

MG01

Particulars of a mortgage or charge

002523-552

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 to re-  
particulars of a charge for a S  
company To do this, please us  
form MG01s

WEDNESDAY



\*AVPXYK4D\*

A26

19/05/2010

584

COMPANIES HOUSE

**1** Company details

Company number 0 2 5 8 2 5 1 9

Company name in full Megger Group Limited

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 d 0 4 m 0 5 y 2 0 y 1 0

**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 Pledge Agreement dated 4 May 2010 and made between the Company and Bank of America, N A

**4** Amount secured

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

Amount secured

- (a) The full and complete payment and performance of the obligations as defined in a Revolving Credit and Term Loan Agreement (the "Loan Agreement") dated as of 24 May 1996 (as amended from time to time) made between, by and among AVO Multi-AMP Corporation, Megger Group Limited, AVO International Inc and Megger Sweden AB as borrowers (the "Borrowers"), the Bank of America, N A as agent (the "Agent") and each of the lending institutions party thereto which includes without limitation, future as well as existing advances, indebtedness, liabilities and obligations owed by the Borrowers to the Secured Party (as defined in the Loan Agreement),
- (b) all indebtedness, liabilities and obligations of the Company arising under the Pledge Agreement,
- (c) all indebtedness, liabilities and obligations arising under any other Loan Paper (as defined in the Loan Agreement), and
- (d) any and all renewals, extensions or rearrangements of the indebtedness, liabilities and obligations described in (a), (b) and (c) above

**Continuation page**

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

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**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

Name	Bank of America, N A
Address	901 Main Street, Dallas, Texas, USA, 75202
Postcode	
Name	
Address	
Postcode	

**Continuation page**

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

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**Short particulars of all the property mortgaged or charged**

Please give the short particulars of the property mortgaged or charged

Short particulars

(i) Whether now owned or hereafter acquired, all present and future issued and outstanding shares of the capital stock or other equity or investment securities of (1) Megger Limited (Canada) including without limitation 43,406 Common Shares and (2) AVO International Inc including without limitation 1,000 Common Shares owned by Pledgor

(ii) Any and all present and future combinations and reclassifications of, dividends or other distributions on, increases of, and substitutes and replacements for, all or any part of the property described in (i) above

(iii) Any and all present and future accounts, general intangibles, chattel paper, documents, instruments, cash and noncash proceeds, and other Rights arising from or by virtue of all or any part of the property described in (i) and (ii) above

The Pledge Agreement contains a negative pledge in favour of the Agent

**Continuation page**

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

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### 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

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### 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 866).

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 870). 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).

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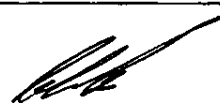
### Signature

Please sign the form here

Signature

Signature

X



X

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

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## 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	A. R. HARDIE
Company name	MEGGER GROUP LTD
Address	ARCHCLIFFE ROAD
Post town	DOVER
County/Region	KENT
Postcode	CT17 9EN
Country	UK
DX	
Telephone	01304 502283

### 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,  
First Floor, Waterfront Plaza, 8 Laganbank Road,  
Belfast, Northern Ireland, BT1 3BS  
DX 481 N R Belfast 1

### Further information

For further information, please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.companieshouse.gov.uk)



## **CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE**

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

**COMPANY NO. 2582519  
CHARGE NO. 1**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES  
HEREBY CERTIFIES THAT A PLEDGE AGREEMENT DATED 4  
MAY 2010 AND CREATED BY MEGGER GROUP LIMITED FOR  
SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE  
BORROWERS TO BANK OF AMERICA, N.A. 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 19  
MAY 2010

GIVEN AT COMPANIES HOUSE, CARDIFF THE 24 MAY 2010



*Companies House*  
— for the record —

PSA



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES