In accordance with Section 872(1)(a) of the Companies Act 2006

MG02

Statement of satisfaction in full or in part of mortgage or charge

What this form is for
You may use this form to register a statement of satisfaction in full or in part of a mortgage or charge

What this form is NOT fc
You cannot use this form a statement of satisfactior or in part of a fixed charge company registered in Sc do this, please use form M

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A25 13/01/2012 #116
COMPANIES HOUSE

1 Company details

5 5 For official use

Company number	0 4 1 7 0 0 9 7
Company name in full	Infrastructure Investments (Portal) GP Limited (as general partner of Infrastructure Investments (Portal) LP) (the "**Chargor**")

Filling in this form
Please complete in typescript or in bold black capitals

All fields are mandatory unless specified or indicated by *

2 Creation of charge

Date charge created	d1 d4 m0 m5 y2 y0 y0 y9
Description ❶	Share charge between the Chargor and Infrastructure Invesments (Portal) Limited dated 15 May 2009 (the "**Ealing Project Company Share Charge**")
Date of registration ❷	d0 d1 m0 m6 y2 y0 y0 y9

❶ You should give a description of the instrument (if any) creating or evidencing the charge, e g 'Legal charge'

❷ The date of registration may be confirmed from the certificate

3 Name and address of chargee(s), or trustee(s) for the debenture holders

Please give the name and address of the chargee(s), or trustee(s) for the debenture holders

Name	Infrastructure Investments (Portal) Limited
Address	Fifth Floor, 100 Wood St London
Postcode	E C 2 V 7 E X
Name	
Address	
Postcode	
Name	
Address	
Postcode	

Continuation page
Please use a continuation page if you need to enter more details

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4 Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Continuation page
Please use a continuation page if you need to enter more details

Short particulars

The Chargor with full title guarantee in favour of the Company, with the payment and discharge of the Secured Obligations, by way of first fixed charge the Relevant Shares

See the attached MG02 Continuation Sheet for definitions

5 Satisfaction of the debt

I confirm that the debt for which the charge described above was given has been paid or satisfied ❶

[X] In full

☐ In part

❶ Please tick one box only

6 Signature

Please sign the form here

Signature

Signature

X X

This form must be signed by a person with an interest in the registration of the charge

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Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form The contact information you give will be visible to searchers of the public record

Contact name

Company name INFRARED CAPITAL PARTNERS LTD.

Address 12 CHARLES II STREET

Post town LONDON

County/Region

Postcode SW1Y 4QU

Country

DX

Telephone

Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ The company name and number match the information held on the public Register
- ☐ You have completed the charge details in Section 2
- ☐ You have completed the name and address of the chargee, or trustee for the debenture holders
- ☐ You have completed the short particulars of the property mortgaged or charged
- ☐ You have confirmed whether the charge is to be satisfied in full or in part
- ☐ You have signed the form

Important information

Please note that all information on this form will appear on the public record

Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales.
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland:
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland.
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

Further information

For further information, please see the guidance notes on the website at www companieshouse gov uk
or email enquiries@companieshouse gov uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse gov.uk

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Please give the short particulars of the property mortgaged or charged

Short particulars

Definitions

"Asset Documents" means the Sale and Purchase Agreement, the Subscription Agreement, the Call Option Agreement, the Project Company Share Charge(s), the Subordinated Loan Stock Instruments, each Notice of Declaration of Trust, each Payment Instruction Notice, the Boldon Sale and Purchase Agreement, the Lewisham Sale and Purchase Agreement and the Ealing Sale and Purchase Agreement

"BEIL" means Infrastructure Investments (Portal) GP Limited (formerly Barclays European Infrastructure Limited)

"Boldon Sale and Purchase Agreement" means the sale and purchase agreement dated 7 March 2008 between the Company and Gleeson PFI Investments Limited for the sale and purchase of the Boldon Shares and Boldon Subordinated Debt

"Boldon Shares" means the 550 £1 ordinary shares in Boldon School (Holdings) Limited transferred to the Company in accordance with the Boldon Sale and Purchase Agreement

"Boldon Subordinated Debt" means the £758,428 subordinated loan notes issued by Boldon School Limited transferred to the Company in accordance with the Boldon Sale and Purchase Agreement

