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COMPANIES FORM No. 395

Particulars of a mortgage or charge

A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge.

395

CHFP025

Please do not
write in
this margin

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

* insert full name
of Company

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 6)

For official use

2

Company number

00171035

Name of company

TDG Overseas Limited (the Chorgor)

Date of creation of the charge

13 October 2008

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

A Irish law charge of shares in respect of the shares of TDG Ireland Limited dated 13 October 2008 made between (amongst others) the Chorgor and Burdale Financial Limited (the **Share Charge**)

Amount secured by the mortgage or charge

All present and future obligations and liabilities, whether actual or contingent and whether owed jointly or severally or in any other capacity whatsoever, of each Obligor to the Finance Parties under the Finance Documents together with all Expenses except for any obligation which, if it were so included, would result in a contravention of section 151 of the Companies Act 1985 (or its equivalent in any other jurisdiction) (the **Secured Liabilities**)

£10

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

Burdale Financial Limited of 53 Queen Ann Street, London (the **Security Trustee**)

Postcode WJG 9HP

Presentor's name address and
reference (if any)

Denton Wilde Sapte LLP
One Fleet Place
London EC4M 7WS
ADW/MXB/49540 00043

Time critical reference

For official Use (02/00)
Mortgage Section

Post room

FRIDAY



LD3 "LGD9M48L"

24/10/2008

48

COMPANIES HOUSE

Please return
via
CH London Counter

Short particulars of all the property mortgaged or charged

See the M395 Continuation sheet attached

Please do not
write in
this margin

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

Particulars as to commission allowance or discount (note 3)

NIL

Signed *Denton Wilde Sapte LLP*

Date *24/10/2008*

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to Companies
House in
respect of each
register entry
for a mortgage
or charge
(See Note 5)*

On behalf of [company] [mortgagee/chargee][†]

Notes

[†] delete as
appropriate

- 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 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is Companies House, Crown Way, Cardiff CF14 3UZ.

Name of company

* insert full name
of company

TDG Overseas Limited (the Chargor)

Short particulars of all the property mortgaged or charged (continued)

1 Security over Charged Portfolio

The Chargor, as beneficial owner, for the purpose of securing the due and punctual payment and discharge of the Secured Liabilities, charged and mortgaged (and agreed to charge and mortgage) to the Security Trustee (as trustee for the Finance Parties) as a continuing security, by way of first fixed charge and mortgage, all of its rights, title, benefit and interest whatsoever, at the date of the Share Charge and in future, to or in or in respect of the Charged Portfolio, but so that no Finance Party shall in any circumstances incur any liability whatsoever in respect of any calls, instalments or otherwise in connection with the Charged Portfolio

2 Negative Pledge

The Chargor covenanted with the Security Trustee that during the continuance of this security except for the Share Charge, it will not create or purport to create or permit to subsist any Encumbrance on or over the Charged Portfolio or any part thereof or interest therein, and

3 Definitions

Appointee means an Examiner or a Receiver or their equivalent in any other jurisdiction, as the case may be

Borrower means an Original Borrower or an Additional Borrower (each as defined in the Facility Agreement)

Charged Portfolio means the Shares and the Related Assets

+ 95

Encumbrance means a mortgage, charge, pledge, lien, hypothecation, assignment or deposit by way of security or any other encumbrance or security interest of any kind (other than a lien arising in the ordinary course of business by operation of law) or any other type of preferential arrangement (including, title transfer, defeasance and retention arrangements) having a similar effect

Examiner means an examiner appointed under Section 2 of the Companies (Amendment) Act, 1990

Expenses means all banking, legal and other costs, charges, expenses and/or liabilities (including any VAT thereon) paid or, if earlier, incurred by or on behalf of any Finance Party or any Appointee in each case on a full indemnity basis in connection with the protection, preservation or enforcement of its rights under the Finance Documents

Facility Agreement means the facility agreement dated 3 July 2008 between LIT plc and others as Borrowers and/or Guarantors, Burdale Financial Limited as Original Lender, Burdale Financial Limited as Arranger and Burdale Financial Limited as Agent and Security Trustee as acceded to by the Chargor by an accession letter dated 13 October 2008 and as amended, supplemented, amended and restated or otherwise varied from time to time

Finance Document means the Facility Agreement, the Intercreditor Deed, the Security Documents, the Fee Letter, the Margin Letter, the Syndication Letter, any L/C, any Accession Letter, each Compliance Certificate (each of the above if not defined in this Form 395 as defined in the Facility Agreement) and any other document designated as such by the Agent

Finance Parties means the Arranger, the Agent, the Security Trustee and the Lenders and **Finance Party** means any of them

Guarantor means an Original Guarantor or an Additional Guarantor (each as defined in the Facility Agreement)

Obligor means a Borrower or a Guarantor

Principal Company means TDG Ireland Limited (No 4953), a limited liability company incorporated under the laws of Ireland

Receiver means any receiver however appointed over any of the Charged Portfolio whether under the Share Charge or by order of the court on application by the Security Trustee or otherwise and includes a receiver and manager

Related Assets means all dividends, interest and other monies payable in respect of the Shares and all other rights, benefits and proceeds in respect of or derived from the Shares (whether by way of redemption, bonus, preference, option, substitution, conversion or otherwise)

Security Documents means the Debenture, each Share Security, the Standard Security, the Dutch Receivables Pledge, the Dutch Movables Pledge, the Dutch Mortgage, the Irish Debenture, the Belgian Mortgage, the Belgian Account Pledge, the Belgian Floating Charge, the Belgian Receivables Pledge, the Spanish Account Pledge, the Spanish Receivables Pledge (each of the above as defined in the Facility Agreement) and any other document from time to time executed by any person by way of security for the obligations of any Obligor pursuant to the Facility Agreement

Shares means all of the issued shares in the share capital of the Principal Company held by, to the order or on behalf of the Chargor from time to time including, without limitation, each of the shares identified opposite the name of the Chargor in the Fifth Schedule of the Share Charge and as set out at Schedule 1 to this Form 395

✓ Schedule 1 - Chargors and Shareholdings

Name of Chargor	Registered Office	Registered Number	Description of Shares held
TDG Overseas Limited	4-5 Grosvenor Place, London SW1X 7HJ	00171035 (England and Wales)	2,078,116 ordinary shares of €0 253947 each



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY NO. 171035
CHARGE NO. 2

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT AN IRISH LAW CHARGE OF SHARES
DATED 13 OCTOBER 2008 AND CREATED BY TDG OVERSEAS
LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME
DUE FROM EACH OBLIGOR TO THE FINANCE PARTIES ON
ANY ACCOUNT WHATSOEVER UNDER THE TERMS OF THE
AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING
THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1
PART XII OF THE COMPANIES ACT 1985 ON THE 24 OCTOBER
2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 28 OCTOBER
2008

FO
Wn



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES