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COMPANIES FORM No. 395

Particulars of a mortgage or charge

009344113
395

CHFP025

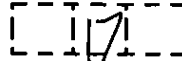
A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



2904587

Name of company

* NETWORK RAIL INFRASTRUCTURE LIMITED

Date of creation of the charge

/14 NOVEMBER 2007

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

TRANSFER DATED 14 NOVEMBER 2007 MADE BETWEEN BRB (RESIDUARY) LIMITED (1)
AND NETWORK RAIL INFRASTRUCTURE LIMITED (2)

Amount secured by the mortgage or charge

THE AMOUNTS PAYABLE FROM TIME TO TIME UNDER THE PROVISIONS OF THE THIRD
SCHEDULE TO THE TRANSFER

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

BRB (RESIDUARY) LIMITED
WHITTLES HOUSE, 14 PENTONVILLE ROAD, LONDON

Presentor's name address and
reference (if any)

Rees & Freres
1 The Sanctuary
Westminster
London
SW1P 3JT

BRB/JAV/500700673

Time critical reference

For official Use (06/200
Mortgage Section



PGEU700K

PMO 17/11/2007 118
COMPANIES HOUSE

AU8BSUW5

A10 23/11/2007 142
COMPANIES HOUSE

AXGXIUQM

A56 17/11/2007 272
COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

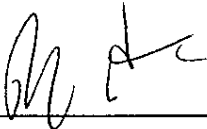
FORMER STATION YARD, BATH ROAD, SALTFORD

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)

Signed



Date 16 NOVEMBER 2007

On behalf of ~~XXXXXXXX~~ (mortgagee/~~XXXXXXXX~~†

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

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 TRANSFER DATED THE 14th NOVEMBER 2007 AND CREATED BY NETWORK RAIL INFRASTRUCTURE LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BRB (RESIDUARY) 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 17th NOVEMBER 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 27th NOVEMBER 2007

Handwritten signature
AS



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES