

IN THE HIGH COURT OF JUSTICE

CH1994 D No. 2259

CH1994 D No. 5417

CHANCERY DIVISION

BETWEEN:

DON MARKETING UK LIMITED

Plaintiff

- and -

SHELL UK LIMITED

Defendant

ORDER

UPON THE PARTIES HAVING AGREED TERMS AND BY CONSENT

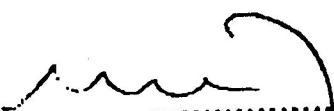
IT IS HEREBY ORDERED that:-

- (i) The Defendant Shell UK Limited shall pay to the Plaintiff Don Marketing UK Limited in actions CH1994 D No. 2259 and 5417 the sum agreed between the parties on or before the 14th October 1996.
- (ii) The Defendant Shell UK Limited in CH1994 D No. 2259 and 5417 shall pay the costs of the Plaintiff Don Marketing UK Limited on the standard basis in those actions to be taxed if not agreed.
- (iii) Should the payments referred to in (i) and (ii) above not have been made in full within the time period specified the Defendant shall pay to the

Plaintiff interest on the balance of the sums due from the due date until payment in full at the rate of 8% per annum.

- (iv) Upon payment by the Defendant of the sums due pursuant to clauses (i), (ii) and (iii) above, the Defendant shall be discharged from all further liability in respect of which the Plaintiff claims in these actions.

DATED this 14th day of October 1996


.....
Mackrell Turner Garrett
Inigo Place
31 Bedford Street
Strand
London WC2H 9EH

Solicitors for the Defendant


.....
Royds Treadwell
2 Crane Court
Fleet Street
London
EC4A 2BL

Solicitors for the Plaintiff

LETTER OF AGREEMENT

IN THE HIGH COURT OF JUSTICE

CH 1994 D No. 2259

CH 1994 D No. 5417

Chancery Division

B E T W E E N :-

DON MARKETING U.K. LIMITED

Plaintiff

- and -

SHELL U.K. LIMITED

Defendants

THE PARTIES:-

AND

AND

AND

AND

DON MARKETING UK LIMITED (1)

SHELL UK LIMITED (2)

JOHN DONOVAN (3)

ALFRED DONOVAN (4)

ROGER SOTHERTON (5)

The Parties to this Agreement confirm by their signature to this Agreement that,

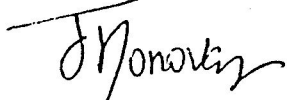
Subject to (iii) below:-

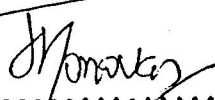
- i) They will not either by themselves, their agents, servants employees or otherwise howsoever disclose or comment on:-
 - (a) the terms of the deed dated 6th July 1995 and made between the parties Don Marketing UK Limited, Shell UK Limited, Alfred Donovan and John Donovan;
 - (b) the terms of the Order concluding these two actions, and of this agreement.
- ii) Shell UK Limited confirms that it will procure and deliver to John Donovan a letter signed by Dr. Christopher Fay, Chairman of Shell UK Limited, in the terms of the draft annexed hereto;
- iii) Don Marketing UK Limited, Shell UK Limited, Mr. John Donovan and Mr. Alfred Donovan shall on or before the day of 1996 agree on a joint press statement in the terms of the draft statement annexed hereto;
- iv) If any of the Parties to this agreement shall commit any breach of the terms set out above £20,000.00 of the sum payable in settlement of actions numbered CH 1994 D No. 2259 and 5417 shall be paid back to Shell UK Limited by the Plaintiff Don Marketing UK Limited, (or in the event of that company being unable to fulfil that obligation by Mr. John Donovan and/or Mr. Alfred Donovan) such sum either to be deducted from the sums due in accordance with the terms of the Order, or if Shell UK Limited shall have paid to the said Don Marketing UK Limited the full sum in settlement of the claim, by way of payment direct to Shell UK Limited. This clause shall be exhausted and spent upon the one breach by Don Marketing UK Limited,

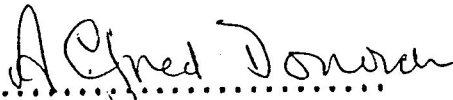
Mr. Alfred Donovan, Mr. John Donovan or Mr. Roger Sotherton of the terms set out in this agreement and the Shell UK Limited shall not be entitled to deduct or claw back any further sums of £20,000.00 in respect of any further breaches without prejudice to any other remedies available to the Plaintiff Shell U.K. Limited.


The Parties hereto confirm that they have to have the opportunity to take independent legal advice on the terms of this Agreement, and that consideration for this Agreement has been provided.


.....
Shell U.K. Limited


As duly authorised signatory for
.....
Don Marketing UK Limited


.....
Mr. John Donovan


.....
Mr. Alfred Donovan


.....
Mr. Roger Sotherton

DRAFT LETTER

Dear Mr. Donovan,

I am pleased that our long running dispute has been satisfactorily resolved. I am sorry that our dealings with you have not met the high standards we set ourselves and which our long relationship had led you to expect of us.

On mature reflection it seems that had we focused on this, rather than the legal issues, we might have been able to resolve our differences more quickly.

May I wish you and your business every success for the future.

Yours sincerely,

C. FAY

MACRELL TURNER GARRETT P.7

PRESS STATEMENT

Don Marketing and Shell UK Limited are pleased to announce a resolution of the long term dispute that has been running between them as a result of Shell's Nintendo and Now Showing Promotions .

Shell is pleased to acknowledge the substantial assistance provided to them by Don Marketing UK Limited in connection with a number of successful joint promotions in the past.

Both look forward to the possibility of working together in the future.