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COMPANIES FORM No. 395

Particulars of a mortgage or charge

NAT
107661
£10

395

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

CHFP025

Please do not write in this margin

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

* insert full name of Company

Pursuant to section 395 of the Companies Act 1985

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



For official use

Company number

3664571

Name of company

* AWE Management Limited (the "Assignor")

Date of creation of the charge

10th April, 2000

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

Assignment dated 10th April, 2000 between the Assignor and the Agent (as defined below) (the "Assignment").

Amount secured by the mortgage or charge

All present and future obligations whether actual or contingent and whether owed jointly or severally or in any other capacity whatsoever of the Assignor and the Sponsors to the Finance Parties under any Finance Document and the Performance Support Deed; and all costs and expenses incurred by the Agent pursuant to and in accordance with the Assignment in connection with the enforcement of, or the preservation of its rights against the Assignor (together the "Secured Liabilities").

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

SOCIÉTÉ GÉNÉRALE

SG House

41 Tower Hill, London as agent on behalf of and for the benefit of the Finance Parties (as defined below) (the "Agent").

Postcode EC3N 4SG

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

Allen & Overy
One New Change
London
EC4M 9QQ

For official Use
Mortgage Section

Post room



Time critical reference
JS:PG:161410.1

Please see continuation sheets.

Please do not
write in
this margin

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

Particulars as to commission allowance or discount (note 3)

Nil.

Signed

Allen J Overy

Date 12th April, 2000

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 CF14 3UZ

Short particulars of all the Property Mortgaged or Charged

In further consideration of the Facility made available or promised to the Assignor under the Working Capital Facility Agreement, the Assignor hereby assigns the Assigned Property to the Agent (for itself and on behalf of the Finance Parties) by way of security for the payment of all the Secured Liabilities including the due discharge of all its other obligations and liabilities under the Assignment and under the Finance Documents.

Note: The Assignment shall be a continuing security, shall extend to the ultimate balance of the Secured Liabilities and shall continue in force notwithstanding any intermediate payment in whole or in part of the Secured Liabilities.

Note: The Assignor shall procure that any payments made to the Assignor pursuant to the Performance Support Deed assigned under the Assignment shall upon receipt be paid, in accordance with the Working Capital Facility Agreement.

Note: (a) The Assignor shall only exercise any rights in respect of or otherwise deal with the Assigned Property in accordance with the terms of the Working Capital Facility.

(b) The Assignor shall not agree to any assignment, transfer or grant of security by the Sponsors pursuant to Clause 5 of the Performance Support Deed without the prior written consent of the Agent acting upon the instructions of the Lenders.

In this form 395:

"Arranger" means Deutsche Bank AG, London, Scotiabank Europe PLC and Société Générale (whether acting individually or together)

"Assigned Property" means all of the Assignor's present and future right, title and interest in and to the Performance Support Deed.

"BNFL" means British Nuclear Fuels plc.

"Facility" means the revolving loan facility made available under the Working Capital Facility Agreement as described in Clause 2 (The Facility) of the Working Capital Facility Agreement.

"Fee Letter" means any letter or letters dated 10th April, 2000 between the Arranger and the Assignor (or the Agent and the Assignor) setting out any of the fees referred to in Clause 11 (Fees) of the Working Capital Facility Agreement.

"Finance Document" means the Working Capital Facility Agreement, any Security Document, any Fee Letter and any other document designated as such by the Agent and the Assignor.

"Finance Party" means the Agent, the Arranger or a Lender.

"Lender" means:

- (a) any Original Lender; and
- (b) any bank or financial institution which has become a Party in accordance with Clause 21 (Changes to the Lenders) of the Working Capital Facility Agreement,

which in each case has not ceased to be a Party in accordance with the terms of the Working Capital Facility Agreement.

"Lockheed Martin" means Lockheed Martin Corporation.

"Original Lenders" means the financial institutions listed in Part II of Schedule 1 of the Working Capital Facility Agreement as lenders.

"Party" means a party to the Working Capital Facility Agreement and includes its successors in title, permitted assigns and permitted transferees.

"Performance Support Deed" means the deed entered into on 10th April, 2000 between the Assignor and the Sponsors.

"Security Document" means the Assignment.

"Serco" means Serco Group plc.

"Sponsors" means BNFL, Lockheed Martin and Serco.

"Working Capital Facility Agreement" means the £30,000,000 (thirty million pounds) working capital facility agreement entered into on 10th April, 2000 between, amongst others, the parties to the Assignment.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03664571

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN ASSIGNMENT DATED THE 10th APRIL 2000 AND CREATED BY AWE MANAGEMENT LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO SOCIE'TE' GE'NE'RALE, AS AGENT FOR THE FINANCE PARTIES (AS DEFINED) ON ANY ACCOUNT WHATSOEVER UNDER ANY FINANCE DOCUMENT (AS DEFINED) AND THE PERFORMANCE SUPPORT DEED (AS DEFINED) AND THIS ASSIGNMENT WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 14th APRIL 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 18th APRIL 2000.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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