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COMPANIES FORM No. 395

395

CHFP029

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.

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

*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

3

010189110
4113923

Name of company

* insert full name
of Company

* First/Keolis Transpennine Limited (the "Company")

Date of creation of the charge

16 December 2004

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

Deed of Security dated 16 December 2004

Amount secured by the mortgage or charge

The Secured Obligations pursuant to the Deed of Security dated 16 December 2004 being:

- (a) the obligations and liabilities of the Company to the Chargee to comply with the Redelivery Condition (as defined in the Lease) under a lease agreement dated 16 December 2004 and made between the Chargee (as lessor) and the Company (as lessee) (the "Lease") in respect of each Unit (as defined in the Lease), remaining unpaid or unperformed under the Lease; and
- (b) the obligation of the Company to indemnify the Chargee pursuant to clause 12.3 (a) (ii) of the Lease (the "Secured Obligations").

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

Angel Trains Limited, Portland House, Stag Place, London (the "Chargee")

Postcode SW1E 5BH

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

Pauline Mastroianni
Angel Trains Limited
Portland House, Stag Place,
London SW1E 5BH

Time critical reference

For official Use
Mortgage Section

Post room



LD3
COMPANIES HOUSE

0476
05/01/05

Short particulars of all the property mortgaged or charged

The Company with full title guarantee hereby irrevocably and unconditionally charges and assigns to the Chargee as continuing security for the payment and discharge of the Secured Obligations all rights and title in and to:

- (a) the Account; and
(b) all sums of money which may now or which may from time to time or at any time be standing to the credit of the Account together with all interest thereon and all rights to receive interest and all other rights and benefits accruing to or arising in connection therewith including all of its rights against The Royal Bank of Scotland plc (the "Bank") in connection with the Account and together with any certificates of deposit, deposit receipts or other instruments or securities relating thereto as continuing security for the payment and discharge of the Secured Obligations.

The Company shall not create, agree to create or permit to exist any trust, interest or Security Interest (howsoever ranking in point of priority) of any nature whatsoever (including such as arises by operation of law or any enactment) in, over or affecting the Account or any amounts from time to time standing to the credit thereof.

Defined terms:

"Account" means the Sterling account numbered 10101530 (sort code 16-00-16) held in the name of the First/ Keolis Transpennine Limited Account with the Bank on terms which are acceptable to the Chargee.

contd/...

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

Date 5 January 2005

On behalf of ~~Company~~ [mortgagee/chargee]†

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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:-

"Security Interest" means any mortgage, charge, pledge, lien, assignment, encumbrance, right of set off or security interest whatsoever, howsoever created or arising or any other agreement, arrangement or court order having substantially the same economic effect as the foregoing.

*Please complete
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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. 04113923

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF SECURITY DATED THE 16th DECEMBER 2004 AND CREATED BY FIRST/KEOLIS TRANSPENNINE LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO ANGEL TRAINS 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 5th JANUARY 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 11th JANUARY 2005.

P.A.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —