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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.

CHFP025

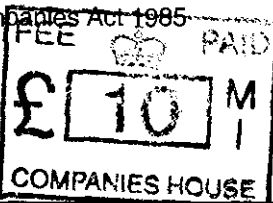
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Please complete legibly, preferably in black type, or bold block lettering

*insert full name of Company

Pursuant to section 395 of the Companies Act 1985

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



For official use

Company number

2938988

Name of company

* English Welsh & Scottish Railway Limited (the "Chargor")

Date of creation of the charge

23rd November, 2001

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

Debenture dated 23rd November, 2001 between the Chargor, English Welsh & Scottish Railway Holdings Limited, English Welsh & Scottish Railway International Limited and the Lender (as defined below) the "Security Deed").

Amount secured by the mortgage or charge

All present and future obligations and liabilities (whether actual or contingent and whether owed jointly or severally or in any other capacity whatsoever and including without limitation, all present and future obligations and liabilities under the Finance Documents) of each Obligor to the Lender from time to time (the "Secured Liabilities"),

PROVIDED THAT no obligation or liability shall be included in the definition of "Secured Liabilities" to the extent that, if it were so included, the Security Deed (or any part of it) would constitute unlawful financial assistance within the meaning of Sections 151 or 152 of the Companies Act 1985.

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

The Royal Bank of Scotland plc, 5-10 Great Tower Street, London (the "Lender")

Postcode EC3P 3HX

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

Allen & Overy
One New Change
London
EC4M 9QQ

SCR/BK:914075

Time critical reference

For official Use
Mortgage Section

Post room



LD2
COMPANIES HOUSE

0227
07/12/01

Short particulars of all the property mortgaged or charged

See continuation sheet.

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)

Nil

Signed

Alfred Ooley

Date

07/12/01

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.
- 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

Company Name: English Welsh & Scottish Railway Limited
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Continuation Sheet 1

1. The Chargor, with full title guarantee and as security for the payment of all the Secured Liabilities, charges in favour of the Lender:

(a) by way of a first legal mortgage:

- (i) all the property specified in Schedule 1 to this Form 395 provided that in the case of any leasehold property in relation to which the consent of the landlord in whom the reversion of that lease is vested is required in order for the Chargor to perform any of its obligations under paragraph 7.2(a)(ii) or (b) of the Security Deed, the Chargor shall not be required to perform such obligation and the relevant property shall not be so charged, unless and until the Chargor has, within three months of the date of the Security Deed, obtained the landlord's consent (which it shall use its reasonable endeavours to do);
- (ii) all estates or interests in any freehold or leasehold property (except any Security Assets specified in sub-paragraph (i) above) now belonging to it; and
- (iii) all Group Shares held by it and/or any nominee on its behalf and all Related Rights accruing to the Group Shares; and

(b) by way of a first fixed charge:

- (i) (to the extent that they are not the subject of a mortgage under paragraph (a) above) all estates or interests in any freehold or leasehold property belonging to it;
- (ii) all Locomotives owned by the Chargor and (subject to obtaining all necessary consents from the relevant persons) its interest in any Locomotives;
- (iii) (to the extent that it does not fall within any other sub-paragraph of this paragraph (b)) all plant and machinery owned by the Chargor and its interest in any plant or machinery in its possession, other than any leased computer systems;
- (iv) (to the extent that they are not the subject of a mortgage under paragraph (a) above) its interest in all the Shares and their Related Rights;
- (v) all moneys standing to the credit of any account (including the Security Accounts) with any person and the debts represented by them;
- (vi) all of the Chargor's book and other debts, the proceeds of the same and all other moneys due and owing to the Chargor and the benefit of all rights, securities and guarantees of any nature enjoyed or held by it in relation to any of the foregoing;
- (vii) all of the Chargor's rights and benefits under any agreement to which it is a party except to the extent that it is subject to any fixed security created under any other sub-paragraph in Clause 2.1 of the Security Deed (the "Agreements");

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- (viii) any beneficial interest, claim or entitlement of the Chargor in any pension fund;
- (ix) its goodwill;
- (x) the benefit of all licences (subject to obtaining all necessary consents in relation to intellectual property licences), consents and authorisations (statutory or otherwise) held in connection with its business or the use of any Security Asset specified in any other sub-paragraph in this paragraph 1(b) and the right to recover and receive all compensation which may be payable to it in respect of them; and
- (xi) its uncalled capital.

provided that:

- (A) any property or assets situate in Scotland and any property or assets, in each case the rights as to which are governed by the laws of Scotland shall be excluded from the mortgages and charges specified in Clause 2.1 of the Security Deed;
 - (B) to the extent that any assets are subject to a fixed charge under the Board Charge, those assets shall be excluded from the mortgages and fixed charges specified in Clause 2.1 of the Security Deed;
 - (C) Clause 2.1 of the Security Deed is, in relation to the charge hereby created by EWSR, subject to the Post Office Charge; and
 - (D) the Ring-Fencing Deed Assets are excluded from the mortgages and charges specified in Clause 2.1 of the Security Deed.
2. The Chargor with full title guarantee and as continuing security for the payment, discharge and performance of the Secured Liabilities, assigns and agrees to assign to the Lender all its right, title and interest (if any) in and to the Agreements.
3. The Chargor, with full title guarantee and as security for the payment of all of the Secured Liabilities, charges in favour of the Lender by way of a first floating charge all its assets (including, without limitation, any property or assets situate in Scotland and property or assets the rights in and to which are governed by the laws of Scotland) not otherwise effectively mortgaged or charged by way of fixed mortgage or charge by Clause 2 (Fixed Security) of the Security Deed provided that Clause 3.1 of the Security Deed shall not apply in respect of any assets subject to the Board Charge or Ring-Fencing Deed Assets and Clause 3.1 of the Security Deed is subject to the Inter-Creditor Agreement and, in relation to the charge created by the Chargor, the Post Office Charge.

NB: The Chargor shall not:

- (a) create or permit to subsist any Security Interest on any Security Asset other than as permitted under the Overdraft Facility Agreement; or
- (b) sell, transfer, grant, or, subject to the Overdraft Facility Agreement, lease or otherwise dispose of any Security Asset or permit the same to occur, except for the

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Continuation Sheet 3

disposal in the ordinary course of trade of any Security Asset subject to the floating charge created under clause 3 of the Security Deed or as permitted under the Overdraft Facility Agreement.

NB: A reference in this Form 395 to a charge or mortgage of any freehold or leasehold property includes:

- (a) all buildings and Fixtures on that property;
- (b) the proceeds of sale of any part of that property; and
- (c) the benefit of any covenants for title given or entered into by any predecessor in title of the Chargor of that property or any moneys paid or payable in respect of those covenants.

NB: A reference in this Form 395 to any assets includes, unless the context otherwise requires, present and future assets.

NB: A reference in this Form 395 to a Finance Document or another document is a reference to that Finance Document or other document as amended, novated or supplemented.

In this Form 395:

"Accession Agreement"

means a letter, substantially in the form of Schedule 3 (Form of Accession Agreement) of the Overdraft Facility Agreement, with such amendments as the Lender may approve.

"Additional Guarantor"

means a member of the Group which becomes a Guarantor after the date of the Overdraft Facility Agreement.

"Board Charge"

means all Security Interests in favour of the British Railway Board as specified in Schedule 6 (Existing Security Interests) of the Overdraft Facility Agreement.

"Event of Default"

means an event specified as such in the Overdraft Facility Agreement.

"Finance Document"

means:

- (a) the Overdraft Facility Agreement;
- (b) the Standard Terms;
- (c) a Security Document;

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(d) the Inter-Creditor Agreement;

(e) any Accession Agreement; or

any other document designated as such by the Lender and the Parent.

"Fixtures"

means all fixtures and fittings (including trade fixtures and fittings) and fixed plant and machinery on the Mortgaged Property.

"Group"

means the Parent and its Subsidiaries.

"Group Shares"

means Shares in any member of the Group other than the Chargor.

"Guarantor"

means an Original Guarantor or an Additional Guarantor.

"Inter-Creditor Agreement"

means the inter-creditor agreement between the Lender, Lloyds TSB Commercial Finance Limited and the Obligors dated on or about the date of the Overdraft Facility Agreement.

"Locomotives"

means all Rolling Stock and power units and includes the locomotives details of which are set out in Schedule 6 of the Security Deed, together with any part, replacement, renewal, attachment and accessory affixed to any locomotive.

