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**COMPANIES FORM No. 395**  
**Particulars of a mortgage or charge**

# 395

**A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge.**

123370/13

**CHWP000**

Pursuant to section 395 of the Companies Act 1985

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

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

For official use Company number

\*insert full name of Company

Name of company

7

4222545

Laing O'Rourke Plc (the "Company")

Date of creation of the charge

30 March 2009

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

Account Charge (the "Account Charge")

Amount secured by the mortgage or charge

All monies, obligations and liabilities which shall from time to time (and whether on or at any time after any demand or judgment) be due, owing or incurred from any Chargor to the Finance Parties under the Finance Documents whether actually or contingently and whether solely or jointly with any other person and in whatever style or name and whether as principal or surety.

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

AIB Group (UK) Plc  
4 Queen's Square  
Belfast

Postcode: BT1 3D5

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

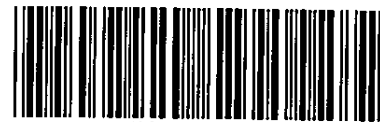
Berwin Leighton Paisner LLP  
Adelaide House  
London Bridge  
London, EC4R 9HA ✓  
~~BX-92 London~~  
Tel: 020 7760 1000  
Ref: Legal.9075643.3/HHAL/21195.00014

For official Use (02/06)

Mortgage Section

Post room

WEDNESDAY



LD2 08/04/2009 90  
COMPANIES HOUSE

Time critical reference

Short particulars of all the property mortgaged or charged

Please do not write  
in this margin

- 1 By way of fixed charge all the Company's right title and interest in the Deposit Account including all rights of enforcement of the same.
- 2 By way of security assignment all the Company's right title and interest in all monies standing to the credit of the Deposit Account including all rights of enforcement of the same.

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

**NOTES:**

The Account Charge provides that the Company shall execute and do at its own cost and in such form as reasonably required by the Security Trustee:

Particulars as to commission allowance or discount (note 3)

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

Signed *Berwin Highton Paisner LLP* Date *8 April 2009*

\*delete as  
appropriate

On behalf of chargee

**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 Account Charge", "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. A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Order are to be made payable to Companies House.
6. The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ.

CHWP000

Please do not  
write in this  
binding margin

## Particulars of a mortgage or charge (continued)

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

Company Number

4222545

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

Name of Company

Laing O'Rourke Plc (the "Company")

Short particulars of all the property mortgaged or charged

(a) such further additional mortgages, charges, assignments, transfers and conveyances; and

(b) such assurances, Account Charges, documents, acts and things,

as the Security Trustee may reasonably require to perfect or protect the security created by the Account Charge and/or to facilitate or effect any dealing with the Charged Assets in connection with the Account Charge.

1.2 The Account Charge contains or incorporates the following definitions:

**"Account Bank"** means AIB Group (UK) plc or such other bank now or in the future with whom the Agent nominates the Accounts (as defined in the Facility Agreement) are held.

**"Agent"** means AIB Group (UK) Plc as agent for the Finance Parties.

**"Borrower"** means Ebsworth Holding And Finance Limited (registered in the British Virgin Islands with number 1058707) whose registered office is at Trident Chambers, Wickhams Cay, P.O. Box 146, Road Town, Tortola, British Virgin Islands.

**"Charged Assets"** means each and all of the assets, property, undertaking and other interests from time to time assigned or charged or intended to be assigned or charged by the Account Charge and the subject matter of each of them.

**"Chargor"** means Steetley Investments Limited and Steetley Investments (Two) Limited.

**"Company"** means Laing O'Rourke Plc and its successors in title, permitted assigns and permitted transferees.

**"Deposit"** means the amount of £5,900,000.

**"Deposit Account"** means any account opened and/or maintained with the Account Bank into which monies are deposited pursuant to any Deposit Deed.

**"Deposit Deed"** means the deed to be entered between the Chargors and the Company pursuant to which the Deposit is to be paid into the Deposit Account.

Short particulars of all the property mortgaged or charged

**"Facility Agreement"** means a facility agreement dated 10 April 2008 and made between the Chargors (1) and AIB Group (UK) Plc (as Arranger, Agent, Security Trustee, Original Lender and Hedging Counterparty) (2) as amended and restated from time to time and any letter, agreement, charge, deed or other instrument entered into under or supplemental to it.

**"Finance Document"** means each of the Facility Agreement, and also each Security Document, the Subordination Agreement, the Fees Letter, the Hedging Arrangement, each Utilisation Request, each Transfer Certificate (as defined in the Facility Agreement) and any other document so designated in writing by both the Borrower and the Agent.

**"Finance Party"** means each of the Arranger, the Agent, the Hedging Counterparty, the Lenders and the Security Trustee.

**"Hedging Counterparty"** means AIB Group (UK) Plc.

**"Lenders"** means AIB Group (UK) Plc.

**"Original Lenders"** means AIB Group (UK) Plc.

**"Security Trustee"** means AIB Group (UK) plc.





## **CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE**

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

**COMPANY NO. 4222545  
CHARGE NO. 7**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES  
HEREBY CERTIFIES THAT AN ACCOUNT CHARGE DATED 30  
MARCH 2009 AND CREATED BY LAING O'ROURKE PLC. FOR  
SECURING ALL MONIES DUE OR TO BECOME DUE FROM ANY  
COMPANY TO THE FINANCE PARTIES UNDER THE TERMS OF  
THE AFOREMENTIONED INSTRUMENT CREATING OR  
EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO  
CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 8  
APRIL 2009

GIVEN AT COMPANIES HOUSE, CARDIFF THE 15 APRIL 2009



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES