

3372127

DATED

16th June

1997

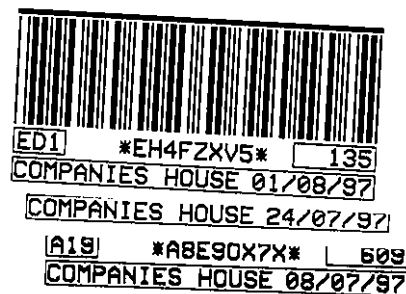
**PASSED FOR FILING**

SHARE EXCHANGE  
AGREEMENT

between

(1) The Shareholders of Xpert Travel Limited

(2) Landround Limited



Certified as a true copy  
of the original.  
Ronak Choudhary  
7.7.97.

AN AGREEMENT dated

16th June

1997

**BETWEEN**

- (1) THE PERSONS ("the Shareholders") whose names and addresses are set out in the Schedule
- (2) LANDROUND LIMITED ("the Company") whose registered office is at The Quadrant, Sealand Road, Chester CH1 4QR, company number 3372127

1. Definitions

In this Agreement the following expressions have the following meanings:

"the Shares"            All the issued shares in the capital of the Target

"the Target"            Xpert Travel Limited

2. Each of the Shareholders as beneficial owner will sell, and the Company will buy, the number of the Shares specified opposite the Shareholder's name in the Schedule.
3. Each of the Shares will be sold and bought free from any claim, charge, lien, encumbrance, equity or third party right, and with all rights attached to it including the right for the Company to receive and retain any dividends or other distributions declared, made or paid after the execution of this Agreement.
4. Each of the Shareholders waives all rights of pre-emption over any of the Shares conferred by the Articles of Association of the Target or otherwise.
5. The consideration for the sale of the Shares will be the allotment of the number of shares in the capital of the Company as specified opposite each of the Shareholders' names in the Schedule.
6. On completion of this Agreement the:
  - 6.1 Shareholders will deliver executed Stock Transfer Forms and original share certificates to the Company; and
  - 6.2 Company will issue share certificates to the Shareholders for the shares listed in the schedule.

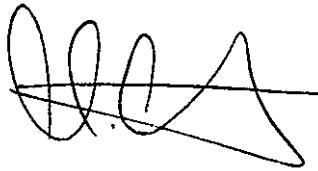
This document is executed as a deed and is delivered on the date stated at its beginning.

Schedule

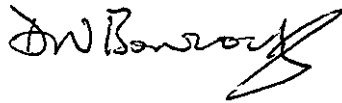
<u>Shareholder's Name and Address</u>	<u>No. of Shares sold</u>	<u>No. of shares in the capital of the Company allotted</u>
M Crompton Rutland House School Lane Bunbury Cheshire	10,000	1
J Crompton Rutland House School Lane Bunbury Cheshire	10,000	1

Signed by M Crompton: }  
in the presence of }

DW Barcock



Witness signature:

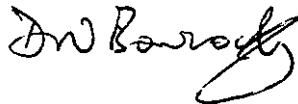


Signed by J Crompton: }  
in the presence of }

DW Barcock

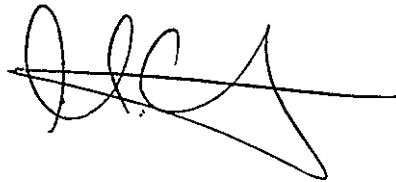
J Crompton

Witness signature:

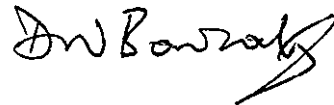


Signed by M Crompton }  
for and on behalf of }  
LANDROUND LIMITED }  
in the presence of }

DW Barcock



Witness signature:



DATED

16th June

1997

PASSED FOR FILING

SHARE EXCHANGE  
AGREEMENT

between

(1) The Shareholders of Landround Marketing Limited

(2) Landround Limited

COMPANIES HOUSE 24/07/97

A19 \*A8E9QX7Z\* 611  
COMPANIES HOUSE 08/07/97

Certified as a true copy  
of the original  
Borwick Cressden

7.7.97.

AN AGREEMENT dated

16th June

1997

**BETWEEN**

- (1) THE PERSONS ("the Shareholders") whose names and addresses are set out in the Schedule
- (2) LANDROUND LIMITED ("the Company") whose registered office is at The Quadrant, Sealand Road, Chester CH1 4QR, company number 3372127

1. Definitions

In this Agreement the following expressions have the following meanings:

"the Shares"            All the issued shares in the capital of the Target

"the Target"            Landround Marketing Limited

2. Each of the Shareholders as beneficial owner will sell, and the Company will buy, the number of the Shares specified opposite the Shareholder's name in the Schedule.
3. Each of the Shares will be sold and bought free from any claim, charge, lien, encumbrance, equity or third party right, and with all rights attached to it including the right for the Company to receive and retain any dividends or other distributions declared, made or paid after the execution of this Agreement.
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This document is executed as a deed and is delivered on the date stated at its beginning.