"Call Option Agreement" means the call option dated 18 December 2006 between the Company, the Chargor and the Security Trustee as amended and restated by a deed of amendment and restatement dated on or about the date of the Ealing Project Company Share Charge

"Charged Assets" means the assets and undertaking of the Chargor from time to time charged or assigned by way of fixed and floating Security as security for the payment or discharge of all or any of the Secured Obligations

"Company" mean Infrastructure Invesments (Portal) Limited (formerly BEIL Revenue Company Limited)

"Dividend Injection Loan Note Instrument" means Loan Note No 2 Loan Note Instrument

"Ealing HoldCo" means Ealing Care Alliance (Holdings) Limited

"Ealing Sale and Purchase Agreement" means the sale and purchase agreement dated on or about the date of the Ealing Project Company Share Charge entered into between the Company, the Chargor and the Security Trustee

"Facility Agreement" means the facility agreement dated 18 December 2006 between the Company, the Chargor and Nationwide Building Society in its capacity as Original Lender, Agent and Security Trustee, as amended and restated by deeds of amendment and restatement dated 7 March 2008 and 9 June 2008, a deed of release dated 6 February 2009 and a deed of amendment and restatement dated on or about the date of the Ealing Project Company Share Charge

"Lewisham Sale and Purchase Agreement" means the sale and purchase agreement dated 9 June 2008 between the Company and Carillion Private Finance (Health) Limited for the sale and purchase of the Lewisham Shares and the Lewisham Subordinated Debt

"Lewisham Shares" means the 500 £1 ordinary shares in Ravensbourne Health Services (Holdings) Limited transferred to the Company in accordance with the Lewisham Sale and Purchase

4 **Short particulars of all the property mortgaged or charged**

Please give the short particulars of the property mortgaged or charged

Short particulars

Agreement

"Lewisham Subordinated Debt" means the £3,750,000 subordinated loan notes issued by Ravensbourne Health Services (Holdings) Limited transferred to the Company in accordance with the Lewisham Sale and Purchase Agreement

"Loan Note No 1 Loan Note Instrument" means the loan note instrument constituted by the Company dated 18 December 2006 as amended and restated by deeds of amendment and restatement dated 9 June 2008, 6 February 2009 and on or about the date of the Ealing Project Company Share Charge

"Loan Note No 2 Loan Note Instrument" means the loan note instrument constituted by the Company dated 18 December 2006 whose loan notes will be issued, as and when necessary, during the term of the Facility Agreement

"Loan Note No. 3 Loan Note Instrument" means the loan note instrument constituted by the Company dated 18 December 2006 whose loan notes will be issued, as and when necessary, during the term of the Facility Agreement

"Notice of Declaration of Trust" means a notice substantially in the form set out at Part 1, Schedule 13 of the Facility Agreement

"Original Liquidity Loan Note Instrument" means Loan Note No 3 Loan Note Instrument

"Payment Instruction Notice" means a notice substantially in the form set out at Part 2, Schedule 13 of the Facility Agreement

"Project Company Share Charge(s)" means the share charge(s) granted from time to time by the Chargor in favour of the Company over the shares in the Project Companies held by the Chargor

"Relevant Shares" means Ealing Shares and all of the other present and future shares owned by the Limited Partnership (whether through BEIL or otherwise) in Ealing HoldCo for the time being

"Sale and Purchase Agreement" means the sale and purchase agreement dated on or about 18 December 2006 between the Company, the Chargor and the Security Trustee

"Sale and Purchase Loan Note Instrument" means Loan Note No 1 Loan Note Instrument

"Secured Obligations" means the obligations of the Chargor pursuant to the Asset Documents and all present and future obligations and liabilities (whether actual or contingent, whether owned jointly or severally or in any other capacity whatsoever and whether originally incurred by the Chargor or by some other person) of the Chargor to the Company under each of the Asset Documents

"Security" means a mortgage, charge, pledge, lien, hypothecation, assignment by way of security, title retention agreement or other security interest securing any obligation of any person or any other agreement or arrangement having a similar effect

"Security Trustee" means Nationwide Building Society

"Subordinated Loan Stock Instrument" means any of the Sale and Purchase Loan Note Instrument, the Dividend Injection Loan Note Instrument or the Optional Liquidity Loan Note

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4 Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Short particulars

Instrument

"Subscription Agreement" means the subscription agreement dated on or about the date hereof between the Chargor and the Company