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BY COURIER

26th June 2003

Securities and Exchange Commission
Filing Desk
Division of Corporation Finance
Office of International Corporate Finance
450 Fifth Street, N.W.
Washington DC 20549
United States



PROCESSED

JUL 11 2003

SUPPL

Dear Sir/Madam

Taylor Nelson Sofres plc: file no. 82-4668v

**THOMSON
FINANCIAL**

In accordance with the requirements of rule 12-g3-2b please find enclosed the following for Taylor Nelson Sofres plc:

1. Form 88(2) return of allotments of Shares for Taylor Nelson Sofres plc (with covering letter and attachments)
2. Schedule 10 – Notification of Major interests in shares dated 29 May 2003, Fidelity Investments
3. Schedule 10 – Notification of Major interests in share - Fidelity Investments (AVS No:751645)
4. Schedule 10 – Notification of Major interests in share – Fidelity Investments (AVS No:669175)
5. 2003 Annual Return for W.H.F. (Southern) Limited reg. No:2508797
6. 2003 Annual Return for MRM Distributions Limited reg. No: 2182246
7. 2003 Annual Return for Multi Resource Marketing Limited reg. No: 2184976
8. Schedule 10 – Notification of Major interests in shares dated 23 June 2003, Insight Investment
9. Schedule 10 – Notification of Major interests in shares dated 19 June 2003, Standard Life Investments Ltd.
10. Schedule 10 – Notification of Major interests in shares dated 19 June 2003, Standard Life Investments Ltd. (AVS No:871596)
11. Schedule 11 – Notification of Interests of Directors and Connected Persons, dated 20 June 2003, Antony Brian Cowling (AVS No: 698100)
12. Schedule 11 – Notification of Interests of Directors and Connected Persons, dated 20 June 2003, Michael Anthony Kirkham

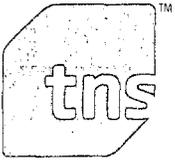
Yours faithfully


Judith George

Encl.

C.c. Zafar Aziz - Bank of New York (London)
Robert Goad - Bank of New York (US)





The Registrar of Companies
Companies House
PO Box 29019
21 Bloomsbury Street
London
WC1B 3XD



Westgate
London
W5 1UA

t +44 208 967 4655
f +44 208 967 1446
Judith.george@tns-global.com

Judith George
Assistant Company Secretary

VIA COURIER

11 June 2003

Dear Sir/Madam

Taylor Nelson Sofres plc
Form 88(2) Return of Allotment of Shares

I enclose duly completed and signed form 88(2) Return of Allotment of Shares in relation to the above-named company.

Please acknowledge safe receipt by date stamping and returning the enclosed duplicate of this letter in enclosed stamped addressed envelope.

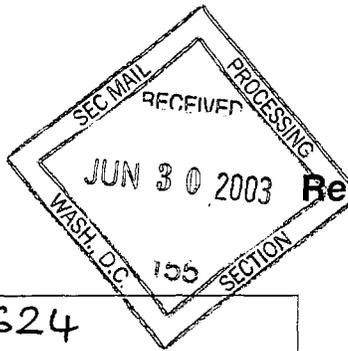
Yours faithfully

Judith George

Encls.

cc. Securities and Exchange Commission, Filing Desk, Division of Corporation Finance, Office of International Corporate Finance, 450 Fifth Street, N.W., Washington, DC 20549, United States **BY DHL**

Zafar Aziz, Bank of New York (London) - 020 7964 6028
Robert Goad, Bank of New York (US) - 001 212 571 3051



88(2)

Return of Allotment of Shares

Please complete in typescript, or in bold black capitals.

CHWP000

Company Number

912624

Company name in full

TAYLOR NELSON SOFRES plc (the Company)

Shares allotted (including bonus shares):

Date or period during which shares were allotted <i>(If shares were allotted on one date enter that date in the "from" box)</i>	From			To		
	Day	Month	Year	Day	Month	Year
	19	05	2003			

Class of shares <i>(ordinary or preference etc)</i>	ORDINARY		
Number allotted	39,100,000		
Nominal value of each share	5 pence each		
Amount (if any) paid or due on each share <i>(including any share premium)</i>	133 pence		

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be treated as paid up	100%		
---	------	--	--

Consideration for which the shares were allotted
(This information must be supported by the duly stamped contract or by the duly stamped particulars on Form 88(3) if the contract is not in writing)

The transfer to the Company of 12 Ordinary shares and 52,003,000 preference shares in Nectar Capital Limited (NCL) pursuant to a share subscription and transfer agreement between (1) the Company (2) NCL (3) Deutsche Bank AG London and (4) Cazenove + Co Ltd dated 14 May 2003.

When you have completed and signed the form send it to the Registrar of Companies at:

Companies House receipt date barcode
This form has been provided free of charge by Companies House.

Companies House, Crown Way, Cardiff CF14 3UZ
For companies registered in England and Wales

DX 33050 Cardiff

Companies House, 37 Castle Terrace, Edinburgh EH1 2EB
For companies registered in Scotland

DX 235
Edinburgh

Names and addresses of the allottees (List joint share allotments consecutively)

Shareholder details		Shares and share class allotted	
Name <u>PLEASE SEE ATTACHED</u>	Address <u>SCHEDULE</u>	Class of shares allotted	Number allotted
UK Postcode <u> </u>			
Name	Address	Class of shares allotted	Number allotted
UK Postcode <u> </u>			
Name	Address	Class of shares allotted	Number allotted
UK Postcode <u> </u>			
Name	Address	Class of shares allotted	Number allotted
UK Postcode <u> </u>			
Name	Address	Class of shares allotted	Number allotted
UK Postcode <u> </u>			

Please enter the number of continuation sheets (if any) attached to this form

2

Signed [Signature] Date 11 JUNE 2003
 ASSISTANT COMPANY SECRETARY
 A director / secretary / administrator / administrative receiver / receiver manager / receiver

Please delete as appropriate

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

TAYLOR NELSON SORRES PLC
WESTGATE, LONDON W5 1UA
Tel 020 8967 4655

DATED

14 May

2003

TAYLOR NELSON SOFRES PLC

- and -

NECTAR CAPITAL LIMITED

- and -

DEUTSCHE BANK AG LONDON

- and -

CAZENOVE & Co. LTD

SHARE SUBSCRIPTION AND TRANSFER AGREEMENT

Lovells

Ref: C3/TWB/RMU

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DOCUMENTS IN THE AGREED FORM

Jersey legal opinion as referred to in clause 2.1(a)

THIS AGREEMENT is made on

14 May 2003



V. C. A. S.
B
2/6

BETWEEN:

- (1) **Taylor Nelson Sofres plc**, a company incorporated in England and Wales (registered number 912624) whose registered office is at Westgate, London, W5 1UA (the "Company");
- (2) **Nectar Capital Limited**, a company incorporated in Jersey (registered number 85361) whose registered office is at Whiteley Chambers, Don Street, St. Helier, Jersey JE4 9WG ("Cashbox Co");
- (3) **Deutsche Bank AG London**, of Winchester House, 1 Great Winchester Street, London EC2N 2DB being the London branch of Deutsche Bank Aktiengesellschaft, a corporation duly organised and existing under the law of the Federal Republic of Germany and having its principal place of business at Taunusanlage 12 in the City of Frankfurt (Main) ("Deutsche Bank"); and
- (4) **Cazenove & Co. Ltd**, a company incorporated in England and Wales (registered number 4153386) whose registered office is at 20 Moorgate, London EC2R 6DA ("Cazenove") (together with Deutsche Bank, hereinafter referred to as the "Cashbox Co Subscribers").

WHEREAS:

- (A) The Company is the holder of 88 Ordinary Shares (as defined below) with the remaining 12 issued Ordinary Shares being held by the Cashbox Co Subscribers as to 6 Ordinary Shares each.
- (B) The Cashbox Co Subscribers are to subscribe for Preference Shares (as defined below) and transfer those Preference Shares, together with their holdings of Ordinary Shares, to the Company should the Placing (as defined below) proceed.

IT IS AGREED:

1. INTERPRETATION

1.1 In this Agreement:

"Admission" has the same meaning as in the Placing Agreement;

"Business Day" means a day (other than a Saturday or Sunday) on which banks in the City of London are generally open for business;

"Closing Date" has the same meaning as in the Placing Agreement;

"Ordinary Shares" means the limited liability no par value ordinary shares which Cashbox Co is authorised to issue;

"Payment Undertaking" has the meaning provided in clause 3.2;

"Placee" has the same meaning as in the Placing Agreement;

"Placing Agreement" means the placing agreement dated the date hereof between the Company and each of the Cashbox Co Subscribers relating to the issue and placing of ordinary shares of the Company;

"Placing" has the same meaning as in the Placing Agreement;

"Placing Shares" has the same meaning as in the Placing Agreement;

"Preference Shares" means the limited liability no par value redeemable preference shares which Cashbox Co is authorised to issue;

"Subscription Price" means the amount per Preference Share set out in the Schedule; and

"Taxation" means all forms of taxation and statutory, governmental, state, provincial, local governmental or municipal impositions, duties, contributions and levies in each case whether of the United Kingdom or elsewhere in the world whenever imposed and whether chargeable directly or primarily against or attributable directly or primarily to a person or otherwise and all penalties, charges, costs and interest relating thereto.

1.2 A reference to a document being "in the agreed form" is a reference to a document in the terms agreed between the parties and for identification purposes only initialled by them or on their behalf on or before the date of this Agreement or in such other terms as the parties agree.

2. CONDITIONS

2.1 The payment obligation of each of the Cashbox Co Subscribers referred to in clause 3.2 shall be conditional upon receipt of the following on or prior to the time at which payment is to be made on the Closing Date:

(a) a legal opinion dated the Closing Date from Ogier & Le Masurier, Jersey legal advisers to Cashbox Co, in the agreed form; and

(b) certified copies of the memorandum and articles of association of each of Cashbox Co and the Company and of all corporate and other (if any) authorisations required for the execution, delivery and performance of the respective obligations of Cashbox Co and the Company under this Agreement.

2.2 If any of the conditions in clause 2.1 are not satisfied or waived by the Cashbox Co Subscribers on or prior to the Closing Date this Agreement shall terminate without prejudice to any accrued rights or obligations and the parties hereto shall be released and discharged from their respective obligations hereunder, save for the obligations of the

Company pursuant to clauses 5 (*Purchase of Preference Shares by the Company*), 9 (*Costs and expenses*) and 10 (*Indemnity*) and the Cashbox Co Subscribers pursuant to clauses 5.4 and 5.5.

3. SUBSCRIPTION OF PREFERENCE SHARES

3.1 On and subject to the terms of this Agreement, each Cashbox Co Subscriber agrees to subscribe for, and Cashbox Co agrees to allot and issue to each Cashbox Co Subscriber, that number of Preference Shares set out against the name of such Cashbox Co Subscriber in the Schedule.

3.2 In consideration of the agreement to allot the Preference Shares, and subject to clauses 3.4 and 4 below, each Cashbox Co Subscriber severally undertakes to pay the Subscription Price in respect of the Preference Shares subscribed by it pursuant to this clause 3 on demand in consideration for and following the allotment of 26,000,500 Preference Shares, respectively, to each of the Cashbox Co Subscribers by the Cashbox Co (each a "**Payment Undertaking**").

Handwritten initials and signature:
Mh
BLAV

3.3 The Preference Shares shall be allotted and issued to the Cashbox Co Subscribers credited as fully paid up against the Payment Undertakings.

3.4 The obligations under this Agreement of each Cashbox Co Subscriber to subscribe and pay for, and of Cashbox Co to allot to each Cashbox Co Subscriber, the Preference Shares are conditional upon:

- (a) satisfaction of the conditions set out in clause 2.1;
- (b) the Placing Agreement having become unconditional in all respects and not having been terminated in accordance with its terms; and
- (c) Admission,

at which time allotment of the Preference Shares to each Cashbox Co Subscriber shall occur and the obligation of each Cashbox Co Subscriber to pay the Subscription Price in respect of the number of Preference Shares subscribed by it to Cashbox Co shall take effect.

3.5 Cashbox Co shall deliver to each of the Cashbox Co Subscribers a certificate in respect of such Preference Shares executed by or on behalf of Cashbox Co in accordance with, and otherwise in compliance with, applicable Jersey laws and the memorandum and articles of association of Cashbox Co.

4. PAYMENT FOR PREFERENCE SHARES

On the Closing Date, and subject to the matters set out in clause 3.4, each of the Cashbox Co Subscribers shall pay to Cashbox Co the Subscription Price in respect of the

Preference Shares subscribed by it pursuant to clause 3 (*Subscription of Preference Shares*).

5. **PURCHASE OF PREFERENCE SHARES BY THE COMPANY**

5.1 Subject to the Placing Agreement having become unconditional in all respects and not being terminated in accordance with its terms, the Cashbox Co Subscribers shall, upon the Closing Date and following payment of the Subscription Price pursuant to clause 4, transfer to the Company the legal and beneficial interest in the Preference Shares (having a value of £ 1 per share) and Ordinary Shares (having a value of £ 1 per share) held by them in consideration for the allotment and issue by the Company of the Placing Shares to such persons as the Cashbox Co Subscribers may direct in accordance with the Placing Agreement.

Handwritten signatures:
Clyde
M...
M...
F...
F...

5.2 Each of the Cashbox Co Subscribers undertakes, represents and warrants that on the Closing Date it will have good title to the Preference Shares and Ordinary Shares to be sold and transferred by it, free of any encumbrances, pre-emption rights or other third party rights or interests.

5.3 The obligations of the Cashbox Co Subscribers to sell and transfer the Preference Shares and Ordinary Shares pursuant to clause 5.1 shall be satisfied by the execution of and the delivery to the Company, or as it may direct, in each case outside the United Kingdom, of a duly executed instrument of transfer together with the relevant certificates (if issued to the Cashbox Co Subscribers) in respect of the relevant Preference Shares and Ordinary Shares.

5.4 Each of the Cashbox Co Subscribers agrees to execute immediately prior to the Closing Date a power of attorney (dated the Closing Date) in order to grant authority to an appropriate person within Jersey to do and perform all acts or things and to execute complete and deliver all such documents (including any stock transfer forms) as are necessary to transfer all or any of the relevant Preference Shares and Ordinary Shares to the Company in accordance with this Agreement.

6. **UNDERTAKINGS**

6.1 Each Cashbox Co Subscriber undertakes that subject as provided in clause 5 (*Purchase of Preference Shares by the Company*), it will not assign, charge, encumber, transfer, sell or otherwise dispose or deal with the Preference Shares subscribed by it or the Ordinary Shares held by it or all or part of any of its right, title or interest in and to such Preference Shares or Ordinary Shares.

6.2 Each Cashbox Co Subscriber undertakes that it will not exercise any voting rights in respect of the Preference Shares subscribed by it or the Ordinary Shares held by it or that, at the option of the Company, and subject to the Company providing to such Cashbox Co Subscriber such indemnity in respect thereof as the Cashbox Co Subscriber

may reasonably require, it will exercise such voting rights as may be directed by the Company.

7. PAYMENTS

All payments made pursuant to the Payment Undertakings and clause 4 shall be made by not later than 4.00pm (London time) (or as agreed between the parties) on the relevant due date for payment in pounds sterling in immediately available funds to such account with such bank in London as shall have been notified by the payee to the payer.

8. REPRESENTATIONS AND WARRANTIES

8.1 The Company and Cashbox Co jointly and severally represent, warrant and undertake to each of the Cashbox Co Subscribers that:

- (a) Cashbox Co is incorporated under Jersey law;
- (b) the creation and issue of the Preference Shares by Cashbox Co and the execution by Cashbox Co of this Agreement have been duly authorised by all corporate or other action required by Jersey law;
- (c) this Agreement constitutes a valid and legally binding obligation of Cashbox Co;
- (d) the Preference Shares, when allotted, issued and subscribed as provided in this Agreement, will have been duly and validly allotted and issued;
- (e) the allotment and issue of the Preference Shares by Cashbox Co and the execution by Cashbox Co of this Agreement and the performance by Cashbox Co of its obligations under this Agreement:
 - (i) do not and will not conflict with, or result in a breach of, any of the terms or provisions of, the memorandum and articles of association of Cashbox Co or any existing law, rule or regulation applying to or affecting Cashbox Co or any of its property or any judgment, order or decree of any government, governmental body or court having jurisdiction over the same; and
 - (ii) do not and will not infringe the terms of, or constitute a default under, any trust deed, agreement or other instrument or obligation to which Cashbox Co is a party or by which Cashbox Co or any part of its undertakings, assets, property or revenues is bound;
- (f) all consents, approvals, authorisations or other orders of all regulatory authorities in Jersey (if any) required for or in connection with the execution of this Agreement and the allotment and issue of the Preference Shares and the due performance by Cashbox Co of its obligations under this Agreement have been obtained and are in full force and effect; and

- (g) the Preference Shares have been duly and validly authorised and, upon allotment and issue as provided in this Agreement, will be fully paid and free from any pre-emption rights.

8.2 The Company represents, warrants and undertakes to each of the Cashbox Co Subscribers that:

- (a) the Company is incorporated under the laws of England and Wales;
- (b) the execution by the Company of this Agreement has been duly authorised by all corporate or other action required by English law;
- (c) this Agreement constitutes a valid and legally binding obligation of the Company;
- (d) the execution by the Company of this Agreement and the performance by the Company of its obligations under this Agreement:
 - (i) do not and will not conflict with, or result in a breach of, any of the terms or provisions of, the memorandum and articles of association of the Company or any existing law, rules or regulation applying to or affecting the Company or any of its property or any judgment, order or decree of any government, governmental body or court having jurisdiction over the same; and
 - (ii) do not and will not infringe the terms of, or constitute a default under, any trust deed, agreement or other instrument or obligation to which the Company is a party or by which the Company or any part of its undertakings, assets, property or revenues is bound; and
- (e) all consents, approvals, authorisations or other orders of all regulatory authorities in the United Kingdom (if any) required for or in connection with the execution of this Agreement and the due performance by the Company of its obligations under this Agreement have been obtained and are in full force and effect.

9. COSTS AND EXPENSES

9.1 Whether or not the Preference Shares are issued and allotted to the Cashbox Co Subscribers the Company shall pay:

- (a) to each Cashbox Co Subscriber on demand all costs and expenses (including legal fees) reasonably incurred by it in connection with the preparation, negotiation and entry into of this Agreement;
- (b) to each Cashbox Co Subscriber on demand all costs and expenses (including legal fees) reasonably incurred by it in connection with the enforcement of, or preservation of any rights under, this Agreement; and

(c) to the relevant Taxation authority on demand by a Cashbox Co Subscriber (and on its behalf, if applicable), all capital duty, stamp duty, stamp duty reserve, documentary, registration and other like duties or taxes (including, without limitation, any fines, interest or penalties payable and any such duties or taxes (or fines, penalties or interest) payable by either Cashbox Co Subscriber) ("**transfer taxes**") imposed or payable in the United Kingdom or the Island of Jersey on or in connection with the execution, performance or enforcement of this Agreement and the issue, allotment of and/or subscription for the Preference Shares by the Cashbox Co Subscribers pursuant to clause 3 or the purchase, sale and transfer of the Preference Shares and Ordinary Shares by the Cashbox Co Subscriber pursuant to clause 5, and shall indemnify each of the Cashbox Co Subscribers against any liability arising to it by reason of any delay or omission by Cashbox Co or the Company in paying the same (including, without limitation, any fines, interest or penalties payable) and if a Cashbox Co Subscriber accounts for any transfer taxes (or fines, interest or penalties) payable by the Company pursuant to this clause, the Company shall reimburse the Cashbox Company Subscriber on demand for the amount so accounted for (together with an amount equal to any reasonable costs incurred by the Cashbox Co Subscriber in connection therewith), providing that this clause shall not oblige the Company to indemnify a Cashbox Co Subscriber or pay any transfer taxes:

- (i) to the extent that such liability is due to any unreasonable delay by the Cashbox Co Subscriber itself in paying such transfer taxes or in demanding payment to the Taxation authority pursuant to this clause of any transfer taxes payable by the Cashbox Co Subscriber; or
- (ii) where the Cashbox Co Subscriber demands payment to the Taxation authority of such transfer taxes or accounts for such transfer taxes where it was not reasonable for it to do so.

9.2 All costs and expenses payable pursuant to clause 9.1 shall be paid together with irrecoverable value added tax (if any) thereon.

10. INDEMNITY

10.1 The Company agrees to indemnify and keep indemnified each Cashbox Co Subscriber and all other members of the Deutsche Bank Group and Cazenove Group respectively and their respective directors and officers (each an "**indemnified party**") against any and all losses, liabilities, costs, Taxation, claims, charges, actions, proceedings, damages, expenses (including legal fees, costs and expenses reasonably incurred), demands, regulatory or governmental investigations, judgments and awards which an indemnified party may incur or which may be made against them (or any of them) as a result or arising out of, or in relation to, the issue, subscription and transfer of the Preference Shares (or,

in the case of transfer only, the Ordinary Shares) pursuant to and in accordance with this Agreement or any breach by the Company or Cashbox Co of its representations, warranties, agreements and undertakings contained in this Agreement, providing that nothing in this Agreement shall oblige the Company to indemnify any of the indemnified parties:

- (a) for any Taxation imposed on or calculated by reference to the net income received or receivable by either Cashbox Co Subscriber from the Company or a member of its Group for performing its services pursuant to the Placing Agreement or in connection with the Placing; or
- (b) to the extent that any loss, cost or liability is found in a judgment by a court of competent jurisdiction, from which there is no right of appeal or where such right of appeal is not exercised within reasonable time limits, to have resulted from the fraud, negligence or default of the Cashbox Co Subscribers; or
- (c) for any failure to pay under clause 4; or
- (d) for any transfer taxes (as defined in clause 9) to the extent that the Company is not obliged to pay the same under clause 9.1(c) by reason of the proviso at the end of such clause.

10.2 If the United Kingdom Inland Revenue or another taxing authority brings into any charge to Taxation a sum payable by the Company under clause 9 or clause 10, the amount so payable shall be grossed up by such amount as ensures that after deduction of the tax so chargeable there remains a sum equal to the amount that would otherwise have been payable under clause 9 or 10 (as applicable). If the Company makes a payment under this clause 10.2 and the relevant Cashbox Co Subscriber determines that it does not have to make an actual payment of Taxation which it would have had to make but for a deduction in computing the net income for Taxation purposes of such Cashbox Co Subscriber which is directly attributable to the losses, liabilities, costs, Taxation (including any transfer taxes as defined in clause 9), claims, charges, actions, proceedings, damages or expenses in respect of which the Company has made a payment under this clause 10.2, then the Cashbox Co Subscriber shall pay an amount to the Company which that Cashbox Co Subscriber determines will leave it (after that payment) in the same after Taxation position as it would have been in had the payment under this clause 10.2 not been made by the Company.

10.3 For the avoidance of doubt, the Company shall not be liable to indemnify either Cashbox Co Subscriber or pay any transfer tax under clauses 9 or 10 to the extent that the indemnified loss or transfer tax has been made good or paid under any other provision of this Agreement, the Placing Agreement and/or the Initial Subscription and Put and Call Option Agreement.

11. **NATURE OF RIGHTS AND OBLIGATIONS**

Nothing in this Agreement shall be construed as an obligation of the Cashbox Co Subscribers to subscribe for any securities other than the Preference Shares pursuant to this Agreement.

12. **COUNTERPARTS**

This Agreement may be executed in any number of counterparts, each of which when executed and delivered shall be an original, but all of which when taken together shall constitute a single instrument, and any party may enter into this Agreement by signing any such counterpart.

13. **TIME**

The parties may agree to extend a time, date or period mentioned in this Agreement but as regards a time, date or period originally fixed or a time, date or period so extended, time is of the essence.

14. **FURTHER ASSURANCE**

At any time after the date hereof each party agrees that it shall, promptly upon being required to do so by any other party hereto, do or procure that there shall be done all such acts and things and execute or procure the execution of all such documents and instruments as such party may from time to time reasonably require (before or after the Closing Date) in order to give full effect to this agreement (including, without limitation, procuring that the Preference Shares are allotted and issued as freely transferable shares), subject to the provisions of this Agreement.

15. **ASSIGNMENT AND TRANSFERS**

No party may assign or transfer all or any of its rights or obligations under this Agreement without prior written consent of the others. This Agreement shall enure to the benefit of and bind the respective successors and permitted assigns of the parties.

16. **VARIATION**

No variation of this Agreement shall be effective unless made in writing and signed by or on behalf of each of the parties to this Agreement.

17. **INVALIDITY**

Each of the provisions of this Agreement is severable. If any such provision or part thereof is or becomes illegal, invalid or unenforceable in any respect, such provision or part shall to that extent be deemed not to form part of this Agreement but the legality, validity and enforceability of the remaining provisions hereunder shall not in any way be affected or impaired thereby.

18. **NOTICES**

18.1 Any notice or other communication to be given under this Agreement shall be in writing, shall be deemed to have been duly served on, given to or made in relation to a party if it is left at the authorised address of that party, posted by registered post or pre-paid airmail (if posted to an overseas address) addressed to that party at such address, or sent by facsimile transmission to a machine situated at such address and shall if:

- (a) personally delivered, be deemed to have been received at the time of delivery;
- (b) posted to an inland address in the United Kingdom, be deemed to have been received on the second Business Day after the date of posting and if posted to an overseas address, be deemed to have been received on the fifth Business Day after the date of posting; or
- (c) sent by facsimile transmission, be deemed to have been received upon receipt by the sender of a facsimile transmission report (or other appropriate evidence) that the facsimile has been transmitted to the addressee,

PROVIDED that where, in the case of delivery by hand or facsimile transmission, delivery or transmission occurs after 6.00 pm on a Business Day or on a day which is not a Business Day, receipt shall be deemed to occur at 9.00 am on the next following Business Day.

18.2 For the purposes of this clause the authorised address of each party shall be the address set out below (including the details of the facsimile number and person for whose attention a notice or communication is to be addressed) or such other address (and details) as that party may notify to the others in writing from time to time in accordance with the requirements of this clause:

The Company and Cashbox Co:

Address: Westgate, London, W5 1UA

Facsimile No: 020 8697 1334

Attention: Paul Wright

With a copy to:

Address: Ogier Corporate Services Limited, Whiteley Chambers, Don Street,
St. Helier, Jersey JE4 9WG

Facsimile No: +44 (0) 1534 504 444

Attention: Ann Mills

Deutsche Bank

Address: Winchester House, 1 Great Winchester Street, London EC2N 2DB

Facsimile No: 020 7547 4577

Attention: Charles Wilkinson

Cazenove

Address: 20 Moorgate, London EC2R 6DA

Facsimile No: 020 7155 9606

Attention: Malcolm Moir

18.3 The Cashbox Co hereby irrevocably appoints the Company at its registered office from time to time to receive, for it and on its behalf, service of process in any proceedings in England. Such service shall be deemed completed on delivery to the Company (whether or not it is forwarded to and received by the Cashbox Co).

19. CONTRACTS (RIGHTS OF THIRD PARTIES) ACT 1999

19.1 Each indemnified party will have the right under the Contracts (Rights of Third Parties) Act 1999 (the "Act") (which will apply to clause 10 (*Indemnity*) of this Agreement) to enforce its rights against the Company under this Agreement, provided that, save to the extent notified to the Company in writing by a Cashbox Co Subscriber in relation to an indemnified party connected to it, such Cashbox Co Subscriber will have sole conduct of any action on behalf of each such indemnified party connected to it. The Cashbox Co Subscribers shall have no responsibility to any indemnified party under or as a result of this Agreement.

19.2 Save as aforesaid, a person who is not a party to this Agreement has no right under the Act to enforce any term of this Agreement.

20. GOVERNING LAW AND JURISDICTION

20.1 This Agreement (together with all documents to be entered into pursuant to it which are not expressed to be governed by another law) shall be governed by, construed and take effect in accordance with English law.

20.2 The courts of England shall have exclusive jurisdiction to settle any claim, dispute or matter of difference which may arise out of or in connection with this Agreement (including without limitation claims for set-off or counterclaim) or the legal relationships established by this Agreement.

20.3 Any claim form, judgment or other notice of legal process shall be sufficiently served on the relevant party if delivered in accordance with clause 15 (*Notices*).

THE SCHEDULE

Number of Preference Shares to be subscribed for by Deutsche Bank: 26,001,500

Number of Preference Shares to be subscribed for by Cazenove: 26,001,500

Subscription Price per Preference Share: £ 1

From
Cap
the
my
MS
my
MS
my

AS WITNESS the hands of the parties or their duly authorised agents the day and year first above written

Signed by

for and on behalf of

Taylor Nelson Sofres plc

..... *P. Wright*

Title: *P. WRIGHT*
PURSUANT TO A POWER OF
ATTORNEY DATED 13 MAY 2003

Signed by

for and on behalf of

Nectar Capital Limited

..... *P. Wright*

Title: *Director*

Signed by

for and on behalf of

Deutsche Bank AG London

..... *M. Pongelley*

Title: *MARTIN PONGELLEY*
DIRECTOR

..... *C. Wilkinson*

✓ *CHARLES WILKINSON*
MANAGING DIRECTOR

Signed by

for and on behalf of

Cazenove & Co. Ltd

..... *M. Moir*

Title: *MALCOLM MOIR*
MANAGING DIRECTOR

Investor	Allotment (shares)	Address	City	Country	ISIN	Country
Asset Management, London	4,400,000	1 Appold Street	London	England	EC2A 2UU	England
Capital Management (UK)	4,400,000	25 Cannon St	London	England	EC4M 5TA	England
HT (formerly Clerical Medical)	2,850,000	33 Old Broad Street	London	England	EC2N 1HZ	England
r Threadneedle Asset Management	2,500,000	60 St Mary Axe	London	England	EC3A 8BA	England
Wine Partners	2,450,000	86 Brook Street	London	England	W1K 5BA	England
Goldman Sachs Asset Management	400,000	10-15 Newgate Street	London	England	EC1A 7HD	England
er Investment Management	400,000	31 Gresham Street	London	England	EC2V 6QA	England
ore Investment Mgt.	350,000	Gartmore House	London	England	EC3M 4PH	England
utscher Investment-Frust	300,000	11 - 13 Mainzer Landstr	Frankfurt	Germany		Germany
ill Wace	300,000	29 Queen Anne's Gate	London	England	SW1H 9BN	England
Fund Management (CGU)	300,000	34-36 Lime Street	London	England	EC3M 7JE	England
inancial - USA	200,000	500 Boylston Street	Boston	USA	MA 02116	USA
r Capital Management	200,000	Tower 42	London	England	EC2N 1HQ	England
Deutsche Asset Management	150,000	1 Appold Street	London	England	EC2A 2UU	England
London Asset Management	145,000	55 Gracechurch Street	London	England	EC3V 0UF	England
(DIM - Spezialfonds)	135,000	Mainzer Landstrasse 16	Frankfurt	Germany	D-60325	Germany
us / Pioneer	135,000	1 Georges Quays Plaza	Dublin	Ireland		Ireland
as Applegate	135,000	600 West Broadway	San Diego	United States	92101-3398	United States
iff Capital Management	135,000	26 Throgmorton Street	London	England	EC2N 2AN	England
tual Portfolio Managers	135,000	80 Cheapside	London	England	EC2V 6EE	England
Price Fleming	135,000	25 Coptial Avenue	London	England	EC2R 7BP	England
	100,000	Woolwich House	Manchester	England	M2 3HZ	England
	100,000	Santander House	London	England	EC4M 7NL	England
enerali	75,000	Gereonswall 68	Cologne	Germany	D-50670	Germany
/ Banco Santander Central Hispano	75,000	Paseo De La Castellana 75	Madrid	Spain	28046	Spain
ania Financiera, Geneva	75,000	Boulevard Helvetique 31	Geneva	Switzerland	1211	Switzerland
Suisse Asset Management	75,000	155 Moorgate	London	England	EC2M 6UA	England
rovident	75,000	1 Sun Street	London	England	EC2A 2EP	England
o Monte Paschi Asset Mgmt SCR	75,000	Via San Vittore 37	Milan	Italy	20123	Italy
Currie Investment Management	75,000	6th Floor	London	England	EC4N 5BP	England
Capital	75,000	1 Knightsbridge Green	London	England	EC4N 6JJ	England
ension Fund UK	75,000	1 Adam Street	London	England	SW1X 7NE	England
Universities Superannuation Scheme	75,000	Shell Centre	London	England	WC2N 6LE	England
Asset Management, London	73,500	99 Bishopsgate	London	England	SE1 7NA	England
Amsterdam	30,000	Tower 42 Level 37	London	England	EC2M 3XD	England
s Capital Fund	20,000	Archimedeslaan 6	Amsterdam	Netherlands	EC2N 1HQ	England
		2 Wetherby Gardens	London	England	3584 BA	Netherlands
		Flat 2	London	England	SW5 0JN	England

Taylor Nelson Sofres plc
39,100,000 shares

	Allotment												
M&G Asset Management generale du Luxembourg	18,000	Governors House 14 rue d'Aldringen	Laurence Poutney Hill	London	EC4R 0HH	England							
Capital Management Co., London	10,000	1 Rue du Perron		Luxembourg	L-2951	Luxembourg							
Capital Management Co., London	10,000	13 Park Place		Geneva	1204	Switzerland							
Capital Management Co., London	10,000	15 Lombard Street		London	SW1A 1LP	England							
Capital Management Co., London	10,000	8-10 Dryden Street		London	EC3V 9AU	England							
Capital Management Co., London	10,000	Hooge Steenweg 27-31	S-Hertogenbusch	Netherlands	WC2E 9NA	England							
Capital Management Co., London	10,000	66 St James's Street		London	NL-5211	Netherlands							
Capital Management Co., London	10,000	25A Motcombe Street		London	SW1A 1NE	England							
Capital Management Co., London	10,000	Neptune House Suite 215	PO BOX 647	London	SW1 8JU	England							
Capital Management Co., London	10,000	11 Old Jewry		Marina Bay		Gibraltar							
Capital Management Co., London	10,000	135 Cannon Street		London	EC4V 4HR	England							
Capital Management Co., London	10,000	7th Floor		London	EC4N 5BP	England							
Capital Management Co., London	10,000	Boulevard Georges-Favon 29	11 Old Jewry	London	EC2Q 8DU	England							
Capital Management Co., London	10,000	42 Rue d'Anjou		Geneva	1204	Switzerland							
Capital Management Co., London	10,000	1 King William Street		Paris	75008	France							
Capital Management Co., London	10,000	1 Riding house Street		London	EC4N 7AR	England							
Capital Management Co., London	10,000	51 Berkeley Square		London		England							
Capital Management Co., London	10,000	15 Appold Street		London	W1J 5BB	England							
Capital Management Co., London	10,000	49 St. James Street		London	EC2A 2AA	England							
Capital Management Co., London	10,000	Rue du Rhone 96-98	CPI211	London	SW1A 1JT	England							
Capital Management Co., London	17,503,500	20 Moorgate		Geneva	CH-1204	Switzerland							
	39,100,000			London	EC2R 6DA	England							

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Announcement Details

Company	Headline	Embargo	Last Update
Taylor Nelson Sofres PLC	Holding(s) in Company		14:41 20 Jun 03

[Full Announcement Text](#)**SCHEDULE 10****NOTIFICATION OF MAJOR INTERESTS IN SHARES**

All relevant boxes should be completed in block capital letters.

1. Name of company TAYLOR NELSON SOFRES plc	Name of shareholder having a major interest FIDELITY INVESTMENTS		
3. Please state whether notification indicates that it is in respect of holding of the shareholder named in 2 above or in respect of a non-beneficial interest or in the case of an individual holder if it is a holding of that person's spouse or children under the age of 18 2. ABOVE	4. Name of the registered holder(s) and, if more than one ho number of shares held by each of them STATE STREET NOMINEES, 693,320 CHASE NOMINEES 8,118,580 CHASE NOMINEES 4,185,971 CHASE MANHATTAN BANK LONDON 5,789,472 MELLON NOMINEES 583,500 BANK OF NEW YORK EUROPE 273,700 MSS NOMINEES 94,800 CITIBANK 308,400 BANK OF NEW YORK LONDON 1,373,500 NORTHERN TRUST 316,900 DEUTSCHE BANK 67,600 BANKERS TRUST 137,600 NORRTRUST NOMINEES LTD 591,815 STATE STREET NOMINEES 1,287,300 RBS TRUST BANK 321,135 MORGAN STANLEY 365,571 NORTHERN TRUST 5,228,868 STATE STREET BANK & TRUST 2,644,157 MELLON BANK 111,500 BANK OF NEW YORK EUROPE 1,359,930 JP MORGAN 653,369 BANK OF NEW YORK, LONDON 8,751,966 CHASE NOMINEES 371,699 CHASE MANHATTAN BANK LONDON 2,410,540 BANK OF NEW YORK BRUSSELS 1,117,023 DEUTSCHE BANK 218,600 CITIBANK 95,600 HSBC CLIENT HOLDINGS NOMINEE (UK) 43,800		
5. Number of shares/amount of stock acquired	6. Percentage of issued class	7. Number of shares/amount of stock disposed	8. Percentage of issued c

487,584	0.11%	N/A	N/A
9. Class of security ORDINARY SHARES, 5 PENCE EACH	10. Date of transaction 03/06/19	11. Date company infor 03/06/20	
12. Total holding following this notification 47,516,216	13. Total percentage holding of issued class following this nc 11.037%		
14. Any additional information N/A	15. Name of contact and telephone number for queries JUDITH GEORGE, ASSISTANT COMPANY SECRET/ 020 897 4655 OR 07734 044320		
16. Name and signature of authorised company official Responsible for making this notification IAN PORTAL, GROUP COMPANY SECRETARY, 020 8967 2196 OR 07736613847 Date of notification 29 MAY 2003			

END

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STOCK EXCHANGE

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Announcement Details

Company

Taylor Nelson Sofres PLC

Headline

Holding(s) in Company

Embargo

Last Update

14:23 29 May 03

Full Announcement Text

SCHEDULE 10

NOTIFICATION OF MAJOR INTERESTS IN SHARES

AVS NO

751645

All relevant boxes should be completed in block capital letters.

<p>1. Name of company</p> <p>TAYLOR NELSON SOFRES plc</p>	<p>Name of shareholder having a major interest</p> <p>FIDELITY INVESTMENTS</p>
<p>3. Please state whether notification indicates that it is in respect of holding of the shareholder named in 2 above or in respect of a non-beneficial interest or in the case of an individual holder if it is a holding of that person's spouse or children under the age of 18</p> <p>2. ABOVE</p>	<p>4. Name of the registered holder(s) and, if more than one ho number of shares held by each of them</p> <p>STATE STREET NOMINEES, 693,320</p> <p>CHASE NOMINEES 8,118,580</p> <p>CHASE NOMINEES 4,185,971</p> <p>CHASE MANHATTAN BANK LONDON 5,789,472</p> <p>MELLON NOMINEES 583,500</p> <p>BANK OF NEW YORK EUROPE 273,700</p> <p>BT GLOBENET NOMINEES 45,800</p> <p>MSS NOMINEES 94,800</p> <p>CITIBANK 308,400</p> <p>BANK OF NEW YORK LONDON 1,346,400</p> <p>NORTHERN TRUST 296,000</p> <p>DEUTSCHE BANK 67,600</p> <p>BANKERS TRUST 137,600</p> <p>NORRTRUST NOMINEES LTD 591,815</p> <p>STATE STREET NOMINEES 1,287,300</p> <p>RBS TRUST BANK 402,535</p> <p>MORGAN STANLEY 365,571</p> <p>NORTHERN TRUST 5,228,868</p> <p>STATE STREET BANK & TRUST 2,461,585</p> <p>MELLON BANK 111,500</p> <p>BANK OF NEW YORK EUROPE 1,359,930</p> <p>JP MORGAN 653,369</p> <p>BANK OF NEW YORK, LONDON 8,751,966</p> <p>CHASE NOMINEES 396,699</p> <p>CHASE MANHATTAN BANK LONDON 2,001,328</p> <p>BANK OF NEW YORK BRUSSELS 1,117,023</p> <p>DEUTSCHE BANK 218,600</p> <p>CITIBANK 95,600</p> <p>HSBC CLIENT HOLDINGS NOMINEE (UK) 43,800</p>

5. Number of shares/amount of stock acquired 8,108,956	6. Percentage of issued class 1.88%	7. Number of shares/amount of stock disposed N/A	8. Percentage of issued class N/A
9. Class of security ORDINARY SHARES, 5 PENCE EACH	10. Date of transaction 28/05/03	11. Date company informed 29/05/03	
12. Total holding following this notification 47,028,632	13. Total percentage holding of issued class following this notification 10.93%		
14. Any additional information N/A	15. Name of contact and telephone number for queries JUDITH GEORGE, ASSISTANT COMPANY SECRETARY 020 897 4655 OR 07734 044320		
16. Name and signature of authorised company official Responsible for making this notification IAN PORTAL, GROUP COMPANY SECRETARY, 020 8967 2196 OR 07736613847 Date of notification 29 MAY 2003			

END

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Announcement Details

Company	Headline	Embargo	Last Update
Taylor Nelson Sofres PLC	Holding(s) in Company		11:34 5 Jun 03

Full Announcement Text

SCHEDULE 10

NOTIFICATION OF MAJOR INTERESTS IN SHARES

AVS NO.

669175

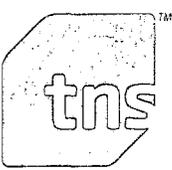
All relevant boxes should be completed in block capital letters.

<p>1. Name of company</p> <p>TAYLOR NELSON SOFRES plc</p>	<p>Name of shareholder having a major interest</p> <p>FIDELITY INVESTMENTS</p>		
<p>3. Please state whether notification indicates that it is in respect of holding of the shareholder named in 2 above or in respect of a non-beneficial interest or in the case of an individual holder if it is a holding of that person's spouse or children under the age of 18</p> <p>2. ABOVE</p>	<p>4. Name of the registered holder(s) and, if more than one ho number of shares held by each of them</p> <p>STATE STREET NOMINEES, 693,320</p> <p>CHASE NOMINEES 8,118,580</p> <p>CHASE NOMINEES 4,185,971</p> <p>CHASE MANHATTAN BANK LONDON 5,789,472</p> <p>MELLON NOMINEES 583,500</p> <p>BANK OF NEW YORK EUROPE 273,700</p> <p>MSS NOMINEES 94,800</p> <p>CITIBANK 308,400</p> <p>BANK OF NEW YORK LONDON 1,346,400</p> <p>NORTHERN TRUST 296,000</p> <p>DEUTSCHE BANK 67,600</p> <p>BANKERS TRUST 137,600</p> <p>NORRTRUST NOMINEES LTD 591,815</p> <p>STATE STREET NOMINEES 1,287,300</p> <p>RBS TRUST BANK 321,135</p> <p>MORGAN STANLEY 365,571</p> <p>NORTHERN TRUST 5,228,868</p> <p>STATE STREET BANK & TRUST 2,461,585</p> <p>MELLON BANK 111,500</p> <p>BANK OF NEW YORK EUROPE 1,359,930</p> <p>JP MORGAN 653,369</p> <p>BANK OF NEW YORK, LONDON 8,751,966</p> <p>CHASE NOMINEES 396,699</p> <p>CHASE MANHATTAN BANK LONDON 2,128,528</p> <p>BANK OF NEW YORK BRUSSELS 1,117,023</p> <p>DEUTSCHE BANK 218,600</p> <p>CITIBANK 95,600</p> <p>HSBC CLIENT HOLDINGS NOMINEE (UK) 43,800</p>		
<p>5. Number of shares/amount of stock owned</p>	<p>6. Percentage of issued class</p>	<p>7. Number of shares/amount of stock owned</p>	<p>8. Percentage of issued class</p>

of stock acquired	class	of stock disposed	
0	1.88%	N/A	N/A
9. Class of security		10. Date of transaction	11. Date company infor
ORDINARY SHARES, 5 PENCE EACH		03/06/03	03/06/03
12. Total holding following this notification		13. Total percentage holding of issued class following this nc	
47,028,632		10.93%	
14. Any additional information		15. Name of contact and telephone number for queries	
N/A		JUDITH GEORGE, ASSISTANT COMPANY SECRETARY 020 897 4655 OR 07734 044320	
16. Name and signature of authorised company official Responsible for making this notification			
IAN PORTAL, GROUP COMPANY SECRETARY, 020 8967 2196 OR 07736613847			
Date of notification 29 MAY 2003			

END

status list 



Westgate
London
W5 1UA

t +44 208 967 2230
f +44 208 967 1446
sofia.bernsand@tns-global.com

Sofia Bernsand
Company Secretarial Assistant

The Registrar of Companies
Companies House
Crown Way
Maindy
Cardiff CF4 3UZ

VIA SWIFLY

18 June 2003

Dear Sir/Madam

MRDM Distributions Limited registered no. 2182246
Annual return for the period ended 27 June 2003

Multi Resource Marketing Limited registered no. 2184976
Annual return for the period ended 27 June 2003

W.H.F. (Southern) Limited registered no. 2508797
Annual return for the period ended 3 July 2003

I enclose duly completed and signed forms 363s annual return for the above-named companies together with a cheque for £45.00 being the filing fees due.

Please acknowledge safe receipt by date stamping and returning the enclosed duplicate of this letter in enclosed stamped addressed envelope.

Yours faithfully

Sofia Bernsand
Company Secretarial Assistant
Taylor Nelson Sofres plc

Encls.

cc. Securities and Exchange Commission, Filing Desk, Division of Corporation Finance, Office of International Corporate Finance, 450 Fifth Street, N.W., Washington, DC 20549, United States BY DHL

Zafar Aziz, Bank of New York (London) - 020 7964 6028
Robert Goad, Bank of New York (US) - 001 212 571 3051

THE ANNUAL RETURN FORM 363s

USING THE SPACE PROVIDED ALONGSIDE PRE-PRINTED INFORMATION, YOU CAN USE THIS FORM TO:

- Change or correct the registered office address of the company;
- Notify or change the address where the company's register of members is kept (if applicable);
- Notify or change the address where the company's register of debenture holders is kept;
- Change or add to the pre-printed list of principal business activities;
- Change or correct any pre-printed information about the company's existing directors and secretaries;
- Change or correct any pre-printed information about existing shareholders (if applicable).

REMEMBER

- Make sure all the pre-printed addresses and the names of the company's secretary and director(s) are given in full and, where pre-printed, that the dates of birth are correct;*
- If you have told Companies House of any changes since the date of the covering letter, please repeat this information in the appropriate space provided.*

YOU CANNOT USE THIS FORM TO TELL COMPANIES HOUSE ABOUT:

- The appointment of any new company officers. You must use form 288a;
- The allotment of new shares. You must use form 88(2);
- An increase in total nominal share capital. You must use form 123.

REMEMBER:

- Make sure that the aggregate issued nominal capital in section 3 is completed correctly (if applicable);*

Companies House holds the public records of more than a million companies. It provides a range of services to make it easier for you to access information and file documents.

Companies House can be found at:

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Birmingham B3 3HQ

LEEDS

25 Queen Street, Leeds LS1 2TW

MANCHESTER

75 Mosley Street, Manchester M2 2HR

EDINBURGH

37 Castle Terrace, Edinburgh EH1 2EB

**Central Enquiries and Information including Products and Services please call
0870 3333636**

or visit our web site at www.companieshouse.gov.uk

Switchboard 029 2038 8588

Company Name

W.H.F. (SOUTHERN) LIMITED

363s Annual Return

Company Type

Private Company Limited By Shares

Company Number

2508797

Information extracted from Companies House records on 11th May 2003

- > Please check the details printed in blue on this statement.
- > If any details are wrong, strike them through and write the correct details in the "Amended details" column.
- > Please use black pen and write in capitals.

Section 1: Company details

Ref: 2508797/03/10

	Current details	Amended details																
<p>> Registered Office Address <i>If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.</i></p>	<p>C/O Taylor Nelson Sofres Westgate London W5 1UA</p>	<p>Address</p> <p>_____</p> <p>_____</p> <p>_____</p> <p>UK Postcode - - - - -</p>																
<p>> Register of Members <i>If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.</i></p>	<p>Address where the Register is held</p> <p>At Registered Office</p>	<p>Address</p> <p>_____</p> <p>_____</p> <p>_____</p> <p>UK Postcode - - - - -</p>																
<p>> Register of Debenture Holders <i>If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.</i></p>	<p>Not Applicable</p>	<p>Address</p> <p>_____</p> <p>_____</p> <p>_____</p> <p>UK Postcode - - - - -</p>																
<p>> Principal Business Activities <i>If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.</i></p>	<table border="1"> <thead> <tr> <th>SIC Code</th> <th>Description</th> </tr> </thead> <tbody> <tr> <td>7413</td> <td>Market research, opinion polling</td> </tr> </tbody> </table>	SIC Code	Description	7413	Market research, opinion polling	<table border="1"> <thead> <tr> <th>SIC CODE</th> <th>Description</th> </tr> </thead> <tbody> <tr> <td>_____</td> <td>_____</td> </tr> </tbody> </table>	SIC CODE	Description	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
SIC Code	Description																	
7413	Market research, opinion polling																	
SIC CODE	Description																	
_____	_____																	
_____	_____																	
_____	_____																	
_____	_____																	
_____	_____																	
<p>> <i>Please enter additional principal activity code(s) in "Amended details" column. See notes for guidance for list of activity codes.</i></p>																		

Current details

Amended details

> **Company Secretary**
If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column.

Name
Ian John PORTAL

Address
8 Shakespeare Road
Harpenden
Hertfordshire
AL5 5ND

Name

Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985.

Address

UK Postcode _ _ _ _ _
Date of change _ / _ / _ _ _
Date Ian John PORTAL
ceased to be secretary (if applicable)
 _ / _ / _ _ _

Particulars of a new Company Secretary must be notified on form 288.

> **Director**
If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column.

Name
Antony Brian COWLING

Address
4 Links Road
Epsom
Surrey
KT17 3PS

Name

Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985.

Address

Date of birth 02/01/1936

Nationality British

Occupation Executive Chairman

UK Postcode _ _ _ _ _
Date of birth _ / _ / _ _ _
Nationality _____
Occupation _____

Date of change _ / _ / _ _ _
Date Antony Brian COWLING
ceased to be director (if applicable)
 _ / _ / _ _ _

Particulars of a new Director must be notified on form 288.

> **Director**

If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column.

Particulars of a new Director must be notified on form 288.

Current details

Name
Roy Hamilton FINDLAY

Address
29 Nortoft Road
Chalfont St Peter
Gerrards Cross
Buckinghamshire
SL9 0LA

Date of birth 14/08/1949

Nationality British

Occupation Managing Director

Amended details

Name

Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985.

Address

UK Postcode _ _ _ _

Date of birth _ _ / _ _ / _ _ _ _

Nationality _____

Occupation _____

Date of change _ _ / _ _ / _ _ _ _

Date Roy Hamilton FINDLAY ceased to be director (if applicable)

 _ _ / _ _ / _ _ _ _

Current details**Amended details****> Issued Share Capital**

This table shows the total number of shares that have been issued by your company and their Nominal Value. If any of the details are wrong, please fill in the correct details.

Class of share

Ordinary

Nominal value of each share

£1.00

Number of shares issued

2

Aggregate Nominal Value of issued shares

£2.00

Class of share

Nominal value of each share

Number of shares issued

Aggregate Nominal Value of issued shares

> Total shares issued and value

If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.

Total number of shares issued

2

Total Nominal value of shares issued

£2.00

Total number of shares issued

Total Nominal value of shares issued

> At the date of this Annual Return, if the company has altered or changed its share capital in any way or allotted new shares, please refer to the guidance notes for details of the appropriate form that should be sent with this Annual Return. Annual return guidance notes are available on the Companies House web site at www.companieshouse.gov.uk or by ringing 0870 3333636.

Section 4: Details of Shareholders

- > The details we hold on your company's shareholders and their shareholdings are printed below. These are based on your last Annual Return.
- > If any details have changed, or if any shares have been transferred, please fill in the details in the "Amended details" or "Shares transferred" column.
- > Please give details of any other shareholders in Section 5.

Current details		Amended details		Shares transferred		
> Shareholder Name TAYLOR NELSON SOFRES GROUP LTD		Name		Shares transferred by TAYLOR NELSON SOFRES GROUP LTD		
Address		Address				
Address Westgate London W5 1UA		UK Postcode _ _ _ _ _				
Shares held Class Ordinary		Number 2	Shares held Class Number	Class Number Date of transfer	Class Number Date of transfer	

- > Please fill in details of any persons or corporate bodies who are shareholders of the company at the date of this return, but whose details are not printed in Section 4.
- > Also, provide the details of any persons who became but have ceased to be shareholders of the company since the date of the last annual return.
- > For jointly held shares please list those joint shareholders consecutively on the form. If a joint shareholder also holds shares in their own right, list that holding separately.
- > Please copy this page if there is not enough space to enter all the company's other shareholders.

Shareholders details	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred (if appropriate)	Date of registration of transfer (if appropriate)
Name _____ Address _____ _____ _____ UK Postcode - - - - -			
Name _____ Address _____ _____ _____ UK Postcode - - - - -			
Name _____ Address _____ _____ _____ UK Postcode - - - - -			
Name _____ Address _____ _____ _____ UK Postcode - - - - -			



Companies House
— for the record —

363s Annual Return Declaration

- > When you have checked all the sections of this form, please complete this page and sign the declaration below.
- > If you want to change the made up date of this annual return, please complete 2 below.

1. Declaration

I confirm that the details in this annual return are correct as at the made-up-date (shown at 2 below). I enclose the filing fee of £15.

Signature

[Handwritten Signature]

(Director/ Secretary)

Date

___ / ___ / ___

This date must not be earlier than the return date at 2 below

What to do now

Complete this page then send the whole of the Annual Return and the declaration to the address shown at 4 below.

2. Date of this return

This AR is made up to
5/6/2003

If you are making this return up to an earlier date, please give the date here

___ / ___ / ___

Note: The form must be delivered to CH within 28 days of this date

3. Date of next return

If you wish to change your next return to a date earlier than **5th June 2004** please give the new date here:

___ / ___ / ___

4. Where to send this form

Please return this form to:

Registrar of Companies
Companies House
Crown Way
Cardiff CF14 3UZ

OR

For members of the Hays Document
Exchange service
DX 33050 Cardiff

Have you enclosed the filing fee with the company number written on the reverse of the cheque?

Contact Address

You do not have to give any contact information below, but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

Contact Name

Sofia Bernsand

Telephone number *inc code*

0208 9672230

Address

Taylor Nelson Soprespic
Westgate
London

DX number *if applicable*

DX exchange

Postcode

W5 1UA



Companies House

— for the record —

The Company Secretary
MRM DISTRIBUTIONS LIMITED
C/O Taylor Neilson Sofres Plc
Westgate
London
W5 1UA

14232-00141

Crown Way Cardiff CF14 3UZ
Telephone 0870 3333636
Fax 029 2038 0900
DX 33050 Cardiff

Our Ref 2182246/03/10
Date 13th May 2003

RECEIVED
15 MAY 2003

2003 Annual Return for Company Number 2182246

Your company's 2003 Annual Return is attached to this letter. It shows the information Companies House held on **5th May 2003** about your company and makes provision for you to enter certain details that are not already held.

What you should do

- Check the information already pre-printed on the Annual Return
 - Enter any changes to that information in the spaces provided
 - Complete and sign the Declaration
 - **Return the full Annual Return with the fee payment.**

Important dates

Please make sure that the information you give us:

- Confirms your company's details as at **30th May 2003 the return date**
- Reaches Companies House by **27th June 2003 at the latest**

Returning the form

Failure to deliver an Annual Return on time is a criminal offence and may result in the prosecution of your company and its officers or the company being struck off the register. This applies to all companies, **even those which have not been trading.**

Company no longer required?

If the company is not trading and is no longer required, let us know by telephoning 0870 3333636.

The fee

The fee for the Annual Return is £15. Please send a cheque made payable to Companies House with your completed Annual Return.



AWARDED FOR EXCELLENCE

P.T.O

THE ANNUAL RETURN FORM 363s

USING THE SPACE PROVIDED ALONGSIDE PRE-PRINTED INFORMATION, YOU CAN USE THIS FORM TO:

- Change or correct the registered office address of the company;
- Notify or change the address where the company's register of members is kept (if applicable);
- Notify or change the address where the company's register of debenture holders is kept;
- Change or add to the pre-printed list of principal business activities;
- Change or correct any pre-printed information about the company's existing directors and secretaries;
- Change or correct any pre-printed information about existing shareholders (if applicable).

REMEMBER

- Make sure all the pre-printed addresses and the names of the company's secretary and director(s) are given in full and, where pre-printed, that the dates of birth are correct;*
- If you have told Companies House of any changes since the date of the covering letter, please repeat this information in the appropriate space provided.*

YOU CANNOT USE THIS FORM TO TELL COMPANIES HOUSE ABOUT:

- The appointment of any new company officers. You must use form 288a;
- The allotment of new shares. You must use form 88(2);
- An increase in total nominal share capital. You must use form 123.

REMEMBER:

- Make sure that the aggregate issued nominal capital in section 3 is completed correctly (if applicable);*

Companies House holds the public records of more than a million companies. It provides a range of services to make it easier for you to access information and file documents.

Companies House can be found at:

CARDIFF

Crown Way, Cardiff CF14 3UZ

LONDON

21 Bloomsbury Street, London
WC1B 3XD

BIRMINGHAM

Central Library, Chamberlain Square,
Birmingham B3 3HQ

LEEDS

25 Queen Street, Leeds LS1 2TW

MANCHESTER

75 Mosley Street, Manchester M2 2HR

EDINBURGH

37 Castle Terrace, Edinburgh EH1 2EB

**Central Enquiries and Information including Products and Services please call
0870 3333636**

or visit our web site at www.companieshouse.gov.uk

Switchboard 029 2038 8588



Companies House

— for the record —

Company Name

MRM DISTRIBUTIONS LIMITED

363s Annual Return

- > Please check the details printed in blue on this statement.
- > If any details are wrong, strike them through and write the correct details in the "Amended details" column.
- > Please use black pen and write in capitals.

Company Type

Private Company Limited By

Shares

Company Number

2182246

Information extracted from
Companies House records on
5th May 2003

Section 1: Company details

Ref: 2182246/03/10

Current details

Amended details

> Registered Office Address
If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.

C/O Taylor Neilson Sofres Plc
Westgate
London
W5 1UA

Address

UK Postcode

> Register of Members
If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.

Address where the Register is held

At Registered Office

Address

UK Postcode

> Register of Debenture Holders
If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.

Not Applicable

Address

UK Postcode

> Principal Business Activities
If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.

SIC Code	Description
7440	Advertising

SIC CODE	Description
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

> *Please enter additional principal activity code(s) in "Amended details" column. See notes for guidance for list of activity codes.*

	Current details	Amended details
> Issued Share Capital <i>This table shows the total number of shares that have been issued by your company and their Nominal Value. If any of the details are wrong, please fill in the correct details.</i>	Class of share Ordinary Nominal value of each share £1.00 Number of shares issued 240,000 Aggregate Nominal Value of issued shares £240,000.00	Class of share _____ Nominal value of each share _____ Number of shares issued _____ Aggregate Nominal Value of issued shares _____
> Total shares issued and value <i>If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.</i>	Total number of shares issued 240,000 Total Nominal value of shares issued £240,000.00	Total number of shares issued _____ Total Nominal value of shares issued _____
> At the date of this Annual Return, if the company has altered or changed its share capital in any way or allotted new shares, please refer to the guidance notes for details of the appropriate form that should be sent with this Annual Return. Annual return guidance notes are available on the Companies House web site at www.companieshouse.gov.uk or by ringing 0870 3333636.		

Section 4: Details of Shareholders

- > The details we hold on your company's shareholders and their shareholdings are printed below. These are based on your last Annual Return.
- > If any details have changed, or if any shares have been transferred, please fill in the details in the "Amended details" or "Shares transferred" column.
- > Please give details of any other shareholders in Section 5.

Current details	Amended details	Shares transferred
-----------------	-----------------	--------------------

<p>> Shareholder Name TAYLOR NELSON SOFRES PLC</p> <p>Address Westgate London W5 1UA</p> <p>Shares held <i>Class</i> Ordinary</p>	<p>Name _____</p> <p>Address _____ _____ _____</p> <p>UK Postcode _ _ _ _ _</p> <p>Shares held</p> <table style="width:100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 60%;"><i>Class</i></th> <th style="width: 40%;"><i>Number</i></th> </tr> </thead> <tbody> <tr> <td>_____</td> <td>_____</td> </tr> <tr> <td>_____</td> <td>_____</td> </tr> </tbody> </table>	<i>Class</i>	<i>Number</i>	_____	_____	_____	_____	<p>Shares transferred by TAYLOR NELSON SOFRES PLC</p> <table style="width:100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 20%;"><i>Class</i></th> <th style="width: 20%;"><i>Number</i></th> <th style="width: 60%;"><i>Date of transfer</i></th> </tr> </thead> <tbody> <tr> <td>_____</td> <td>_____</td> <td>__/__/____</td> </tr> <tr> <td>_____</td> <td>_____</td> <td>__/__/____</td> </tr> </tbody> </table>	<i>Class</i>	<i>Number</i>	<i>Date of transfer</i>	_____	_____	__/__/____	_____	_____	__/__/____
<i>Class</i>	<i>Number</i>																
_____	_____																
_____	_____																
<i>Class</i>	<i>Number</i>	<i>Date of transfer</i>															
_____	_____	__/__/____															
_____	_____	__/__/____															

- > Please fill in details of any persons or corporate bodies who are shareholders of the company at the date of this return, but whose details are not printed in Section 4.
- > Also, provide the details of any persons who became but have ceased to be shareholders of the company since the date of the last annual return.
- > For jointly held shares please list those joint shareholders consecutively on the form. If a joint shareholder also holds shares in their own right, list that holding separately.
- > Please copy this page if there is not enough space to enter all the company's other shareholders.

Shareholders details	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred (If appropriate)	Date of registration of transfer (If appropriate)
Name _____ Address _____ _____ _____ UK Postcode 			
Name _____ Address _____ _____ _____ UK Postcode 			
Name _____ Address _____ _____ _____ UK Postcode 			
Name _____ Address _____ _____ _____ UK Postcode 			



Companies House

for the record

353s Annual Return Declaration

- > When you have checked all the sections of this form, please complete this page and sign the declaration below.
- > If you want to change the made up date of this annual return, please complete 2 below.

1. Declaration

I confirm that the details in this annual return are correct as at the made-up-date (shown at 2 below). I enclose the filing fee of £15.

Signature

[Handwritten Signature]
(Director / Secretary)

Date

16, 05, 2003

This date must not be earlier than the return date at 2 below

What to do now

Complete this page then send the whole of the Annual Return and the declaration to the address shown at 4 below.

2. Date of this return

This AR is made up to 30/5/2003 If you are making this return up to an earlier date, please give the date here

__ / __ / ____

Note: The form must be delivered to CH within 28 days of this date

3. Date of next return

If you wish to change your next return to a date earlier than 30th May 2004 please give the new date here:

__ / __ / ____

4. Where to send this form

Please return this form to:

Registrar of Companies
Companies House
Crown Way
Cardiff CF14 3UZ

OR

For members of the Hays Document
Exchange service
DX 33050 Cardiff

Have you enclosed the filing fee with the company number written on the reverse of the cheque?

Contact Address

You do not have to give any contact information below, but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

Contact Name

Sofia Bernsand

Telephone number inc code

0208 9672230

Address

Taylor-Nelson Sofres plc
Westgate
London

DX number if applicable

DX exchange

Postcode

W5 1UA



Companies House

— for the record —

The Company Secretary
MULTI RESOURCE MARKETING LIMITED
C/O Taylor Nelson Sofres Plc 14232-00148
Westgate
London
W5 1UA

Crown Way Cardiff CF14 3UZ
Telephone 0870 3333636
Fax 029 2038 0900
DX 33050 Cardiff

RECEIVED

15 MAY 2003

Our Ref 2184976/03/10
Date 13th May 2003

2003 Annual Return for Company Number 2184976

Your company's 2003 Annual Return is attached to this letter. It shows the information Companies House held on **5th May 2003** about your company and makes provision for you to enter certain details that are not already held.

What you should do

- Check the information already pre-printed on the Annual Return
- Enter any changes to that information in the spaces provided
- Complete and sign the Declaration
- **Return the full Annual Return with the fee payment.**

Important dates

Please make sure that the information you give us:

- Confirms your company's details as at **30th May 2003 the return date**
- Reaches Companies House by **27th June 2003 at the latest**

Returning the form

Failure to deliver an Annual Return on time is a criminal offence and may result in the prosecution of your company and its officers or the company being struck off the register. This applies to all companies, **even those which have not been trading.**

Company no longer required?

If the company is not trading and is no longer required, let us know by telephoning 0870 3333636.

The fee

The fee for the Annual Return is £15. Please send a cheque made payable to Companies House with your completed Annual Return.



THE ANNUAL RETURN FORM 363s

USING THE SPACE PROVIDED ALONGSIDE PRE-PRINTED INFORMATION, YOU CAN USE THIS FORM TO:

- Change or correct the registered office address of the company;
- Notify or change the address where the company's register of members is kept (if applicable);
- Notify or change the address where the company's register of debenture holders is kept;
- Change or add to the pre-printed list of principal business activities;
- Change or correct any pre-printed information about the company's existing directors and secretaries;
- Change or correct any pre-printed information about existing shareholders (if applicable).

REMEMBER

- Make sure all the pre-printed addresses and the names of the company's secretary and director(s) are given in full and, where pre-printed, that the dates of birth are correct;*
- If you have told Companies House of any changes since the date of the covering letter, please repeat this information in the appropriate space provided.*

YOU CANNOT USE THIS FORM TO TELL COMPANIES HOUSE ABOUT:

- The appointment of any new company officers. You must use form 288a;
- The allotment of new shares. You must use form 88(2);
- An increase in total nominal share capital. You must use form 123.

REMEMBER:

- Make sure that the aggregate issued nominal capital in section 3 is completed correctly (if applicable);*

Companies House holds the public records of more than a million companies. It provides a range of services to make it easier for you to access information and file documents.

Companies House can be found at:

CARDIFF

Crown Way, Cardiff CF14 3UZ

LONDON

21 Bloomsbury Street, London
WC1B 3XD

BIRMINGHAM

Central Library, Chamberlain Square,
Birmingham B3 3HQ

LEEDS

25 Queen Street, Leeds LS1 2TW

MANCHESTER

75 Mosley Street, Manchester M2 2HR

EDINBURGH

37 Castle Terrace, Edinburgh EH1 2EB

**Central Enquiries and Information including Products and Services please call
0870 3333636**

or visit our web site at www.companieshouse.gov.uk

Switchboard 029 2038 8588



Companies House

— for the record —

Company Name

MULTI RESOURCE MARKETING LIMITED

363s Annual Return

Company Type

Private Company Limited By Shares

Company Number

2184976

Information extracted from Companies House records on 5th May 2003

- > Please check the details printed in blue on this statement.
- > If any details are wrong, strike them through and write the correct details in the "Amended details" column.
- > Please use black pen and write in capitals.

