The Luxembourg Rail Protocol to the Cape Town Convention

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

A UK-specific update to the 2018 Oxera study

Prepared for

[Logo: Rail Working Group]
Objectives

1. Update the assessment of micro-economic benefits for the United Kingdom\(^1\) with the latest available data

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

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

4. Complement the legal analysis supporting adoption of the Protocol

\(^1\) Oxera (2018), ‘Luxembourg Rail Protocol: estimated impact on rolling stock financing cost in Europe.’
Summary

Direct micro-benefits assessed between £4.8bn and £5.2bn

Many additional micro- and macro-economic benefits also expected
Global market volume of the rail industry of €191bn per annum, including €61bn in rolling stock.

Long-run trend growth in the total market for rail supply is 2.2% per year.

Long-term 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.

Contents

I. Benefits from the Luxembourg Rail Protocol

II. Methodology: assessing direct financing cost reductions

III. Results
Contents

I. Benefits from the Luxembourg Rail Protocol

   Methodology: assessing direct financing cost reductions

II. 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

Financing the rail industry

<table>
<thead>
<tr>
<th>Investors</th>
<th>Legal owner / Lender</th>
<th>Train operator / Lessee</th>
<th>Consumers (passengers / businesses)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Interest / Dividend</td>
<td>Loan / Equity</td>
<td>Payment / Title</td>
<td>Services</td>
</tr>
<tr>
<td>Finance payment / Right to use asset</td>
<td>Rolling stock manufacturer</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
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

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>• facilitates recording international interests, and universal numbering system</td>
<td>• covers all debtors based in contracting states without differentiating between types of financing structures</td>
</tr>
<tr>
<td>• establishes clear priority among creditors</td>
<td>• provides for clear creditor rights on termination, default, and insolvency</td>
</tr>
<tr>
<td>• eliminates unnecessary restructuring of security interests as transactions change</td>
<td>• recognises and regulates the security interests of financiers and other parties</td>
</tr>
<tr>
<td></td>
<td>• opens the way to secured finance with recourse only to the assets</td>
</tr>
</tbody>
</table>
LRP will reduce costs and help long-term growth in rail transport post-COVID (1/2)

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

**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 long-term growth in rail transport post-COVID (2/2)

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

**Direct micro-benefits**
- Reduced risks and costs

**Financing process**
- Public investment
- Lightly-capitalised operators
  - Easing of budget constraints
  - Operators will have access to more:
    - private investment
    - inward investment
    - asset class financing

**Indirect micro-benefits**
- Increased commercial participation in financing

**Outcomes**
- Improvements to the economy
- Increase in rail transportation at lower unit cost

**Macro-benefits**
- (employment, environment, productivity, safety)
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

Macro-benefits

- Better value for money for customers

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
- Increased productivity and GDP
- Lower unemployment
- Increased transport safety, less congestion
Contents

I. Benefits from the Luxembourg Rail Protocol

II. Methodology: assessing direct financing cost reductions

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Methodological approach

The methodology is the same as that applied in the 2018 Oxera study on the financing benefits of the LRP in European countries, with updates to the data used to reflect the latest changes.

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- **Investor / Lessor**
- **Train operator / Lessee**
- **Consumers (passengers / businesses)**

Risk reduction

Financial benefits from reduced risk

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

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Step 1

Step 2

Step 3

Step 4
**Step 1: Investment to finance (1/2)**

<table>
<thead>
<tr>
<th>Key assumptions from the original, 2018 Oxera model, then applied to multiple countries</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Investment:</strong> assume that both the financing of new rolling stock and the refinancing of the current fleet are affected by the ratification of the LRP. Refinancing occurs when the age of a RS unit reaches 10 years or 20 years.</td>
</tr>
<tr>
<td><strong>Source of financing:</strong> assume that (i) only private financing benefits from the LRP; (ii) the share of public financing will decrease by half by 2025 due to the catalyst effect of the LRP and then remain constant from 2025 onwards.</td>
</tr>
<tr>
<td><strong>Periods:</strong> forecast from 2020 to 2049 – terminal value calculated at 2049.</td>
</tr>
</tbody>
</table>

**2020-2024:** forecasts of new deliveries are assumed to offset retirements based on assumed asset life of 30 years.

**2025-2035:** model a catch-up period of higher deliveries where average age of fleet exceeds 20 years, i.e. where the LRP will unlock new finance and deliveries to replace ageing fleet.

<table>
<thead>
<tr>
<th>Investment</th>
</tr>
</thead>
<tbody>
<tr>
<td>Financing using LRP</td>
</tr>
<tr>
<td>Financing new rolling stock</td>
</tr>
<tr>
<td>Freight</td>
</tr>
<tr>
<td>Passenger</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Data (sources)</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>2020-2024</strong></td>
</tr>
<tr>
<td>Average annual market value of deliveries by type of RS by country (SCI Verkehr data)</td>
</tr>
<tr>
<td><strong>2025-2034</strong></td>
</tr>
<tr>
<td>Theoretical CAGR over a 10-year-period to account for catch-up when average fleet age &gt; 20 years (assumption)</td>
</tr>
<tr>
<td><strong>2035-2049</strong></td>
</tr>
<tr>
<td>Steady state with annual market value growing with 2% inflation (assumption)</td>
</tr>
<tr>
<td><strong>2049 onwards</strong></td>
</tr>
<tr>
<td>Growing into perpetuity using inflation as growth rate, and discounted at the pre-LRP WACC (assumption)</td>
</tr>
</tbody>
</table>
Step 1: Investment to finance (2/2)

How do the original assumptions and methodology apply to the calculations of the benefits in the UK?

- **source of financing**:  
  - in the data available on financing sources for rolling stock in the UK, (almost) all of the rolling stock is privately financed (both based on 2018 or 2020 data)  
  - as such, all financing benefits emerge from the reduction in financing cost, and there is no assumed ‘catalyst’ effect of the LRP (i.e. a decrease in the share of public financing) takes place

- **additional purchases to account for catch-up of oldest fleets**:  
  - the data underpinning the 2018 Oxera study resulted in an average age of the UK fleet slightly above 21 years old, which resulted in a moderate catch-up over a ten-year period to reach the 20-year average  
  - more recent, 2020 data indicates that the average age is now around 20 years old, which removes the need for a catch-up through new purchases. As such, new purchases are assumed to reach a steady state by 2025, based on the methodology described above

Notes:  In this methodology, no benefits would accrue on publicly-financed stock, as the risk and creditworthiness (and hence, the cost) of public financing is driven by wider considerations and likely to be less affected by the improved collateralisation resulting from the LRP.
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

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

**Equity risk premium of the country for a mature equity market**

**Domestic sovereign yield**

Yield on domestic government bond, adjusted by:
- difference between long-term forecast of domestic inflation and ECB target (to account for expected exchange rate depreciation/appreciation vs euro which is the currency underpinning the data available)
  - this does not affect the calculation of benefits for the UK based on 2020 data
  - country risk premium is implicit in the domestic sovereign yield

**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

Risk reduction (not quantified)

Levered beta

Risk reduction (quantified)

Loan margin

Cost of equity

Equity risk premium

Domestic sovereign yield

Cost of debt

Domestic sovereign yield

Risk reduction (from low to high collateralisation)

OECD country risk classification for export credits

Reduction in margin (in bp)

High-income OECD country → 40
Grade 3 → 145
Grade 4 → 300
Grade 7 → 600

Indicative level of post-LRP cost of capital

Based on 2020 data, for the UK (high-income OECD country), this results in a decrease of the (pre-tax) cost of capital of

- 34bp

Assumption -10bp

Lower transaction costs
Step 4: Financial benefits

2020-2049

Cost of financing pre-LRP
Cost of capital pre-LRP x invested capital

- Cost of financing post-LRP
Cost of capital post-LRP x invested capital

= Average annual financial benefits of c. £120.0m

2049 onwards

Financial benefits in 2049 for investment in new rolling stock

growing in perpetuity

discounting

growth rate = inflation

Terminal value of financial benefits from 2048 onwards in present value terms

Present value of financial benefits over the period
Additional effects of the LRP modelled in this update

In calculating the direct, micro-economic benefits of the LRP, a number of other potentially positive financial effects have not been taken into account. We understand that additional indirect micro-economic benefits (referred to above) are likely to be particularly relevant:

- **standardisation of equipment**: we understand that the adoption of the LRP is likely to result in further standardisation of rolling stock equipment. This in turn is likely to result in an increase in the (residual) value of rolling stock (especially in the later parts of its useful asset life) by being more likely to be easily re-usable in other geographies
  - this effect was not taken into account in the model underpinning the 2018 Oxera study
  - for the purposes of this update, we have modelled this potential effect as having similar consequences to an increase in the value of the rolling stock as collateral, i.e. a further reduction in the loan margins used to derive the cost of debt
  - we have used an indicative reduction of 5bp of the loan margin, resulting in a total decrease of the (pre-tax) cost of debt of 45bp (compared to 40bp without this effect)
    - this effect only applies to new purchases of rolling stock as opposed to refinancing, which pertains to rolling-stock already in circulation
Contents

I. Benefits from the Luxembourg Rail Protocol

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## Results of the analysis

**Without** the additional effects on the value of rolling stock as collateral

<table>
<thead>
<tr>
<th>Breakdown of the savings:</th>
<th>Present value of total savings</th>
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<tr>
<td>Freight (2%)</td>
<td>£4,800m</td>
</tr>
<tr>
<td>Passenger (98%)</td>
<td></td>
</tr>
<tr>
<td>New purchases (92%)</td>
<td></td>
</tr>
<tr>
<td>Refinancing (8%)</td>
<td></td>
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**With** the additional effects on the value of rolling stock as collateral

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<td>Freight (2%)</td>
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<tr>
<td>Passenger (98%)</td>
<td></td>
</tr>
<tr>
<td>New purchases (93%)</td>
<td></td>
</tr>
<tr>
<td>Refinancing (7%)</td>
<td></td>
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</table>
Discussion of the results

We note the following:

• there is some evidence to suggest that the **extent of new freight wagons and locomotives to be financed is conservative in our estimates**, which means total benefits and freight's proportion could be greater. Any transfer of road freight capacity onto rail under the UK Government's sustainability agenda has not been taken into account and will likely increase these figures materially.

• the **cost of passenger vehicles is significantly higher** than those of freight wagons, which partly contributes to the analysis showing the majority of costs savings in the passenger sector.

• we understand that the **data on rolling stock excludes cable cars and vehicles which have joint road and rail running capacity** such as maintenance vehicles and plant, all of which are covered under the LRP. As such, overall micro-economic benefits may be underestimated.