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in black type, or  
bold block lettering

\* insert full name  
of company

## COMPANIES FORM No. 395

### Particulars of a mortgage or charge

# 395

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

[ ] [ ] [ ] [ ] [ ] [ ]

3351659

Name of company

\* Rail Investments Limited ("the Company")

Date of creation of the charge

17<sup>th</sup> December 1997

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

Debenture

Amount secured by the mortgage or charge

All moneys and liabilities which shall for the time being be due, owing or incurred in whatsoever manner to the Bank (as hereinafter defined) by the Company.

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

The Governor and Company of The Bank of Scotland ("the Bank"), The Mound, Edinburgh

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

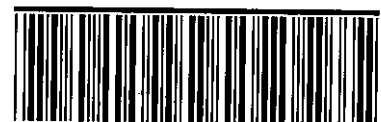
Richards Butler  
Beaufort House  
15 St Botolph Street  
London  
EC3A 7EE

imf/97-60271

Time critical reference

For official use  
Mortgage Section

Post room



KLO \*KQ2LK23M\* 1125  
COMPANIES HOUSE 18/12/97

Short particulars of all the property mortgaged or charged

- 1) By way of legal mortgage all the freehold and leasehold property of the Company now vested in it whether or not the title thereto is registered at H.M. Land Registry together with all buildings and fixtures (including trade and tenant's fixtures) now and hereafter thereon and all plant and machinery now and hereafter annexed thereto for whatever purpose;
- 2) By way of fixed charge all freehold and leasehold property hereafter belonging to the Company together with all buildings and fixtures (including trade and tenant's fixtures) thereon and all plant and machinery annexed thereto for whatever purpose;
- 3) By way of fixed charge all interests not hereinbefore effectively charged now or hereafter belonging to the Company in or over land or the proceeds of sale of land all licences now or hereafter held by the Company to enter upon or use land and the benefit of all other agreements relating to land to which the Company is or may become party to otherwise entitled and all trade and tenant's fixtures plant and machinery now and hereafter annexed for whatever purpose to all freehold and leasehold property an interest in which stands charged hereunder:

Rider 1

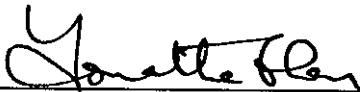
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Particulars as to commission allowance or discount (note 3)

n/a

Signed



Date 17<sup>th</sup> December 1997

On behalf of [company] [~~mortgagee/chargee~~]<sup>†</sup>

<sup>†</sup> 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.

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## Particulars of a mortgage or charge (continued)

Continuation sheet No \_\_\_\_\_  
to Form No 395 and 410 (Scot)

CHA 116

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Company Number

3351659

Name of Company

Rail Investments Limited ("the Company")

Limited\*

\* delete if  
inappropriate

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

Amount due or owing on the mortgage or charge (continued)

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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**

Rider 1

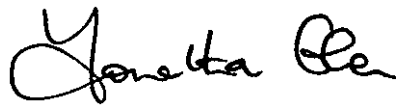
4) By way of fixed charge all the goodwill and uncalled capital for the time being of the Company;

5) By way of fixed charge all stocks shares and other securities now or hereafter owned (whether at law or in equity) by the Company and all rights and interests of the Company in and claims under all policies of insurance and assurance now or hereafter held by or insuring to the benefit of the Company;

6) By way of fixed charge all patents, trade marks, patent applications, brand names, service marks, copyrights, rights in the nature of copyright, design rights, registered designs and other intellectual property rights and agreements relating to the use by the Company of patents and trade marks to which the Company is now or may hereafter become entitled and all agreements under which the Company is now or may become entitled to the payment of any royalty fee or similar income;

7) By way of fixed charge all book and other debtors of the Company whether now or hereafter existing and whether presently payable or hereafter falling due for payment and all rights and claims of the Company against third parties now or hereafter existing and capable of being satisfied by the payment of money (save as charged under sub-clause 5 above);

8) By way of floating charge all the undertaking, property and assets of the Company whatsoever and wheresoever present and future not hereinbefore effectively charged by way of fixed charge but so that the Company is not to be at liberty to create otherwise than in favour of the Bank any mortgage or fixed or floating charge or other security upon and so that no lien (other than a lien arising through operation of law in the ordinary course of business) shall in any case or in any manner arise on or affect any part of such undertaking, property and assets of the Company either in priority to or pari passu with the floating charge hereby created and further that the Company shall have no power without the consent of the Bank to part with or dispose of any part of such undertaking, property and assets of the Company except by way of sale in the ordinary course of its business.



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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. 03351659

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 17th DECEMBER 1997 AND CREATED BY RAIL INVESTMENTS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 18th DECEMBER 1997.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 22nd DECEMBER 1997.

*Jennifer V Tonks*  
JENNIFER V TONKS

for the Registrar of Companies

22/12  
Host  
SP



C O M P A N I E S H O U S E