Section 1: Company details

Ref: 2184976/03/10

	Current details	Amended details														
> Registered Office Address <i>If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.</i>	C/O Taylor Nelson Sofres Plc Westgate London W5 1UA	Address _____ _____ _____ UK Postcode L L L L L L														
> Register of Members <i>If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.</i>	Address where the Register is held At Registered Office	Address _____ _____ _____ UK Postcode L L L L L L														
> Register of Debenture Holders <i>If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.</i>	Not Applicable	Address _____ _____ _____ UK Postcode L L L L L L														
> Principal Business Activities <i>If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.</i>	<table border="1"> <thead> <tr> <th>SIC Code</th> <th>Description</th> </tr> </thead> <tbody> <tr> <td>7415</td> <td>Holding companies incl head offices</td> </tr> </tbody> </table>	SIC Code	Description	7415	Holding companies incl head offices	<table border="1"> <thead> <tr> <th>SIC CODE</th> <th>Description</th> </tr> </thead> <tbody> <tr> <td>_____</td> <td>_____</td> </tr> <tr> <td>_____</td> <td>_____</td> </tr> <tr> <td>_____</td> <td>_____</td> </tr> <tr> <td>_____</td> <td>_____</td> </tr> </tbody> </table>	SIC CODE	Description	_____	_____	_____	_____	_____	_____	_____	_____
SIC Code	Description															
7415	Holding companies incl head offices															
SIC CODE	Description															
_____	_____															
_____	_____															
_____	_____															
_____	_____															
> <i>Please enter additional principal activity code(s) in "Amended details" column. See notes for guidance for list of activity codes.</i>																

Current details

Amended details

> Company Secretary
 If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column.

Particulars of a new Company Secretary must be notified on form 288.

Name
 Ian John PORTAL

Address
 8 Shakespeare Road
 Harpenden
 Hertfordshire
 AL5 5ND

Name

Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985.

Address

UK Postcode _ _ _ _ _

Date of change _ / _ / _ _ _ _

Date Ian John PORTAL ceased to be secretary (if applicable)
 _ / _ / _ _ _ _

> Director
 If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column.

Particulars of a new Director must be notified on form 288.

Name
 Antony Brian COWLING

Address
 4 Links Road
 Epsom
 Surrey
 KT17 3PS

Date of birth 02/01/1936

Nationality British

Occupation Director

Name

Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985.

Address

UK Postcode _ _ _ _ _

Date of birth _ / _ / _ _ _ _

Nationality _____

Occupation _____

Date of change _ / _ / _ _ _ _

Date Antony Brian COWLING ceased to be director (if applicable)
 _ / _ / _ _ _ _

Section 3: Share Capital

	Current details	Amended details
> Issued Share Capital <i>This table shows the total number of shares that have been issued by your company and their Nominal Value. If any of the details are wrong, please fill in the correct details.</i>	Class of share Ordinary Nominal value of each share £1.00 Number of shares issued 156,680 Aggregate Nominal Value of issued shares £156,680.00	Class of share _____ Nominal value of each share _____ Number of shares issued _____ Aggregate Nominal Value of issued shares _____
> Total shares issued and value <i>If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.</i>	Total number of shares issued 156,680 Total Nominal value of shares issued £156,680.00	Total number of shares issued _____ Total Nominal value of shares issued _____
> At the date of this Annual Return, if the company has altered or changed its share capital in any way or allotted new shares, please refer to the guidance notes for details of the appropriate form that should be sent with this Annual Return. Annual return guidance notes are available on the Companies House web site at www.companieshouse.gov.uk or by ringing 0870 3333636.		

Section 4: Details of Shareholders

- > The details we hold on your company's shareholders and their shareholdings are printed below. These are based on your last Annual Return.
- > If any details have changed, or if any shares have been transferred, please fill in the details in the "Amended details" or "Shares transferred" column.
- > Please give details of any other shareholders in Section 5.

Current details		Amended details		Shares transferred			
<p>> Shareholder Name TAYLOR NELSON SOFRES PLC</p> <p>Address Westgate London W5 1UA</p> <p>Shares held Class Ordinary</p>	<p><i>Number</i> 152158</p>	<p>Name</p> <hr/> <p>Address</p> <hr/> <hr/> <p>UK Postcode _ _ _ _ _</p> <p>Shares held Class</p>	<p><i>Number</i></p> <hr/> <hr/>	<p>Shares transferred by TAYLOR NELSON SOFRES PLC</p>	<p><i>Class</i></p> <hr/> <hr/>	<p><i>Number</i></p> <hr/> <hr/>	<p><i>Date of transfer</i></p> <hr/> <hr/>
<p>> Shareholder Name TAYLOR NELSON SOFRES INTERNATIONAL LTD</p> <p>Address Westgate London W5 1UA</p> <p>Shares held Class Ordinary</p>	<p><i>Number</i> 4522</p>	<p>Name</p> <hr/> <p>Address</p> <hr/> <hr/> <p>UK Postcode _ _ _ _ _</p> <p>Shares held Class</p>	<p><i>Number</i></p> <hr/> <hr/>	<p>Shares transferred by TAYLOR NELSON SOFRES INTERNATIONAL LTD</p>	<p><i>Class</i></p> <hr/> <hr/>	<p><i>Number</i></p> <hr/> <hr/>	<p><i>Date of transfer</i></p> <hr/> <hr/>

- > Please fill in details of any persons or corporate bodies who are shareholders the company at the date of this return, but whose details are not printed in Section 4.
- > Also, provide the details of any persons who became but have ceased to be shareholders of the company since the date of the last annual return.
- > For jointly held shares please list those joint shareholders consecutively on the form. If a joint shareholder also holds shares in their own right, list that holding separately.
- > Please copy this page if there is not enough space to enter all the company's other shareholders.

Shareholders details	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred (If appropriate)	Date of registration of transfer (If appropriate)
Name _____ Address _____ _____ _____ UK Postcode _ _ _ _ _			
Name _____ Address _____ _____ _____ UK Postcode _ _ _ _ _			
Name _____ Address _____ _____ _____ UK Postcode _ _ _ _ _			
Name _____ Address _____ _____ _____ UK Postcode _ _ _ _ _			



Companies House
— for the record —

353s Annual Return Declaration

- > When you have checked all the sections of this form, please complete this page and sign the declaration below.
- > If you want to change the made up date of this annual return, please complete 2 below.

1. Declaration

I confirm that the details in this annual return are correct as at the made-up-date (shown at 2 below). I enclose the filing fee of £15.

Signature

[Handwritten Signature]
(Director / Secretary)

Date

16, 05, 2003

This date must not be earlier than the return date at 2 below

What to do now

Complete this page then send the whole of the Annual Return and the declaration to the address shown at 4 below.

2. Date of this return

This AR is made up to 30/5/2003

If you are making this return up to an earlier date, please give the date here

__ / __ / ____

Note: The form must be delivered to CH within 28 days of this date

3. Date of next return

If you wish to change your next return to a date earlier than 30th May 2004 please give the new date here:

__ / __ / ____

4. Where to send this form

Please return this form to:

Registrar of Companies
Companies House
Crown Way
Cardiff CF14 3UZ

OR

For members of the Hays Document
Exchange service
DX 33050 Cardiff

Have you enclosed the filing fee with the company number written on the reverse of the cheque?

Contact Address

You do not have to give any contact information below, but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

Contact Name

Sofia Bernsanc

Telephone number inc code

0208 9672230

Address

Taylor Nelson Sotres plc
Westgate
London

DX number if applicable

DX exchange

Postcode

W5 1UA

TNS UK Limited

Westgate London W5 1UA

✳ The Royal Bank of Scotland plc

London Corporation Service Centre
PO Box 39979 2½ Devonshire Square London EC2M 4WS

16-04-00

Date	Pay only
19/05/03	*****
COMPANIES HOUSE	

Amount of pounds in words (pence as in figures)						
Millions	£100,000's	£10,000's	£1,000's	£100's	£10's	£1's
ZERO	ZERO	ZERO	ZERO	ZERO	FOUR	FIVE

£ *****45.00

For and on behalf of
TNS UK Limited

A/c Payee
Not Negotiable

Authorised
Signatory

Cl Moorhead
Authorised
Signatory

⑈000826⑈ 16⑈0400⑈ 20065011⑈

RECEIVED
20 JUN 2003



HBOS plc

19th June 2003

The Company Secretary
Taylor Nelson Sofres Plc
Westgate
London
W5 1AU

Insight Investment
33 Old Broad Street
London
EC2N 1HZ
Tel 020 7930 5474
www.insightinvestment.com
Telephone calls may be recorded

Dear Sir

On behalf of HBOS plc.

Pursuant to Section 198 of the Companies Act 1985, Section 198, on behalf of HBOS plc, we give notice that HBOS plc and its subsidiaries have a material interest in the shares of your company as follows:

Sedol	No of Shares	Security class	Fund - Registered Holder
0191539	796,000	Ordinary 5p	1105 Chase Nominees Ltd A/C 1105
0191539	37	Ordinary 5p	PP0588 Pershing Keen Nominees
0191539	13,994	Ordinary 5p	UKTRA0 JP Morgan Chase Bank, Luxembourg
0191539	18,663,487	Ordinary 5p	WPUKEQ Chase Nominees Ltd A/C MAIN

HBOS plc's material interest is now 19,473,518 units which is 4.53% of the shares in issue.

In the event of a query regarding the above please contact Donna Franks on 0207 321 1311.

Yours faithfully

Section Manager
Investment Operations



View Announcement

status list 

Announcement Details

Company	Headline	Embargo	Last Update
Taylor Nelson Sofres PLC	Holding(s) in Company		12:42 23 Jun 03

Full Announcement Text

SCHEDULE 10

NOTIFICATION OF MAJOR INTERESTS IN SHARES

AVS NO

All relevant boxes should be completed in block capital letters.

1. Name of company TAYLOR NELSON SOFRES plc		Name of shareholder having a major interest INSIGHT INVESTMENT	
3. Please state whether notification indicates that it is in respect of holding of the shareholder named in 2 above or in respect of a non-beneficial interest or in the case of an individual holder if it is a holding of that person's spouse or children under the age of 18 2: ABOVE		4. Name of the registered holder(s) and, if more than one ho number of shares held by each of them CHASE NOMINEES LTD (A/C 1105) 796,000 PERSHING KEEN NOMINEES 37 JP MORGAN CHASE BANK, LUXEMBOURG 13,994 CHASE NOMINEES LTD A/C MAIN 18,663,487	
5. Number of shares/amount of stock acquired Not given	6. Percentage of issued class N/A	7. Number of shares/amount of stock disposed Not given	8. Percentage of issued c N/A
9. Class of security ORDINARY SHARES, 5 PENCE EACH		10. Date of transaction 19/6/03	11. Date company inform 20/6/03
12. Total holding following this notification 19,473,518		13. Total percentage holding of issued class following this nc 4.52%	
14. Any additional information N/A		15. Name of contact and telephone number for queries JUDITH GEORGE, ASSISTANT COMPANY SECRET, 020 897 4655 OR 07734 044320	

16. Name and signature of authorised company official
Responsible for making this notification

IAN PORTAL, GROUP COMPANY SECRETARY, 020 8967 2196 OR 07736613847

Date of notification 23 JUNE 2003

END

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Announcement Details

Company	Headline	Embargo	Last Update
Taylor Nelson Sofres PLC	Holding(s) in Company		15:38 24 Jun 03

Full Announcement Text

SCHEDULE 10

NOTIFICATION OF MAJOR INTERESTS IN SHARES

AVS NO

All relevant boxes should be completed in block capital letters.

1. Name of company TAYLOR NELSON SOFRES plc		Name of shareholder having a major interest STANDARD LIFE INVESTMENTS LIMITED	
3. Please state whether notification indicates that it is in respect of holding of the shareholder named in 2 above or in respect of a non-beneficial interest or in the case of an individual holder if it is a holding of that person's spouse or children under the age of 18 2. ABOVE		4. Name of the registered holder(s) and, if more than one holder, the number of shares held by each of them N/A	
5. Number of shares/amount of stock acquired N/A	6. Percentage of issued class N/A	7. Number of shares/amount of stock disposed 729,680	8. Percentage of issued class 0.169%
9. Class of security ORDINARY SHARES, 5 PENCE EACH		10. Date of transaction 23/06/03	11. Date company informed 24/06/03
12. Total holding following this notification 12,772,740		13. Total percentage holding of issued class following this notification 2.966%	
14. Any additional information N/A		15. Name of contact and telephone number for queries JUDITH GEORGE, ASSISTANT COMPANY SECRETARY 020 897 4655 OR 07734 044320 SOFIA BERNSTAND, COMPANY SECRETARIAL ASSISTANT 0208 967 2230	

16. Name and signature of authorised company official
Responsible for making this notification

IAN PORTAL, GROUP COMPANY SECRETARY

Date of notification 24 JUNE 2003

END

status list 

The following replaces the holding in company announcement released on 19 June 2003 at 15.22 under RNS no. 5393M. Under section 13, the total percentage holding of issued class should read 3.136% and not 1.137% as previously reported.

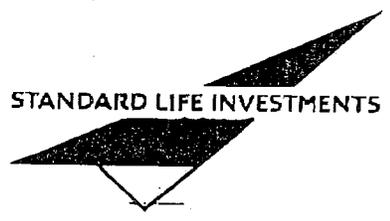
The full-corrected version appears below.

SCHEDULE 10
NOTIFICATION OF MAJOR INTERESTS IN SHARES

AVS NO

All relevant boxes should be completed in block capital letters.

1. Name of company TAYLOR NELSON SOFRES plc		Name of shareholder having a major interest STANDARD LIFE INVESTMENTS LIMITED	
3. Please state whether notification indicates that it is in respect of holding of the shareholder named in 2 above or in respect of a non-beneficial interest or in the case of an individual holder if it is a holding of that person's spouse or children under the age of 18 2. ABOVE		4. Name of the registered holder(s) and, if more than one holder, the number of shares held by each of them N/A	
5. Number of shares/amount of stock acquired 1,761,181	6. Percentage of issued class 0.409%	7. Number of shares/amount of stock disposed N/A	8. Percentage of issued class N/A
9. Class of security ORDINARY SHARES, 5 PENCE EACH		10. Date of transaction 17/06/03	11. Date company informed 18/06/03
12. Total holding following this notification 13,502,420		13. Total percentage holding of issued class following this notification 3.136%	
14. Any additional information N/A		15. Name of contact and telephone number for queries JUDITH GEORGE, ASSISTANT COMPANY SECRETARY 020 897 4655 OR 07734 044320	
16. Name and signature of authorised company official Responsible for making this notification IAN PORTAL, GROUP COMPANY SECRETARY 			
Date of notification 19 JUNE 2003			



Standard Life Investments
 1 George Street
 Edinburgh
 EH2 2LL
 United Kingdom
 Fax: 0131 245 7106
 Direct Dial Tel.: 0131 245 0227
 18 June, 2003

RECEIVED
 18 JUN 2003

Company Secretary
 Taylor Nelson Sofres plc
 Fax: 020 8967 4060

Dear Sir / Madam

Taylor Nelson Sofres plc Ord GBP0.05 shares

In terms of Part VI of the Companies Act 1985 (as amended), I have to inform you that on 17/06/03, Standard Life Investments purchased 1,761,181 shares on behalf of Standard Life Group, this increased the total held as a material interest to 13,502,420 shares being 3.138% of the issued stock of that class.

No. of shares held
 13,502,420

Registered Name
 Stanlife Nominees Limited

Please acknowledge safe receipt of this notice by endorsing a copy of this letter with the date of receipt and return the copy to us at the above address or by fax to 0131 245 7106.

Yours faithfully

VP Lynne McWilliams
 Data Control

Standard Life Investments Limited is a company registered in Scotland (no SC 123321) Registered Office Standard Life House 30 Lothian Road Edinburgh EH1 2DH
 The Standard Life Investments Group includes Standard Life Investments (Mutual Funds) Limited* Standard Life Trust Management Limited* Standard Life Investments (Corporate Funds) Limited*. Standard Life Investments Limited acts as Investment Manager for The Standard Life Assurance Company* and Standard Life Pension Funds Limited*. For your protection, telephone calls may be recorded. We may also monitor telephone calls to help us improve customer service.
 *Regulated by the Personal Investment Authority =Regulated by IMRO

SCHEDULE 10

NOTIFICATION OF MAJOR INTERESTS IN SHARES

AVS NO

871596

All relevant boxes should be completed in block capital letters.

1. Name of company TAYLOR NELSON SOFRES plc		Name of shareholder having a major interest STANDARD LIFE INVESTMENTS LIMITED	
3. Please state whether notification indicates that it is in respect of holding of the shareholder named in 2 above or in respect of a non-beneficial interest or in the case of an individual holder if it is a holding of that person's spouse or children under the age of 18 2. ABOVE		4. Name of the registered holder(s) and, if more than one holder, the number of shares held by each of them N/A	
5. Number of shares/amount of stock acquired 1,761,181	6. Percentage of issued class 0.409%	7. Number of shares/amount of stock disposed N/A	8. Percentage of issued class N/A
9. Class of security ORDINARY SHARES, 5 PENCE EACH		10. Date of transaction 17/06/03	11. Date company informed 18/06/03
12. Total holding following this notification 13,502,420		13. Total percentage holding of issued class following this notification 1.137%	
14. Any additional information N/A		15. Name of contact and telephone number for queries JUDITH GEORGE, ASSISTANT COMPANY SECRETARY 020 897 4655 OR 07734 044320	
16. Name and signature of authorised company official Responsible for making this notification IAN PORTAL, GROUP COMPANY SECRETARY, 020 8967 2196 OR 07736613847			

Date of notification 19 JUNE 2003



Westgate
London
W5 1UA

t +44 208 967 2230
f +44 208 967 1446
sofia.bernsand@tns-global.com

Sofia Bernsand
Company Secretarial Assistant

Fax

To: London Stock Exchange

From: Sofia Bernsand

Company:

CC:

Fax number: 0207-588-6057

Date: 19 June 2003

Total pages: 1

Taylor Nelson Sofres plc – announcements to London Stock Exchange

Dear Sirs

Dealing by shareholder
AVS No: 871596

I attach announcement of dealing by substantial shareholder.

Yours faithfully

Sofia Bernsand
Company Secretarial Assistant

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Announcement Details

Company

Taylor Nelson Sofres PLC

Headline

Director Shareholding

Embargo**Last Update**

16:24 20 Jun 03

[Full Announcement Text](#)**SCHEDULE 11****NOTIFICATION OF INTERESTS OF DIRECTORS AND CONNECTED PE**

AVS NO

698100

All relevant boxes should be completed in block capital letters.

1. Name of company TAYLOR NELSON SOFRES plc		2. Name of director ANTONY BRIAN COWLING	
3. Please state whether notification indicates that it is in respect of holding of the shareholder named in 2 above or in respect of a non-beneficial interest or in the case of an individual holder if it is a holding of that person's spouse or children under the age of 18 or in respect of a non-beneficial interest 2. ABOVE		4. Name of the registered holder(s) and, if more than one number of shares held by each of them (if notified) ANTONY BRIAN COWLING	
5. Please state whether notification relates to a person(s) connected with the director named in 2 above and identify the connected person(s) 2. ABOVE		6. Please state the nature of the transaction. For PEP transactions please indicate whether general/single co PEP and if discretionary/non discretionary /non discretionary SALE OF SHARES	
7. Number of shares/amount of stock acquired N/A	8. Percentage of issued class N/A	9. Number of shares/amount of stock disposed 500,000	10. Percentage of issued class 0.116%
11. Class of security ORDINARY SHARES, 5 PENCE EACH	12. Price per share 170 pence	13. Date of transaction 19 June 2003	14. Date company informed 20 June 2003
15. Total holding following this notification 2,315,820 BENEFICIAL 690,130 NON-BENEFICIAL		16. Total percentage holding of issued class following this notification 0.698%	

If a director has been granted options by the company please complete the following boxes.

17. Date of grant	18. Period during which or date on which exercisable
19. Total amount paid (if any) for grant of the option	20. Description of shares or debentures involved: class, num
21. Exercise price (if fixed at time of grant) or indication that price is to be fixed at time of exercise	22. Total number of shares or debentures over which option following this notification
23. Any additional information	24. Name of contact and telephone number for queries JUDITH GEORGE, ASSISTANT COMPANY SECRE 020 8967 4655 OR 07734 044320
25. Name and signature of authorised company official responsible for making this notification IAN PORTAL, GROUP COMPANY SECRETARY 020 8967 2196 OR 077366 13847	
Date of notification 20 June 2003	

SCHEDULE 11

NOTIFICATION OF INTERESTS OF DIRECTORS AND CONNECTED PE

AVS NO

All relevant boxes should be completed in block capital letters.

1. Name of company TAYLOR NELSON SOFRES plc	2. Name of director MICHAEL ANTHONY KIRKHAM		
3. Please state whether notification indicates that it is in respect of holding of the shareholder named in 2 above or in respect of a non-beneficial interest or in the case of an individual holder if it is a holding of that person's spouse or children under the age of 18 or in respect of a non-beneficial interest 2. ABOVE	4. Name of the registered holder(s) and, if more than one h number of shares held by each of them (if notified) MICHAEL ANTHONY KIRKHAM		
5. Please state whether notification relates to a person(s) connected with the director named in 2 above and identify the connected person(s) 2. ABOVE	6. Please state the nature of the transaction. For PEP transe please indicate whether general/single co PEP and if discretionary/non discretionary /non discr EXERCISE OF 568,182 SHARE OPTIONS GRANTEI UNDER THE EMPLOYEE BENEFIT TRUST LONG 7 INCENTIVE PLAN & SUBSEQUENT SALE OF SHA		
7. Number of shares/amount of stock acquired 568,182	8. Percentage of issued class 0.132%	9. Number of shares/amount of stock disposed 420,000	10. Percentage of issue 0.0975%
11. Class of security ORDINARY SHARES, 5 PENCE EACH	12. Price per share 170 pence	13. Date of transaction 19 June 2003	14. Date company info 20 June 2003
15. Total holding following this notification 342,836 BENEFICIAL	16. Total percentage holding of issued class following this r 0.08%		

If a director has been granted options by the company please complete the following boxes.

17. Date of grant	18. Period during which or date on which exercisable
-------------------	--

19. Total amount paid (if any) for grant of the option	20. Description of shares or debentures involved: class, num
21. Exercise price (if fixed at time of grant) or indication that price is to be fixed at time of exercise	22. Total number of shares or debentures over which option following this notification
23. Any additional information	24. Name of contact and telephone number for queries JUDITH GEORGE, ASSISTANT COMPANY SECRETARY 020 8967 4655 OR 07734 044320
25. Name and signature of authorised company official responsible for making this notification IAN PORTAL, GROUP COMPANY SECRETARY 020 8967 2196 OR 077366 13847 Date of notification 20 June 2003	

END

status list 