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COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

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

On Account 0040004X ACCOUNT RECEIV

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

2,716,476

*Insert full name of company

Name of company LLANGOLLEN RAILWAY PLC

Date of creation of the charge

26TH MARCH 2002

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

CHATTELS MORTGAGE

Amount secured by the mortgage or charge

ALL MONIES NOW DUE OR HEREAFTER TO BECOME DUE OR FROM TIME TO TIME ACCRUING DUE FROM THE COMPANY TO HSBC ON ANY ACCOUNT WHATSOEVER

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

HSBC ASSET FINANCE (UK) LIMITED OF 12 CALTHORPE ROAD, EDGBASTON,

BIRMINGHAM B15 1QZ & HSBC EQUIPMENT FINANCE (UK) LIMITED OF 54 HAGLEY

ROAD, BIRMINGHAM BIG SPE (" HSBC"

Postcode

Presentor's name, address and reference (if any): HSBC ASSET FINANCE (UK) LTD

SECURITIES, 54 HAGLEY ROAD, BIRMINGHAM, B16 8PE.

TEL: 0121-450 5768

REF: SEC/LLANGOLLEN.SES

46271/1

Time critical reference

For official use Mortgage section

Post room



COMPANIES HOUSE

26/03/02

Short particulars of all the property mortgaged or charged

All and Singular the chattels plant machinery and things described in the schedule hereto or any part thereof

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Schedule

1 British Rail MK1 RBR Carriage - 1657

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

Particulars as to commission allowance or discount (note 3)

Signed Date 26.3.02

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.
- 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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CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02716476

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHATTELS MORTGAGE DATED THE 26th MARCH 2002 AND CREATED BY LLANGOLLEN RAILWAY PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO HSBC ASSET FINANCE (UK) LIMITED and HSBC EQUIPMENT FINANCE (UK) LIMITED ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 26th MARCH 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 28th MARCH 2002.



