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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

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 5)

For official use

Company number

28

17030

Name of company

* WHITBREAD EAST PENNINES LIMITED

* insert full name of company

Date of creation of the charge

20 MAY 1996

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

A DEED OF COVENANT DATED 20TH MAY 1996 MADE BETWEEN RAILTRACK PLC (1) WHITBREAD PLC (2) AND WHITBREAD EAST PENNINES LIMITED (3) SUPPLEMENTAL TO A DEED OF COVENANT DATED 18TH JANUARY 1996 MADE BETWEEN RAILTRACK PLC (1) AND WHITBREAD EAST PENNINES LIMITED (2) SUPPLEMENTAL TO A DEED OF EASEMENT

OF THE SAME DATE MADE BETWEEN RAILTRACK PLC (1) AND WHITBREAD PLC (2)
Amount secured by the charge

THE SUMS PROVIDED FOR UNDER THE PROVISIONS OF
CLAUSE 11 OF THE ABOVE DEED OF EASEMENT
DATED 18TH JANUARY 1996
06
T

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

RAILTRACK PLC WHOSE REGISTERED OFFICE IS AT
40 BERNARD STREET LONDON
Postcode WC1N 1BY

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

REES & FRUERS SOLICITORS
1 THE SANCTUARY
WESTMINSTER
LONDON SW1P 3JT
REF MW 9409991

For Official Use
Mortgage Section

Post Room

Time critical reference



Short particulars of all the property charged

Please do not write in this margin

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

FREEHOLD LAND AT ABERFORD ROAD,
WOODLIESFORD, LEEDS WEST YORKSHIRE AS SHOWN
EDGED RED ON PLAN 'A' IN THE DEED OF
LEASEMENT BETWEEN RAILTRACK PLC (1) AND
WHITBREAD PLC (2) DATED 18TH JANUARY 1996

Particulars as to commission allowance or discount (note 3)

N/A

Signed Deas & Fines Date 20th May 1996

On behalf of ~~company~~ [chargee]†

† 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 The address of the Registrar of Companies is:-
Companies House, Crown Way, Cardiff CF4 3UZ

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

COMPANY No. 00017030

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF COVENANT DATED THE 20th MAY 1996 AND CREATED BY WHITBREAD EAST PENNINES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO RAILTRACK PLC UNDER THE PROVISIONS OF CLAUSE 11 OF THE DEED OF EASEMENT DATED 18TH JANUARY 1996 WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 21st MAY 1996.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 22nd MAY 1996.

A handwritten signature in black ink, appearing to read 'R. N. Owens'.

RICHARD NEIL OWENS

for the Registrar of Companies

Handwritten initials/signature



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