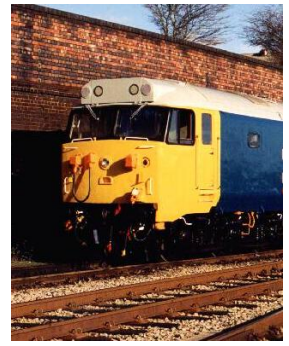




CLASS 50 ALLIANCE

PRESERVING CLASS 50S SINCE 1989

Share Prospectus 2016-2018



In the Beginning

The English Electric Company built thousands of locomotives at its works in Newton-le-Willows, Lancashire. From 1967 - 68 it built a total of 50 2,700 horsepower diesel electric locomotives for British Rail. These coincidentally came to be known as the Class 50s.

The locos were originally leased to BR for utilisation on the West Coast Mainline north of Crewe. Their modern design and 100mph capability made them the ideal choice to work the crack expresses between London and Glasgow.

Electrification of the line to Glasgow finally saw the 50s drafted to BR Western Region, working expresses from Paddington to the Midlands and the West Country.

During the early 1980s each of the class was given a life extending refurbishment, and they also started to take over services between Waterloo and Exeter.

Sectorisation of BR fragmented the class in 1987, but they still visited their old haunts on the WR. Many of their turns went over to Class 47 operation, but as anyone who was around at the time would agree, they still hung on in there.

The fact that the WR serves the holiday resorts of Devon and Cornwall meant that the 50s were still rolled out at weekends, retaining a number of turns to Penzance until 1988. To most, 1988 was last "real" year of 50s on Inter City expresses.

From then on, they eked-out their days working out of Waterloo and many were even restricted to 60 mph freight traffic.

BR kept three of the Class on restricted duties for use on charters only. 50 007 and 50 050 worked the final train from Penzance to Paddington in March 1994, bringing down the curtain on the class.

By then a number of Class 50s had already been sold to private owners, and a new dawn in the Class 50 story was about to begin...

Two Decades of Success

Since 1989 The Class 50 Alliance has built up a strong reputation and has lead the way in Class 50 preservation.

1991

- purchase of 50 035 Ark Royal - the first 50 to be preserved.
- successfully tender for the purchase of 50 031 Hood.
- save 50 044 and 50 049 from the scrap man.
- 50 031 works the first passenger train in preservation.

1994

- 50 044 Exeter rededicated with the ship of the same name, in its home city.

1997

- 50 031 returns to the mainline.

1998

- All four of our locomotives are based on the Severn Valley Railway, Britain's premier heritage railway.
- 50 044 also returns to the mainline.
- 50 049 Returns to the mainline.

Built to Last

Thankfully, the Class 50 story didn't end at Paddington in March 1994. The Fifty Fund, and other groups, have worked tirelessly to ensure that these historic locomotives are kept in working order for generations to come.

The Fund first moved its locos to St Leonards depot for overhaul. The massive 16-cylinder engines were each coaxed back to life by a team of dedicated volunteers. Not all of whom were professional engineers and railwaymen, but a team who wanted the Class 50 to live on.

A move to the Severn Valley Railway (SVR) was a major achievement for the Fund. 50 031 making its passenger debut as soon as it arrived. We continue to be indebted to the SVR for their support, as they have provided us with the ideal springboard to return to the mainline. In 1997, 50 031 made history by single-handedly hauling a special train from Birmingham to Plymouth and back.

Being part of the SVR family is important to us, not only for the excellent railway to run on but also for the excellent working relationships we have forged with our colleagues from the railway and fellow preservationists from a wide range of loco, infrastructure and rollingstock groups.

Project Defiance, like the Fund, bought their own loco 50 049 Defiance in 1991. Initially they were based on the West Somerset Railway before moving to the SVR. The two groups started working together, sharing experience and spare parts. The merger between the two groups was formally agreed in 2006, and a few months later in 2007 The Class 50 Alliance was formed. As part of the agreement, the Fifty Fund was reformed to operate as the fund raising and support organisation, and to sell the Shares in the new company.

As 2016 draws to a close the fleet has expanded again with the acquisition of 50007 Hercules. Read more about this development on the next page.

If you like what you've read about Class 50 Alliance and the Fifty Fund, why not join us. For further information, please visit our websites: www.fiftyfund.org.uk and www.class50alliance.co.uk.



50031 at Bristol with the Pilgrim Hoover Raitour 1st November 1997. The first raitour using a mainline registered preserved class 50.

Notable Firsts

- First Class 50 to operate a fare paying passenger train in preservation.
- First Class 50 to operate a passenger train in private ownership on the mainline.
- First preservation organisation to operate two preserved diesel electric locomotives in multiple on the mainline.

The Challenge Ahead

The opportunity to buy a mainline ready class 50 has arisen and one of our shareholders has lent us the money to purchase 50007 Hercules (which also carried Sir Edward Elgar nameplates).

The C50A has to repay this loan over the next two years, and we're now embarking on a major fund raising campaign to encourage shareholders old and new to become part-owners in not only Hercules, but the rest of the fleet.

Chairman Jon Dunster, said, "We mustn't underestimate the scale of the fund raising task ahead, and I urge anyone with an interest in Class 50s to consider making an investment, however large or small. Only with the support of our members and the wider class 50 enthusiast community, can we continue to keep the locos in action, and secure the future of our fleet".

Before entering service, 50007 will undergo a thorough technical inspection and both its main and train heat generator will be overhauled. The locomotive will then take up crew training with a Train Operator, before beginning a period of contracted mainline work. However, it is also expected to be available for occasional use on the heritage railway circuit, and potentially also some railtours.



Shares can be purchase outright or in instalments. Buying in instalments has many advantages as it allows us to plan the work based on a predicable cash flow and an overall budget.

In light of the need to fund these developments and our overall aims of preserving and operating these historic vehicles, the Board do not anticipate paying any dividends to shareholders.

Thank you for your support.

Fund Raising

To support our locomotives we undertake a range of different activities. As well as encouraging enthusiasts to join us by buying shares we operate a part sponsorship scheme and profits from our online store are all invested back into the organisation.

We manage our assets and funds carefully to ensure that waste is minimised and we make the best use of volunteers (although we recognise it isn't possible for them to undertake all maintenance and restoration activities).

If you'd like to find out more about us and our history, Locomaster Profiles have documented our successes, as well as our trials and tribulations in a number of programmes available from our sales operation:

- Trilogy (1991 - 2000)
- The Way Forward (2001 - 2005)
- Triumphs and Tribulations (2006 - 2012)

These and other DVDs, books, and railway memorabilia are available here: <http://sales.fiftyfund.org.uk>.

You too can be part of the success of the Class 50 Alliance, and become a part owner of our locomotives by purchasing shares in the locomotives. Shares can be purchased outright or in part by standing order from as little as £3 per month! Shares cost £25 each. See forms for both types of share purchase attached.

As a shareholder you can get involved in supporting the aims of the group in many different ways:

- Join one of the working parties that regularly get involved in the maintenance and restoration of these interesting and unique locomotives. Don't worry if you are not a fully trained locomotive engineer: Training will be given and your safety is our paramount concern, so you will work alongside our experienced team picking up skills as you go along.
- Help with fund raising by assisting in the sales operation at opendays and on railtours.



Summary of Shareholder Benefits

1. Membership of The Fifty Fund (C50A Supporters Organisation).
2. Voting rights (usually exercised at the AGM).
3. Access to the private sections of the The Fifty Fund Forum containing more details of what is going on with our locomotives.
4. Discounts on some rail-tours (dependant on the operator).
5. An electronic copy of The Class 50 News (available through the Forum). The C50N contains articles on; C50A/TFF activities (preservation, operations, etc), Operating 50s in BR days, other class 50 related material, and many photographs.
6. Cab rides on the Severn Valley Railway.

In addition during each year a share is purchased there are additional benefits:

7. Discounts on mail order merchandise.
8. A high quality printed copy of the Class 50 News sent to your door.
9. A full colour share certificate.

Share purchase forms are attached or can be downloaded from our website at:

<http://www.class50alliance.co.uk/downloads.htm>