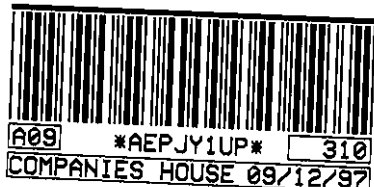




COMPANIES HOUSE

THE REGISTRAR OF COMPANIES
COMPANIES HOUSE
CROWN WAY
CARDIFF
CF4 3UZ



This form should be completed in black.

The information printed below is taken from Companies House records as at 19/11/97

If this information requires amendment use the spaces opposite.

Date of this return (See note 1)

The information in this return should be made up to a date not later than

Day	Month	Year
06	12	97

Date of next return (See note 2)

If you wish to make your next return to a date earlier than the anniversary of this return please show the date here. Companies House will then send a form at the appropriate time.

Day	Month	Year

Day	Month	Year

Registered Office (See note 3)

This is the address registered by Companies House.

27 FARM STREET
LONDON
W1X 6RD

.....
.....
.....
.....

Principal business activities (See note 4)

Trade classification is
7499 NON-TRADING COMPANY

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If the code cannot be determined from the notes, give a brief description of principal activity.

MB
A90x6
118444

363s

Annual Return

of company number 02670617

S

company name

WPP GROUP (UK) LTD

company type

PRIVATE COMPANY LIMITED BY SHARES

02670617

Register of members *(See note 5)*

The register is kept at

REGISTERED OFFICE

If the information shown needs amendment, give details below and, for secretary and director particulars, the date of any change.

Register of debenture holders *(See note 6)*

Any register of debenture holders (or duplicate) is kept at

Company Secretary *(See note 7)*

Particulars of a new secretary **must** be notified on form 288.

DAVID FERGUSON
CALOW
ROBIN HILL
15 BEECH ROAD
REIGATE
SURREY RH2 9PG

Day Month Year

--	--	--

Date of any change.

If this person has ceased to be secretary, please state when.

Day Month Year

--	--	--

Date of resignation.

Directors *(See note 7)*

Particulars of a new director **must** be notified on form 288.

NICHOLAS EDWARD
READ
27 FARM STREET
LONDON
W1X 6RD

Day Month Year

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Date of any change.

Date of Birth:- 11/04/62

Nat:BRITISH

Occ:ACCOUNTANT

If this person has ceased to be director, please state when.

Day Month Year

--	--	--

Date of resignation.

Show any relevant current and previous directorships.

02670617

Directors - continued

Particulars.

PAUL WINSTON GEORGE
RICHARDSON
27 FARM STREET
LONDON
W1X 6RD

If the information shown needs amendment,
give details below and the date of any change.

Day	Month	Year

 Date of any change.

Date of Birth:- 09/12/57
Nat:BRITISH
Occ:GROUP TREASURER

If this person has ceased to be director, please
state when.

Day	Month	Year

 Date of resignation.

Show any relevant current and previous directorships.

Particulars.

MARTIN STUART
SORRELL
27 FARM STREET
LONDON
W1X 6RD

Day	Month	Year

 Date of any change.

Date of Birth:- 14/02/45
Nat:BRITISH
Occ:COMPANY DIRECTOR

If this person has ceased to be director, please
state when.

Day	Month	Year

 Date of resignation.

Show any relevant current and previous directorships.

Particulars.

NO MORE DIRECTORS - ADDITIONAL SECRETARIES
OR DIRECTORS MUST BE NOTIFIED ON FORM 288a.

Day	Month	Year

 Date of any change.

If this person has ceased to be director, please
state when.

Day	Month	Year

 Date of resignation.

Show any relevant current and previous directorships.

Issued Share Capital (See note 8)

Enter details of all shares in issue at the date of this return.

Class (eg Ordinary/ Preference etc)	Number of shares issued	Aggregate nominal value (ie Number of shares issued multiplied by nominal value per share)
<u>ORDINARY</u>	<u>8500 065</u>	<u>8 500 065</u>
_____	_____	_____
_____	_____	_____
Totals	<u>8500 065</u>	<u>£8 500 065</u>

List of past and present members

(See note 9)

(Use attached schedule where appropriate)

A full list is required if one was not included with either of the last two returns.

Please mark the appropriate box.

There were no changes in the period



on paper

not on
paper

The last full members list was at 06/12/95

A list of changes is enclosed



A full list of members is enclosed

**Elective resolutions** (See note 10)

(Private companies only)

If an elective resolution is in force at the date of this return to dispense with annual general meetings, *mark this box.*



If an elective resolution is in force at the date of this return to dispense with laying accounts in general meetings, *mark this box.*

**Certificate**

I certify that the information given in this return is true to the best of my knowledge and belief.

I enclose the fee of **£15.**

Cheques should be made payable to **Companies House.**

Signed

Secretary/Director*

*(delete as appropriate)

Date 6.12.97

This return includes _____ continuation sheets.
(enter number)

Please ensure that you have completed all sections on this page.

To whom should Companies House direct any enquiries about the information shown in this return?----->

WPP GROUP PLC27 FARM STREETLONDONPostcode W1K 6RO

Telephone _____ Ext _____