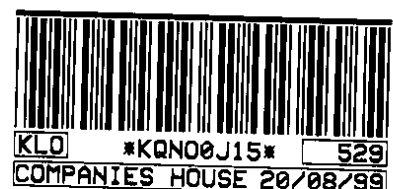




Enterprise Identity Group Limited

Accounts 31 December 1997
together with directors' and auditors' reports

Registered number: 2670637



Directors' report

For the year ended 31 December 1997

The directors present their annual report on the affairs of the company, together with the accounts and auditors' report, for the year ended 31 December 1997.

Principal activity

The company did not trade during the year.

Business review

Turnover for the year ended 31 December 1997 was £nil (1996 - nil). The profit before tax for the year ended 31 December 1997 was £6,216 (1996 - £nil).

Results and dividends

Results for the year and the movement on reserves are set out in the profit and loss account on page 4.

The company does not propose payment of a dividend.

Directors

The directors who served during the year are as shown below:

M.S. Sorrell (Chairman)

D.G. Allen

J. Johnson

I.J. Paterson (resigned 27 July 1999)

M. Sampson

S.L. Fox (appointed 27 July 1999)

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 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.

Directors' report (continued)

Directors' responsibilities (continued)

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and 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

The directors will place a resolution before the Annual General Meeting to re-appoint Arthur Andersen as auditors for the ensuing year.

6 Mercer Street
London
WC2H 9QA

By order of the Board,

A handwritten signature in black ink, appearing to be 'S.L. Fox', written over a horizontal line.

S.L. Fox
Director

4 August 1999

Auditors' report

London

To the Shareholders of Enterprise Identity Group Limited:

We have audited the accounts on pages 4 to 8 which have been prepared under the historical cost convention and the accounting policies set out on page 6.

Respective responsibilities of directors and auditors

As described in the directors' report the company's directors are responsible for the preparation of the 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 circumstances of the company and of the group, 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 information in the accounts.

Opinion

In our opinion the accounts give a true and fair view of the state of affairs of the company at 31 December 1997 and of the company's loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



Arthur Andersen

Chartered Accountants and Registered Auditors

1 Surrey Street
London
WC2R 2PS

4 August 1999

Profit and loss account

For the year ended 31 December 1997

	Notes	1997 £	1996 £
Gross Profit	1	-	-
Operating expenses	2	(103)	-
Operating loss		(103)	-
Interest receivable and other income	3	6,319	-
Profit on ordinary activities before taxation	4	6,216	-
Taxation on profit on ordinary activities	5	(1,927)	-
Retained profit for the year		4,289	-
Retained loss, at 1 January		(8,170)	(8,170)
Retained loss at 31 December		(3,881)	(8,170)

The company had no recognised gains or losses in the current year other than its profit for the financial year.

The accompanying notes are an integral part of this profit and loss account.

Balance sheet

31 December 1997

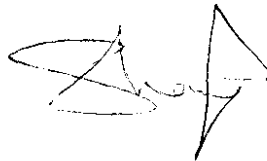
	Notes	1997 £	1996 £
Current assets			
Cash at bank		185,400	179,183
Creditors: Amounts falling due within one year	6	<u>(189,279)</u>	<u>(187,351)</u>
Net liabilities		<u>(3,879)</u>	<u>(8,168)</u>
Capital and reserves			
Called-up equity share capital	7	2	2
Profit and loss account		<u>(3,881)</u>	<u>(8,170)</u>
Total equity shareholders' deficit	8	<u>(3,879)</u>	<u>(8,168)</u>

The accompanying notes are an integral part of this balance sheet.

Approved by the Board and signed on its behalf by:

S.L. Fox

Director



4 August 1999

Notes to the accounts

31 December 1997

1 Accounting policies

A summary of the principal accounting policies, all of which have been applied consistently throughout the year and the preceding year, is set out below.

a) Cash flow statement

A cash flow statement has not been prepared on the basis that the company is a wholly-owned subsidiary of Newcross Limited an undertaking of WPP Group plc, which is incorporated in Great Britain and whose consolidated accounts contain a consolidated cash flow statement which includes the cash flows of the group.

b) Basis of accounting

The accounts are prepared under the historical cost convention, and in accordance with applicable accounting standards.

c) Taxation

Corporation tax payable is provided on taxable profits at the current rate.

Deferred taxation (which arises from differences in the timing of the recognition of items, principally depreciation, in the accounts and by the tax authorities) has been calculated using the liability method and a provision is made for all timing differences which are expected to reverse, at the rates of tax likely to be in force at the time of the reversal.

d) Turnover

Turnover comprises the value of sales (excluding VAT and trade discounts) of services in the normal course of business.

e) Related party transactions

In accordance with the provisions of Financial Reporting Standard No. 8, the company has not presented details of transactions with other group entities since the accounts of WPP Group plc, which include the company, are publicly available.

2 Other operating expenses

	1997 £	1996 £
Administrative expenses	103	-
	<hr/> 103	<hr/> -

Notes to accounts (continued)

3 Interest receivable and other income

	1997 £	1996 £
Bank interest	<u>6,319</u>	<u>-</u>

4 Profit on ordinary activities before taxation

There were no staff costs during the year and directors' remuneration was borne by another group company, as was auditors' remuneration.

5 Tax on profit on ordinary activities

The tax charge is based on the profit for the year and comprises:

	1997 £	1996 £
Corporation tax at 33% (1996 - 32%)	<u>1,927</u>	<u>-</u>

6 Creditors: Amounts falling due within one year

	1997 £	1996 £
Amount due to holding company	<u>189,279</u>	<u>187,351</u>

7 Called-up equity share capital

	1997 £	1996 £
<i>Authorised, allotted, called-up and fully-paid</i>		
2 ordinary shares of £1 each	<u>2</u>	<u>2</u>

8 Reconciliation of movement in equity shareholders' deficit

	1997 £	1996 £
At 1 January	(8,168)	(8,168)
Retained profit for the year	<u>4,289</u>	<u>-</u>
At 31 December	<u>(3,879)</u>	<u>(8,168)</u>

Notes to accounts (continued)

9 Guarantees and other financial commitments

a) Capital commitments

There were no capital commitments either contracted for or authorised but not contracted for at year end.

b) Financial guarantees

The group participates in group banking arrangements with its parent company, WPP Group plc, and has access to a group cash management facility. The group guarantees the facility to the extent of its cash deposited in the UK with its clearing bank.

Enterprise Identity Group Limited together with its parent WPP Group plc., and certain other subsidiary undertakings, is a party to the group's syndicated banking arrangements. Enterprise Identity Group Limited has jointly and severally guaranteed the borrowings under these arrangements. Details of these arrangements are included in the financial statements of WPP Group plc.

10 Ultimate parent company

The company is a wholly owned subsidiary undertaking of WPP Group plc, registered in England and Wales.

The smallest and largest group in which the results of Enterprise Identity Group Limited are consolidated is that of its ultimate parent company whose principal place of business is at 27 Farm Street, London W1X 6RD. The consolidated accounts are available at that address.