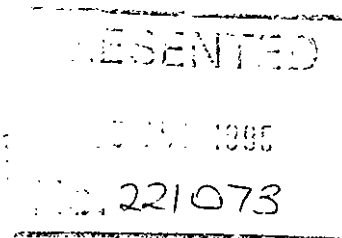


964234

AGREEMENT

THIS AGREEMENT dated as of the 23 day of May 1995 by and among Hays plc, a corporation ("Vendor") and Hays Overseas Holdings Ltd, a corporation ("Purchaser").

WHEREAS, Vendor owns 1,000 Shares of the Common Stock and 250,000 Shares of the 8% Cumulative Preferred Stock of Rockall Data Services Inc, representing all of its issued and outstanding stock.

WHEREAS, Purchaser desires to acquire all of the 1,000 Shares of the Common Stock and all of the 250,000 Shares of the 8% Cumulative Preferred Stock owned by Vendor (the "Shares") on the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the premises and the mutual covenants herein set forth, the parties agree as follow:

1. Sale of Shares

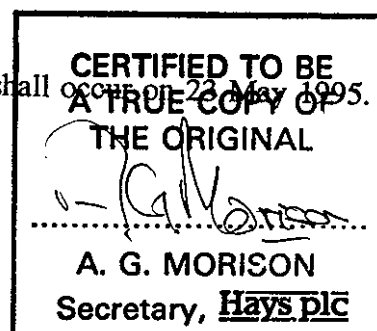
At the Closing, (as defined in Section 3), Vendor shall sell and transfer the Shares to Purchaser for an aggregate purchase price of \$7 million (the "Purchase Price").

2. Consideration

The Purchase Price shall be \$7 million, paid by the issue by Hays Overseas Holdings Ltd to Hays plc of a further 107,016 Ordinary Shares of £1 each to rank pari passu with its existing issued ordinary share capital.

3. Closing

The closing of the sale of the Shares (the "Closing") shall occur on 23 May 1995.



4. Further Assurances

The parties hereto agree to take such further actions and execute such further documents as may be necessary or appropriate from time to time to carry out the purpose and intent of the provisions of this Agreement.

5. Governing Law

This Agreement and the rights and responsibilities hereto shall be construed and interpreted in accordance with the law of the State of Delaware.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date set forth above.

HAYS plc

By: _____

Title: _____

HAYS OVERSEAS HOLDINGS LTD

By: _____

Title: _____