"Mortgaged Property"

means any freehold or leasehold real property (including, without limitation, any heritable property located in Scotland) included in the definition of "Security Assets", other than the real property forming part of the Ring-Fencing Deed Assets.

"Obligor"

means the Chargor or a Guarantor.

"Original Guarantors"

means the Parent and EWSRI.

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"Overdraft Facility Agreement"

means the committed overdraft facility agreement dated 23rd November, 2001 between the Chargor, the Parent, the Original Guarantors and the Lender.

"Parent"

means English Welsh & Scottish Railway Holdings Limited (registered number 3116322).

"Post Office Charge"

means the Charge over rolling stock securing the obligation of the Chargor to complete the sale of certain assets to The Post Office pursuant to a deed of option dated 12th January 1999 between the Chargor and The Post Office.

"Related Rights"

means any dividend or interest paid or payable in relation to any Shares and any rights, moneys or property accruing or offered at any time in relation to any Shares by way of redemption, substitution, exchange, bonus or preference, under option rights or otherwise.

"Ring-Fencing Deed Assets"

means to the extent that the following assets are the subject of the Ring-Fencing Deed:

- (a) premises at Dollands Moor Yards and Sidings, Wembley EFOC Yards and Sidings and Willesden Freight Terminal in each case including all fixed plant, equipment and machinery, buildings, structures and other works comprised therein; and
- (b) the Class 92 locomotives or other replacement traction required specifically for haulage through the Channel Tunnel and replacements thereof, spares for the traction, intellectual property rights in maintenance manuals for the traction and operating software and any replacements thereof.

"Security Account"

means an account established under Clause 8 (Security Accounts) of the Security Deed.

"Security Assets"

means all assets of the Chargor the subject of any security created by the Security Deed except that the Ring-Fencing Deed Assets shall not be Security Assets.

"Security Document"

means:

- (a) the Security Deed;
- (b) each Standard Security; and

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- (c) any other document evidencing or creating security over any asset of an Obligor to secure any obligation to the Lender under the Finance Documents.

"Security Interest"

means any mortgage, pledge, lien, charge, assignment, hypothecation or security interest or any other agreement or arrangement having a similar effect.

"Shares"

means the Group Shares and any other stocks, shares debentures, bonds or other securities and investments comprised within the Security Assets.

"Standard Security"

means each standard security granted in favour of the Lender, relating to assets in Scotland and securing amounts due under the Overdraft Facility Agreement.

"Standard Terms"

means the standard banking terms from time to time under which the Lender operates overdraft facilities.

"Subsidiary"

means:

- (a) a subsidiary within the meaning of section 736 of the Companies Act 1985; and
(b) unless the context otherwise requires, a subsidiary undertaking within the meaning of section 258 of the Companies Act 1985.

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SCHEDULE 1

Real Property

FREEHOLD PROPERTIES

The following Freehold properties:

1. Leicester Traction Maintenance Depot, Beal Street, Leicester LE2 0AA
(Title Number: LT283952)
2. Shirebrook Traction Maintenance Depot, Station Road, Shirebrook, Mansfield, Nottingham
NG2 3SK (Title Number: DY274912)
3. Ipswich Wagon Repair Depot, Croft Street, Ipswich IP2 8LB (Junction off Wherstead Road
and Croft Street) (Title Number: SK62977)
4. Toton Traction Maintenance and Wagon Repair Depots, Long Eaton, Nottinghamshire NG10
1HS (Title Number: NT311102)
5. Avonmouth Bulk Handling Terminal, St Andrews Road, Avonmouth (Title Number:
BL50765)
6. Blyth Traction Maintenance Depot, Church Square, Cambois Blyth, Northumberland
NE24 1SQ (Title Number: ND98108)
7. Immingham Traction Maintenance & Wagon Repair Depots, Gresley Way, Immingham
Dock, Grimsby, Humberside, DN40 2LZ (Title Number: HS254293)
8. CSDC 1 & 2 Freeholds, Site No. BT 4066, Doncaster Lakeside, Doncaster DN4 5PN (Title
Number: SYK406081)
9. Carnforth Wagon Repair Depot, Old Coal Yard, Warton Road, Carnforth LA5 9EU

LEASEHOLD PROPERTIES

The following leasehold properties:

1. Bescot Downside Sidings at , Sandy Lane, Sandwell, West Midlands demised by a Lease (for
125 years from 1 April 1994) dated 4 October 1996 between Railtrack (1) and Transrail (2)
(Title Number: WM642324)
2. Bescot Up Reception Yard, Sandy Lane, Sandwell, West Midlands demised by a Lease (for
125 years from 1 April 1994) dated 5 September 1996 between Railtrack (1) and Transrail (2)
(Title Number: WM640152)

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3. Yard & Siding Complex, Briton Ferry Sidings, Briton Ferry, West Glamorgan demised by a Lease (for 125 years from 1 April 1994) dated 26 September 1996 between Railtrack (1) and Transrail (2) (Title Number: WA804113)
4. Tidal Sidings, South Park Road, Splott, Cardiff demised by a Lease (for 125 years from 1 April 1994) dated 21 February 1997 between Railtrack (1) and English Welsh and Scottish Railway Limited (2) (Title Number: WA821294)
5. Let Sidings, Tidal Sidings, South Park Road, Splott, Cardiff demised by a lease (for 125 years from 1 April 1994) dated 1 November 1996 between Railtrack PLC (1) and English Welsh and Scottish Railway Limited (2) (Title Number: WA807927)
6. Dee Marsh Sidings, Hawarden Bridge, Sealand, Flintshire demised by a Lease (for 125 years from 1 April 1994) dated 19 February 1996 between Railtrack (1) and Transrail (2) (Title Number: WA791667)
7. Ellesmere Port Holding Sidings, Oil Sites Road, Ellesmere Port, Cheshire demised by a Lease (for 125 years from 1 April 1994) dated 19 February 1996 between Railtrack (1) and Transrail (2) (Title Number: CH39919)
8. Yard & Sidings Complex, Goonbarrow, Nr Bugle, Cornwall demised by a Lease (for 125 years from 1 April 1994) dated 11 July 1996 between Railtrack (1) and Transrail (2) (Title Number: CL117002)
9. Earles Sidings, Hope, Derbyshire demised by a Lease (for 125 years from 1 April 1994) dated 27 June 1996 between Railtrack (1) and Transrail (2) (Title Number: DY278559)
10. Crown Street Holding Sidings, Liverpool, Merseyside demised by a Lease (for 125 years from 1 April 1994) dated 19 February 1996 between Railtrack (1) and Transrail (2) (Title Number: MS377014)
11. Let Sidings Complex, Llandudno Junction, Glanconway demised by a Lease (for 125 years from 1 April 1994) dated 19 February 1996 between Railtrack (1) and Transrail (2) (Title Number: WA791825)
12. Downside Yard and Sidings, Lostwithiel, Cornwall demised by a Lease (for 125 years from 1 April 1994) dated 27 August 1996 between Railtrack (1) and Transrail (2) (Title Number: CL118133)
13. Margam Terminal Complex, Port Talbot, West Glamorgan demised by a Lease (for 125 years from 1 April 1994) dated 4 October 1996 between Railtrack (1) and Transrail (2) (Title Number: WA804986)
14. West Sidings, Alexandra Dock Junction, Newport, Gwent demised by a Lease (for 125 years from 1 April 1994) dated 4 September 1996 between Railtrack (1) and Transrail (2) (Title Number: WA800822)
15. Yard & Sidings, Godfrey Road, Newport demised by a Lease (for 125 years from 1 April 1994) dated 4 September 1996 between Railtrack (1) and Transrail (2) (Title Number: WA800821)

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16. Northwich Down Sidings, Northwich, Cheshire demised by a Lease (for 125 years from 1 April 1994) dated 19 February 1996 between Railtrack (1) and Transrail (2) (Title Number: CH399200)
17. Yard & Sidings Complex, Langley Green, West Midlands demised by a Lease (for 125 years from 1 April 1994) dated 13 September 1996 between Railtrack (1) and Transrail (2) (Title Number: WM641106)
18. Peak Forest Down Sidings, Dale Road, Small Knowle End, Derbyshire demised by a Lease (for 125 years from 1 April 1994) dated 19 February 1996 between Railtrack (1) and Transrail (2) (Title Number: DY274909)
19. Peak Forest Up Sidings, Small Knowle End, Derbyshire demised by a Lease (for 125 years from 1 April 1994) dated 19 February 1996 between Railtrack (1) and Transrail (2) (Title Number: DY274907)
20. Tavistock Junction, Plymouth, Devon demised by a Lease (for 125 years from 1 April 1994) dated 8 July 1996 between Railtrack (1) and Transrail (2) (Title Number: DN370780)
21. Burrows Sidings Yard, Fabian Way, Swansea demised by a Lease (for 125 years from 1 April 1994) dated 4 September 1996 between Railtrack (1) and Transrail (2) (Title Number: WA800823)
22. Liverpool Edge Hill, Tuebrook Yard, Wavertree Road, Liverpool, Merseyside demised by a Lease (for 125 years from 1 April 1994) dated 19 February 1996 between Railtrack (1) and Transrail (2) (Title Number: MS376987)
23. Arpley Holding Sidings, Warrington, Cheshire demised by a Lease (for 125 years from 1 April 1994) dated 15 October 1996 between Railtrack (1) and Transrail (2) (Title Number: CH403895)
24. Yard & Sidings, Warrington Arpley Yard Sidings, Warrington, Cheshire demised by a Lease (for 125 years from 1 April 1994) dated 15 October 1996 between Railtrack (1) and Transrail (2) (Title Number: CH403895)
25. Warrington MSC Holdings Sidings, Eastford Road, Warrington, Cheshire demised by a Lease (for 125 years from 1 April 1994) dated 28 June 1996 between Railtrack (1) and Transrail (2) (Title Number: CH400234)
26. Arpley Yard, New Found Out Sidings, Warrington, Cheshire demised by a Lease (for 125 years from 1 April 1994) dated 26 September 1996 between Railtrack (1) and Transrail (2) (Title Number: CH403043)
27. Yard & Sidings Complex, Willesden Brent Sidings, Brent demised by a Lease (for 125 years from 1 April 1994) dated 20 November 1996 between Railtrack (1) and Transrail (2) (Title Number: NGL744114)
28. Workington Down Holding Sidings, Workington, Cumbria demised by a Lease (for 125 years from 1 April 1994) dated 27 June 1996 between Railtrack (1) and Transrail (2) (Title Number: CU122573)
29. Freight Terminal, Berkeley demised by a Lease (for 125 years from 1 April 1994) dated 17 July 1996 between Railtrack (1) and Transrail (2) (Title Number: GB181244)

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30. Bridgwater Freight Terminal, Roseberry Avenue, Bridgwater, Somerset demised by a Lease (for 125 years from 1 April 1994) dated 8 July 1996 between Railtrack (1) and Transrail (2) (Title Number: ST129194)
31. Brierley Hill Steel Terminal, Moor Street, Brierly Hill demised by a Lease (for 125 years from 1 April 1994) dated 2 September 1996 between Railtrack (1) and Transrail (2) (Title Number: WM639626)
32. Freight Terminal, Dungeness Road, Dungeness, Kent demised by a Lease (for 125 years from 1 April 1994) dated 28 June 1996 between Railtrack (1) and Transrail (2) (Title Number: K763217)
33. Freight Terminal, Leiston, Suffolk demised by a Lease (for 125 years from 1 April 1994) dated 17 July 1996 between Railtrack (1) and Transrail (2) (Title Number: SK162158)
34. Freight Terminal, Northam Yard, Radcliffe Road, Southampton, Hants demised by a Lease (for 125 years from 1 April 1994) dated 10 October 1996 between Railtrack (1) and Transrail (2) (Title Number: HP524496)
35. Freight Terminal, Downside Yard, Tattersalls Chase, Southminster, Essex demised by a Lease (for 125 years from 1 April 1994) dated 28 August 1996 between Railtrack (1) and Transrail (2) (Title Number: EX559504)
36. Valley Nuclear Loading Facility, Holyhead, Wales demised by a Lease (for 125 years from 1 April 1994) dated 22 February 1996 between Railtrack (1) and Transrail (2) (Title Number: WA791665)
37. Corkickle Sidings, Whitehaven, Cumbria demised by a Lease (for 125 years from 1 April 1994) dated 19 February 1996 between Railtrack (1) and Transrail (2) (Title Number: CU120010)
38. Oil Terminal Goods Yard, Alexandra Road, Aberystwyth, Dyfed demised by a Lease (for 125 years from 1 April 1994) dated 4 September 1996 between Railtrack (1) and Transrail (2) (Title Number: WA800927)
39. Goods Yard, Mylen Road, Andover, Hampshire demised by a Lease (for 125 years from 1 April 1994) dated 16 September 1996 between Railtrack (1) and Transrail (2) (Title Number: HP523114)
40. Let Sidings Complex, Beeston Goods Yard, Station Road demised by a Lease (for 125 years from 1 April 1994) dated 3 October 1996 between Railtrack (1) and Transrail (2) (Title Number: NT313940)
41. King Street Coal Depot, Blackburn demised by a Lease (for 125 years from 1 April 1994) dated 19 February 1996 between Railtrack (1) and Transrail (2) (Title Number: LA780133)
42. Let Sidings, Bletchley RMC, Bletchley, Bucks demised by a Lease (for 125 years from 1 April 1994) dated 6 November 1996 between Railtrack (1) and Transrail (2) (Title Number: BM219707)
43. Let Sidings Brockenhurst, British Oxygen demised by a Lease (for 125 years from 1 April 1994) dated 1 November 1996 between Railtrack (1) and Transrail (2) (Title Number: HP525410)

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44. Terminal & Sidings, Burngullow, St Austell, Cornwall demised by a Lease (for 125 years from 1 April 1994) dated 2 September 1996 between Railtrack (1) and Transrail (2) (Title Number: CL118268)
45. Oil Terminal, Bath Road, Colnbrook, Buckinghamshire demised by a Lease (for 125 years from 1 April 1994) dated 28 June 1996 between Railtrack (1) and Transrail (2) (Title Number: BK388779)
46. Let Sidings Complex, Dalston Fuel Depot, Carlisle demised by a Lease (for 125 years from 1 April 1994) dated 19 February 1996 between Railtrack (1) and Transrail (2) (Title Number: CU120003)
47. Dewsbury Cement Terminal, Lock Street, Dewsbury, West Yorkshire demised by a Lease (for 125 years from 1 April 1994) dated 19 February 1996 between Railtrack (1) and Transrail (2) (Title Number: WYK589128)
48. Exmouth Junction, Mount Pleasant Road, Exeter, Devon demised by a Lease (for 125 years from 1 April 1994) dated 22 July 1996 between Railtrack (1) and Transrail (2) (Title Number: DN371267)
49. Balm Road Goods Yard, Leeds demised by a Lease (for 125 years from 1 April 1994) dated 19 February 1996 between Railtrack (1) and Transrail (2) (Title Number: WYK589125)
50. Stourton Upside Yard, Pontefract Road, Leeds demised by a Lease (for 125 years from 1 April 1994) dated 19 February 1996 between Railtrack (1) and Transrail (2) (Title Number: WYK589118)
51. Margam Yard Terminal Complex, Port Talbot, West Glamorgan demised by a Lease (for 125 years from 1 April 1994) dated 4 October 1996 between Railtrack (1) and Transrail (2) (Title Number: WA842096)
52. Micheldever Oil Terminal, New Road, Micheldever, Hampshire demised by a Lease (for 125 years from 1 April 1994) dated 16 September 1996 between Railtrack (1) and Transrail (2) (Title Number: HP523113)
53. East Usk Branch, Corporation Road, Newport, Gwent demised by a Lease (for 125 years from 1 April 1994) dated 3 September 1996 between Railtrack (1) and Transrail (2) (Title Number: WA800652)
54. Allied Steel & Wire Sidings, Mandalgief Road, Newport, Gwent demised by a Lease (for 125 years from 1 April 1994) dated 4 September 1996 between Railtrack (1) and Transrail (2) (Title Number: WA800932)
55. Let Sidings, Northenden, Greater Manchester demised by a Lease (for 125 years from 1 April 1994) dated 19 February 1996 between Railtrack (1) and Transrail (2) (Title Number: GM722658)
56. Oldfield Road, Salford, Greater Manchester demised by a Lease (for 125 years from 1 April 1994) dated 19 February 1996 between Railtrack (1) and Transrail (2) (Title Number: GM722538)

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57. Penmaenmawr Arc Holding Sidings, Penmaenmawr, Gwynedd demised by a Lease (for 125 years from 1 April 1994) dated 19 February 1996 between Railtrack (1) and Transrail (2) (Title Number: WA791666)
58. Let Siding Complex, Deepdale Coal Depot, Preston demised by a Lease (for 125 years from 1 April 1994) dated 5 November 1996 between Railtrack (1) and Transrail (2) (Title Number: LA788650)
59. Salford Hope Crescent Aggregates Depot, Salford, Greater Manchester demised by a Lease (for 125 years from 1 April 1994) dated 19 February 1996 between Railtrack (1) and Transrail (2) (Title Number: GM722539)
60. Princes Street & Westbourne Street, Sittingbourne, Kent demised by a Lease (for 125 years from 1 April 1994) dated 5 November 1996 between Railtrack (1) and Transrail (2) (Title Number: K767340)
61. Granville Sidings, Etruria, Stoke-on-Trent, Staffordshire demised by a Lease (for 125 years from 1 April 1994) dated 2 October 1996 between Railtrack (1) and Transrail (2) (Title Number: SF372482)
62. Washwood Heath Down Sidings, Aston Church Road, Birmingham demised by a Lease (for 125 years from 1 April 1994) dated 3 September 1996 between Railtrack (1) and Transrail (2) (Title Number: WM639627)
63. Let Sidings Complex, West Drayton Coal Depot demised by a Lease (for 125 years from 1 April 1994) dated 3 October 1996 between Railtrack (1) and Transrail (2) (Title Number: AGL53704)
64. Willesden Distillers Depot, Harley Road, Willesden, London NW10 demised by a Lease (for 125 years from 1 April 1994) dated 3 December 1996 between Railtrack (1) and Transrail (2) (Title Number: AGL54495)
65. Barnetby Down Sidings, Barnetby, Lincolnshire demised by a Lease (for 125 years from 1 April 1994) dated 20 February 1996 between Railtrack (1) and Transrail (2) (Title Number: HS257399)
66. Barnetby Up Sidings, Barnetby, North Lincolnshire demised by a Lease (for 125 years from 1 April 1994) dated 5 July 1996 between Railtrack (1) and Transrail (2) (Title Number: HS257317)
67. Yard & Sidings Complex, Bedlington demised by a Lease (for 125 years from 1 April 1994) dated 20 February 1996 between Railtrack (1) and Transrail (2) (Title Number: ND98088)
68. Doncaster Belmont, Balby Carr Bank, Doncaster demised by a Lease (for 125 years from 1 April 1994) dated 20 February 1996 between Railtrack (1) and Transrail (2) (Title Number: SYK374346)
69. Doncaster Hexthorpe Sidings, Roberts Road, Doncaster demised by a Lease (for 125 years from 1 April 1994) dated 20 February 1996 between Railtrack (1) and Transrail (2) (Title Number: SYK374344)

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70. Denison House, Hexthorpe Road, Doncaster demised by a Lease (for 125 years from 1 April 1994) dated 26 November 1997 between British Railways Board (1) and English Welsh and Scottish Railway Limited (2) (Title Number: SYK406556)
71. Doncaster Up Decoy, Decoy Bank, Doncaster demised by a Lease (for 125 years from 1 April 1994) dated 20 February 1996 between Railtrack (1) and Transrail (2) (Title Number: SYK415348)
72. Granville Sidings, Etruria, Stoke-on-Trent, Staffordshire demised by a Lease (for 125 years from 1 April 1994) dated 5 July 1996 between Railtrack (1) and Transrail (2) (Title Number: SF372383)
73. Ferryhill Upyard, Lough House Bank, Ferryhill, Sedgefield demised by a Lease (for 125 years from 1 April 1994) dated 20 February 1996 between Railtrack (1) and Transrail (2) (Title Number: DU234356)
74. Gateshead TCFD Sidings, Park Lane, Gateshead, Tyne & Wear demised by a Lease (for 125 years from 1 April 1994) dated 22 February 1996 between Railtrack (1) and Transrail (2) (Title Number: TY324224)
75. Sandy Lane Sidings, Glazebrook, Salford, Greater Manchester demised by a Lease (for 125 years from 1 April 1994) dated 5 July 1996 between Railtrack (1) and Loadhaul (2)
76. Goole Docks Yard, Goole, Yorkshire demised by a Lease (for 125 years from 1 April 1994) dated 20 February 1996 between Railtrack (1) and Transrail (2) (Title Number: HS257316)
77. Granham Down Sidings, Grantham, Lincolnshire demised by a Lease (for 125 years from 1 April 1994) dated 5 July 1996 between Railtrack (1) and Transrail (2) (Title Number: LL133945)
78. CIBA Loop, Grimsby, Lincolnshire demised by a Lease (for 125 years from 1 April 1994) dated 22 February 1996 between Railtrack (1) and Transrail (2) (Title Number: HS269923)
79. West Marsh Yard & Sidings, Grimsby, Lincolnshire demised by a Lease (for 125 years from 1 April 1994) dated 5 July 1996 between Railtrack (1) and Transrail (2) (Title Number: HS257315)
80. Healey Mills Yard, Wakefield demised by a Lease (for 125 years from 1 April 1994) dated 24 July 1996 between Railtrack (1) and Transrail (2) (Title Number: WYK595040)
81. Kingsbury Sidings, Trinity Road, Kingsbury demised by a Lease (for 125 years from 1 April 1994) dated 5 July 1996 between Railtrack (1) and Transrail (2) (Title Number: WK365516)
82. Tyne Yard Traction Maintenance & Wagon Depot, Lamesley demised by a Lease (for 125 years from 1 April 1994) dated 7 April 1996 between Railtrack (1) and Transrail (2) (Title Number: TY324251)
83. Yard & Sidings Complex, Neville Hill, Leeds demised by a Lease (for 125 years from 1 April 1994) dated 22 February 1996 between Railtrack (1) and Transrail (2) (Title Number: WYK595039)

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84. Yard & Sidings Complex, Eatenden Lane, Mountfield, East Sussex demised by a Lease (for 125 years from 1 April 1994) dated 5 July 1996 between Railtrack (1) and Transrail (2) (Title Number: ESX216437)
85. North Blyth Cambois Sidings, North Blyth, Northumberland demised by a Lease (for 125 years from 1 April 1994) dated 7 October 1996 between Railtrack (1) and Transrail (2) (Title Number: ND98108)
86. Bellbank Sidings, Port Clarence, Co. Durham demised by a Lease (for 125 years from 1 April 1994) dated 20 February 1996 between Railtrack (1) and Transrail (2) (Title Number: CE138055)
87. Scunthorpe Goods Yard, High Street East, Scunthorpe, Humberside demised by a Lease (for 125 years from 1 April 1994) dated 20 February 1996 between Railtrack (1) and Transrail (2) (Title Number: HS257318)
88. Trent Sidings, Scunthorpe, Lincolnshire demised by a Lease (for 125 years from 1 April 1994) dated 28 August 1996 between Railtrack (1) and Transrail (2) (Title Number: HS257314)
89. South Milford Down Sidings, South Milford, West Yorkshire demised by a Lease (for 125 years from 1 April 1994) dated 20 February 1996 between Railtrack (1) and Transrail (2) (Title Number: NYK182246)
90. West Sidings, South Milford, North Yorkshire demised by a Lease (for 125 years from 1 April 1994) dated 20 February 1996 between Railtrack (1) and Transrail (2) (Title Number: NYK182247)
91. Londonderry Sidings, Sunderland, Tyne & Wear demised by a Lease (for 125 years from 1 April 1994) dated 7 October 1996 between Railtrack (1) and Transrail (2) (Title Number: TY324253)
92. Yard & Siding, Tees Yard, Thornaby demised by a Lease (for 125 years from 1 April 1994) dated 7 October 1996 between Railtrack (1) and Transrail (2) (Title Number: CE138070)
93. York Down Departure Sidings, Ouse Acres, Boroughbridge Road, York demised by a Lease (for 125 years from 1 April 1994) dated 20 February 1996 between Railtrack (1) and Transrail (2) (Title Number: NYK182248)
94. York Up Yard, York demised by a Lease (for 125 years from 1 April 1994) dated 20 February 1996 between Railtrack (1) and Transrail (2) (Title Number: NYK182249)
95. Ripple Lane, Barking demised by a Lease (for 125 years from 1 April 1994) dated 23 February 1996 between Railtrack (1) and Transrail (2) (Title Number: EGL350639)
96. Plasmor Sidings, Station Road, Biggleswade, Bedfordshire demised by a Lease (for 125 years from 1 April 1994) dated 20 February 1996 between Railtrack (1) and Transrail (2) (Title Number: BD196077)
97. Bromsgrove Oil Terminal, South Road, Bromsgrove, Worcestershire demised by a Lease (for 125 years from 1 April 1994) dated 20 February 1996 between Railtrack (1) and Transrail (2) (Title Number: HW170247)

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98. Derby Oil Terminal, Bateman Street, Derby demised by a Lease (for 125 years from 1 April 1994) dated 10 July 1996 between Railtrack (1) and Transrail (2) (Title Number: DY278444)
99. Let Sidings, Ferry Hill Upside, Ferryhill, Sedgefield demised by a Lease (for 125 years from 1 April 1994) dated 20 February 1996 between Railtrack (1) and Loadhaul (2) (Title Number: DU234441)
100. Goods Yard, Lea Road, Gainsborough demised by a Lease (for 125 years from 1 April 1994) dated 20 February 1996 between Railtrack (1) and Transrail (2) (Title Number: LL133944)
101. Let Siding, Hartlepool Cemetery Junction, Hartlepool demised by a Lease (for 125 years from 1 April 1994) dated 20 February 1996 between Railtrack (1) and Transrail (2) (Title Number: CE138056)
102. Horbury Goods Yard, Wakefield demised by a Lease (for 125 years from 1 April 1994) dated 20 February 1996 between Railtrack (1) and Transrail (2) (Title Number: WYK595041)
103. Let Siding, Horbury, Wakefield demised by a Lease (for 125 years from 1 April 1994) dated 20 February 1996 between Railtrack (1) and Transrail (2) (Title Number: WYK595037)
104. Hull Dairy Coates, Freightliner Road, Hull demised by a Lease (for 125 years from 1 April 1994) dated 22 February 1996 between Railtrack (1) and Transrail (2) (Title Number: HS257320)
105. Langley Oil Terminal, Station Road, Langley, Slough, Berkshire demised by a Lease (for 125 years from 1 April 1994) dated 20 February 1996 between Railtrack (1) and Transrail (2) (Title Number: BK338862)
106. Hunslet East Rail Terminal, South Accommodation Road, Leeds, West Yorkshire demised by a Lease (for 125 years from 1 April 1994) dated 23 February 1996 between Railtrack (1) and Transrail (2) (Title Number: WYK595036)
107. Let Sidings, Marsh Lane, Leeds demised by a Lease (for 125 years from 1 April 1994) dated 20 February 1996 between Railtrack (1) and Transrail (2) (Title Number: WYK595038)
108. Let Sidings, Stourton Industrial Estate, Leeds demised by a Lease (for 125 years from 1 April 1994) dated 20 February 1996 between Railtrack (1) and Transrail (2) (Title Number: WYK595044)
109. Long Eaton Oil Terminal, Long Eaton, Derbyshire demised by a Lease (for 125 years from 1 April 1994) dated 10 July 1996 between Railtrack (1) and Transrail (2) (Title Number: DY278448)
110. Middlesborough Goods Yard demised by a Lease (for 125 years from 1 April 1994) dated 28 June 1996 between Railtrack (1) and Transrail (2) (Title Number: CE138057)
111. Netherfield Oil Terminal, Victoria Road, Netherfield, Notts demised by a Lease (for 125 years from 1 April 1994) dated 21 February 1996 between Railtrack (1) and Transrail (2) (Title Number: NT313845)
112. Kirkby Thore Sidings, Newbiggin, Cumbria demised by a Lease (for 125 years from 1 April 1994) dated 20 February 1996 between Railtrack (1) and Transrail (2) (Title Number: CU122502)

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113. Let Siding, Scunthorpe Roxby Gullet demised by a Lease (for 125 years from 1 April 1994) dated 20 February 1996 between Railtrack (1) and Transrail (2) (Title Number: HS257319)
114. Shipley Let Sidings, Otley Road, Shipley demised by a Lease (for 125 years from 1 April 1994) dated 20 February 1996 between Railtrack (1) and Transrail (2) (Title Number: WYK595042)
115. Elf Sidings, Bailey Street, Stalybridge demised by a Lease (for 125 years from 1 April 1994) dated 20 February 1996 between Railtrack (1) and Transrail (2) (Title Number: GM732547)
116. Cobra Sidings, Calder Vale Road, Wakefield, West Yorkshire demised by a Lease (for 125 years from 1 April 1994) dated 20 February 1996 between Railtrack (1) and Transrail (2) (Title Number: WYK595043)
117. Freight Terminal at Pentag Steel Works, Pentag, Gwent demised by a Lease (for 125 years from 1 April 1994) dated 15 August 1996 between Railtrack (1) and Transrail (2) (Title Number: WA804141)
118. Rotherham Steel Terminal, Sheffield Road, Rotherham, South Yorkshire demised by a Lease (for 125 years from 1 April 1994) dated 20 February 1996 between Railtrack (1) and Transrail (2) (Title Number: SYK374343)
119. Wolverhampton Steel Terminal, Lower Walsall Street, Wolverhampton demised by a Lease (for 125 years from 1 April 1994) dated 20 February 1996 between Railtrack (1) and Transrail (2) (Title Number: WM642015)
120. Acton Marshalling Yard, Horn Lane, Acton, London W3 demised by a Lease (for 125 years from 1 April 1994) dated 22 February 1996 between Railtrack (1) and Transrail (2) (Title Number: AGL52214)
121. Yard & Siding, Barrow Hill, Staveley Up, Sidings demised by a Lease (for 125 years from 1 April 1994) dated 10 June 1996 between Railtrack (1) and Transrail (2) (Title Number: DY278257)
122. Basingstoke Up Yard, Chapel Hill, Basingstoke, Hampshire demised by a Lease (for 125 years from 1 April 1994) dated 22 February 1996 between Railtrack (1) and Transrail (2) (Title Number: HP518805)
123. Battersea Loop Sidings, Queenstown Road, Battersea, London SW1 demised by a Lease (for 125 years from 1 April 1994) dated 22 February 1996 between Railtrack (1) and Transrail (2) (Title Number: TGL124787)
124. Yard & Siding, Bristol Stoke Gifford Siding, - this is the same as East Depot Sidings, Bristol demised by a Lease (for 125 years from 1 April 1994) dated 23 February 1996 between Railtrack (1) and Transrail (2) (Title Number: GR183231)
125. Cambridge Up Siding, Hills Road, Cambridge demised by a Lease (for 125 years from 1 April 1994) dated 23 February 1996 between Railtrack (1) and Transrail (2) (Title Number: CB194312)
126. Chichester North Yard, Cathedral Way, Chichester, West Sussex demised by a Lease (for 125 years from 1 April 1994) dated 22 February 1996 between Railtrack (1) and Transrail (2) (Title Number: WSX204858)

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127. Cricklewood Downside Yard, Cricklewood, London NW2 demised by a Lease (for 125 years from 1 April 1994) dated 22 February 1996 between Railtrack (1) and Transrail (2) (Title Number: NGL739176)
128. Marshalling Sidings Nr Didcot Station, Didcot, Oxfordshire demised by a Lease (for 125 years from 1 April 1994) dated 22 February 1996 between Railtrack (1) and Transrail (2) (Title Number: ON190419)
129. Fawley Yard, Cadland Road, Fawley, Hampshire demised by a Lease (for 125 years from 1 April 1994) dated 23 February 1996 between Railtrack (1) and Transrail (2) (Title Number: HP518808)
130. Gillingham Down Sidings, Windsor Road, Gillingham, Kent demised by a Lease (for 125 years from 1 April 1994) dated 22 February 1996 between Railtrack (1) and Transrail (2) (Title Number: K762933)
131. Grain Yard, Grain Road, Isle of Grain, Kent demised by a Lease (for 125 years from 1 April 1994) dated 22 February 1996 between Railtrack (1) and Transrail (2) (Title Number: K762930)
132. Hoo Junction Freight Yard, Gravesend, Kent demised by a Lease (for 125 years from 1 April 1994) dated 21 February 1996 between Railtrack (1) and Transrail (2) (Title Number: K762451)
133. Upper Yard, Ranelagh Road, Ipswich, Suffolk demised by a Lease (for 125 years from 1 April 1994) dated 21 February 1996 between Railtrack (1) and Transrail (2) (Title Number: SK160827)
134. Yard & Siding, Leicester Siding, Beal Street demised by a Lease (for 125 years from 1 April 1994) dated 23 February 1996 between Railtrack (1) and Transrail (2) (Title Number: LT283887)
135. Yard & Siding, March Up Sidings demised by a Lease (for 125 years from 1 April 1994) dated 27 September 1996 between Railtrack (1) and Transrail (2) (Title Number: CB196873)
136. Yard & Sidings Complex, Bourges Boulevard, Peterborough demised by a Lease (for 125 years from 1 April 1994) dated 23 February 1996 between Railtrack (1) and Transrail (2) (Title Number: CB196777)
137. Westwood Yard, Peterborough demised by a Lease (for 125 years from 1 April 1994) dated 23 February 1996 between Railtrack (1) and Transrail (2) (Title Number: CB196778)
138. Yard & Siding, Peterborough West Yard demised by a Lease (for 125 years from 1 April 1994) dated 23 February 1996 between Railtrack (1) and Transrail (2) (Title Number: CB196779)
139. Queensborough Yard, Main Road, Queensborough, Kent demised by a Lease (for 125 years from 1 April 1994) dated 21 February 1996 between Railtrack (1) and Transrail (2) (Title Number: K762461)
140. Yard & Sidings, Redstone Hill, Redhill demised by a Lease (for 125 years from 1 April 1994) dated 22 March 1996 between Railtrack (1) and Transrail (2) (Title Number: SY661406)

