The Luxembourg Rail Protocol to the Cape Town Convention

*Its positive impact on the cost of financing railway rolling stock in Africa*

Prepared for RAIL WORKING GROUP
Objectives

1. Develop an assessment of micro-economic benefits for African nations

2. Help RWG, UNIDROIT and their members to consider the country and market impacts of the Luxembourg Rail Protocol

3. Help governments consider the effects and economic benefits of the Protocol before its adoption

4. Complement the legal analysis supporting adoption of the Protocol
Depending on countries, direct micro-benefits assessed as between 1.6% and 13.5% of the present value of rolling stock.

Many additional micro- and macro-economic benefits also expected.
Global market volume of the rail industry of €163bn per annum, including €53bn in rolling stock.

Total market for rail supply is set to continue its growth of recent years at 2.7% per year.

Growth in the rail market is currently constrained by the availability of funding.

The Luxembourg Rail Protocol improves the availability and cost of private finance for rolling stock.

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I. Benefits from the Luxembourg Rail Protocol

II. Methodology: assessing direct financing cost reductions

III. Results
I. Benefits from the Luxembourg Rail Protocol

II. Methodology: assessing direct financing cost reductions

III. Results
The Luxembourg Rail Protocol (LRP) (1/2)

Issues with bringing in private capital due to:

- **uncertainty** around the repossession of collateral for creditors
- **limited** legal infrastructure and tracking of assets
- cross border operational **risks** in light of the absence of national or international public registries showing security interests on rolling stock
- **no common system** for uniquely identifying railway equipment globally and across different types of rolling stock
The Luxembourg Rail Protocol (LRP) (2/2)

Financing the rail industry

Investors
- Interest / Dividend
- Loan / Equity

Legal owner / Lender
- Finance payment
- Right to use asset
- Payment
- Title
- Rolling stock manufacturer

Train operator / Lessee
- Services

Consumers (passengers / businesses)

Solution: Luxembourg Rail Protocol
New global legal system for the recognition and prioritisation of security interests held by creditors

Debtors covered
- All debtors in ratifying states

Vehicles covered
- All vehicles running on tracks, or above, on, or under a guideway

Financing covered
- Leases
- Conditional sales contracts
- Secured credit agreements
### Features of LRP deliver both micro- and macro- benefits

<table>
<thead>
<tr>
<th>Single central global registry</th>
<th>Clear legal framework and enforcement</th>
</tr>
</thead>
<tbody>
<tr>
<td>• <strong>facilitates recording</strong> international interests, and universal numbering system</td>
<td>• <strong>covers all debtors based in contracting states</strong> without differentiating between types of financing structures</td>
</tr>
<tr>
<td>• establishes <strong>clear priority</strong> among <strong>creditors</strong></td>
<td>• provides for <strong>clear creditor rights</strong> on termination, default, and insolvency</td>
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<tr>
<td>• provides for <strong>real time monitoring</strong> – creditors and prospective purchasers can check rival claims to related rail equipment</td>
<td>• recognises and regulates the <strong>security interests</strong> of financiers and other parties</td>
</tr>
<tr>
<td>• <strong>eliminates unnecessary restructuring</strong> of security interests as transactions change</td>
<td>• opens the way to <strong>secured finance</strong> with recourse only to the <strong>assets</strong></td>
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</tbody>
</table>

**DIRECT MICRO-BENEFITS**

**INDIRECT MICRO-BENEFITS**

**MACRO-BENEFITS**
LRP will reduce costs and help growth in rail transport (1/2)

**Macro trends**
- Population growth
- Increased procurement needs
- Technological progress
- Environmental regulation, road congestion

**Financing process**
- Public investment
- Budget constraints lead to under-investment

**Outcomes**
- Lightly-capitalised operators
- Economy suffers from market failure
LRP will reduce costs and help growth in rail transport (2/2)

Macro trends

- Population growth
- Environmental regulation, road congestion
- Technological progress

Increased procurement needs

Financing process

- Public investment

Easing of budget constraint

Increased commercial participation in financing

Outcomes

- Lightly-capitalised operators

Operators will have access to more:
  - private investment
  - inward investment
  - asset class financing

Increased commercial participation in financing

MACRO-BENEFITS

- Increase in rail transportation at lower unit cost

DIRECT MICRO-BENEFITS

- Reduced risks and costs

INDIRECT MICRO-BENEFITS

- Improved commercial participation in financing

MACRO-BENEFITS

- Improved commercial participation in financing

IMPROVEMENTS TO THE ECONOMY

- Improvements to the economy

DIRECT MICRO-BENEFITS

- Reduced risks and costs

INDIRECT MICRO-BENEFITS

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MACRO-BENEFITS
This study focuses on the direct micro-level benefits (1/2)

Luxembourg Rail Protocol

Easier repossession of collateral on default

Improved and standardized legal and operational frameworks across borders

Direct micro-level benefits

Reduced risk for creditors

Reduced transaction costs

Reduced financial costs for train operators

Better value for money for customers

Macro-benefits

Quantified in this study
This study focuses on the direct micro-level benefits (2/2)

**Indirect micro-level benefits**
- facilitates **operating leases which**
  - open up the market to new competition
  - provide more flexibility for operators
  - drive standardisation of equipment
- potentially cuts **Export Credit Agency finance premiums** (following the example of the Aircraft Protocol)
- the **unique global identifier** enables more efficient asset location and status tracking, leading to savings on insurance, maintenance, and reductions of many other costs
- registration of creditor claims provides **protection for creditors and operators on cross border routes** even without ratification by the state where the rolling stock is located

**Macro-benefits**
- reduction in polluting greenhouse gases
- lower unemployment
- increased productivity and GDP
- increased transport safety, less congestion
- new markets for African rolling stock manufacturers and operators
- regional integration and interoperability
- underwrites the African Continental Free Trade Area and the planned African Infrastructure High Speed Rail Network
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Methodological approach

Investor / Lessor

Cost of financing

Train operator / Lessee

Services

Risk reduction

Financial benefits from reduced risk

Cost savings = Investment \times (\text{Indicative pre-LRP cost of capital} - \text{Indicative post-LRP cost of capital})

Step 4

Step 1

Step 2

Step 3

Consumers (passengers / businesses)

Better value for money
**Step 1: Investment to finance**

**Key assumptions**

- **investment**: in the absence of precise or reliable information about the value of existing rolling stock or about procurement plans for the countries considered, benefits are assumed for an illustrative value of rolling stock ($100m) in every country. This can be interpreted as referring to existing rolling stock as well as new purchases. The benefits can be scaled up to the relevant value of rolling stock.

- **source of financing**: it is assumed private finance of rolling stock will take two main forms: i) leasing arrangements ii) borrowing from private creditors. In both cases, this can be representative of existing rolling stock and new purchases. In the former case, the lease arrangements are assumed to take the form of a sale-and-leaseback.¹

- **period**: a financing period of 10 years. A residual value of the assets (and associated credit facilities, i.e. principal in the case of a loan) of 50% is assumed at the end of these 10 years (i.e. mirroring an assumed amortisation of the underlying assets over 20 years on a straight line basis).

¹ Note: it is also implicitly assumed that no express or implied state guarantees are provided or taken into account.
Step 2: **Indicative pre-LRP cost of capital**

**Indicative level of pre-LRP cost of capital**

- **Cost of equity**
  - Levered beta
  - Equity risk premium
  - Domestic sovereign yield

- **Cost of debt**
  - Domestic sovereign yield
  - Loan margin

- **Weight**
  - Cost of equity: $E / (D+E)$
  - Cost of debt: $D / (D+E)$

**Beta based on the European railroad transportation industry (simplifying assumption)**

**Equity risk premium of the country. For countries without this data, the risk premium is assumed based on countries with a similar OECD country risk**

**Proxy for a common risk-free rate (RfR) on debt, adjusted for individual country risk:**
- risk-free rate obtained by removing the country risk premium from the yield of a relatively low-risk country (Botswana)
- domestic yields are then obtained by adding the country risk premium of the relevant country to the common RfR
- for countries without this data, the risk premium is assumed based on countries with similar credit rating

**Loan margins by credit rating for low collateralisation used by the European Commission in State aid cases**
Step 3: **Indicative post-LRP cost of capital**

### Cost of equity
- Levered beta
- Equity risk premium
- Domestic sovereign yield

### Cost of debt
- Domestic sovereign yield
- Loan margin

### Risk reduction (not quantified)
- Lower transaction costs
- Assumption -10bp

### Risk reduction (quantified)

#### OECD country risk classification for export credits

<table>
<thead>
<tr>
<th>Grade</th>
<th>Reduction in margin (in bp)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Grades 1 &amp; 2</td>
<td>40</td>
</tr>
<tr>
<td>Grade 3</td>
<td>145</td>
</tr>
<tr>
<td>Grade 4</td>
<td>300</td>
</tr>
<tr>
<td>Grades 5 &amp; 6</td>
<td>430</td>
</tr>
<tr>
<td>Grade 7</td>
<td>600</td>
</tr>
</tbody>
</table>

### Cost of capital savings (in bp)
- Minimum 29
- Median 244
- Maximum 298
Step 4: Financial benefits

- Annual cost of financing pre-LRP = investment to finance \times cost of capital pre-LRP
- Annual cost of financing post-LRP = investment to finance \times cost of capital post-LRP

Annual cost of financing over 10-year period:

- Year 1
- Year 2
- Year 3
- ...
- Year 9
- Year 10

Annual financial benefits = difference

Present value of financial benefits over the period

Discounted sum
Limitations of the analysis

The estimates of the level of cost of capital (both pre- and post-LRP) rely on a number of simplifying assumptions aimed at capturing the varying levels of risk (reflected through the credit rating) of the countries under consideration. Similarly, the calculation of these levels relies on external parameters and data taken as indicative building blocks for the cost of capital. As such, the estimates of the level of the cost of capital should be interpreted as directional and necessarily have a margin of error driven by specific circumstances.

- **in particular**, the actual cost of capital applicable to operators and stakeholders in the value chain will largely vary according to a number of factors, such as:
  - type of underlying equipment financed and its positioning in non-contracting states
  - availability of external sources of credit support, such as Export Credit Agencies
  - structure and geographic location of the lessor/creditor and lessee/debtor
  - difference in creditworthiness between a particular operator and the country it is located in
  - specific tax and regulatory environments (e.g. exchange controls)
  - market capacity in the country concerned

- variations in the level of cost of capital would therefore imply variations in the level of benefits
In calculating the direct, micro-economic benefits of the LRP, a number of other potentially positive financial effects have not been taken into account. In the context of African economies, we understand that additional indirect micro-economic benefits (referred to above) are likely to be particularly relevant:

• **further reductions in loan margins:** the reduction in margin assumed in our assessment rests on a constant risk rating for each country, but with a different level of collateralisation. We understand from RWG that in relation to Africa, it is likely that there would be a further potential for a reduction in margins resulting from the following benefits:
  • improvement of the credit analysis above the local sovereign debt rating because of the enforceability of creditor claims against the collateral
  • reduction of Export Credit Agency risk premiums, noting that a 10% reduction is given to a number of African states that have adopted the analogous protocol to the Cape Town Convention relating to aircraft under the OECD Aircraft Sector Understanding
In calculating the direct, micro-economic benefits of the LRP, a number of other potentially positive financial effects have not been taken into account. In the context of African economies, we understand that additional indirect micro-economic benefits (referred to above) are likely to be particularly relevant:

• **Improvement in the residual value of rolling stock at the end of the financing term:** We understand the adoption of the LRP will likely accelerate the trend towards operating leasing of rolling stock. This would result in increased equipment standardisation, with a higher residual value compared to the initial value, as it would be easier to remarket standard rolling stock at the end of the financing. This would reduce the rentals payable over the lease term as well as deliver manufacturing economies of scale, and lower unit costs, to the industry.

• **Securing longer tenor for loans:** The analysis assumes a 10-year term for operating leases and collateralised loans. The adoption of the LRP may ease this time constraint and result in creditors/lessors gradually granting (and export credit agencies underwriting) longer financing terms. The current short financing tenor compared to longer useful asset lives may result in a disproportionately high amortisation of the debt compared to the depreciation of the underlying assets.

1 Note: our research shows that the general industry assumption is that the official useful life of rolling stock is between 30 and 35 years (See e.g.: Transnet, ‘Annual Financial Statements 2019’, p.33, [https://www.transnet.net/InvestorRelations/AR2019/Transnet%20AFS%202019.pdf](https://www.transnet.net/InvestorRelations/AR2019/Transnet%20AFS%202019.pdf)). Some rolling stock currently operating around the world can be up to 60 years old. The assumption of an asset life of 20 years can therefore be deemed conservative for new equipment, although it may be more realistic for the refinancing of used equipment.
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Results of the analysis (1/3)

Countries with an OECD country risk classification of 7

Net present value of benefits (in $m) for an initial rolling stock value of $100m
Results of the analysis (2/3)

Net present value of benefits (in $m) for an initial rolling stock value of $100m

Countries with an OECD country risk classification of 5-6

- Côte d'Ivoire: 9.8
- Cabo Verde: 9.5
- Egypt: 9.5
- Senegal: 9.4
- Lesotho: 9.3
- Tunisia: 9.3
- Namibia: 9.3
- Tanzania: 9.1
- Eswatini: 9.1
- Ghana: 9.1
- Algeria: 9.0
- Togo: 8.9
- Benin: 8.9
- Kenya: 8.9
- Nigeria: 8.9
- Rwanda: 8.9
- Uganda: 8.7
- Angola: 8.7
- Cameroon: 8.5
- Gabon: 8.5
Results of the analysis (3/3)

Net present value of benefits (in $m) for an initial rolling stock value of $100m

Countries with an OECD country risk classification lower than 5

- South Africa: 7.3
- Mauritius: 4.5
- Morocco: 3.8
- Botswana: 1.6