ltd which are redeemable in three equal annual tranches commencing 31 December 2000 paying a fixed cumulative preferential net cash dividend of 10% per annum. As no amounts have been redeemed for dividends received for the last three years, a provision of £1,477,010 has been made against the value of these shares.

12. WORK IN PROGRESS

	2002	2001
	£	£
Work in progress	114,399	60,524
	=====	=====

13. DEBTORS

	2002	2001
	£	£
Trade debtors	81,604	693,685
Amounts owed by group undertakings	3,247,891	9,403,421
Other debtors	794,270	322,435
Corporation tax	250,928	2,119,494
Dividends receivable	4,370,378	3,280,450
Prepayments and accrued income	627,787	1,542,092
	-----	-----
	9,372,858	17,361,577
Debtors: amounts falling due after more than one year	482,916	620,612
	-----	-----
	9,855,774	17,982,189
	=====	=====

Debtors include deferred tax assets of £nil (2001:£30,593), group debtors of £nil (2001 - £455,057) and £482,916 (2001 - £134,962) in other debtors for the restricted stock scheme (note 4) all of which are due in more than one year.

14. CREDITORS: Amounts falling due within one year

	2002	2001
	£	£
Bank loans and overdrafts	3,862,006	12,809,811
Trade creditors	335,847	581,923
Amounts owed to group undertakings	738,650	1,639,382
Taxation and social security	1,134,077	1,090,911
Other creditors	2,129,707	3,419,865
Accruals and deferred income	1,578,083	523,362
Dividend proposed	2,890,000	1,160,745
	-----	-----
	12,668,370	21,225,999
	=====	=====

WRC HOLDINGS LIMITED
(previously WWAV Rapp Collins Group Limited)

NOTES TO THE ACCOUNTS (CONTINUED)

15. PROVISIONS FOR LIABILITIES AND CHARGES

DEFERRED
TAX

At beginning of year	30,593
Transfers	(13,758)
Charge to profit and loss account for the year	(421,467)

At end of year	(404,632)
	=====

The deferred tax liability arises from the difference between accumulated depreciation and amortisation and capital allowances

16. CALLED UP SHARE CAPITAL

2002 2001
£ £

Authorised:

Equity: 2,140,000 Ordinary shares of 25p each	535,000	535,000
	=====	=====

Allotted, called-up and fully-paid,

Equity: 1,991,624 Ordinary shares of 25p each	497,906	497,906
	=====	=====

17. RESERVES

SHARE PROFIT
PREMIUM AND LOSS
£ ACCOUNT
£

At beginning of year	1,118,055	563,030
Retained profit for the year	-	(13,196)
	-----	-----
At end of year	1,118,055	549,834
	=====	=====

18. COMMITMENTS

Annual commitments under non cancellable operating leases are as follows:

	2002		2001	
	Land & Buildings	Other	Land & Buildings	Other
Operating leases which expire:				
Within one year	-	92,143	-	29,437
In the second to fifth years inclusive	-	320,436	-	293,114
Over five years	1,660,000	-	1,660,000	-
	-----	-----	-----	-----
	1,660,000	412,579	1,660,000	322,551
	=====	=====	=====	=====

The company together with certain other group companies, has entered into a cash pooling arrangement with HSBC Bank plc. HSBC Bank plc has the right to apply positive cash balances of the company against indebtedness or liabilities of any of the other companies named in the agreement. This facility is guaranteed by Omnicom Group Inc.

19. PENSION SCHEMES

The Company operates a Group Personal Pension and an Executive Pension Plan which are insured schemes independently administered by the pension provider. The pension cost charge for the period represents contributions payable by the company to the scheme and amounted to £140,649 (2001: £248,747).

There were no outstanding or prepaid contributions at either the beginning or end of the financial year. Each of the existing arrangements receive contributions and provide benefits in respect of those relevant participating employees of the Company and of the Company's subsidiary undertakings.

WRC HOLDINGS LIMITED
(previously WWAV Rapp Collins Group Limited)

NOTES TO THE ACCOUNTS (CONTINUED)

20. ULTIMATE PARENT COMPANY AND PARENT UNDERTAKING OF LARGER GROUP OF WHICH THE COMPANY IS A MEMBER

The company is a subsidiary undertaking of Omnicom Group Inc incorporated in the United States of America.

The largest group in which the results of the company are consolidated is that headed by Omnicom Group Inc. The smallest group in which they are consolidated is that headed by Omnicom Europe Limited. The consolidated accounts of these groups are available to the public and may be obtained from Omnicom Group Inc, 437 Madison Avenue, New York, NY 10022, USA, or Companies House, respectively.