

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION of TDG (UK)
LIMITED (the "**Company**")
PASSED ON **29** OCTOBER 2008

The following written resolution of the sole member of the Company was passed as a special resolution of the Company pursuant to Part 13, Chapter 2 Companies Act 2006

Special Resolution

That, notwithstanding any provisions of the Company's Memorandum of Association, Articles of Association or any personal interest of any of the Company's directors, the Company's directors be and are hereby authorised to convene a board meeting, count in the quorum of such meeting and vote at such meeting, in relation to all matters in connection with

- (a) the entry by the Company into certain documents in connection with the financing of the acquisition of the entire issued and to be issued ordinary share capital of TDG Limited and its subsidiaries (including the Company) (the "**TDG Group**") effected by means of a Part 26 of the Act scheme of arrangement (the "**Acquisition**") by an Isle of Man incorporated company called LIT plc ("**LIT**"),
- (b) the accession by the Company (pursuant to a deed of accession and release dated 13 October 2008) to a facility agreement dated 3 July 2008 as amended and restated pursuant to an amendment and restatement agreement dated 13 October 2008 (the "**Facility Agreement**"), and entered into by (1) Laxey Logistics Limited ("**LLL**") and others as borrowers and/or guarantors, (2) Burdale Financial Limited as original lender (the "**Original Lender**" and together with any additional lender, the "**Lenders**"), (3) Burdale Financial Limited as arranger, (4) Burdale Financial Limited as agent and (5) Burdale Financial Limited as security trustee (the "**Security Trustee**"), whereby the Original Lender agreed to, inter alia, provide various asset based lending facilities, comprising a receivables finance facility, an equipment loan facility, a property loan facility and a flash facility (together, the "**ABL Facilities**") to the Borrowers (as defined in the Facility Agreement) from time to time for general working capital and corporate purposes, and for the purpose of financing the cash consideration payable in connection with the Acquisition, such ABL Facilities having been first utilised by the Borrowers on 14 October 2008 to finance the cash consideration payable by LIT to the vendors of the shares in the TDG Group in connection with the Acquisition, and



(c) any Finance Document (as defined in the Facility Agreement)



Director