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141. Yard & Sidings, Marketfield Way, Redhill demised by a Lease (for 125 years from 1 April 1994) dated 22 February 1996 between Railtrack (1) and Transrail (2) (Title Number: SY661405)
142. Yard & Sidings Shirebrook Sidings demised by a Lease (for 125 years from 1 April 1994) dated 23 February 1996 between Railtrack (1) and Transrail (2) (Title Number: DY274835)
143. Yard & Siding, Shirebrook Warsop Junction Sidings demised by a Lease (for 125 years from 1 April 1994) dated 22 February 1996 between Railtrack (1) and Transrail (2) (Title Number: NT311023)
144. Southall Sidings, off South Road, Ealing demised by a Lease (for 125 years from 1 April 1994) dated 22 February 1996 between Railtrack (1) and Transrail (2) (Title Number: AGL52210)
145. Yard & Siding, Stanton Gate Sidings demised by a Lease (for 125 years from 1 April 1994) dated 23 February 1996 between Railtrack (1) and Transrail (2) (Title Number: DY274826)
146. Yard & Siding, Staveley Seymour Sidings demised by a Lease (for 125 years from 1 April 1994) dated 23 February 1996 between Railtrack (1) and Transrail (2) (Title Number: DY274813)
147. Yard & Sidings, Thames Haven, Thurrock, Essex demised by a Lease (for 125 years from 1 April 1994) dated 21 February 1996 between Railtrack (1) and Transrail (2) (Title Number: EX554883)
148. Totlan Yard, Junction Road, Hampshire demised by a Lease (for 125 years from 1 April 1994) dated 22 February 1996 between Railtrack (1) and Transrail (2) (Title Number: HP518806)
149. Westbury Down Sidings, Yard & Siding demised by a Lease (for 125 years from 1 April 1994) dated 10 June 1996 between Railtrack (1) and Transrail (2) (Title Number: WT155317)
150. Yard & Sidings, Westbury Up Sidings demised by a Lease (for 125 years from 1 April 1994) dated 10 June 1996 between Railtrack (1) and Transrail (2) (Title Number: WT155320)
151. Willesden Old Oak Sidings, Willesden, London NW10 demised by a Lease (for 125 years from 1 April 1994) dated 22 February 1996 between Railtrack (1) and Transrail (2) (Title Number: BGL18197)
152. Willesden SW Sidings, Old Oak Lane, Willesden London NW10 demised by a Lease (for 125 years from 1 April 1994) dated 22 February 1996 between Railtrack (1) and Transrail (2) (Title Number: BGL18198)
153. Yard & Siding, Worksop Down Sidings demised by a Lease (for 125 years from 1 April 1994) dated 10 June 1996 between Railtrack (1) and Transrail (2) (Title Number: NT313700)
154. Yard & Siding, Worksop Up Concentration demised by a Lease (for 125 years from 1 April 1994) dated 10 June 1996 between Railtrack (1) and Transrail (2) (Title Number: NT313699)
155. Let Siding, Acton Foster Yeoman Yard demised by a Lease (for 125 years from 1 April 1994) dated 23 February 1996 between Railtrack (1) and Transrail (2) (Title Number: AGL52213)

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156. Let Siding, Angerstein Wharf, Lombard Hill, Charlton, London demised by a Lease (for 125 years from 1 April 1994) dated 23 February 1996 between Railtrack (1) and Transrail (2) (Title Number: TGL121327)
157. Let Siding, ARC Depot, College Road, Ardingly, West Sussex demised by a Lease (for 125 years from 1 April 1994) dated 22 February 1996 between Railtrack (1) and Transrail (2) (Title Number: WSX204856)
158. Ashford West Yard, Gasworks Lane, Ashford, Kent demised by a Lease (for 125 years from 1 April 1994) dated 22 February 1996 between Railtrack (1) and Transrail (2) (Title Number: K762934)
159. Let Siding, Banbury Downside demised by a Lease (for 125 years from 1 April 1994) dated 10 June 1996 between Railtrack (1) and Transrail (2) (Title Number: ON192253)
160. Barnwell Junction, Newmarket Road, Cambridgeshire demised by a Lease (for 125 years from 1 April 1994) dated 21 February 1996 between Railtrack (1) and Transrail (2) (Title Number: CB193895)
161. Let Siding, Bath Westmoreland Refuse demised by a Lease (for 125 years from 1 April 1994) dated 23 February 1996 between Railtrack (1) and Transrail (2) (Title Number: ST127994)
162. Let Siding, Birmingham Small Heath, Bardon demised by a Lease (for 125 years from 1 April 1994) dated 23 February 1996 between Railtrack (1) and Transrail (2) (Title Number: WM633891)
163. London Road, Bishops Stortford, Herts demised by a Lease (for 125 years from 1 April 1994) dated 21 February 1996 between Railtrack (1) and Transrail (2) (Title Number: HD344326)
164. Station Hill, Botley, Hampshire demised by a Lease (for 125 years from 1 April 1994) dated 22 February 1996 between Railtrack (1) and Transrail (2) (Title Number: HP523804)
165. Let Siding, Bow Midland demised by a Lease (for 125 years from 1 April 1994) dated 23 February 1996 between Railtrack (1) and Transrail (2) (Title Number: EGL350595)
166. Let Siding, Brentford Parrys demised by a Lease (for 125 years from 1 April 1994) dated 22 February 1996 between Railtrack (1) and Transrail (2) (Title Number: AGL52211)
167. Let Siding, Bristol Barrow Road Refuse demised by a Lease (for 125 years from 1 April 1994) dated 22 February 1996 between Railtrack (1) and Transrail (2) (Title Number: BL50736)
168. Calvert Waste Terminal, Brackley Lane, Calvert, Buckinghamshire demised by a Lease (for 125 years from 1 April 1994) dated 22 February 1996 between Railtrack (1) and Transrail (2) (Title Number: BM215396)
169. Let Siding, Cambridge Charringtons demised by a Lease (for 125 years from 1 April 1994) dated 23 February 1996 between Railtrack (1) and Transrail (2) (Title Number: CB194311)
170. Let Siding, Canterbury West demised by a Lease (for 125 years from 1 April 1994) dated 22 February 1996 between Railtrack (1) and Transrail (2) (Title Number: K762932)

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171. Let Siding, New Street, Chelmsford, Essex demised by a Lease (for 125 years from 1 April 1994) dated 23 February 1996 between Railtrack (1) and Transrail (2) (Title Number: EX560920)
172. Let Siding, Codnor Park - Opencast DP demised by a Lease (for 125 years from 1 April 1994) dated 23 February 1996 between Railtrack (1) and Transrail (2) (Title Number: DY274830)
173. Crawley New Yard, Gatwick Road, Crawley, West Sussex demised by a Lease (for 125 years from 1 April 1994) dated 23 February 1996 between Railtrack (1) and Transrail (2) (Title Number: WSX204857)
174. Cricklewood Waste Terminal, Brent Terrace, Cricklewood, Barnet demised by a Lease (for 125 years from 1 April 1994) dated 21 February 1996 between Railtrack (1) and Transrail (2) (Title Number: NGL738531)
175. Let Siding, Diss Goods Yard demised by a Lease (for 125 years from 1 April 1994) dated 21 February 1996 between Railtrack (1) and Transrail (2) (Title Number: NK188123)
176. Denby Disposal Point demised by a Lease (for 125 years from 1 April 1994) dated 23 February 1996 between Railtrack (1) and Transrail (2) (Title Number: DY274823)
177. Let Siding, Doe Hill - Opencast DP demised by a Lease (for 125 years from 1 April 1994) dated 23 February 1996 between Railtrack (1) and Transrail (2) (Title Number: DY274817)
178. Let Sidings Complex, Marcroft Sidings, Eastleigh demised by a Lease (for 125 years from 1 April 1994) dated 18 September 1996 between Railtrack (1) and Transrail (2) (Title Number: HP523803)
179. Let Sidings, Tower Lane, Eastleigh demised by a Lease (for 125 years from 1 April 1994) dated 22 February 1996 between Railtrack (1) and Transrail (2) (Title Number: HP518807)
180. Station Approach, The Avenue, Fareham, Hampshire demised by a Lease (for 125 years from 1 April 1994) dated 21 February 1996 between Railtrack (1) and Transrail (2) (Title Number: HP518007)
181. Harlow Mill Goods Yard, Harlow, Essex demised by a Lease (for 125 years from 1 April 1994) dated 27 September 1996 between Railtrack (1) and Transrail (2) (Title Number: EX561182)
182. High Brooms Oil Terminal, North Farm Road, Tunbridge Wells, Kent demised by a Lease (for 125 years from 1 April 1994) dated 23 February 1996 between Railtrack (1) and Transrail (2) (Title Number: K762931)
183. Let Siding, Horsham Oil Siding demised by a Lease (for 125 years from 1 April 1994) dated 7 October 1996 between Railtrack (1) and Transrail (2) (Title Number: SY663747)
184. Let Sidings Complex, Station Road, West Well, Nr Ashford (Nothfield Works) demised by a Lease (for 125 years from 1 April 1994) dated 22 February 1996 between Railtrack (1) and Transrail (2) (Title Number: K766102)
185. Let Sidings at Redlands Depot Nr Kennett demised by a Lease (for 125 years from 1 April 1994) dated 27 September 1996 between Railtrack (1) and Transrail (2) (Title Number: SK164174)

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186. Let Sidings, Loughborough Goods Yard demised by a Lease (for 125 years from 1 April 1994) dated 23 February 1996 between Railtrack (1) and Transrail (2) (Title Number: LT283888)
187. Sidings Complex, Leagrave Road, Luton, Bedfordshire demised by a Lease (for 125 years from 1 April 1994) dated 22 February 1996 between Railtrack (1) and Transrail (2) (Title Number: BD194802)
188. Marks Tey Upside Yard, North Lane, Marks Tey, Essex demised by a Lease (for 125 years from 1 April 1994) dated 21 February 1996 between Railtrack (1) and Transrail (2) (Title Number: EX554885)
189. Hall Aggregates, North Quay, Newhaven East Sussex demised by a Lease (for 125 years from 1 April 1994) dated 22 February 1996 between Railtrack (1) and Transrail (2) (Title Number: ESX214425)
190. Let Sidings, Norwich Road, North Walsham, Norfolk demised by a Lease (for 125 years from 1 April 1994) dated 21 February 1996 between Railtrack (1) and Transrail (2) (Title Number: NK188119)
191. Norwich Trowse Goods Yard, Bracondale, Norwich, Norfolk demised by a Lease (for 125 years from 1 April 1994) dated 23 February 1996 between Railtrack (1) and Transrail (2) (Title Number: NK189368)
192. Paddington New Yard, Great Western Road, London demised by a Lease (for 125 years from 1 April 1994) dated 22 February 1996 between Railtrack (1) and Transrail (2) (Title Number: NGL739177)
193. Let Siding, Park Royal Marcon demised by a Lease (for 125 years from 1 April 1994) dated 22 February 1996 between Railtrack (1) and Transrail (2) (Title Number: AGL52212)
194. Let Siding, Parkeston Quay demised by a Lease (for 125 years from 1 April 1994) dated 23 February 1996 between Railtrack (1) and Transrail (2) (Title Number: EX560982)
195. Purley Aggregates Depot, Purley, Surrey demised by a Lease (for 125 years from 1 April 1994) dated 22 February 1996 between Railtrack (1) and Transrail (2) (Title Number: SGL586283)
196. Let Siding, Shirebrook, WH Davids demised by a Lease (for 125 years from 1 April 1994) dated 23 February 1996 between Railtrack (1) and Transrail (2) (Title Number: DY274832)
197. Let Sidings Complex, Stoke Poges Lane, Slough demised by a Lease (for 125 years from 1 April 1994) dated 9 August 1996 between Railtrack (1) and Transrail (2) (Title Number: BK338896)
198. Let Sidings Complex, Langley Junction, Stevenage demised by a Lease (for 125 years from 1 April 1994) dated 2 October 1996 between Railtrack (1) and Transrail (2) (Title Number: HD347773)
199. Let Sidings Complex, Wigmore Lane off Bath Road, Theale demised by a Lease (for 125 years from 1 April 1994) dated 18 September 1996 between Railtrack (1) and Transrail (2) (Title Number: DK338895)

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200. Let Siding, Thorney Mill West, Drayton demised by a Lease (for 125 years from 1 April 1994) dated 22 February 1996 between Railtrack (1) and Transrail (2) (Title Number: AGL52209)
201. Let Siding, Westerleigh Waste Transfer Station demised by a Lease (for 125 years from 1 April 1994) dated 10 June 1996 between Railtrack (1) and Transrail (2) (Title Number: GR183932)
202. Let Sidings Complex, Willesden Scrap Yard, Willesden, London demised by a Lease (for 125 years from 1 April 1994) dated 23 February 1996 between Railtrack (1) and Transrail (2) (Title Number: BGL16883)
203. Woking Down Yard, Guildford Road, Woking, Surrey demised by a Lease (for 125 years from 1 April 1994) dated 22 February 1996 between Railtrack (1) and Transrail (2) (Title Number: SY661404)
204. Let Siding, Wootton Bassett demised by a Lease (for 125 years from 1 April 1994) dated 23 February 1996 between Railtrack (1) and Transrail (2) (Title Number: WT152443)
205. Traction Maintenance Depot, Old Oak Common, Hammersmith & Fulham, London demised by a Lease (for 125 years from 1 April 1994) dated 22 February 1996 between Railtrack (1) and Transrail (2) (Title Number: BGL16884)
206. TMD, Mayors Walk, Peterborough demised by a Lease (for 125 years from 1 April 1994) dated 23 February 1996 between Railtrack (1) and Transrail (2) (Title Number: CB196776)
207. Engineering Sidings, Bamber Bridge CE Holdings Sidings demised by a Lease (for 7 years from 1 April 1994) dated 19 February 1996 between Railtrack (1) and Transrail (2)
208. Engineering Sidings, Bescot Up Side, Sandwell demised by a Lease (for 7 years from 1 April 1994) dated 30 October 1996 between Railtrack (1) and Transrail (2)
209. Engineering Sidings, Blackburn East, Lancashire HS demised by a Lease (for 7 years from 1 April 1994) dated 19 February 1996 between Railtrack (1) and Transrail (2)
210. Engineering Sidings, Bolton Manchester Road, Holding Sidings demised by a Lease (for 7 years from 1 April 1994) dated 19 February 1996 between Railtrack (1) and Transrail (2)
211. Engineering Sidings, Carlisle Upperby Holdings in Yard demised by a Lease (for 7 years from 1 April 1994) dated 25 September 1996 between Railtrack (1) and Transrail (2)
212. Engineering Sidings, Carnforth Bottom End Holding Sidings demised by a Lease (for 7 years from 1 April 1994) dated 19 February 1996 between Railtrack (1) and Transrail (2)
213. Engineering Sidings, Carnforth Sidings in Middle Tranch demised by a Lease (for 7 years from 1 April 1994) dated 19 February 1996 between Railtrack (1) and Transrail (2)
214. Engineering Sidings, Castleton Up Side Holding Sidings demised by a Lease (for 7 years from 1 April 1994) dated 19 February 1996 between Railtrack (1) and Transrail (2)
215. Engineering Sidings Crewe Gresty Green demised by a Lease (for 7 years from 1 April 1994) dated 6 November 1996 between Railtrack (1) and Transrail (2)

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216. Engineering Sidings, Exeter Riverside demised by a Lease (for 7 years from 1 April 1994) dated 17 October 1996 between Railtrack (1) and Transrail (2)
217. Engineering Sidings, Guide Bridge Avenue Sidings demised by a Lease (for 7 years from 1 April 1994) dated 19 February 1996 between Railtrack (1) and Transrail (2)
218. Engineering Sidings Guide Bridge CE Holding Sidings demised by a Lease (for 7 years from 1 April 1994) dated 19 February 1996 between Railtrack (1) and Transrail (2)
219. Engineering Sidings, Kirkham Yard CE Holding Sidings demised by a Lease (for 7 years from 1 April 1994) dated 19 February 1996 between Railtrack (1) and Transrail (2)
220. Engineering Sidings, Llandello Junction demised by a Lease (for 7 years from 1 April 1994) dated 3 September 1996 between Railtrack (1) and Transrail (2)
221. Engineering Sidings, Newport Alexander Dock Junction, Low Level Sidings demised by a Lease (for 7 years from 1 April 1994) dated 3 October 1996 between Railtrack (1) and Transrail (2)
222. Engineering Sidings, Newport Alexander Dock Junction Field Sidings demised by a Lease (for 7 years from 1 April 1994) dated 3 October 1996 between Railtrack (1) and Transrail (2)
223. Engineering Sidings, Newport East Usk Yard demised by a Lease (for 7 years from 1 April 1994) dated 23 February 1996 between Railtrack (1) and Transrail (2)
224. Engineering Sidings Northampton Castle Yard demised by a Lease (for 7 years from 1 April 1994) dated 5 November 1996 between Railtrack (1) and Transrail (2)
225. Engineering Sidings, Nuneaton Cemetery Sidings demised by a Lease (for 7 years from 1 April 1994) dated 25 September 1996 between Railtrack (1) and Transrail (2)
226. Engineering Sidings, Nuneaton Up Side Sidings demised by a Lease (for 7 years from 1 April 1994) dated 26 September 1996 between Railtrack (1) and Transrail (2)
227. Engineering Sidings, Preston Dock SE Holding Sidings demised by a Lease (for 7 years from 1 April 1994) dated 25 September 1996 between Railtrack (1) and Transrail (2)
228. Engineering Sidings, Rugby Upside demised by a Lease (for 7 years from 1 April 1994) dated 25 September 1996 between Railtrack (1) and Transrail (2)
229. Engineering Sidings, Shrewsbury - Coton Hill Yard demised by a Lease (for 7 years from 1 April 1994) dated 6 September 1996 between Railtrack (1) and Transrail (2)
230. Engineering Sidings, St, Helens Shaw Street Holding Sidings demised by a Lease (for 7 years from 1 April 1994) dated 19 February 1996 between Railtrack (1) and Transrail (2)
231. Engineering Sidings, Stafford Salop Sidings demised by a Lease (for 7 years from 1 April 1994) dated 26 September 1996 between Railtrack (1) and Transrail (2)
232. Engineering Sidings, Cockshute Sidings, Stoke on Trent demised by a Lease (for 7 years from 1 April 1994) dated 30 September 1996 between Railtrack (1) and Transrail (2)

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- 233. Engineering Sidings, Stourbridge North Yard demised by a Lease (for 7 years from 1 April 1994) dated 17 July 1996 between Railtrack (1) and Transrail (2)
- 234. Engineering Sidings, Watford Junction ACE demised by a Lease (for 7 years from 1 April 1994) dated 25 September 1996 between Railtrack (1) and Transrail (2)
- 235. Engineering Sidings, Worcester Shrub Hill demised by a Lease (for 7 years from 1 April 1994) dated 4 September 1996 between Railtrack (1) and Transrail (2)
- 236. Newark Up Sidings demised by a Lease (for 7 years from 1 April 1994) dated 20 February 1996 between Railtrack (1) and Transrail (2)
- 237. York Klondyke Sidings demised by a Lease (for 7 years from 1 April 1994) dated 20 February 1996 between Railtrack (1) and Transrail (2)
- 238. Belper demised by a Lease (for 7 years from 1 April 1994) dated 22 February 1996 between Railtrack (1) and Transrail (2)
- 239. Bury St. Edmunds - Siding North of Live demised by a Lease (for 7 years from 1 April 1994) dated 27 September 1996 between Railtrack (1) and Transrail (2)
- 240. London Road, Ipswich demised by a Lease (for 7 years from 1 April 1994) dated 21 February 1996 between Railtrack (1) and Transrail (2)
- 241. March Down Sidings demised by a Lease (for 7 years from 1 April 1994) dated 27 September 1996 between Railtrack (1) and Transrail (2)
- 242. Norwich Trowse Victoria Sidings demised by a Lease (for 7 years from 1 April 1994) dated 23 February 1996 between Railtrack (1) and Transrail (2)
- 243. Bristol East Depot demised by a Lease (for 7 years from 1 April 1994) dated 23 February 1996 between Railtrack (1) and Transrail (2)
- 244. Swindon Cocklebury demised by a Lease (for 7 years from 1 April 1994) dated 22 February 1996 between Railtrack (1) and Transrail (2)
- 245. Taunton Fairwater demised by a Lease (for 7 years from 1 April 1994) dated 23 February 1996 between Railtrack (1) and Transrail (2)
- 246. Banbury ACE Upside demised by a Lease (for 7 years from 1 April 1994) dated 29 September 1996 between Railtrack (1) and Transrail (2)
- 247. Bedford Ballast Pit demised by a Lease (for 7 years from 1 April 1994) dated 22 February 1996 between Railtrack (1) and Transrail (2)
- 248. Reading West Yard demised by a Lease (for 7 years from 1 April 1994) dated 9 August 1996 between Railtrack (1) and Transrail (2)
- 249. Connington Tip demised by a Lease (for 7 years from 1 April 1994) dated 22 February 1996 between Railtrack (1) and Transrail (2)
- 250. Harwich Tip Sidings demised by a Lease (for 7 years from 1 April 1994) dated 23 February 1996 between Railtrack (1) and Transrail (2)

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- 251. Hitchin Up Sidings demised by a Lease (for 7 years from 1 April 1994) dated 21 February 1996 between Railtrack (1) and Transrail (2)
- 252. New Barnet demised by a Lease (for 7 years from 1 April 1994) dated 21 February 1996 between Railtrack (1) and Transrail (2)
- 253. St Neots Down Yard demised by a Lease (for 7 years from 1 April 1994) dated 21 February 1996 between Railtrack (1) and Transrail (2)
- 254. Hoo Junction Downside demised by a Lease (for 7 years from 1 April 1994) dated 23 February 1996 between Railtrack (1) and Transrail (2)
- 255. Horsham Nightingale Road demised by a Lease (for 7 years from 1 April 1994) dated 4 April 1996 between Railtrack (1) and Transrail (2)
- 256. Hove demised by a Lease (for 7 years from 1 April 1994) dated 22 February 1996 between Railtrack (1) and Transrail (2)
- 257. Three Bridges CE Holding Sidings demised by a Lease (for 7 years from 1 April 1994) dated 22 February 1996 between Railtrack (1) and Transrail (2)
- 258. Eastleigh East Yard demised by a Lease (for 7 years from 1 April 1994) dated 22 February 1996 between Railtrack (1) and Transrail (2)
- 259. Eastleigh BRT Sidings demised by a Lease (for 7 years from 1 April 1994) dated 22 February 1996 between Railtrack (1) and Transrail (2)
- 260. Tonbridge West Yard demised by a Lease (for 7 years from 1 April 1994) dated 22 February 1996 between Railtrack (1) and Mainline (2)
- 261. Woking Up Sidings demised by a Lease (for 7 years from 1 April 1994) dated 22 February 1996 between Railtrack (1) and Mainline (2)

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02938988

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE BETWEEN THE CHARGOR, ENGLISH WELSH & SCOTTISH RAILWAY HOLDINGS LIMITED, ENGLISH WELSH & SCOTTISH RAILWAY INTERNATIONAL LIMITED AND THE CHARGE (THE "SECURITY DEED") DATED THE 23rd NOVEMBER 2001 AND CREATED BY ENGLISH WELSH & SCOTTISH RAILWAY LIMITED FOR SECURING ALL PRESENT AND FUTURE OBLIGATIONS AND LIABILITIES OF EACH OBLIGOR TO THE ROYAL BANK OF SCOTLAND PLC (THE "LENDER") UNDER THE FINANCE DOCUMENTS. (ALL TERMS AS DEFINED) WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 7th DECEMBER 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 11th DECEMBER 2001.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

R. Dan