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CERTIFIED TO BE A TRUE AND EXACT
PHOTOCOPY OF THE ORIGINAL.

To: Deloitte & Touche Consulting Group Limited
Hill House
1 Little New Street
London EC4A 3TR

From: D&T Consulting Holdings Limited
Hill House
1 Little New Street
London EC4A 3TR



LL May, 1998

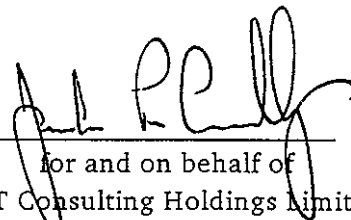
Dear Sirs,

ICSD Holdings Limited and Praxis Software Engineering Limited

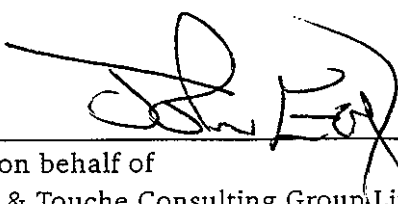
We write to confirm the agreement reached between us to sell to you all of the issued shares which we hold in ICSD Holdings Limited and Praxis Software Engineering Limited (representing in each case the entire issued share capital of the relevant company) in consideration for the issue to us of respectively 1,038,673 and 3,221,851 ordinary shares of £1.00 each credited as fully paid at par.

We would be grateful if you would sign and return a copy of this letter to indicate your agreement to, and acceptance of, the contents of this letter.

Yours faithfully,


for and on behalf of
D&T Consulting Holdings Limited

We agree and accept the contents of the above letter.


for and on behalf of
Deloitte & Touche Consulting Group Limited

Dated: 26 May, 1998

