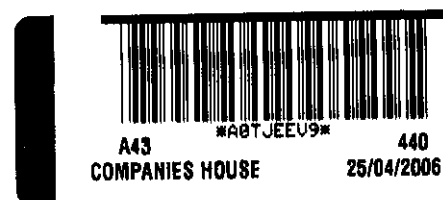


BATES HEALTHCOM LIMITED
DIRECTORS' REPORT AND
FINANCIAL STATEMENTS
YEAR ENDED 31ST DECEMBER 2005

Registered number - 2281673



DIRECTORS' REPORT

The directors submit their annual report together with the financial statements for the year ended 31st December 2005.

ACTIVITIES

The company is dormant.

DIRECTORS

The directors who held office during the period and subsequent changes were as follows:

C Sweetland
P Richardson
A Scott

The interest of those directors in office at the year end in options over shares of WPP Group plc at the beginning and end of the year were as follows:

	Balance at 01/01/05	Exercised During Year	Granted During Year	Lapsed During Year	Balance at 31/12/05	Exercise Price	Expiry
C Sweetland	23,750	-	-	-	23,750	214p	June 2006
C Sweetland	6,861	-	-	-	6,861	233.5p	Sept 2006
C Sweetland	5,422	-	-	-	5,422	283.5p	Sept 2007
C Sweetland	5,012	-	-	-	5,012	293p	Sept 2008
C Sweetland	2,689	-	-	-	2,689	570p	Sept 2009
C Sweetland	12,070	-	-	-	12,070	901p	Sept 2010
C Sweetland	23,143	-	-	-	23,143	486.5p	Sept 2011
C Sweetland	25,293	-	-	-	25,293	421p	Sept 2012
C Sweetland	17,515	-	-	-	17,515	559.5p	Nov 2013
C Sweetland	16,300	-	-	-	16,300	553.5p	Oct 2014
A Scott	5,614	-	-	-	5,614	570p	Sept 2009
A Scott	1,265	-	-	-	1,265	\$63.265	Sept 2010
A Scott	4,240	-	-	-	4,240	\$35.380p	Sept 2011
A Scott	22,994	-	-	-	22,994	421p	Sept 2012
A Scott	15,923	-	-	-	15,923	559.5p	Nov 2013
A Scott	14,818	-	-	-	14,818	553.5p	Oct 2014

(1) ADRs - each ADR (American Depository Receipt) represents 5 ordinary shares

The WPP Group plc's Register of Directors' Interests (which is open to inspection) contains full details of directors' shareholdings and options to subscribe.

DIRECTORS' REPORT (CONTINUED)**As at 31st December 2005**

The interests of P Richardson in the shares of WPP Group plc will be shown in the Directors' Report of WPP Group plc.

The interest of those directors in office at the end of the year in the shares of WPP Group plc at the beginning and end of the year were as follows:

	Balance at 31/12/05	Balance at 01/01/05
C Sweetland	47,143	50,761

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 the annual general meetings annually.

By order of the Board



C Sweetland
Director
27 Farm Street
London
W1J 5RJ
20 April 2006

BALANCE SHEET

As at 31st December 2005

	Notes	2005 £	2004 £
CURRENT ASSETS			
CREDITORS: amounts falling due within 12 months	2	<u>(100,510)</u>	<u>(100,510)</u>
NET CURRENT LIABILITIES		<u>(100,510)</u>	<u>(100,510)</u>
NET LIABILITIES		<u><u>(100,510)</u></u>	<u><u>(100,510)</u></u>
CAPITAL AND RESERVES			
Called up share capital	3	1,053	1,053
Profit and loss account	4	(101,563)	(101,563)
SHAREHOLDERS' DEFICIT		<u><u>(100,510)</u></u>	<u><u>(100,510)</u></u>

(a) For the year ended 31st December 2005 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 :

(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 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 4 form part of these financial statements.

These financial statements were approved by the board of directors on 20 April 2006 and signed on its behalf by:


C Sweetland
Director

NOTES (forming part of the financial statements)

1. ACCOUNTING POLICIES

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

2. CREDITORS

	2005 £	2004 £
Due within one year:		
Amounts owed to holding company and fellow subsidiary undertakings	<u>100,510</u>	<u>100,510</u>

3. SHARE CAPITAL :

	2005 £	2004 £
Authorised, allotted, called up and fully paid :		
1000 Equity A Ordinary shares of £1 each	1,000	1,000
53 Non-equity B Ordinary shares of £1 each	<u>53</u>	<u>53</u>
	<u>1,053</u>	<u>1,053</u>

Holders of the Non-equity 'B' Ordinary shares hold no voting rights and rank after distributions have been made to 'A' Ordinary shareholders and are entitled to the amount paid up on such shares upon the winding up of the company. They also have a right to receive a dividend at the rate of 5% of the dividend paid to Equity 'A' shareholders when the gross amount paid in respect of that financial year or other period exceeds £100,000,000.

4. 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.

5. ULTIMATE HOLDING COMPANY

The ultimate parent company is WPP Group plc, which is incorporated in England and Wales. Copies of the group financial statements for WPP Group plc for the year ended 31 December 2005 can be obtained from the Secretary, WPP Group plc, 27 Farm Street, London, W1J 5RJ.

The parent company and the parent undertaking of the smallest group of which the company is a member is Cordiant Communications Group Ltd, which is incorporated in England and Wales.