

13/1/00

**DEED OF AMENDMENT FOR A SCOTTISH EQUITABLE SMALL SELF-ADMINISTERED
PENSION SCHEME TO VEST THE POWER OF APPOINTMENT AND REMOVAL OF
TRUSTEES IN THE MANAGING TRUSTEES**

The name and address of the Principal Company are as follows :

Taipan Taverns Ltd
17/18 Henrietta Street
London
WC2E 8QX

A 7063

The names and addresses of the Managing Trustees are as follows :

Tony Carson
32 The Drive
South Wallington
Surrey, SM6 9LX

Edna Carson
32 The Drive
South Wallington
Surrey, SM6 9LX

TRUST DEED - The Trust Deed which established the scheme below and which is dated
1 October 1995 as amended from time to time.

NAME OF SCHEME - Taipan Retirement Benefits Scheme

EFFECTIVE DATE - date of adoption hereof

- A. By the Trust Deed described above the scheme now known by the name set out above (the "Scheme") was established.
- B. The Principal Company and the Managing Trustees set out above are the Principal Company and the Managing Trustees respectively of the Scheme.
- C. The Trust Deed provides that the Principal Company and the Managing Trustees may alter, extend, add to or modify the provisions of the Scheme.
- D. The Principal Company and the Managing Trustees wish to alter, extend, add to or modify the provisions of the Scheme by deleting the existing clause 7 of the Trust Deed and replacing it with the following clause.

"7. APPOINTMENT AND REMOVAL OF TRUSTEES

- (a) The Scheme shall have an Associate Trustee who shall be a person or body who has given an undertaking required by the Board of Inland Revenue as to the termination of the Scheme.

- (b) The number of Managing Trustees shall not be less than two unless the sole Managing Trustee is a corporate body.

Provided that, if there should be only one Managing Trustee who is not a corporate body, he may act alone for the Managing Trustees until the date on which a further person accepts office as a managing trustee of the Scheme.

Where there is a sole Managing Trustee who is not a corporate body, the Managing Trustees shall forthwith take all reasonable steps to ensure that at least one further person or corporate body is appointed as a managing trustee of the Scheme.

- (c) Subject to sections (a) and (b) of this Clause, the Managing Trustees may remove any Trustee from office as a trustee of the Scheme and may appoint a new trustee to the Scheme. The Managing Trustees shall tell the Associate Trustee in writing forthwith of any removal or appointment.
- (d) Notwithstanding section (a) of this Clause, the Associate Trustee may resign as a trustee of the Scheme. The resignation must be made in writing and given to the Managing Trustees. The resignation shall not take effect before the Managing Trustees receive the written resignation. (For this purpose a resignation shall be deemed to be received by the Managing Trustees two days after it is mailed to the last known registered address or place of business of the Principal Company.) When the resignation takes effect, it shall act as a complete discharge for the Associate Trustee in respect of any obligations and/or liabilities arising thereafter. The Associate Trustee shall also tell the Board of Inland Revenue of its resignation.
- (e) Subject to section (b) of this Clause a Managing Trustee may resign as a trustee of the Scheme. The resignation must be made in writing and given to the Managing Trustees and the Associate Trustee. The resignation shall not take effect before the Managing Trustees and the Associate Trustee receives the written resignation."

E. The amendment affects the position, powers or duties of the Associate Trustee under the scheme. The Associate Trustee by signing below hereby gives its consent to the amendment.

F. Notwithstanding the date hereof the amendment above shall have effect from the Effective Date.


We hereby certify that this instrument falls within Category A of the Schedule to the Stamp Duty (Exempt Instruments) Regulations 1987.

Date 13th JANUARY
2000

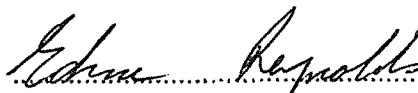
For and on behalf of the Principal Company by

ICX JON EASON
(Signature)

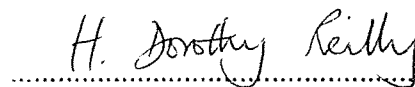
Tony Carson


(Signature)

Edna Reynolds


(Signature)

H. D. REILLY
(Name of SETL Authorised
Signing Official)


(Signature)