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DATED

10<sup>th</sup> FEBRUARY

1995

R. F. TAYLOR, ESQ.

and

THE TRUSTEES OF THE TAYLOR FAMILY TRUST

and

MIDD ENGINEERING (COVENTRY) LIMITED

PASSED FOR FILING

A G R E E M E N T

for the Sale and Purchase of  
shares of and in DEEMING TAYLOR  
(INDUSTRIAL & COMMERCIAL) LIMITED

Brindley Twist Tafft & James  
Solicitors  
Lowick Gate  
Siskin Drive  
Coventry

JCR. Deeming2. CT

WE CERTIFY THIS A TRUE COPY

*Brindley Twist Tafft & James*  
BRINDLEY, TWIST, TAFFT & JAMES  
SOLICITORS, COVENTRY



N/A  
SB 23/9

THIS AGREEMENT is made the Tenth day of February 1995  
BETWEEN: -

- (1) THE PERSONS WHOSE NAMES AND ADDRESSES are set out in the Schedule hereto column 1 ("the Transferors")
- (2) MIDD ENGINEERING (COVENTRY) LIMITED (Company Number 760309) whose registered office is at 207b ~~Spain Lane~~ Coventry CV2 4GE ("the Transferee")

NOW IT IS AGREED as follows: -

1. IN this Agreement: -

1.1 "the Company"

means Deeming Taylor  
(Industrial & Commercial)  
Limited (Company Number  
1848820) whose registered  
office is at Blackhorse  
Road Exhall Coventry  
CV7 9FW

1.2 "the Target Shares"

means 12,501 Ordinary  
Shares of £1. each in the  
Company

1.3 "the Consideration  
Shares"

means 3,165 Shares of £1.  
each in the Transferee

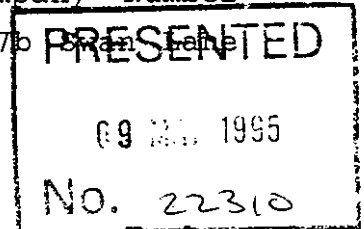
2. THE Transferors are the registered holders of the respective numbers of the Target Shares set out in the Schedule column 2

3. THE Transferors and the Transferee agree for the sale by the Transferors and the purchase by the Transferee of the Target Shares with effect from the date whereof and in consideration of the issue and allotment by the Transferee to the Transferors of the number of the Consideration Shares set out in the Schedule column 3

4. THE Consideration Shares shall rank pari passu in all respects with the 12,662 issued shares of the Transferee

5. THE sale and purchase of the Target Shares shall be completed on the date hereof whereupon: -

5.1 the Transferee shall cause the names of the Transferors to be entered in its register of members in respect of the Consideration Shares respectively allotted to them and shall forthwith procure the sealing and delivery to



the Transferors of the respective share certificates covering the Consideration Shares; and

5.2 the Transferors shall each deliver to the Transferee a duly executed stock transfer form in respect of the Target Shares together with the share certificates for the Target Shares

6. THE Transferors and the Transferee shall procure that such resolutions of the Company and of the Transferee and of their respective boards of directors shall be passed and shall make or do or procure to be made or done such other deeds acts or things as may be necessary or appropriate to implement the terms of this Agreement

7. THE Transferors each hereby waive any rights of pre-emption in respect of the Target Shares contained in the Company's Articles of Association or otherwise

8. THIS Agreement and Form G88(2) in relation to the allotment of the Consideration Shares shall be filed with the Registrar of Companies


AS WITNESS the hands of the parties the day and year first before written

#### THE SCHEDULE


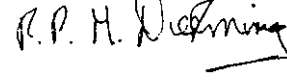
Names & Addresses of the Transferees	Number of Target Shares owned	Number of Consideration Shares allotted
RONALD FREDERICK TAYLOR Willow Cottage Withybrook Warwickshire	6,251	1,583
BRENDA TAYLOR and PAULINE PHOEBE MARY DEEMING (the Trustees of the Taylor Family Trust) c/o Willow Cottage aforesaid	6,250	1,582

SIGNED by the said RONALD  
FREDERICK TAYLOR in the  
presence of: -

)   
)  
)

  
Stutor  
Coventry

SIGNED by the said BRENDA  
TAYLOR and PAULINE PHOEBE  
MARY DEEMING in the presence  
of: -

)   
)   
)  
)



SIGNED by DAVID MARK TAYLOR )  
a director duly authorised )  
for and on behalf of MIDD )  
ENGINEERING (COVENTRY) LIMITED )  
in the presence of: - )



