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THIS MINUTE OF AMENDMENT is made between:-

- (1) **TOURCO LIMITED** a company incorporated under the Companies Acts with registered number SC225034 and having its registered office at Croythorne House, 23 Ravelston Terrace, Edinburgh EH4 3TP ("**TourCo**"); and
- (2) **ETOURISM LIMITED** a company incorporated under the Companies Acts with registered number SC226890 and having its registered office at 66 Queen Street, Edinburgh EH2 4NE ("**eTourism**").

WHEREAS:-

- (A) On 19 April 2002, TourCo and eTourism entered into a concession agreement (the "Concession Agreement") documenting the role that each party would play in the visitscotland.com e-business project;
- (B) Part 1 of the Schedule to the Concession Agreement listed certain Area Tourist Boards that were expected to participate fully in the e-business project by entering into an agreement for services with eTourism. Tourco and eTourism now wish to substitute an amended version of that Area Tourist Board list, such substitution being made in accordance with the terms of this Minute of Amendment.

IT IS AGREED:-

1 **DEFINITIONS AND INTERPRETATION**

1.1 **Definitions**

- 1.1.1 Unless otherwise defined in this Minute of Amendment or the context requires otherwise, words and phrases defined (expressly or by reference) in the Concession Agreement shall have the same meaning in this Minute of Amendment.

1.2 **Interpretation and Construction**

- 1.2.1 Unless otherwise specified or the context otherwise requires, the provisions of clause 1.2 of the Concession Agreement, entitled "interpretation and construction" shall apply to this Minute of Amendment.

1.3 **Headings**

The table of contents and the headings in this Minute of Amendment are included for convenience only and shall be ignored in construing this Minute of Amendment.

2 **AMENDMENT TO CONCESSION AGREEMENT**

- 2.1 References in this Minute of Amendment to the "Schedule" are to the schedule to the Concession Agreement and references to deletions and insertions shall be to deletions and insertions to and in the Concession Agreement.

- 2.2 With effect from the date of execution of this Minute of Amendment, Part 1 of the Schedule shall be deleted in its entirety and replaced by the text set out in the appendix to this Minute of Amendment.
- 2.3 Save as set out herein, the Concession Agreement shall remain in force and effect in accordance with its terms.

3 GOVERNING LAW AND JURISDICTION

This Minute of Amendment shall be governed by the laws of Scotland and the parties submit to the exclusive jurisdiction of the courts of Scotland as regards any claim, dispute or matter arising out of or in connection with this Minute of Amendment or its implementation or effect.

IN WITNESS WHEREOF these presents consisting of this and the preceding page are executed by the parties as follows:-

SUBSCRIBED for and on behalf of
TOURCO LIMITED
 at **Edinburgh**
 on the **First** day
 of **May** 2002
 by

Hugh Hall..... Authorised Signatory

Hugh Hall..... Full Name

before this witness

Michael Ross Witness

Michael Alastair Ross Full Name

Burness, 50 Lothian Road Address

Edinburgh.....

SUBSCRIBED for and on behalf of
ETOURISM LIMITED
 at **Edinburgh**
 on the **First** day
 of **May** 2002
 by

William Francis Wedgewood Authorised Signatory

William Francis Wedgewood Full Name

before this witness

Lynn J Beaumont Witness

Lynn Jennifer Beaumont..... Full Name

66 Queen Street..... Address

Edinburgh.....

This is the appendix referred to in the foregoing Minute of Amendment between TourCo Limited and eTourism Limited

APPENDIX

Section 1 - Participating ATBs

The Aberdeen and Grampian Tourist Board Scheme as constituted in accordance with the Aberdeen and Grampian Tourist Board Scheme Order 1995/1879.

The Angus and City of Dundee Tourist Board Scheme as constituted in accordance with the Angus and City of Dundee Tourist Board Scheme Order 1995/1880.

The Argyll, the Isles, Loch Lomond, Stirling and Trossachs Tourist Board Scheme as constituted in accordance with the Argyll, the Isles, Loch Lomond, Stirling and Trossachs Tourist Board Scheme Order 1995/1881.

The Ayrshire and Arran Tourist Board Scheme as constituted in accordance with the Ayrshire and Arran Tourist Board Scheme Order 1995/1882.

The Dumfries and Galloway Tourist Board Scheme as constituted in accordance with the Dumfries and Galloway Tourist Board Scheme Order 1995/1883.

The Edinburgh and Lothians Tourist Board Scheme as constituted in accordance with the Edinburgh and Lothians Tourist Board Scheme Order 1995/1884 (also The Edinburgh and Lothians Tourist Board Scheme Amendment Order 1995/2234).

The Kingdom of Fife Tourist Board Scheme as constituted in accordance with the Kingdom of Fife Tourist Board Scheme Order 1995/1887.

The Highlands of Scotland Tourist Board Scheme as constituted in accordance with the Highlands of Scotland Tourist Board Scheme Order 1995/1886.

The Orkney Tourist Board Scheme as constituted in accordance with the Orkney Tourist Board Scheme Order 1995/1888.

The Perthshire Tourist Board Scheme as constituted in accordance with the Perthshire Tourist Board Scheme Order 1995/1889.

The Scottish Borders Tourist Board Scheme as constituted in accordance with the Scottish Borders Tourist Board Scheme Order 1995/1890.

Section 2 - Non-participating ATBs

The Greater Glasgow and Clyde Valley Tourist Board Scheme as constituted in accordance with the Greater Glasgow and Clyde Valley Tourist Board Scheme Order 1995/1885.

The Shetland Tourist Board Scheme Order as constituted in accordance with the Shetland Tourist Board Scheme Order 1995/1891.

The Western Isles Tourist Board Scheme as constituted in accordance with the Western Isles Tourist Board Scheme Order 1995/1892.

MINUTE OF AMENDMENT

between

(1) TOURCO LIMITED

and

(2) ETOURISM LIMITED

**Scottish Tourism E-Business Project
Minute of Amendment to Concession Agreement**

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