

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Societe Nationale Chemin de Fer Belges - S.N.C.B.		08/31/2010	Public Limited Company: BELGIUM

**RECEIVING PARTY DATA**

<b>Name:</b>	Eurostar International Limited
<b>Street Address:</b>	Times House
<b>Internal Address:</b>	Bravingtons Walk
<b>City:</b>	London
<b>State/Country:</b>	UNITED KINGDOM
<b>Postal Code:</b>	N1 9AW
<b>Entity Type:</b>	Private Limited Company: UNITED KINGDOM

**PROPERTY NUMBERS Total: 5**

Property Type	Number	Word Mark
Registration Number:	2873053	EUROSTAR
Registration Number:	2273337	
Registration Number:	2205126	EUROSTAR
Registration Number:	3675122	
Serial Number:	75313718	EUROSTAR

**CORRESPONDENCE DATA**

**Fax Number:** (212)370-1819  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
**Phone:** 212 661 1400  
**Email:** ddonnelly@vonmaltitz.com  
**Correspondent Name:** Diane Donnelly  
**Address Line 1:** von Maltitz, Derenberg, Kunin et al  
**Address Line 2:** 60 East 42nd Street, Suite 2446  
**Address Line 4:** New York, NEW YORK 10165

**TRADEMARK**

**900178620**

**REEL: 004432 FRAME: 0524**

OP \$140.00 2873053

ATTORNEY DOCKET NUMBER:

8884/238

**DOMESTIC REPRESENTATIVE**

**Name:** Diane Donnelly  
**Address Line 1:** von Maltitz, Derenberg, Kunin et al  
**Address Line 2:** 60 East 42nd Street, Suite 2446  
**Address Line 4:** New York, NEW YORK 10165

**NAME OF SUBMITTER:**

Diane Donnelly

**Signature:**

/Diane Donnelly/

**Date:**

12/13/2010

**Total Attachments: 9**

source=Assg 3 Eurostar International Limited#page1.tif  
source=Assg 3 Eurostar International Limited#page2.tif  
source=Assg 3 Eurostar International Limited#page3.tif  
source=Assg 3 Eurostar International Limited#page4.tif  
source=Assg 3 Eurostar International Limited#page5.tif  
source=Assg 3 Eurostar International Limited#page6.tif  
source=Assg 3 Eurostar International Limited#page7.tif  
source=Assg 3 Eurostar International Limited#page8.tif  
source=Assg 3 Eurostar International Limited#page9.tif

**EXECUTION VERSION**

**SOCIETE NATIONALE DES CHEMINS DE FER BELGES**

as Contributor

and

**EUROSTAR INTERNATIONAL LIMITED**

as Beneficiary

in the presence of

**SOCIETE NATIONALE DES CHEMINS DE FER FRANCAIS**

---

**CONTRIBUTION AGREEMENT**

---

We hereby certify this  
To be a true copy of the  
Original.  
Signed *Clifford Chance LLP*  
Clifford Chance LLP 23 September 2010  
10 Upper Bank Street  
London E14 5JJ



**FRESHFIELDS BRUCKHAUS DERINGER**

BRUSSE-1-262862-13

- 1 -

70-40386802

**TRADEMARK**  
**REEL: 004432 FRAME: 0526**

THIS CONTRIBUTION AGREEMENT is dated \_\_\_\_\_ 2010 (hereafter the "Agreement")

**BETWEEN:**

- (1) SOCIETE NATIONALE DES CHEMINS DE FER BELGES, a public company limited by shares (*société anonyme de droit public/nationale vennootschap naar publiek recht*) incorporated under the laws of Belgium whose registered office is located at Porte de Hal 40, 1060 Brussels, Belgium, enterprise number 0869,763,069 RPM/RPR Brussels and duly represented by Mr. Marc Descheemaeker and Mr. Richard Gayetot ("SNCB" or the "Contributor").

and

- (2) EUROSTAR INTERNATIONAL LIMITED, a company incorporated in England and Wales whose registered office is located at Times House, Bravington's Walk, London N1 9AW, United Kingdom, registered with the Trade and Companies Registry of England and Wales under the number 02462001 and duly represented by \_\_\_\_\_ (the "Beneficiary").

The Contributor and the Beneficiary are individually referred to hereinafter as a "Party" and collectively referred to as the "Parties".

In the presence of

- (3) SOCIETE NATIONALE DES CHEMINS DE FER FRANCAIS, a French National Public Establishment with Industrial and Commercial Purpose (*Etablissement Public Industriel et Commercial*), whose registered office is located at 34, rue du Commandant Mouchotte, 75699 Paris, France, registered with the Trade and Companies Registry of Paris under the number B 552 049 447 and duly represented by \_\_\_\_\_ ("SNCF").

**WHEREAS:**

- (A) The Beneficiary manages and operates, jointly with the Contributor and SNCF, international high-speed passenger train services between the United Kingdom, France and Belgium through the Fixed Link, with intermediate stops (the management and operation of such services referred to, as a whole, as the "Eurostar Business").
- (B) On 25 February 2010, the Contributor, SNCF, the Beneficiary, the DfT, LCR and British Railways Board ("BRB") entered into a framework agreement (the "Framework Agreement") pursuant to which the Contributor and SNCF each agreed, *inter alia*, to transfer their respective parts of the Eurostar Business to the Beneficiary so as to establish the Beneficiary as an international railway undertaking capable of operating the Eurostar Business as a stand-alone railway undertaking (*entreprise ferroviaire*), and to each take up shareholdings in the Beneficiary corresponding to their respective contributions.
- (C) The Parties are required pursuant to the terms of the Framework Agreement to enter into the present Agreement to transfer the Eurostar Business which is owned and operated by SNCF (the "Belgian Business"), to the Beneficiary.

**IT HAS BEEN AGREED AS FOLLOWS:**

**I. DEFINITIONS**

**1.1 Definitions**

In this Agreement, unless the context otherwise requires:

*"Advance Ticket Sales"* means Eurostar tickets sold prior to the Effective Time for travel at or after the Effective Time.

*"Belgian Business"* has the meaning given to it at paragraph (C) of the Preamble.

*"Business Day"* means a day on which banks are open for business in Belgium and in the United Kingdom.

*"Belgian Tax Certificate"* has the meaning given to it in paragraph 3.5.1 of Schedule 2 of the Framework Agreement.

*"Completion Date"* means the date of this Agreement.

*"Contribution"* means the property, rights and assets transferred to the Beneficiary by the Contributor pursuant to Clause 2.1.

*"DfT"* means the Secretary of State for Transport of Great Minister House, 76 Marsham Street, London SW1P 4DR, United Kingdom.

*"Effective Time"* means the 23:59 GMT on the Completion Date.

*"Entire Eurostar Fleet"* means

- (a) the 27 TMST 3C trainsets to be operated by the Beneficiary from the Effective Time in connection with the Eurostar Business;
- (b) the 3 TM trainsets owned at the date of this Agreement by SNCF and the single TM trainset owned at the date of this Agreement by SNCB; and
- (c) the NOL Sets.

*"Eurostar Business"* has the meaning given to it at paragraph (A) of the Preamble.

*"Eurostar Frequent Traveller Scheme"* means the loyalty points programme of that name operated in connection with the Eurostar Business by SNCF, SNCB and the Beneficiary as at the date of this Agreement.

*"Eurostar Trademarks"* means the trademarks listed in Schedule 1.

*"Excluded Liabilities"* has the meaning given to it at Clause 2.4.

*"Fixed Link"* has the meaning given to it in the Framework Agreement.

*"Framework Agreement"* has the meaning given to it at paragraph (B) of the Preamble.

"*Goodwill*" means the goodwill (*clientèle*) of the Contributor in connection with the Belgian Business including, without limitation, the exclusive right to represent itself as carrying on the Belgian Business.

"*LCR*" means London & Continental Railways Limited, a company registered in England and Wales (registered no. 02966054), whose registered office is at 3rd Floor, 183 Everholt Street, London NW1 1AY, United Kingdom.

"*Liabilities*" means all liabilities and obligations of the Contributor to passengers relating to the Advance Ticket Sales and in relation to the redemption of points under the Eurostar Frequent Traveller Scheme that will be assumed, paid, performed and discharged by the Beneficiary pursuant to Clause 6.4 of the Framework Agreement.

"*NOL Sets*" means the 7 TMST sets owned by the Beneficiary known as the North of London Sets, 6.5 of which are leased as at the date of this Agreement by the Beneficiary to SNCF.

"*RMF Settlement Date*" means the date falling three days after the end of the month in which the Completion Date falls.

"*Schedule*" means a schedule to this Agreement.

"*SNCB Cash Contribution*" means an amount of £5m.

"*SNCB EGL Shares*" means the 5 'C' Shares in the share capital of Eurostar Group Limited held by SNCB at the date of this Agreement.

"*SNCB Subscription Shares*" has the meaning given to it in Clause 3(a).

"*SNCB Trainset Lease*" means the lease(s) and associated lease supplements to be entered into in agreed form between SNCB and the Beneficiary in respect of the four TMST 3C trainsets owned by SNCB;

"*SNCB Trainset Lease Rentals*" means the aggregate of the Lease Rent Prepayment Amounts (as defined in the SNCB Trainset Lease) payable by the Beneficiary to SNCB on the Completion Date under the SNCB Trainset Lease amounting to £65,954,850 in aggregate;

"*Spare Power Car*" means the spare Eurostar TMST power car with number 373999.

"*Stocks of Spare Parts*" means the common pool of stocks and spares acquired by SNCF, SNCB and/or the Beneficiary from time to time for the purposes of maintaining the Entire Eurostar Fleet and the Entire Eurostar Fleet excluding the NOL Sets;

"*Stocks of Spare Parts Inventory*" means the list of Stocks of Spare Parts as prepared pursuant to Part A of Schedule 5 of the Framework Agreement.

## 1.2 Headings

Clause headings and the table of contents are inserted for convenience of reference only and will be ignored in the interpretation of this Agreement.

## 2. SCOPE OF THE CONTRIBUTION

### 2.1 Contribution

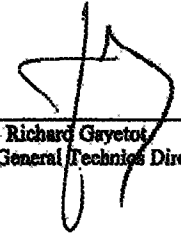
The Contributor contributes, subject to the terms and conditions of this Agreement, the following property and rights of the Belgian Business free from all privileges, charges and pledges, with effect from the Effective Time to the Beneficiary, who accepts the Contribution:

- (a) the SNCB EGL Shares ;
- (b) the Goodwill;
- (c) the right to use the name Eurostar;
- (d) the joint ownership rights in the Eurostar Trademarks listed in Schedule 1 enjoyed by SNCB pursuant to the trademark co-ownership agreement of 30 July 1987 between SNCF, SNCB and the Beneficiary and pursuant to any other arrangements between SNCF, SNCB and the Beneficiary in relation to such trademarks and any other interests in such trademarks;
- (e) the ownership rights in the Stocks of Spare Parts and the Spare Power Car described in Schedule 2;
- (f) fixtures, fittings and office equipment at the Eurostar terminal in Brussels Midi Station listed in Schedule 3;
- (g) the sales and distribution related assets listed in Schedule 4;
- (h) the training materials and operating manuals listed in Schedule 5;
- (i) the uniforms described in Schedule 6;
- (j) the intellectual property rights listed in Schedule 7;
- (k) without prejudice to Clause 2.5(d), the benefit of any amount to which the Contributor is entitled to claim from a person (including, without limitation, an insurer) in respect of any damage or injury to any of the assets or rights referred to in Clauses 2.1(b) to 2.1(j);
- (l) all rights of SNCB (including copyright, trademark rights and any other intellectual property rights) in relation to the Eurostar Frequent Traveller Scheme;
- (m) an amount equal to the SNCB Cash Contribution, and
- (n) an amount equal to the value of the SNCB Trainsel Lease Rentals.

Made on 31 August 2010 in three originals by:

**SOCIETE NATIONALE DES CHEMINS DE FER BELGES**  
as Contributor


  
Name: Mary Deschamps  
Title: Managing Director

  
Name: Richard Gayetot  
Title: General Technics Director

**EUROSTAR INTERNATIONAL LIMITED**  
as Beneficiary

  
Name: RICHARD BROWN  
Title: CHAIRMAN

**SOCIETE NATIONALE DES CHEMINS DE FER FRANCAIS**

  
Name: J. Thibaut  
Title: DSCIB



SCHEDULE 1

LIST OF EUROSTAR TRADEMARKS

Notes:

"The Networks" means S.N.C.F., S.N.C.B. and Eurostar (U.K.) Limited

Where the owner details are listed as "S.N.C.B., S.N.C.F. and Eurostar International Limited", this indicates the relevant registration has recently be renewed in the name of the Networks but using the new Eurostar International Limited name.

1.	Argentina	The Networks	1762982	27-Mar-00	27-Mar-10 (pending renewal certificate)	EUROSTAR + WAVY LINE & STAR LOGO	30
2.	Argentina	The Networks	1762983	27-Mar-00	27-Mar-10 (pending renewal certificate)	EUROSTAR + WAVY LINE & STAR LOGO	16
3.	Argentina	The Networks	1762984	27-Mar-00	27-Mar-10 (pending renewal certificate)	EUROSTAR + WAVY LINE & STAR LOGO	18
4.	Argentina	The Networks	1802057	14-Aug-00	14-Aug-10 (pending renewal certificate)	EUROSTAR + WAVY LINE & STAR LOGO	9
5.	Argentina	The Networks	1802058	27-Sep-00	27-Sep-10	EUROSTAR + WAVY LINE & STAR LOGO	26
6.	Australia	The Networks	781782	23-Dec-06	23-Dec-16	EUROSTAR + WAVY LINE & STAR LOGO	8, 12, 16, 18, 20
7.	Australia	The Networks	842677	23-Dec-06	23-Dec-16	EUROSTAR + WAVY LINE & STAR LOGO	26
8.	Austria (int)	The Networks	583148A	3-Mar-02	08-Mar-12	EUROSTAR	28
9.	Austria	The Networks	146173	5-Mar-03	05-Mar-13	EUROSTAR & TRAIN LOGO	12, 28, 36
10.	Austria	The Networks	146174	5-Mar-03	05-Mar-13	EUROSTAR + WAVY LINE & STAR LOGO IN COLOUR	12, 28, 36
11.	Austria (int)	The Networks	533781A	31-Aug-04	31-Aug-14	LINEA EUROSTAR	8, 9, 21, 24, 25
12.	Austria	The Networks	725026	16-Nov-06	16-Nov-16	FLYSTAR	12, 26
13.	Azerbaijan (int)	The Networks	725054	11-Aug-06	11-Aug-16	EUROSTAR + WAVY LINE & STAR LOGO	8, 12, 16, 18, 20, 26
14.	Banaruk (int)	Eurostar Group Limited	581040	5-Aug-03	05-Aug-13	NOSE OF TRAIN DEVICE	8, 16, 26, 38, 39, 40, 43
15.	Banaruk (int)	The Networks	738394	29-Mar-06	29-Mar-16	DAY INP	12, 16, 30, 38, 42
16.	Banaruk	Eurostar Group Limited	706816	26-Jul-01	26-Jul-11	ROLL NTRAL	12, 16, 36, 38, 39, 42
17.	Banaruk	The Networks	498306	10-Sep-01	10-Sep-11	EUROSTAR	12
18.	Banaruk	The Networks	711471	16-Oct-01	16-Oct-11	WAVY LINE & STAR LOGO & EUROSTAR	12, 16, 36, 38, 39
19.	Banaruk	The Networks	507819	28-Nov-01	28-Nov-11	EUROSTAR	38
20.	Banaruk	The Networks	519085	10-Dec-01	10-Dec-11	EUROSTAR + WAVY LINE & STAR LOGO	12, 28, 38
21.	Banaruk	The Networks	510604	10-Dec-01	10-Dec-11	EUROSTAR & TRAIN LOGO	12, 28, 38
22.	Banaruk (int)	The Networks	583148A	3-Mar-02	08-Mar-12	EUROSTAR	28
23.	Banaruk (int)	The Networks	533781A	31-Aug-04	31-Aug-14	LINEA EUROSTAR	8, 9, 21, 24, 25
24.	Banaruk	The Networks	827273	24-Jun-07	24-Jun-17	EUROSTAR	8, 9, 8, 11, 12, 14, 16, 18, 21, 24, 25, 28, 28, 34, 35, 35, 39, 41, 42

