

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

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

NOTE 30 x 3
110460
395

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

[9]

2904587

Name of company

* RAILTRACK PLC (IN RAILWAY ADMINISTRATION)

Date of creation of the charge

14 March 2002

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

Rent deposit deed made on above date between Knowle (Croydon) Freehold Limited ("Landlord"), Knowle (Croydon) Limited ("Beneficial Landlord") and Railtrack PLC (in Railway Administration) ("Tenant") supplemental to lease (the "Lease") of same date of premises on the fifteenth floor of the building known as Carolyn House, Dingwall Road, Croydon

Amount secured by the mortgage or charge

As set out on continuation sheet

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

Knowle (Croydon) Limited (company registration no.4000657) whose registered office is at The Courtyard, New Lodge, Drift Road, Windsor, Berkshire

Postcode SL4 4RR

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

Thomas Eggar Church Adams
Chatham Court, Lesbourne
Road, REIGATE, Surrey, RH2
7FN

For official Use
Mortgage Section

Post room



A36
COMPANIES HOUSE

AEP249A2

0681
21/03/02

Ref: 14/PBJ/29520952

Time critical reference

Short particulars of all the property mortgaged or charged

All the Tenant's right and entitlement to the Rent Deposit Monies and its right and entitlement to be repaid the same or an amount equal to the same.

The "Rent Deposit Monies" are the monies from time to time standing to the credit of the Rent Deposit Account.

The "Rent Deposit Account" is a separate designated interest bearing deposit account with the 1 Fleet Street Branch of The Royal Bank of Scotland set up or to be set up by and in the name of Wedlake Bell (solicitors) into which they shall place or have placed the sum of £112,000.00

This is subject to provision requiring the instrument to be construed and applied so as to achieve as nearly as possible the same result as between the parties (other than as to the level of interest payable) as if a separate Rent Deposit Account had been set up for deposits paid by the Tenant under other tenancies of different parts of the same building which are to be or have been amalgamated in the same account with the Rent Deposit Monies

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)

None

Signed *Thomas Eggar Church Adams*

Date *14* March 2002

On behalf of [company] ~~XXXXXXXXXXXXXXX~~ † Thomas Eggar Church Adams

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

CHFP025

Particulars of a mortgage or charge (continued)

Please do not
write in this
binding margin

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

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

Company Number

2904587

Name of Company

RAILTRACK PLC (IN RAILWAY ADMINISTRATION)

XXXXXX

* delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

- (a) the rents reserved by and the other sums payable under the Lease not paid within twenty-eight days after due date for payment
- (b) in the event of any breach of the Tenant's covenants or other obligations under the Lease not having been remedied within two months following written notice to the Tenant such sums as would meet (or if the Rent Deposit Monies are insufficient would go towards meeting) the loss suffered by the Landlord and/or Beneficial Landlord (as the case may be) in respect of such breach provided that this paragraph (b) shall apply only where the amount of the loss is agreed in writing by the Tenant or determined by arbitration pursuant to the provisions of the instrument or where a court has given judgement ordering the Tenant to pay the amount in question
- (c) all legal costs and other fees and expenses properly incurred by the Landlord and/or Beneficial Landlord in enforcing the terms of the Lease or the instrument
- (d) together with an amount equal to:
 - (i) (in the case of any sums which represent or would have represented consideration for a taxable supply by the Landlord or the Beneficial Landlord to the Tenant under the Lease or the instrument) any Value Added Tax properly chargeable thereon provided that the Landlord or Beneficial Landlord (as appropriate) provides the Tenant with a valid VAT invoice made out to the Tenant in respect of that supply or
 - (ii) (in the case of any costs fees or expenses properly paid to a third party) any Value Added Tax which is incurred thereon by the Landlord or the Beneficial Landlord and is irrecoverable as input tax

Please do not
write in this
binding margin

Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

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

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02904587

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A RENT DEPOSIT DEED DATED THE 14th MARCH 2002 AND CREATED BY RAILTRACK PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY (IN RAILWAY ADMINISTRATION) TO KNOWLE (CROYDON) LIMITED 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 21st MARCH 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 27th MARCH 2002.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —