



Please complete in typescript,  
or in bold black capitals.

CHFP025

Company Number

2379985

Company name in full

TRANSAMERICA COMMERCIAL HOLDINGS LIMITED

# 88(2)

Return of Allotment of Shares

Shares allotted (including bonus shares):

Date or period during which  
shares were allotted

(If shares were allotted on one date  
enter that date in the "from" box)

From

To

Day Month Year

Day Month Year

26 04 2005

Class of shares

(ordinary or preference etc)

Ordinary

Number allotted

39,000,000

Nominal value of each share

£1

Amount (if any) paid or due on each  
share (including any share premium)

£1

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be  
treated as paid up

100

Consideration for which  
the shares were allotted

(This information must be supported by  
the duly stamped contract or by the duly  
stamped particulars on Form 88(3) if the  
contract is not in writing)

Assignment of a Promissory Note from TET Leasing, LP  
to Transamerica Commercial Holdings Limited



A30  
COMPANIES HOUSE

0456  
24/08/05

REV  
COMPANIES HOUSE

02/06/05

A42  
COMPANIES HOUSE

0686  
13/05/05

When you have completed and signed the form please send  
it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff  
For companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB  
For companies registered in Scotland DX 235 Edinburgh

**Names and addresses of the allottees** (List joint share allotments consecutively)

Shareholder details		Shares and share class allotted	
Name TET Leasing, LP		Class of shares allotted Ordinary	Number allotted 34,000,000
Address 100 Manhattanville Road, Purchase, NY 10577 USA			
UK Postcode			
Name		Class of shares allotted	Number allotted
Address			
UK Postcode			
Name		Class of shares allotted	Number allotted
Address			
UK Postcode			
Name		Class of shares allotted	Number allotted
Address			
UK Postcode			
Name		Class of shares allotted	Number allotted
Address			
UK Postcode			

Please enter the number of continuation sheets (if any) attached to this form

0

Signed

*R.A. Penelli*

Date

26 April 2005

A director / secretary / ~~XXXXXX~~ / ~~XXXXXXXXXXXX~~ / ~~XXXXXXXXXX~~ / ~~XXXX~~

Please delete as appropriate

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Berwin Leighton Paisner

Adelaide House, London Bridge, London, EC4R 9HA

about/T0585.45

Tel 020 7760 1000

DX number 92

DX exchange Chancery Lane

**Assignment of Note**

To:

Transamerica Commercial Holdings Limited

April 26, 2005

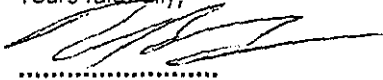
Dear Sirs

We refer to the Promissory Note dated March 23, 2005 from Transamerica Trailer Holdings I, LLC to BWAC Twenty-One Inc. (the "Note").

BWAC Twenty-One Inc. has made a capital contribution in the form of an assignment of the Note to us.

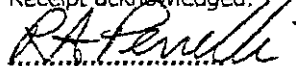
We hereby assign the Note to Transamerica Commercial Holdings Limited in exchange for the issue of fully paid shares in Transamerica Commercial Holdings Limited.

Yours faithfully,

  
.....

**For and on behalf of TET Leasing, LP**

Receipt acknowledged:

  
.....

**For and on behalf of Transamerica Commercial Holdings Limited**