

TGIG LIMITED

DIRECTORS' REPORT

The Directors present their report and the financial statements of the Company for the year ended 31st December, 1997.

The Company did not trade during the year and had no income or expenditure. The Directors consider the Company's state of affairs to be satisfactory.

The Directors during the year were:

Mr I.C. Cummings
Mr T.E. McCarthy
Mrs D.R. Woolley

The Directors who held office at 31st December, 1997, had no interest in the Company or any group company required to be disclosed under the Companies Act 1985.

BY ORDER OF THE BOARD



S.A. Bray (Mrs)
SECRETARY

22nd January 1998
239 Old Marylebone Road
London
NW1 5QT

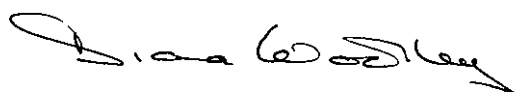


BALANCE SHEET AT 31st December 1997

	31st December 1997 £	31st December 1996 £
<u>NET LIABILITIES</u>		
Amount owed to fellow group undertaking (Note 1)	<u>(1,210,445)</u>	<u>(1,210,445)</u>
<u>CAPITAL AND RESERVES</u>		
Called-up share capital (Note 2)	45,001	45,001
Share premium account (Note 3)	499,999	499,999
Profit and loss account	<u>(1,755,445)</u>	<u>(1,755,445)</u>
<u>DEFICIT ON CAPITAL EMPLOYED</u>	<u>(1,210,445)</u>	<u>(1,210,445)</u>

The Company was dormant within the meaning of Section 250 of the Companies Act 1985 throughout the year ended 31st December, 1997.

SIGNED



D.R. Woolley (Mrs)
DIRECTOR

DATE: 22nd January 1998

NOTES

1. AMOUNT OWED TO FELLOW GROUP UNDERTAKING

The United Kingdom parent company, Diversified Agency Services Limited, has agreed to provide the Company with financial support. The Directors have considered the financial position of the Company and have concluded that the Company is able to meet its liabilities as they fall due.

2. SHARE CAPITAL

	31st December 1997 £	31st December 1996 £
Authorised:		
22,500 'A' Ordinary Shares of £1 each	22,500	22,500
22,500 'B' Ordinary Shares of £1 each	22,500	22,500
5,000 'C' Ordinary Shares of £1 each	<u>5,000</u>	<u>5,000</u>
	<u>50,000</u>	<u>50,000</u>
Allotted, called up and fully paid:		
22,500 'A' Ordinary Shares of £1 each	22,500	22,500
22,500 'B' Ordinary Shares of £1 each	22,500	22,500
1 'C' Ordinary Share of £1 each	<u>1</u>	<u>1</u>
	<u>45,001</u>	<u>45,001</u>

3. SHARE PREMIUM ACCOUNT

	31st December 1997 £	31st December 1996 £
	<u>499,999</u>	<u>499,999</u>

4. ULTIMATE HOLDING COMPANY

The Company's results are included in the consolidated accounts of its United Kingdom parent company, Diversified Agency Services Limited, whose principal place of business is at 239 Old Marylebone Road, London NW1 5QT.

The largest group in which the Company's results are included is the consolidated accounts of the ultimate parent company, Omnicom Group Inc., a company incorporated in the United States of America. These consolidated accounts are available to the public and may be obtained from Omnicom Group Inc., 437 Madison Avenue, New York, NY 10022, USA.