



Please complete in typescript,  
or in bold black capitals.

CHFP041

# 88(2)

## Return of Allotment of Shares

Company Number

3487882

Company name in full

BLECKMANN (HOLDING) U.K. LIMITED

### 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  
Day Month Year

2 1 0 5 2 0 0 1

To  
Day Month Year

Class of shares  
(ordinary or preference etc.)

ORDINARY

Number allotted

2,219,998

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)

consideration discharged by the assignment of debt

by the allottee to the Company

When you have completed and signed the form 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 DX 235  
for companies registered in Scotland Edinburgh



LD7  
COMPANIES HOUSE

0328  
24/10/01

FC

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

Shareholder details		Shares and share class allotted	
<b>Name</b> BLECKMANN GROUP B.V.		<b>Class of shares allotted</b>	<b>Number allotted</b>
<b>Address</b> EEKBOERSTRAAT 25, 7575 AV OLDENZAAL, THE NETHERLANDS.		ORDINARY	2,219,998
UK Postcode L L L L L L L L			
<b>Name</b> _____		<b>Class of shares allotted</b>	<b>Number allotted</b>
<b>Address</b> _____ _____		_____	_____
UK Postcode L L L L L L L L		_____	_____
<b>Name</b> _____		<b>Class of shares allotted</b>	<b>Number allotted</b>
<b>Address</b> _____ _____		_____	_____
UK Postcode L L L L L L L L		_____	_____
<b>Name</b> _____		<b>Class of shares allotted</b>	<b>Number allotted</b>
<b>Address</b> _____ _____		_____	_____
UK Postcode L L L L L L L L		_____	_____
<b>Name</b> _____		<b>Class of shares allotted</b>	<b>Number allotted</b>
<b>Address</b> _____ _____		_____	_____
UK Postcode L L L L L L L L		_____	_____

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

Signed

Date

21/1/01

A director / secretary / administrator / administrative manager / receiver manager / receiver

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.

Gouldens

10 Old Bailey, London,

EC4M 7NG

Tel 020 7583 7777

DX number 67

DX exchange London/Chancery

**DATED 21 MAY 2001**

(1) BLECKMANN GROUP B V.

- and -

(2) BLECKMANN (HOLDING) U.K. LIMITED

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**DEED OF ASSIGNMENT**

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## DEED OF ASSIGNMENT

THIS DEED OF ASSIGNMENT is made the 21<sup>st</sup> of May 2001

BETWEEN

- (1) BLECKMANN GROUP B.V., a company incorporated in The Netherlands ("**Bleckmann**"); and
- (2) BLECKMANN (HOLDING) U.K. LIMITED, a company registered in England and Wales with reg. no. 3487882, the registered office of which is at Paycocke Road, Basildon, Essex SS14 3EQ ("**Holding**").

WHEREAS

- (A) Bleckmann is owed by Bleckmann Distribution Limited ("**Distribution**") at the date hereof the sum of £894,816 (the "**Distribution Debt**") and is owed by Bleckmann Logistics Limited ("**Logistics**") at the date hereof the sum of £1,853,779 (the "**Logistics Debt**").
- (B) Bleckmann wishes to assign to Holding all right, title and interest in and to such debts, following which assignments Holding will owe Bleckmann an amount equal to £3,941,891 (the "**Total Debt**").
- (C) The parties have agreed that the Total Debt shall be in part discharged by the issue by Holding to Bleckmann of 2,219,998 ordinary shares of £1.00 each in the capital of Holding.

NOW THIS DEED WITNESSES AS FOLLOWS:-

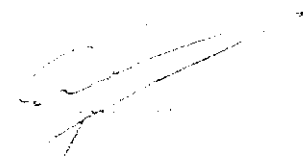
- 1. Bleckmann hereby assigns absolutely to Holding, with full title guarantee, all right, title and interest in and to the Distribution Debt, such assignment to take effect on and from the date of this Deed.
- 2. Bleckmann also hereby assigns absolutely to Holding, with full title guarantee, all right, title and interest in and to the Logistics Debt, such assignment to take effect on and from the date of this Deed.
- 3. Bleckmann undertakes to execute and deliver to Holding any and all instruments and to issue and deliver such notices as may be necessary to perfect the assignments contained in this Deed and, in particular, undertakes, on the date of the execution of this Deed, to execute and deliver to Distribution a notice in the form annexed hereto as Annex 1 and to Logistics a notice in the form annexed hereto as Annex 2.
- 4. Following such assignments, Bleckmann shall subscribe for 2,219,998 Ordinary Shares of £1.00 each in the capital of Holding, such shares to be issued at par in consideration of the assignments of the Distribution Debt and the Logistics Debt,

which debts shall be deemed to be fully and finally satisfied and discharged by the issue of such shares

5. Bleckmann agrees and undertakes to do all things as Holding may reasonably require to implement the issue of the above shares including the execution of any written resolution of shareholders.
6. This Deed shall be governed by and construed in accordance with English law and the parties hereby irrevocably and unconditionally submit to the non-exclusive jurisdiction of the English courts.

IN WITNESS of which this Deed has been duly executed and unconditionally delivered on the date first above written.

EXECUTED as a Deed by  
**Bleckmann Group B.V.**  
acting by

  
authorised signatory

EXECUTED as a Deed by  
**Bleckmann (Holding) U.K.  
Limited**  
acting by

  
Director

and by

  
Director/Secretary

*Certified to be a  
true and accurate  
copy of the original*



*A. Brown  
Director 24/1/01*