COMPETENT AUTHORITY AGREEMENT

The competent authorities of the United States and the United Kingdom hereby enter into the following agreement ("the Agreement") regarding the qualification of certain U.K. pension or other retirement arrangements for benefits under paragraph 3(b) of Article 10 (Dividends) of the Convention Between the United States of America and the United Kingdom of Great Britain and Northern Ireland for the Avoidance of Double Taxation with Respect to Taxes on Income signed at London on July 24, 2001 ("the Treaty"). The Agreement is entered into under paragraph 3 of Article 26 (Mutual Agreement Procedure).

It is understood that for the purposes of this Agreement the term "Article" refers to an Article of the Treaty.

Qualification for benefits under Article 10(3)

Paragraph 3(b) of Article 10 of the Treaty provides that dividends shall not be taxed in the Contracting State of which the company paying the dividends is a resident if the beneficial owner of the dividends is a pension scheme resident in the other Contracting State, provided that such dividends are not derived from the carrying on of business by the pension scheme.

Pursuant to subparagraphs a) and b) of paragraph 3 of Article 4 (Residence), the term "resident of a Contracting State" includes a pension scheme or a plan, scheme, fund, trust, company or other arrangement established in a Contracting State that is operated exclusively to administer or provide employee benefits and that, by reason of its nature as such, is generally exempt from income taxation in that State.

The term "pension scheme" is defined in Article 3(1)(o) as any plan, scheme, fund, trust or other arrangement established in a Contracting State which is: (i) generally exempt from income taxation in that State; and (ii) operated principally to administer or provide pension or retirement benefits or to earn income for the benefit of one or more such arrangements.

Subparagraph 2(e) of Article 23 (Limitation on Benefits) provides, in part, that a person described in Article 4(3)(a) or (b) may claim benefits under the Treaty only if more than half of its beneficiaries, members, or participants are individuals who are residents of either Contracting State.

Occupational pension arrangements in the United Kingdom are generally established through separate trust deeds. Many of these pension schemes, particularly the small and medium-sized schemes pool their investments in various ways. Questions have arisen as to the eligibility for benefits under Article 10(3) of such pooling arrangements.

In order to provide certainty for taxpayers, the competent authorities of the United States and the United Kingdom have agreed that the following types of U.K. arrangements are “pension schemes” as that term is defined in Article 3(1)(o), are treated as the beneficial owners of dividends paid to them by U.S. corporations, and therefore are considered to meet the requirements of Article 10(3)(b):

a. A U.K. resident unit trust, so long as the following conditions are met:

    i. The trust deed specifically provides that only pension schemes that are not subject to U.K. capital gains tax or corporation tax may participate in the trust; and

    ii. Any tax paid by the Trustee of such a trust is deemed to be paid by the unit-holder pension schemes such that the tax is refunded to the pension schemes.

b. A fund, plan or arrangement to which an occupational or individual pension scheme contributes by paying premiums to an insurance company so long as the following conditions are met:

    i. Contributions by the pension scheme are placed by the insurance company in a fund that is generally exempt from tax in the United Kingdom;

    ii. The insurance company allocates a number of units to the contributing pension scheme, so that the value of the pension scheme’s investment is represented by a proportionate share of the total value of the fund;

    iii. The return on the pension scheme’s investment is not fixed;

    iv. The return to the contributing pension scheme is directly linked to the value of its share of the total return to the fund identified through the unit mechanism under (ii);

    v. All return on investment inures only to the benefit of the contributing occupational or individual pension scheme and not to the insurance company shareholders; and

    vi. To the extent that there is withholding on foreign source income received by the fund, the return to the underlying pension scheme is diminished. Any tax so paid is effectively borne by the pension scheme and the insurance company does not benefit from it.

Such arrangements therefore will qualify for the benefits of Article 10(3)(b) if they satisfy the conditions of Article 23(2)(e).

Upon signature by both Competent Authorities, this Agreement is effective as of May 1, 2003, the date the Treaty is effective for taxes withheld at source under Article 29(2).

Agreed to by the undersigned competent authorities:

/s/ 4-11-05	/s/ 3-21-05
Robert H. Green Date	Diane Hay Date
U.S. competent authority	U.K. competent authority