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CITY TRUSTEES LTD

PENSIONEER TRUSTEES

PRIVATE & CONFIDENTIAL

Mr Don Clarke
Prima Services Group Ltd
Prima House
2 Roebuck Place
110 Roebuck Road
Chessington
Surrey
KT9 1TL

19 January 2006

Dear Mr Clarke

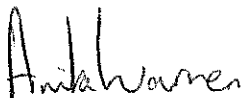
PRIMA SERVICES LTD PENSION PLAN

Thank you for your letter dated 17 January 2006.

I enclose the original deed of removal for your safekeeping. I confirm that I have taken a copy of the deed for our files and sent a copy to the Inland Revenue.

I also enclose the original resolution dated 16 September 2005 for your safekeeping.

Yours sincerely



Anita Warren
SSAS Administrator

Direct Telephone: 01908 288406

This **DEED OF REMOVAL** is made the 17th day of January 2006 between **Prima Services Group Ltd** whose registered office is at Prima House, 2 Roebuck Place, 110 Roebuck Road; Chessington, Surrey, KT9 1TL ("the Principal Employer") of the first part and **Susan Hazel Clarke** of 42 Spinney Hall, Chertsey, Surrey, KT15 1AD ("the Retiring Trustee") of the second part.

THIS DEED IS INTER-ALIA SUPPLEMENTAL TO:

A trust deed dated 9 December 1996 (the "Definitive Deed") whereby the **Prima Services Limited Pension Plan** (the "Scheme") was established and all subsequent Deeds executed and pertaining to the Scheme.

WHEREAS

- 1) The Scheme is governed by the Definitive Deed (as amended) and by rules (the "Rules") attached thereto or as subsequently adopted.
- 2) The Principal Employer is now desirous of removing the Retiring Trustee from the position of trustee of the Scheme with immediate effect ("the Effective Date").

NOW THIS DEED WITNESSETH THAT

By virtue of clause 15.1 of the Definitive Deed the Principal Employer has the power to appoint and remove trustees of the Scheme.

- a) The Principal Employer in exercise of the power vested in it by the Definitive Deed hereby removes the Retiring Trustee from the position of trustee of the Scheme with effect from the Effective Date.

IN WITNESS WHEREOF the Principal Employer has entered into this Deed on the day and year first before written.

Prima Services Group Ltd

have executed this instrument as its Deed by the hand of:

..... [Signature] Director

..... [Signature] Director/Secretary

RESOLUTION OF THE TRUSTEES OF THE PRIMA SERVICES LTD PENSION PLAN

To document the surrender of entitlement under the above scheme in respect of Susan Clarke.

- a) The Prima Services Ltd Pension Plan (the scheme) was established by a Trust Deed dated 9 December 1996 (the "Trust Deed") and made by the principal employer (the "Principal Employer") and the then trustees (the "Trustees") and is governed by the Trust Deed (as amended) and by rules (the "Rules") attached thereto or as subsequently adopted.
- b) Susan Hazel Clarke left the employment of the Principal Employer with effect from 30 September 2004.
- c) On leaving the service of the Principal Employer Susan Hazel Clarke has agreed to relinquish any rights to pension benefits she may have under the scheme in her own name.
- d) Following Susan Hazel Clarke relinquishing her rights to pension benefits under the scheme all the assets held under the scheme shall be retained in their entirety for benefit of the sole remaining member, Donovan John Clarke.

Signatures of all the Trustees

Donovan John Clarke Date 8-9-05

Susan Clarke Date 08.09.05

City Trustees Limited Date 16/9/05