

TRUST DEED

DATED 15TH AUGUST 2006

PARTIES

- (1) **THE LEADERSHIP FACTOR LIMITED** company number 03145836
Taylor Hill Mill
Huddersfield
HD4 6JA (the "Principal Employer")
- (2) **STEPHEN NIGEL HILL**
~~18 Bishops Way~~
~~Meltham~~
~~Huddersfield~~
~~HD9 3BW~~
OSBORNE HOUSE
CLIFFE RD
SHEPLEY
HUDDERSFIELD HD8 8AG
- JANET HILL**
~~18 Bishops Way~~
~~Meltham~~
~~Huddersfield~~
~~HD9 3BW~~
AS ABOVE
(the "General Trustees")
- (3) **I.P.M. TRUSTEES LIMITED** (company number 02932520)
3 Victoria Court
Bank Square
Morley
Leeds LS27 9SE (the "Independent Trustee")

Recitals

- (A) This Deed is supplemental to an Amending Definitive Trust Deed and rules thereto dated 02 March 2000 and made between the Principal Employer and the trustees named in it and any deeds and amendments supplemental to it in accordance with the provisions of which **THE LEADERSHIP FACTOR LTD DIRECTORS RETIREMENT PLAN** (the "Scheme") which was established on 28 May 1997 is administered (in this deed called the "Existing Provisions").
- (B) The General Trustees and the Independent Trustee are the trustees of the Scheme (the "Trustees"). The Principal Employer is the principal sponsoring employer of the Scheme.
- (C) It is intended to replace the Existing Provisions in their entirety.