

CORPORATE VISION LIMITED
(Registration number: 2128352)

DIRECTORS' REPORT AND ACCOUNTS

31 DECEMBER 1996



CORPORATE VISION LIMITED

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 1996

The directors present their report and the audited accounts for the year ended 31 December 1996.

PRINCIPAL ACTIVITIES

The company acts as manager and agent of the corporate communications business of Burson-Marsteller Limited. Burson-Marsteller Limited acts itself as a manager and agent for Young & Rubicam Group Limited.

PROFIT AND LOSS ACCOUNT

During the financial year and the preceding financial year the company did not trade on its own account and received no income and incurred no expenditure. Consequently, during those years the company made neither a profit or loss.

DIRECTORS AND THEIR INTERESTS

Directors of the company who served during the year are as follows:

AJ Watson CBE (Chairman)
SH Watson

None of the directors had any material contract with the company or any interest in the shares of the company.

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

During the year liability insurance was purchased and maintained for the directors and officers of the company as permitted by Section 310 (3) of the Companies Act 1985.

CORPORATE VISION LIMITED

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 1996 (CONTINUED)

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 as of the end of the financial year and of the profit and loss for the financial year. In preparing those accounts, 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 accounts 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 accounts 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.

AUDITORS

Elective resolutions pursuant to the Companies Act 1985 have been passed, whereby the company is not obliged to hold Annual General Meetings or to re-appoint auditors annually. Price Waterhouse therefore continue as auditors.

By Order of the Board



J E Walker
Secretary

31 July 1997

Price Waterhouse



AUDITORS' REPORT TO THE MEMBERS OF . CORPORATE VISION LIMITED

We have audited the accounts on pages 4 and 5 which have been prepared under the historical cost convention and the accounting policies set out on page 5.

Respective responsibilities of directors and auditors

As described on page 2 the company's directors are responsible for the preparation of accounts. It is our responsibility to form an independent opinion, based on our audit, on those accounts and to report our opinion to you.

Basis of 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 accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, 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 accounts 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 the information in the accounts.

Opinion

In our opinion the accounts give a true and fair view of the state of the company's affairs as at 31 December 1996 and of its result for its year then ended and have been properly prepared in accordance with the Companies Act 1985.

Price Waterhouse

Chartered Accountants
and Registered Auditors

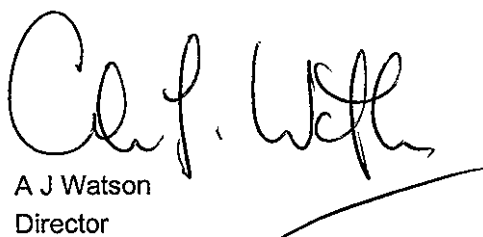
31 July 1997

CORPORATE VISION LIMITED

**BALANCE SHEET
AS AT 31 DECEMBER 1996**

	<u>1996</u> £	<u>1995</u> £
DEBTORS		
Amounts owed by group undertakings	144,824	144,824
	—	—
	<u>144,824</u>	<u>144,824</u>
	=====	=====
EQUITY CAPITAL AND RESERVES		
Called up share capital (Note 2)	100	100
Profit and loss account	<u>144,724</u>	<u>144,724</u>
	144,824	144,824
	=====	=====

Approved by the Board on 31 July 1997 and signed on its behalf by:


A J Watson
Director

The notes on page 5 form an integral part of these accounts.

CORPORATE VISION LIMITED

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 1996

1 ACCOUNTING POLICIES

During the year ended 31 December 1996 the company has not incurred any liabilities and made neither profit nor loss. None of the directors received any emoluments in respect of their services to the company.

2 CALLED UP SHARE CAPITAL

	<u>1996</u>	<u>1995</u>
	£	£
Authorised, allotted, issued and fully paid 100 ordinary shares of £1 each	<u>100</u>	<u>100</u>

3 AGENCY AGREEMENT

As at 1 January 1994, the business, assets and liabilities of the company were transferred to Burson-Marsteller Limited, with whom the company entered into an agency agreement. With effect from that date, the company has continued to trade acting as manager and agent for Burson-Marsteller Limited. Burson-Marsteller Limited acts itself as a manager and agent for Young & Rubicam Group Limited.

4 ULTIMATE HOLDING COMPANY

The ultimate parent undertaking is Young & Rubicam Inc., incorporated in the United States of America, which is the largest group to consolidate these accounts. The immediate parent undertaking is City and Corporate Counsel Limited, a company incorporated and registered in England. The smallest group to consolidate the accounts of the company is Young & Rubicam Holdings (UK) Limited a company incorporated and registered in England.

Consolidated accounts of Young & Rubicam Holdings (UK) Limited may be obtained from Greater London House, Hampstead Road, London NW1 7QP. The group accounts of Young & Rubicam Inc. are not available to the public.