

BY THIS POWER OF ATTORNEY made on 16 February 2011

Balfour Beatty Infrastructure Investments Limited, company number 00457719, whose registered office is at 4th Floor, 130 Wilton Road, London, SW1V 1LQ (hereinafter referred to as the **Principal**) hereby appoints Ion Francis Appuhamy, John Henry Needham, Stewart Orrell, Ian Kenneth Rylatt, Brian Roland Walker, David James Swarbrick, Andrew Clive Beauchamp and Sandip Mahajan acting together or alone as its attorneys (the **Attorneys**), in the Principal's name or otherwise and on its behalf:

AUTHORITY

- 1 To consider, settle, approve, sign, execute, deliver and/or issue all agreements, guarantees, documents, certificates and instruments (whether as deeds, as documents in a self-proving manner or under hand) which any of the Attorneys in their absolute discretion considers desirable in connection with the project agreement to be entered into between (1) Balfour Beatty Fire and Rescue NW Limited and (2) Cumbria County Council, Lancashire Combined Fire Authority and Merseyside Fire and Rescue Authority under the Private Finance Initiative for the design, construction, operation and maintenance of sixteen (16) fire stations within Cumbria, Lancashire and Merseyside (the "**Project**") including without limitation the documents listed or referred to in the Schedule annexed hereto, subject to such amendments or variations as any of the Attorneys may agree (together the "**Documents**"); and
- 2 to take any steps or do anything which any of the Attorneys in their absolute discretion considers desirable in connection with the implementation of the Project and the implementation and/or execution of the Documents.

SEVERAL AUTHORITY

All actions authorised hereunder may be taken by any one of the Attorneys. Any and all acts done, decisions made and instruments or other documents executed pursuant to this power of attorney by any one of the Attorneys shall therefore be as valid and effectual as though done by all the Attorneys.

TERM

This power of attorney shall remain valid until midnight on 31 March 2011.

RATIFICATION

The Principal undertakes to ratify and confirm whatever the Attorneys or any of them do or purport to do in good faith in the exercise of any power conferred by this power of attorney.

INDEMNITY

The Principal undertakes to indemnify the Attorneys fully against all claims, losses, costs, expenses, damages or liability which they or any of them sustains or incurs as a result of any action taken by any of them in good faith pursuant to this power of attorney (including any cost incurred in enforcing this indemnity).

GOVERNING LAW

This power of attorney (and any dispute, controversy, proceedings or claim of whatever nature arising out of or in any way relating to this agreement or its formation) shall be governed by and construed in accordance with English law.

IN WITNESS WHEREOF this power of attorney has been executed as a deed on the date above written.

Schedule

The following documents (as defined in the loan facilities agreement entered into by Balfour Beatty Fire and Rescue NW Limited and others) in connection with the Project:

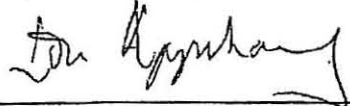
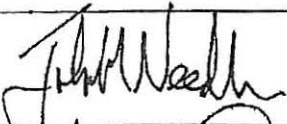
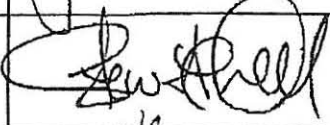

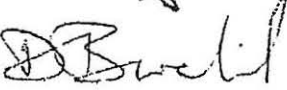

1. Shareholders Agreement;
2. Security Trust and Intercreditor Deed;
3. Noteholders Subscription Agreement;
4. Acknowledgements to the notices of charge in respect of the Borrower Debenture (where the Borrower is Balfour Beatty Fire and Rescue NW Limited), the HC Debenture (where HoldCo is Balfour Beatty Fire and Rescue NW Holdings Limited) and the Intermediate Debenture (where Intermediate is Balfour Beatty Fire and Rescue NW Intermediate Limited); and
5. The written resolutions in respect of Balfour Beatty Fire and Rescue NW Holdings Limited.

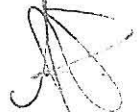
EXECUTED and DELIVERED as a DEED by BALFOUR BEATTY INFRASTRUCTURE INVESTMENTS LIMITED acting by:

Director

A handwritten signature in black ink, appearing to read 'Anthony [unclear]', is written over a horizontal line. Below the signature, there are three short vertical lines and another horizontal line, likely representing a witness or a second signature.

[Director][Secretary][Witness]

Name	Position	Signature
Ion Francis Appuhamy	Attorney	
John Henry Needham	Attorney	
Stewart Orrell	Attorney	
Ian Kenneth Rylatt	Attorney	
David James Swarbrick	Attorney	
Brian Roland Walker	Attorney	

Name	Position	Signature
Andrew Clive Beauchamp	Attorney	

Name	Position	Signature
Sandip Mahajan	Attorney	