**Schedule**

<u>Shareholder's Name and Address</u>	<u>No. of Shares sold</u>	<u>No. of shares in the capital of the Company allotted</u>
M Crompton Rutland House School Lane Bunbury Cheshire	8,466	1,693,200
J Crompton Rutland House School Lane Bunbury Cheshire	8,466	1,693,199
J Wilcock 1 Exmouth Way Burtonwood Warrington Cheshire	500	100,000
G Wilcock 1 Exmouth Way Burtonwood Warrington Cheshire	500	100,000
R Mills Glas Mor Rhos Y Cae Holywell Flintshire	1000	200,000
T Mills Glas Mor Rhos Y Cae Holywell Flintshire	1000	200,000
C Mealyer 10 Carrisbrook Avenue Urmston Manchester	12	2,400

F Legh Adanac House 6 Denton Drive Newhaven East Sussex	9	1,800
D Lyne 35 Sussex Lodge North Parade Horsham West Sussex	6	1,200
B Liversage 14 Park Drive South Hoole Chester	6	1,200
P Williams 29 Fourth Avenue Flint Flintshire	4	800
P Jones 24 Appletree Grove Great Sutton S Wirral	4	800
L Hayes 54 Holm Drive Elton Chester	4	800
S Smith Mullaway Liverpool Road Buckley Flintshire	4	800
G Greer 4 Summertrees Road Great Sutton S Wirral	2	400
L Shaw 26 Greenville Avenue Ewloe Deeside	2	400
E Buck	1	200



22 Wold Court  
Hawarden  
Deeside

S Fields  
4 Winston House  
Churchill Road  
East Barnet  
Hertfordshire

4

800

R Swift  
The Lock Inn  
Lloc  
Holywell  
Flintshire

2

400

P McDonald  
73 Hawthorne Road  
Little Sutton  
S Wirral

4

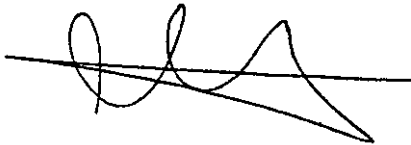
800

L Eastwood

4

800

Signed by M Crompton:  
in the presence of  
DN Bowcock

} 

Witness signature: DN Bowcock

Signed by J Crompton:  
in the presence of  
DN Bowcock

} J. Crompton

Witness signature: DN Bowcock

Signed by J Wilcock:  
in the presence of  
DN Bowcock

} J. Wilcock

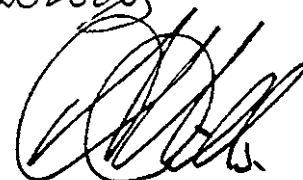
Witness signature: DN Bowcock

Signed by G Wilcock:  
in the presence of  
DN Bowcock

} G. Wilcock

Witness signature: DN Bowcock

Signed by R Mills:  
in the presence of  
DN Bowcock

} 

Witness signature: DN Bowcock

Signed by T Mills:  
in the presence of  
DN Bowcock

} 

Witness signature: DN Bowcock

Signed by C Mealyer:  
in the presence of  
DN Bowcock

} C. Mealyer

Witness signature: DN Bowcock

Signed by B Liversage: } *Bm Liversage*  
in the presence of }  
*DN Bowcock*

Witness signature: *DN Bowcock*

Signed by P Williams: }  
in the presence of }

Witness signature:

Signed by P Jones: } *P Jones*  
in the presence of }  
*DN Bowcock*

Witness signature: *DN Bowcock*

Signed by L Hayes: } *L Hayes*  
in the presence of }  
*DN Bowcock*

Witness signature: *DN Bowcock*

Signed by S Smith: } *S. M. Smith*  
in the presence of }  
*DN Bowcock*

Witness signature: *DN Bowcock*

Signed by G Greer: } *G Greer*  
in the presence of }  
*DN Bowcock*

Witness signature: *DN Bowcock*

Signed by L Shaw: } *L Shaw*  
in the presence of }  
*DN Bowcock*

Witness signature: *DN Bowcock*

Signed by E Buck:  
in the presence of  
DN Bowcock

} MISS E. L. BUCK  
}

Witness signature: DN Bowcock

Signed by S Fields: }  
in the presence of }

Witness signature:

Signed by R Swift:  
in the presence of  
DN Bowcock

} R Swift  
}  
DN Bowcock

Signed by M P McDonald: }  
in the presence of }

Witness signature:

Signed by L Eastwood:  
in the presence of  
DN Bowcock

} L EASTWOOD  
}


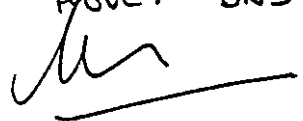
Witness signature: DN Bowcock

Signed by M Crompton }  
for and on behalf of }  
LANDROUND LIMITED }  
in the presence of }

Witness signature:

Signed by F Legh:  
in the presence of


Witness signature:

}   
} Clive A Stoker  
134 Woodland Avenue  
Hove. BN3 6BN.  


Signed by D Lyne:  
in the presence of

}  }

Witness signature:

  
PATRICK HARVEY

Signed by P McDonald:  
in the presence of

}  
}

x

*McDonald*

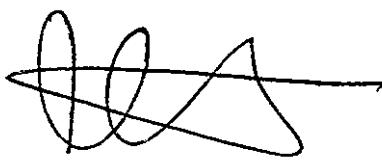
x

PM

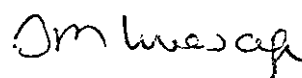
Witness signature:

*J. Wilcox*

Signed by M Crompton  
for and on behalf of  
LANDROUND LIMITED  
in the presence of

} x  x MC  
}  
}  
}  
}

Witness signature:

x  x



Signed by S Fields:  
in the presence of

} *Shelley*  
}

Witness signature:

*Carol Duff*

Signed by P Williams:  
in the presence of

} P Williams

Witness signature:

Jeffrey James Wood.