

THE FOLLOWING IS A REPRINT OF THE TEXT FROM A LETTER TO DON MARKETING'S SOLICITORS, ROYDS TREADWELL, OF 2 CRANE COURT, FLEET STREET, LONDON, FROM THE SOLICITORS THEN ACTING FOR SHELL - MESSRS MACKRELL TURNER GARRET.

18 May 1994

Messrs. Royds Treadwell
DX 102 CHANCERY LANE

BY FAX NO; 071-583 2034

Dear Sirs

Re: Don Marketing UK Limited -v- Shell UK Limited

We have sought our client's instructions in relation to the various without prejudice proposals made over the telephone and in your letter of the 18th May 1994, and our agreement to those proposals is subject to certain conditions as written in this open letter.

Our clients are prepared to adopt the type of mediation that your client has in mind. That is to say they would accept that your clients, represented by Mr Donovan, and whomsoever he chooses to have present (no limitation on numbers), and our clients represented by a member of Shell's retail marketing department and whomsoever else he chooses present (with no limitation on numbers) should occupy separate rooms at a mutually convenient venue with a mutually appointed mediator putting the parties respective positions to each other, with the aim of finding a resolution.

Our acceptance of this proposal is on the understanding that it would have to be done in total secrecy, the result and dealings to be kept secret by all parties (and the mediator) and the result not be binding in any way on any party. Each party bear their own costs of this exercise, and obviously if a satisfactory conclusion cannot be reached, then we can take no exception to your client serving the Statement of Claim that you have drafted and litigation proceeding in the normal manner.

The conditions of our agreement to this form of mediation follow: -

1. Your client will undertake (and you will undertake on behalf of your firm) to release no press release or information of any shape or form in relation to Make Money, Nintendo, or anything to do with our client's relationship with your client (to include his belief that he has found a flaw in the Make Money system);
2. Your client will not raise any questions, points etc., at tomorrow's Shell AGM or any future meeting in connection with your client's relationship with ours, the concept known as Make Money, the concept known as Nintendo, and any other dealings that your client and ours may have had (to include his suspected flaw in the Make Money game);

- 3. The terms of this Agreement (save that this is an open letter for Court purposes) be kept private and secret to the parties and their advisors, and not be disclosed to any other party. We would require, quite obviously, your undertaking and your client's undertaking on this.**

We look forward to receiving your agreement to these terms.

Yours faithfully,

Mackrell Turner Garrett.