In accordance with Section 860 of the Companies Act 2006

MG01

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Particulars of a mortgage or charge

COMPANIES HOUSE
FEE PAID
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A fee is payable with this form.
We will not accept this form unless you send the correct fee
Please see 'How to pay' on the last page

✓ **What this form is for**
You may use this form to register

✗ **What this form is for**
You cannot use this form to release

4 Amount secured

Please give us details of the amount secured by the mortgage or charge

Amount secured

with Clause 2 3 of the Loan Facilities Agreement, and

(c) each New Lender which has become a party to the Loan Facilities Agreement in accordance with Clause 28 of the Loan Facilities Agreement,

in each case until its entire participation in the Facilities has been assigned or transferred in accordance with Clause 28 of the Loan Facilities Agrement or assumed by an Increase Lender in accordance with Clause 2 3 of the Loan Facilities Agrement and all amounts owing to it under the Financing Documents have been paid in full,

"Loan Facilities Agreement" means the Loan Facilities Agreement dated 23 February 2011 between, amongst others, the Holding Company and the Security Trustee,

"New Lender" shall have the meaning given to it in the Loan Facilities Agreement,

"Obligor" means the Borrower, Intermediate Company and the Holding Company,

"Original Lender" shall have the meaning given to it in the Loan Facilities Agreement,

"Project Documents" has the meaning given to it in the Loan Facilities Agreement,

"Secured Creditor" means the Senior Creditors and the Junior Creditors as defined in the Security Trust and Intercreditor Deed,

"Secured Obligations" means all present and future obligations and liabilities (whether actual or contingent and whether owed jointly or severally or in any other capacity whatsoever) of any Obligor to any Secured Creditor under each Secured Finance Document, except for any obligation which, if it were so included, would result in the HC Debenture contravening any law (including Section 678 or 679 of the Companies Act 2006),

"Secured Finance Documents" means the Financing Documents, the Intermediate Loan Note Instrument and the Borrower Loan Note Instrument and Secured Finance Document means any one of them,

"Security Trust and Intercreditor Deed" means the security trust and intercreditor deed dated 23 February 2011 between, amongst others, the Borrower, the Facility Agent and the Security Trustee

In accordance with Section 860 of the Companies Act 2006

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Particulars of a mortgage or charge

4 Amount secured

Please give us details of the amount secured by the mortgage or charge

Amount secured

DEFINITIONS

"Account Bank" means Barclays Bank PLC or any other person with whom the Bank Accounts are maintained under Clause 13 10(a) of the Loan Facilities Agreement,

"Authorised Investment" has the meaning set out in Schedule 8 of the Loan Facilities Agreement,

"Bank Accounts" means each of the Proceeds Account, the Drawdown Account, the Maintenance Reserve Account, the Life Cycle Expenditure Account, the Distribution Account, the Insurance Account, the Tax Reserve Account, the Joint Insurance Account, the Intermediate Proceeds Account and the HC Proceeds Account, each as defined in the Loan Facilities Agreement,

"Book Debts" means all book and other debts of any nature, and all other rights to receive money (excluding the Bank Accounts), now or in the future due, owing or payable to the Borrower and the benefit of all related negotiable instruments, related rights, security, guarantees and indemnities of any kind,

"Borrower" means the Balfour Beatty Fire And Rescue NW Limited registered number 07403391, whose registered office is at 350 Euston Road, Regent's Place, London, NW1 3AX,

"Borrower Loan Note Instrument" means the instrument creating subordinated secured loan notes dated on or about 23 February 2011 executed by the Borrower,

"Facilities" shall have the meaning given to it in the Loan Facilities Agreement,

"Facility Agent" means Dexia Crédit Local acting through its office at Shackleton House, 4 Battle Bridge Lane, London, SE1 2RB as facility agent for itself and on behalf of the Lenders,

"Financing Documents" shall have the meaning given to it in the Loan Facilities Agreement,

"HC Proceeds Account" means a deposit account opened by Holding Company with the Account Bank,

"Increase Lender" shall have the meaning given to it in the Loan Facilities Agreement,

"Intermediate Company" means Balfour Beatty Fire And Rescue NW Intermediate Limited, registered number 07404079, whose registered office is at 350 Euston Road, Regent's Place, London, NW1 3AX,

"Intermediate Loan Note Instrument" means the loan note instrument creating subordinated secured loan notes dated on or about 23 February 2011 executed by Intermediate Company,

"Junior Financing Documents" means the Shareholders Agreement, the Borrower Loan Note Instrument, the Borrower Loan Notes, the Intermediate Loan Note Instrument, the Intermediate Loan Notes, the Equity Guarantee and the Noteholders Subscription Agreement, each as defined in the Loan Facilities Agreement,

"Lenders" means

(a) each Original Lender,

(b) each Increase Lender which has become a party to the Loan Facilities Agreement in accordance

4 Amount secured

Please give us details of the amount secured by the mortgage or charge

Amount secured

with Clause 2 3 of the Loan Facilities Agreement, and

(c) each New Lender which has become a party to the Loan Facilities Agreement in accordance with Clause 28 of the Loan Facilities Agreement,

in each case until its entire participation in the Facilities has been assigned or transferred in accordance with Clause 28 of the Loan Facilities Agrement or assumed by an Increase Lender in accordance with Clause 2 3 of the Loan Facilities Agrement and all amounts owing to it under the Financing Documents have been paid in full,

"Loan Facilities Agreement" means the Loan Facilities Agreement dated 23 February 2011 between, amongst others, the Holding Company and the Security Trustee,

"New Lender" shall have the meaning given to it in the Loan Facilities Agreement,

"Obligor" means the Borrower, Intermediate Company and the Holding Company,

"Original Lender" shall have the meaning given to it in the Loan Facilities Agreement,

"Project Documents" has the meaning given to it in the Loan Facilities Agreement,

"Secured Creditor" means the Senior Creditors and the Junior Creditors as defined in the Security Trust and Intercreditor Deed,

"Secured Obligations" means all present and future obligations and liabilities (whether actual or contingent and whether owed jointly or severally or in any other capacity whatsoever) of any Obligor to any Secured Creditor under each Secured Finance Document, except for any obligation which, if it were so included, would result in the HC Debenture contravening any law (including Section 678 or 679 of the Companies Act 2006),

"Secured Finance Documents" means the Financing Documents, the Intermediate Loan Note Instrument and the Borrower Loan Note Instrument and Secured Finance Document means any one of them,

"Security Trust and Intercreditor Deed" means the security trust and intercreditor deed dated 23 February 2011 between, amongst others, the Borrower, the Facility Agent and the Security Trustee

FILE COPY

CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 869(5) & (6) of the Companies Act 2006

COMPANY NO. 7404085
CHARGE NO. 1

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE (THE HC DEBENTURE) DATED 23 FEBRUARY 2011 AND CREATED BY BALFOUR BEATTY FIRE AND RESCUE NW HOLDINGS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM ANY OBLIGOR TO ANY SECURED CREDITOR ON ANY ACCOUNT WHATSOEVER UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART 25 OF THE COMPANIES ACT 2006 ON THE 3 MARCH 2011

GIVEN AT COMPANIES HOUSE, CARDIFF THE 7 MARCH 2011

DX

Companies House
— for the record —

REGISTRAR OF COMPANIES FOR ENGLAND AND WALES

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES