

GENESYS TELECOMMUNICATIONS LIMITED
7th Floor
3 Shortlands
London, W6 8DD
England

Hedging Letter

To: ***The Governor and Company of The Bank of Scotland
Agency Department, Level 7, 155 Bishopsgate, London EC2M 3YB***

September 2005

Dear Sirs,

National Roads Telecommunications Services PFI Project

NRTS Facility Agreement dated ...16...September 2005

We refer to the NRTS Facility Agreement between, amongst others, ***GeneSYS Telecommunications Limited, The Governor and Company of The Bank of Scotland*** and the Lenders as defined therein. Unless a contrary indication appears, terms defined in the NRTS Facility Agreement have the same meaning in this letter.

This letter is the "Hedging Letter" which, as a Finance Document, is required to be entered into by the Borrower as a condition precedent to initial Utilisation of the Facilities pursuant to paragraph 3 (*Finance Documents*) of Schedule 2 (*Conditions Precedent to Initial Utilisation*) to the NRTS Facility Agreement.

1 Hedging Strategy

The Borrower intends to enter into interest rate swaps in order to effectively fix the LIBOR component of the rate of interest on each Loan as calculated in accordance with Clause 8.1 (*Calculation of interest*) of the NRTS Facility Agreement.

2 Hedging Requirements

In order to implement the hedging strategy set out in paragraph 1:

- 2.1** the Borrower will enter into an interest rate swap or swaps on the Effective Date pursuant to which the Borrower will pay a fixed rate of interest and receive prevailing LIBOR;
- 2.2** the interest rate swap or swaps will be for an aggregate principal amount equal to the Total Term Loan Commitments and Total Bridge Commitments and assuming repayments of the Term Loan and the Bridge Facility are made in accordance with the Term Loan Repayment Schedule and clause 6.2.1 respectively; and
- 2.3** the interest rate swap or swaps will be for a term ending on the Termination Date for the Term Loan Facility.

Yours faithfully

.....Names Redacted under Sec 40 of the FOIA Exemptions 'Personal Information'.....

for and on behalf of

GeneSYS Telecommunications Limited