No.	Country	Owner	Classification	Date of Reg.	Term	Description	Class
250.	Thailand	The Networks	KOR19075	25-Mar-99	24-Mar-19	EUROSTAR + WAVY LINE & STAR LOGO	39
251.	Thailand	S.N.C.F	KOR236956		08-Jan-15	WAVY LINE STAR LOGO + EUROSTAR IN GRAPHIC FORM (SIGNAGE LOGO)	29
252.	Tunisia	The Networks	EE962021		25-Dec-13	EUROSTAR + WAVY LINE & STAR LOGO	8, 12, 16, 18, 25, 39
253.	Ukraine (Int)	The Networks	623761A	31-Aug-04	31-Aug-14	LINEA EUROSTAR	8, 9, 21, 24, 25
254.	Ukraine (Int)	The Networks	725854	11-Aug-00	11-Aug-10	EUROSTAR + WAVY LINE & STAR LOGO	8, 12, 16, 18, 25, 39
255.	United Kingdom (Int)	Eurostar Group Limited	661046	08-Aug-05	06-Aug-16	NOSE OF TRAIN DEVICE	8, 16, 25, 28, 34, 43
256.	United Kingdom	S.N.C.F	2254882	01-Jun-01	05-Dec-10 (pending at next renewal date)	EURODOMESTIC	39
257.	United Kingdom	S.N.C.F	2258515	18-Aug-02	19-Jan-11 (pending at next renewal date)	EURODOMESTIC	16, 35, 38
258.	United Kingdom	The Networks	2139426	18-Oct-06	06-Jul-17	EUROSTAR CASTLE SERVICE	39
259.	United Kingdom	The Networks	1479826	05-Feb-03	07-Sep-10	EUROSTAR	39
260.	United Kingdom	The Networks	1616911	02-Aug-05	26-Oct-16	EUROSTAR + WAVY LINE & STAR LOGO IN COLOUR	8, 14, 16, 25
261.	United Kingdom	The Networks	1816807	10-Nov-95	26-Oct-10	EUROSTAR & TRAIN LOGO IN COLOUR	6, 14, 16, 25
262.	United Kingdom	The Networks	2283488	18-Nov-04	18-Oct-11	WAVY LINE & STAR LOGO & EUROSTAR	12, 16, 35, 39
263.	United Kingdom	The Networks	1485978	27-Oct-05	11-Dec-10	EUROSTAR + WAVY LINE & STAR LOGO IN COLOUR	39
264.	United Kingdom	The Networks	1485975	04-Jul-07	11-Dec-10	EUROSTAR + WAVY LINE & STAR LOGO (BLACK & WHITE)	39
265.	United Kingdom	The Networks	1485372	22-Aug-07	11-Dec-10	EUROSTAR 2305 EUROSTAR & TRAIN LOGO IN COLOUR	28
266.	United Kingdom	The Networks	1486373	22-Sep-05	11-Dec-10	EUROSTAR 2305 EUROSTAR & TRAIN LOGO IN COLOUR	39
267.	United Kingdom	The Networks	2138668A	26-Nov-04	23-Jun-17	EUROSTAR	8, 8, 8, 11, 12, 14, 16, 18, 21, 24, 26, 28, 28, 34, 35, 36, 38, 41
268.	United Kingdom	The Networks	1486580	18-Jan-05	07-Apr-10	EUROSTAR	42
269.	United Kingdom	The Networks	1487087	18-Jan-05	10-Apr-10	EUROSTAR	39
270.	United Kingdom	The Networks	2136988B	17-Mar-05	26-Jun-17	EUROSTAR	8, 38, 42
271.	United Kingdom	The Networks	1486375	04-Jul-07	11-Dec-10	EUROSTAR & DEVICE (B/W)	28
272.	United Kingdom	The Networks	1485372	22-Aug-07	11-Dec-10	EUROSTAR 2305 EUROSTAR & DEVICE IN COLOUR	28
273.	United Kingdom	The Networks	1486373	22-Sep-05	11-Dec-10	EUROSTAR 2305 EUROSTAR & DEVICE IN COLOUR	39
274.	United Kingdom	The Networks	2398295	03-Apr-08	13-Apr-15	EUROSTAR + WAVY LINE & STAR LOGO	8, 21, 43
275.	United Kingdom	Eurostar Group Limited	2278653	14-Mar-03	27-Jul-11	ROLL 'N' RAIL	12, 16, 36, 36, 39, 42
276.	United Kingdom	Eurostar (U.K.) Limited	2126971	19-Feb-06	20-Jun-12	EUSTAR	39
277.	United Kingdom	Eurostar (U.K.) Limited	1886583	05-Jan-06	04-Oct-11	ESPRIT EUROPE & DEVICE	39
278.	United Kingdom	Eurostar (U.K.) Limited	2146806	31-Jul-06	22-Oct-17	STARPASS	39
279.	United Kingdom	The Networks	2489628	08-May-06	16-Oct-17	EUROSTAR FOR TOMORROW (SERIES OF 2) IN COLOUR	12, 16, 25, 28, 35, 38, 43
280.	United States of America	The Networks	2873053	17-Aug-04	17-Aug-10	EUROSTAR	8, 9, 12, 23, 28, 42

No.	Country	Applicant	Reg. No.	Class	Priority	Mark	Class
281.	United States of America	The Networks	2273337	31-Aug-99	31-Aug-99	WAVY LINE & STAR LOGO	38
282.	United States of America	The Networks	2285926	24-Nov-98	24-Nov-98	EUROSTAR	38
283.	United States of America	Eurostar (U.K.) Limited	3675122	01-Sep-99	01-Sep-99	WAVY LINE & STAR LOGO	8, 12, 14, 16, 18, 24, 26, 28, 30, 32, 34, 41, 43, 45
284.	United States of America	Eurostar (U.K.) Limited	Application number 76313718	24-Jun-97	n/a	EUROSTAR	14, 16, 18, 38
285.	Luxemburg	The Networks	310818	18-Oct-99	18-Oct-99 (pending renewal certificate)	EUROSTAR + WAVY LINE & STAR LOGO	8, 12, 14, 16, 38
286.	Liechtenstein (EU)	The Networks	728854	11-Aug-99	11-Aug-99	EUROSTAR + WAVY LINE & STAR LOGO	12, 16, 18, 26, 38
287.	Venezuela	The Networks	223181		17-Aug-10 (undergoing renewal)	EUROSTAR + WAVY LINE & STAR LOGO	9
288.	Venezuela	The Networks	13705		17-Aug-10 (undergoing renewal)	EUROSTAR + WAVY LINE & STAR LOGO	38