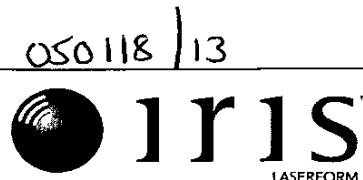


MG01

Particulars of a mortgage or charge



A fee is payable with this form.

We will not accept this form unless you send the correct fee
Please see 'How to pay' on the last page



What this form is for

You may use this form to register
particulars of a mortgage or charge
in England and Wales or Northern
Ireland



What this form is NOT for

You cannot use this form
particulars of a charge for
company. To do this, please
use form MG01s

WEDNESDAY



A37 *A2TLTY4L* 253
05/10/2011
COMPANIES HOUSE

1

Company details

Company number

0 0 5 4 0 4 0 3

Company name in full

TDG (UK) Limited (the "Assignor")

26

For official use



Filling in this form

Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

2

Date of creation of charge

Date of creation

d0 d3 m1 m0 y2 y0 y1 y1

3

Description

Please give a description of the instrument (if any) creating or evidencing the
charge, e.g. 'Trust Deed', 'Debenture', 'Mortgage', or 'Legal charge'

Description

NDLL Receivables assignment assignment between the Assignor and TDG
Trustees Limited (the "Trustee"), as trustee for the TDG Pension Scheme
(the "Deed")

4

Amount secured

Please give us details of the amount secured by the mortgage or charge

Amount secured

Please see the attached continuation page

Continuation page

Please use a continuation page if
you need to enter more details

MG01

Particulars of a mortgage or charge

5 Mortgagee(s) or person(s) entitled to the charge (if any)

Please give the name and address of the mortgagee(s) or person(s) entitled to the charge

Continuation page

Please use a continuation page if you need to enter more details

Name TDG Trustees Limited

Address Norbert Dentressangle House

Lodge Way, New Duston, Northampton

Postcode N N S 7 S L

Name

Address

Postcode

6 Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Continuation page

Please use a continuation page if you need to enter more details

Short particulars

Please see the attached continuation pages.

MG01

Particulars of a mortgage or charge

7 Particulars as to commission, allowance or discount (if any)

Please insert the amount or rate percent of any commission, allowance or discount paid or made either directly or indirectly by the company to any person on consideration of his

- subscribing or agreeing to subscribe, whether absolutely or conditionally, or
- procuring or agreeing to procure subscriptions, whether absolute or conditional,

for any debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered

Commission, allowance or discount

NIL

8 Delivery of instrument

You must deliver the original instrument (if any) creating or evidencing the charge and these prescribed particulars to the Registrar of Companies within 21 days after the date of creation of the charge (section 860). If the property is situated and the charge was created outside the United Kingdom (UK), you must deliver the information to the Registrar within 21 days after the date on which the instrument could have been received in the UK in the normal course of post and assuming you had posted it promptly (section 870).

We will accept a verified copy of the instrument creating the charge where the property charged is situated and the charge was created outside the UK (section 866). The company or the person who has delivered the copy to the Registrar must verify it to be a correct copy and sign it. Where a body corporate gives the verification, an officer of that body must sign it. We will also accept a verified copy where section 867(2) applies (property situated in another part of UK).

9 Signature

Please sign the form here

Signature

Signature

X *Ruler & Mubarek ul-* X

This form must be signed by a person with an interest in the registration of the charge

MG01

Particulars of a mortgage or charge



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form and will establish where we return the original documents. The contact information you give will be visible to searchers of the public record.

Contact name Nick Tostivin/Alistair Foley

Company name Baker & McKenzie

Address 100 New Bridge Street

Post town London

County/Region

Postcode E C 4 V 6 J A

Country England

DX 233 Chancery Lane

Telephone + 44 20 7919 1767 / +44 20 7917 1713



Certificate

We will send your certificate to the presenter's address if given above or to the Company's Registered Office if you have left the presenter's information blank.



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following.

- ☒ The company name and number match the information held on the public Register
- ☒ You have included the original deed with this form
- ☒ You have entered the date the charge was created
- ☒ You have supplied the description of the instrument
- ☒ You have given details of the amount secured by the mortgagee or chargee
- ☒ You have given details of the mortgagee(s) or person(s) entitled to the charge
- ☒ You have entered the short particulars of all the property mortgaged or charged
- ☒ You have signed the form
- ☒ You have enclosed the correct fee



Important information

Please note that all information on this form will appear on the public record.



How to pay

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

Make cheques or postal orders payable to 'Companies House'.



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below.

For companies registered in England and Wales:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland:

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

MG01 - continuation page

Particulars of a mortgage or charge

4

Amount secured

Please give us details of the amount secured by the mortgage or charge

Amount secured

Company Name: TDG (UK) Limited

Company no: 00540403

All present and future obligations of the Assignor to pay any amount due under section 75 of the Pensions Act 1995 to the Trustee in the event of an insolvency event occurring in relation to the Assignor or a winding-up of the Scheme, except for any obligation or liability which, if it were included, would cause that obligation or liability or any of the Security in respect thereof to be unlawful or prohibited by any applicable law

MG01 - continuation page

Particulars of a mortgage or charge

6 Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Short particulars

Company Name: TDG (UK) Limited

Company no: 00540403

ASSIGNMENT

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9/5
By Clause 3 1 of the Deed, the Assignor assigned absolutely with full title guarantee to the Trustee all of its right, title and interest, present and future, in, under and to the NDLL Receivable, including all monies payable to the Assignor and all present and future claims, causes of action, payments and proceeds under or in connection with the NDLL Receivable

DEFINITIONS

In this form MG01 and its continuation pages, the following terms should have the following meaning

"NDLL Receivable" means the intercompany receivables agreement dated on or about the date of the Deed between Norbert Dentressangle Logistics Limited and the Assignor

"Scheme" means the registered pension scheme governed by rules made on 6 April 2005 in relation to which the Trustee is the sole corporate trustee and the Assignor is a scheme employer.

"Security" means the security created under or pursuant to or evidenced by the Deed

MG01 - continuation page

Particulars of a mortgage or charge

6 Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Short particulars

Company Name: TDG (UK) Limited

Company no: 00540403

FURTHER ASSURANCE

By Clause 7 1 of the Deed, the Assignor agreed to promptly and at its own cost do all such acts or execute all such documents (including assignments, transfers, mortgages, charges, notices and instructions) as the Trustee may specify (and in such form as the Trustee may require in favour of the Trustee or its nominee(s)) for the purpose of exercising the Collateral Rights or perfecting the Security created or intended to be created in respect of the assigned rights (which may include the execution by the Assignor of a mortgage, charge or assignment over all or any of the assets constituting, or intended to constitute, the assigned rights, or the giving of any notice, order or direction) or for the exercise of the rights, powers and remedies of the Trustee provided by or pursuant to the Deed or by law in each case in accordance with the rights vested in it under the Deed

NEGATIVE PLEDGE

By Clause 7 3 of the Deed, the Assignor agreed not to create or permit to subsist any security interest or any other agreement or arrangement having a similar effect on all or any part of the assigned rights or otherwise deal with any part of the assigned rights save as expressly permitted under the Deed

DEFINITIONS:

"Collateral Rights" means all rights, powers and remedies of the Trustee provided by or pursuant to the Deed or by law.

MG01 - continuation page

Particulars of a mortgage or charge

6	Short particulars of all the property mortgaged or charged
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Please give the short particulars of the property mortgaged or charged
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Short particulars	
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**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

Pursuant to section 869(5) & (6) of the Companies Act 2006

**COMPANY NO. 540403
CHARGE NO. 26**

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A NDLL RECEIVABLES
ASSIGNMENT DATED 3 OCTOBER 2011 AND CREATED BY TDG
(UK) LIMITED FOR SECURING ALL MONIES DUE OR TO
BECOME DUE FROM THE COMPANY TO TDG TRUSTEES
LIMITED UNDER THE TERMS OF THE AFOREMENTIONED
INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS
REGISTERED PURSUANT TO CHAPTER 1 PART 25 OF THE
COMPANIES ACT 2006 ON THE 5 OCTOBER 2011**

**GIVEN AT COMPANIES HOUSE, CARDIFF THE 10 OCTOBER
2011**



Companies House
— for the record —



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**

De