

DATED

2<sup>nd</sup> October

1998

3636970

11996

(1) VARIOUS PERSONS AS SET OUT IN THE SCHEDULE

- and -

(2) ARTLINE PRODUCTIONS LIMITED  
(to be re-named BRAY LEINO GROUP LIMITED)

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## AGREEMENT

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**Openshaws**  
S O L I C I T O R S

Ground Floor • Tower House • 26 The Strand  
Bideford • Devon • EX39 2ND  
Tel: 01237 478900  
Ref: NHFO/KLH



ED1 \*EQWOB00Z\* 86  
COMPANIES HOUSE 62/04/99

THIS AGREEMENT is made on

2<sup>nd</sup> October

1998

**BETWEEN:-**

- (1) **THOSE PERSONS** whose names and addresses are set out in the Schedule (the "Shareholders"); and
- (2) **ARTLINE PRODUCTIONS LIMITED** (to be re-named Bray Leino Group Limited) whose registered office is at Filleigh, Devon, EX32 0RX (the "Company").

**WHEREAS:-**

- (A) The Shareholders are the beneficial owners of shares in Blue Sky (UK) Limited ("Blue Sky") and/or Entri Research Limited ("Entri") as set out in the Schedule and which in each case constitute the entire issued share capitals of each of Blue Sky and Entri.
- (B) The Shareholders wish to subscribe for that number of Ordinary Shares ("Ordinary Shares") and "B" Preference Shares or (as the case may be) "A" Preference Shares in the Company (in each case fully paid) as are set against each Shareholder's name in the Schedule (together the "Shares").

**NOW IT IS HEREBY AGREED** as follows:-


1. In consideration of the issue and/or allotment or transfer of the Shares, fully paid, by the Company to each of the Shareholders as set out in the Schedule (which the Company hereby irrevocably and unconditionally agrees to undertake), each Shareholder hereby irrevocably and unconditionally agrees to transfer the entirety of the Shareholder's shares in either (or, as the case may be, both) of Blue Sky and Entri to the Company.
2. This Agreement may be executed in one or more counterparts which, when taken together, shall constitute one and the same instrument.

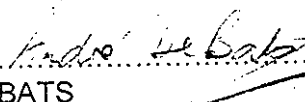
**IN WITNESS** whereof the parties have executed and delivered this Agreement the day and year first above written.

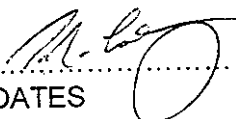


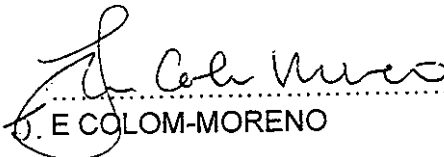
# THE SCHEDULE

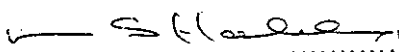
Shareholder Name	Shareholder Address	BLUE SKY SHARES	ENTRI SHARES	NEW ORDINARY SHARES	NEW "B" PREFERENCE SHARES	NEW "A" PREFERENCE SHARES
A de Bats	7 The Laurels Roundswell Village Barnstaple Devon EX31 3QY	NIL	250	Nil	Nil	28,531
T R Coates	Rivendell Landkey Barnstaple Devon EX32 0ND	800	250	24,856	28,882	NIL
J.E. Colom-Moreno	Weirholme Landkey Road Barnstaple Devon EX32 7BW	1,280	960	124,281	25,611	NIL
N S Halsby	47 Kewsferry Road Northwood Middlesex HA6 2PE	NIL	1,300	NIL	NIL	148,364
M J Harvey	The Farriers Higher Guscott Huntshaw Water Torrington EX38 7HE	NIL	1,080	43,498	79,758	NIL
S R James	Longpiece Upcott Cross Ashford Barnstaple Devon EX31 4DS	2,560	600	149,137	NIL	NIL
M A J Kusmidrowicz	Strathmore Woodlands Coombe Martin Ilfracombe Devon EX34 0AS	1,280	2,140	149,137	135,424	NIL
S J Madge	Basis Cottage Blakes Hill Road Landkey Barnstaple Devon EX32 0JH	1,120	NIL	18,642	16,647	NIL
D W Morgan	The Old Rectory Charles Brayford Barnstaple Devon EX32 7PT	7,680	2,920	397,699	177,534	NIL
R J Vellacott	10 Gratton Drive Lynton Devon EX35 6LW	1,280	NIL	NIL	NIL	40,331
L C Walker	Oak Tree Cottage Burscombe Lane Sidmouth Devon EX10 0QA	NIL	250	NIL	NIL	28,531
<b>TOTALS</b>				<b>907,250</b>	<b>463,856</b>	<b>245,757</b>


  
Duly Authorised for and on behalf of  
**ARTLINE PRODUCTIONS LIMITED**

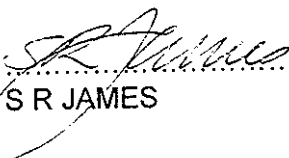
  
A de BATS


  
T R COATES

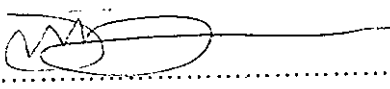
  
E COLOM-MORENO

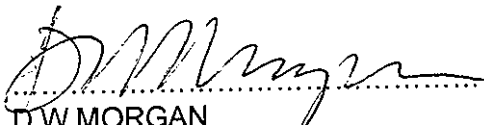
  
N S HALSBY

  
M J HARVEY

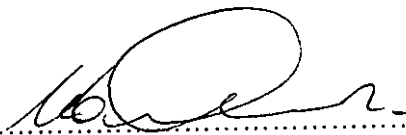
  
S R JAMES

  
M A J KUSMIDROWICZ

  
S J MADGE

  
D W MORGAN

  
R J VELLACOTT

  
L C WALKER