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legibly, preferably
in black type, or
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*insert full name
of Company

COMPANIES FORM No. 395

South £10.

Particulars of a mortgage or charge

175705

A fee of £10 is payable to Companies House in respect
of each register entry for a mortgage or charge.



395

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number



3086376

Name of company

* Flagship Training Limited (the "Company")

Date of creation of the charge

1st April 1999

Description of the instrument (if any) creating or evidencing the charge (note 2)

Deed of Charge over Shares and Securities dated 1st April 1999 (the "Charge") made between the Company and Barclays Bank PLC (the "Security Trustee")

Amount secured by the mortgage or charge

Any obligation for the payment or repayment of money, whether present or future, actual or contingent and whether incurred as principal or surety including without limitation, any obligation to pay any interest both before demand and from the date of demand to the date of payment, both before and after judgment (whether the same have been capitalised or not but without double counting) and all costs, charges, fees, commissions, legal and other expenses, liabilities and obligations whether due or owing and incurred in any manner whatsoever on a full indemnity basis unless otherwise provided in the Financing Agreements (as defined in a credit agreement dated 1 April 1999 (the "Credit Agreement") made between (1) Flagship Fire Fighting Training Limited ("ProjectCo") (2) VT Fire Services Limited ("VTFS") (3) the Security Trustee (4) Barclays Bank (as agent and account bank) (5) Barclays Bank PLC (as hedging counterparty) and (6) the Banks (as defined therein)) (in whatever currency it may be expressed) of the Company, ProjectCo or VTFS to the Finance Parties (as defined in the Credit Agreement) (whether incurred

Names and addresses of the mortgagees or persons entitled to the charge

Barclays Bank PLC (as security trustee)
54 Lombard Street
London

Postcode EC3P 3AH

Presenter's name address and
reference (if any):

HERBERT SMITH
EXCHANGE HOUSE
PRIMROSE STREET
LONDON
EC2A 2HS

Ref: 2321/2993

Time critical reference

For official Use
Mortgage Section



Short particulars of all the property mortgaged or charged

The Company, with full title guarantee and as a continuing security in favour of the Security Trustee for the purpose of securing the payment and discharge of the Liabilities:

1. charges to the Security Trustee by way of equitable mortgage 100 £1 (one pound) Ordinary Shares in the capital of Flagship Fire Fighting Training Limited (company registration number 3700728);
2. charges to the Security Trustee by way of first fixed charge such other shares, stocks, bonds, warrants, negotiable instruments and certificates of deposit of every description issued by Flagship Fire Fighting Training Limited ("Securities") as shall be specified from time to time in any additional schedule signed by the Company and the Security Trustee in the form annexed to the Charge;
3. charges to the Security Trustee by way of first fixed charge:
 - (a) all other Securities in Flagship Fire Fighting Training Limited;
 - (b) all dividends, interest and other sums payable on account of Securities;
 - (c) all Securities (and the dividends, interest and other sums payable on account thereof), rights, moneys or property of whatsoever nature accruing to or offered at any time by way of redemption, bonus, preference, option, purchase consideration or otherwise in right of or in respect of the Securities.

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Please complete legibly, preferably in black type, or bold block lettering

Particulars as to commission allowance or discount (note 3)

Nil

Signed *Herbert Smith*

Date 7th April 1999

On behalf of ~~company~~ [mortgagee/chargee] †

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

† delete as appropriate

Notes

- 1 The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395). If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398). A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the registrar. The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body. A verified copy will also be accepted where section 398(4) applies (property situate in Scotland or Northern Ireland) and Form No. 398 is submitted.
- 2 A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage" or "Legal charge", etc, as the case may be, should be given.
- 3 In this section there should be inserted the amount or rate per cent. of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his;
 - (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
 - (b) procuring or agreeing to procure subscriptions, whether absolute or conditional,for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.
- 4 If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.
- 5 Cheques and Postal Orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is:-
Companies House, Crown Way, Cardiff CF4 3UZ

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**Particulars of a mortgage or charge
(continued)**

Continuation sheet No 1
to Form No 395 and 410 (Scot)

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Please complete
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Company Number

3086376

Name of Company

Flagship Training Limited

~~limited~~

* delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

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binding margin

solely, severally or jointly with others and whether incurred as principal or surety) under each or any of the Financing Agreements (the "Liabilities").

Please complete
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Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

Please complete
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Short particulars of all the property mortgaged or charged (continued)

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FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

COMPANY No. 03086376

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF CHARGE OVER SHARES AND SECURITIES DATED THE 1st APRIL 1999 AND CREATED BY FLAGSHIP TRAINING LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BARCLAYS BANK PLC, AS SECURITY TRUSTEE FOR THE FINANCE PARTIES ON ANY ACCOUNT WHATSOEVER UNDER THE FINANCING AGREEMENTS (AS DEFINED IN A CREDIT AGREEMENT DATED 1st APRIL 1999) WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 10th APRIL 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 13th APRIL 1999.

A handwritten signature in ink, consisting of a large, stylized 'S' or 'L' shape with a loop at the end.



C O M P A N I E S H O U S E



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES