

Dexia Crédit Local (in its capacity as Facility Agent for the Lenders)
Shackleton House
4 Battle Bridge Lane
London
SE1 2RB

Attention: Sarah Heavey

23 February 2011

Dear Sirs

North West Fire & Rescue PFI Project

We refer to the loan facilities agreement dated of even date with this letter between Balfour Beatty Fire and Rescue N.W. Limited as Borrower, Balfour Beatty Fire and Rescue NW Holdings Limited as Holding Company, Balfour Beatty Fire and Rescue NW Intermediate Limited as Intermediate Company, Dexia Crédit Local and Norddeutsche Landesbank Girozentrale as Arranging Banks and Original Lenders and Dexia Crédit Local as Facility Agent and Dexia Management Services Limited as Security Trustee (the "**Loan Facilities Agreement**").

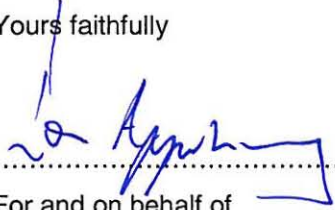
All capitalised terms used in this letter have the meaning ascribed to them in the Loan Facilities Agreement.

We hereby irrevocably confirm that for the purposes of paragraph 3 of Part 1 of Schedule 2 to the Loan Facilities Agreement the Technical Adviser has received true copies of the planning approvals set out in Appendix 1 to this letter, relating to the Project and the Sites (as defined in the Project Agreement) respectively and that as far as we are aware there are no other licences, approvals, registrations (other than any security registration (and payment of registration fees)) or declarations necessary:

- (a) to render the obligations of each Obligor under each of the Transaction Documents to which each is a party legal, valid, binding and enforceable; and

- (b) to enable each Obligor to perform its obligations under each of the Transaction Documents to which each is a party as required at the date of this Agreement.

Yours faithfully

A handwritten signature in blue ink, appearing to read "A. Smith", is written over a horizontal dotted line.

For and on behalf of

Balfour Beatty Fire and Rescue NW Limited

Appendix I

Site	Outline	RM	Full
Carlisle East	17/12/09	30/06/10	N/a
Carlisle West	17/12/09	19/08/10	N/a
Patterdale	N/a	N/a	10/01/08
Patterdale - Temp	N/a	N/a	25/11/10
Penrith	27/01/10	12/08/10	N/a
Workington	23/02/10	09/07/10	N/a
Blackburn	18/09/07	16/07/10	N/a
Burnley	09/07/07	19/08/10	N/a
Chorley	19/08/09	09/08/10	N/a
Fleetwood	N/a	N/a	06/09/10
Belle Vale	25/06/07	06/08/10	N/a
Birkenhead	17/10/07	22/07/10	N/a
Birkenhead - Temp	N/a	N/a	16/08/10
Bootle / Netherton	18/10/07	26/07/10	N/a
Formby	22/06/07	11/08/10	N/a
Kirkdale	11/04/07	04/08/10	N/a
Kirkdale - Temp	12/02/09	29/06/10	N/a
Newton-le-Willows	N/a	N/a	28/06/10
Southport	18/10/07	21/07/10	N/a
Southport - Temp	12/02/09	09/07/10	N/a