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Private & Confidential
The City of Edinburgh Council
Business Centre G1
Waverley Court
4 East Market Street
Edinburgh
EH8 8BG



20 August 2009

Our Ref BEN/ T1003.000001
Your Ref -

Dear Sirs

Edinburgh Tram Project: tie Limited

McGrigors' LLP has been engaged by tie Limited to provide specific legal services in relation to the Edinburgh Tram Project. Our client has told us of the requirement that our duty of care be owed not only to them but also to the City of Edinburgh Council. Accordingly:

1 Duty of Care

On the basis that the interests of tie Limited and the City of Edinburgh Council are currently aligned and will remain so aligned, McGrigors LLP acknowledges that it also owes a duty of care to the City of Edinburgh Council, the sole shareholder of tie Limited, in respect of the specific legal services provided by McGrigors LLP to tie Limited under Letter of Engagement dated 20 August 2009, a copy of which is attached.

2 Limitation of Liability

In the same way that the aggregate liability of McGrigors LLP and all its partners and employees to tie Limited is limited in terms of clause 6 of the said Letter of Engagement, the City of Edinburgh Council acknowledges that the aggregate liability of McGrigors LLP and all its partners and employees to it in respect of the said legal services is also limited and agrees that McGrigors LLP is entitled in any claim, action or proceedings by the City of

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Edinburgh Council to rely on a limitation provision in the same terms mutatis mutandis as clause 6 of the said Letter of Engagement.

Yours sincerely

Brandon Nolan
Partner
For McGrigors LLP

Email brandon.nolan@mcgrigors.com

Direct tel +44 ([REDACTED]

We agree and accept the terms of this letter.

for the City of Edinburgh Council

Dated: