

THIS DEFINITIVE TRUST DEED is made on the 4th day
of FEBRUARY 2007

BETWEEN:

- (1) **HAMMERHEAD TELEVISION FACILITIES LTD** (company number: 2214047 468799855) whose registered office is at Unit 19, Liongate Enterprise Park, 80 Morden Road, Mitcham, Surrey CR4 4DA ("the Principal Employer")
- (2) **PAUL ANTHONY TURTLE AND CHANDRA CHRYSOLITE TURTLE** both of Park Farm House, Evesham Road, Greet, Cheltenham, GL54 5BX and ("the Managing Trustees")

RECITALS:

- (A) The Principal Employer desires to establish a retirement benefits scheme with effect from the date of this deed to be known as the Hammerhead TV Pension Scheme No 2 ("the **Scheme**").
- (B) The Managing Trustees (the "**Trustees**") have agreed to be the first trustees of the Scheme.
- (C) The Principal Employer and the Trustees wish to adopt the provisions of this definitive trust deed (the "**Definitive Deed**") and Rules (the "**Rules**") and Revenue Appendix (the "**Revenue Appendix**") attached.

NOW THIS DEED WITNESSES as follows:

1. **Effective Date**

- 1.1 The Principal Employer and the Trustees hereby declare that the provisions of this Definitive Deed, the Rules and the Revenue Appendix set out in the Schedule to the Definitive Deed shall take effect from the date of this deed.

2. **Interpretation**

In the Definitive Deed, Rules and Revenue Appendix (so far as is consistent with the subject matter and context) the words and expressions defined in the Rules and Revenue Appendix shall have the meanings assigned to them there and the provisions as to interpretation contained in the Rules shall apply throughout.

3. **Constitution of Scheme and Fund**

- 3.1 The Scheme shall be governed by the trusts, powers and provisions contained in the Definitive Deed, Rules and Revenue Appendix. The Trustees shall hold the Fund upon irrevocable trusts and with and subject to the powers contained in the Definitive Deed, Rules and Revenue Appendix and may do anything expedient or