

TransDigm Group INC  
Form SC 13D/A  
March 10, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 5)\*  
TRANSDIGM GROUP INCORPORATED  
(Name of Issuer)

Common Stock, par value \$.01 per share  
(Title of Class of Securities)

893641100  
(CUSIP Number)

COPY TO:  
Sharlyn C. Heslam  
Berkshire Partners LLC  
200 Clarendon St., 35th Floor  
Boston, MA 02116  
(617) 227-0050

(Name, Address and Telephone Number of Person Authorized to Receive Notices and  
Communications)

March 7, 2014  
(Date of Event which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box: [ ]

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).



CUSIP No. 893641100

SCHEDULE 13D

(1) NAME OF REPORTING PERSON:

Berkshire Fund VII, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

OO

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)

OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(7)

SOLE VOTING POWER

NUMBER OF

SHARES

(8)

1,703,347

SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0-

EACH

(9)

SOLE DISPOSITIVE POWER

REPORTING

PERSON

1,703,347

WITH

(10)

SHARED DISPOSITIVE POWER

-0-

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,703,347

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.2%1

(14) TYPE OF REPORTING PERSON

PN

- 1 Percentage calculations are based upon 52,767,714 issued and outstanding shares as of January 25, 2014, as reported in the Issuer's Quarterly Report on Form 10-Q for the period ended December 28, 2013.

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CUSIP No. 893641100

SCHEDULE 13D

(1) NAME OF REPORTING PERSON:

Berkshire Fund VII-A, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

OO

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS

2(d)

OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(7)

SOLE VOTING POWER

NUMBER OF

SHARES

(8)

318,445

SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

(9)

-0-

SOLE DISPOSITIVE POWER

REPORTING

PERSON

(10)

318,445

SHARED DISPOSITIVE POWER

WITH

-0-

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

318,445

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.6%1

(14) TYPE OF REPORTING PERSON

PN

- 1 Percentage calculations are based upon 52,767,714 issued and outstanding shares as of January 25, 2014, as reported in the Issuer's Quarterly Report on Form 10-Q for the period ended December 28, 2013.

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CUSIP No. 893641100

SCHEDULE 13D

(1) NAME OF REPORTING PERSON:

Berkshire Investors LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

OO

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d)

OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Massachusetts

(7)

SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

(8)

33,679  
SHARED VOTING POWER

(9)

-0-  
SOLE DISPOSITIVE POWER

(10)

33,679  
SHARED DISPOSITIVE POWER

-0-

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

33,679

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.1%1

(14) TYPE OF REPORTING PERSON

PN

- 1 Percentage calculations are based upon 52,767,714 issued and outstanding shares as of January 25, 2014, as reported in the Issuer's Quarterly Report on Form 10-Q for the period ended December 28, 2013.



CUSIP No. 893641100

SCHEDULE 13D

(1) NAME OF REPORTING PERSON:

Berkshire Investors III LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

OO

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS

2(d)

OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Massachusetts

(7) SOLE VOTING POWER

NUMBER OF SHARES

BENEFICIALLY OWNED BY EACH REPORTING PERSON

OWNED BY EACH REPORTING PERSON

WITH

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WITH

8,545

SHARED VOTING POWER

-0-

SOLE DISPOSITIVE POWER

8,545

SHARED DISPOSITIVE POWER

-0-

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,545

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Less than 0.1%1

(14) TYPE OF REPORTING PERSON

PN

- 1 Percentage calculations are based upon 52,767,714 issued and outstanding shares as of January 25, 2014, as reported in the Issuer's Quarterly Report on Form 10-Q for the period ended December 28, 2013.

CUSIP No. 893641100

SCHEDULE 13D

(1) NAME OF REPORTING PERSON:

Stockbridge Fund, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

OO

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS

2(d)

OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(7) SOLE VOTING POWER

680,471

(8) SHARED VOTING POWER

-0-

(9) SOLE DISPOSITIVE POWER

680,471

(10) SHARED DISPOSITIVE POWER

-0-

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

680,471

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.3%<sup>1</sup>

(14) TYPE OF REPORTING PERSON

PN

- 1 Percentage calculations are based upon 52,767,714 issued and outstanding shares as of January 25, 2014, as reported in the Issuer's Quarterly Report on Form 10-Q for the period ended December 28, 2013.

CUSIP No. 893641100

SCHEDULE 13D

(1) NAME OF REPORTING PERSON:

Stockbridge Partners LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

OO

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS

2(d)

OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(7) SOLE VOTING POWER

NUMBER OF

SHARES

(8) -0- SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

(9) 168,163 SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH

(10) 168,163 SHARED DISPOSITIVE POWER

-0-

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

168,163

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.3%1

(14) TYPE OF REPORTING PERSON

IA

- 1 Percentage calculations are based upon 52,767,714 issued and outstanding shares as of January 25, 2014, as reported in the Issuer's Quarterly Report on Form 10-Q for the period ended December 28, 2013.

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CUSIP No. 893641100

SCHEDULE 13D

(1) NAME OF REPORTING PERSON:

Stockbridge Fund M, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

OO

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS

2(d)

OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(7)

SOLE VOTING POWER

NUMBER OF

SHARES

(8)

113,218

SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

(9)

-0-

SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH

(10)

113,218

SHARED DISPOSITIVE POWER

-0-

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

113,218

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.2%1

(14) TYPE OF REPORTING PERSON

PN

- 1 Percentage calculations are based upon 52,767,714 issued and outstanding shares as of January 25, 2014, as reported in the Issuer's Quarterly Report on Form 10-Q for the period ended December 28, 2013.



CUSIP No. 893641100

SCHEDULE 13D

(1) NAME OF REPORTING PERSON:

Stockbridge Absolute Return Fund, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

OO

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS

2(d)

OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(7) SOLE VOTING POWER

3,497

(8) SHARED VOTING POWER

-0-

(9) SOLE DISPOSITIVE POWER

3,497

(10) SHARED DISPOSITIVE POWER

-0-

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,497

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Less than 0.1%1

(14) TYPE OF REPORTING PERSON

PN

- 1 Percentage calculations are based upon 52,767,714 issued and outstanding shares as of January 25, 2014, as reported in the Issuer's Quarterly Report on Form 10-Q for the period ended December 28, 2013.

CUSIP No. 893641100

SCHEDULE 13D

(1) NAME OF REPORTING PERSON:

Stockbridge Master Fund (OS), L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

OO

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS

2(d)

OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(7) SOLE VOTING POWER

NUMBER OF SHARES

(8) 79,884 SHARED VOTING POWER

BENEFICIALLY

OWNED BY EACH

(9) -0- SOLE DISPOSITIVE POWER

REPORTING

PERSON WITH

(10) 79,884 SHARED DISPOSITIVE POWER

-0-

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

79,884

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.2%1

(14) TYPE OF REPORTING PERSON

PN

- 1 Percentage calculations are based upon 52,767,714 issued and outstanding shares as of January 25, 2014, as reported in the Issuer's Quarterly Report on Form 10-Q for the period ended December 28, 2013.

CUSIP No. 893641100

Explanatory Note: This Amendment No. 5 ("Amendment No. 5") amends the Schedule 13D first filed on April 1, 2010, as amended on December 9, 2010, June 6, 2011, January 26, 2012 and March 6, 2012 (as amended, the "Schedule 13D") and is being filed jointly by the following (each, a "Reporting Person," and, collectively, the "Reporting Persons"): Berkshire Fund VII, L.P. ("Fund VII"), Berkshire Fund VII-A, L.P. ("Fund VII-A"), Berkshire Investors LLC ("Investors"), Berkshire Investors III LLC ("Investors III"), Stockbridge Fund, L.P. (f/k/a Stockbridge Special Situations Fund, L.P.) ("SF"), Stockbridge Partners LLC ("SP"), Stockbridge Fund M, L.P. ("SFM"), Stockbridge Absolute Return Fund, L.P. ("SARF") and Stockbridge Master Fund (OS), L.P. ("SOS"). Unless otherwise indicated, all capitalized terms used and not defined herein have the respective meanings provided to them in the Schedule 13D.

Item 5. Interest in Securities of Issuer.

Items 5(a), (b) and (c) of the Schedule 13D are amended in their entirety as follows:

(a) and (b)

The beneficial ownership of Common Stock by each person named in Item 2 above is as follows:

Fund VII directly holds 1,703,347 shares of Common Stock. Accordingly, Fund VII has sole voting and dispositive power with respect to 1,703,347 shares of Common Stock. Based on the immediately preceding sentence, as the sole general partner of Fund VII, 7BA may be deemed to beneficially own 1,703,347 shares of Common Stock held by Fund VII. However, 7BA disclaims beneficial ownership of such shares of Common Stock and the filing of this Schedule 13D shall not be construed as an admission that 7BA is, for the purpose of Section 13(d)(3) of the Act, the beneficial owner of such shares held by Fund VII.

Fund VII-A directly holds 318,445 shares of Common Stock. Accordingly, Fund VII-A has sole voting and dispositive power with respect to 318,445 shares of Common Stock. Based on the immediately preceding sentence, as the sole general partner of Fund VII-A, 7BA may be deemed to beneficially own 318,445 shares of Common Stock held by Fund VII-A. However, 7BA disclaims beneficial ownership of such shares of Common Stock and the filing of this Schedule 13D shall not be construed as an admission that 7BA is, for the purpose of Section 13(d)(3) of the Act, the beneficial owner of such shares held by Fund VII-A.

Berkshire Partners, its managing member, BPSP, L.P. ("BPSP"), and the Funds acknowledge that they may be deemed to be part of a "group" for purposes of Section 13(d)(3). Collectively, the Funds directly hold 2,021,792 shares of Common Stock. As a result, Berkshire Partners and BPSP may be deemed to share beneficial ownership of the 2,021,792 shares of Common Stock held by the Funds. However, each of Berkshire Partners and BPSP disclaim beneficial ownership of such shares of Common Stock and the filing of this Schedule 13D shall not be construed as an admission that Berkshire Partners or BPSP is, for the purpose of Section 13(d)(3) of the Act, the beneficial owner of such shares held by the Funds.

Investors owns 33,679 shares of Common Stock. Accordingly, Investors has sole voting and dispositive power with respect to 33,679 shares of Common Stock.

Investors III owns 8,545 shares of Common Stock. Accordingly, Investors III has sole voting power and dispositive power with respect to 8,545 shares of Common Stock.

SF directly holds 680,471 shares of Common Stock. Accordingly, SF has sole voting and dispositive power with respect to 680,471 shares of Common Stock. Based on the immediately preceding sentence, as the sole general partner of SF, SA may be deemed to beneficially own 680,471 shares of Common Stock held by SF. However, SA disclaims beneficial ownership of such shares of Common Stock and the filing of this Schedule 13D shall not be construed as an admission that SA is, for the purpose of Section 13(d)(3) of the Act, the beneficial owner of such shares held by SF.

SFM directly holds 113,218 shares of Common Stock. Accordingly, SFM has sole voting and dispositive power with respect to 113,218 shares of Common Stock. Based on the immediately preceding sentence, as the sole general partner of SFM, SA may be deemed to beneficially own 113,218 shares of Common Stock held by SFM. However, SA disclaims beneficial ownership of such shares of Common Stock and the filing of this Schedule 13D shall not be construed as an admission that SA is, for the purpose of Section 13(d)(3) of the Act, the beneficial owner of such shares held by SFM.

SARF directly holds 3,497 shares of Common Stock. Accordingly, SARF has sole voting and dispositive power with respect to 3,497 shares of Common Stock. Based on the immediately preceding sentence, as the sole general partner of SARF, SA may be deemed to beneficially own 3,497 shares of Common Stock held by SARF. However, SA disclaims beneficial ownership of such shares of Common Stock and the filing of this Schedule 13D shall not be construed as an admission that SA is, for the purpose of Section 13(d)(3) of the Act, the beneficial owner of such shares held by SARF.

SOS directly holds 79,884 shares of Common Stock. Accordingly, SOS has sole voting and dispositive power with respect to 79,884 shares of Common Stock. Based on the immediately preceding sentence, as the sole general partner of SOS, SA may be deemed to beneficially own 79,884 shares of Common Stock held by SOS. However, SA disclaims beneficial ownership of such shares of Common Stock and the filing of this Schedule 13D shall not be construed as an admission that SA is, for the purpose of Section 13(d)(3) of the Act, the beneficial owner of such shares held by SOS.

SP manages investments for its clients and has limited discretionary voting power in respect of Common Stock. SP owns 168,163 shares of Common Stock over which it shares voting power and has full dispositive power.

CUSIP No. 893641100

Pursuant to the Company's Quarterly Report on Form 10-Q for the period ended December 28, 2013 there were 52,767,714 shares of Common Stock issued and outstanding as of January 25, 2014. Accordingly, after giving effect to the distribution described in Item (c) below, the shares of Common Stock beneficially owned by the Reporting Persons, in the aggregate, represent approximately 5.89% of the outstanding shares of Common Stock, which is broken out by Reporting Person as follows:

- (i) Fund VII beneficially owns 3.23% of the Issuer's Common Stock.
- (ii) Fund VII-A beneficially owns 0.60% of the Issuer's Common Stock.
- (iii) Investors beneficially owns 0.06% of the Issuer's Common Stock.
- (iv) Investors III beneficially owns 0.02% of the Issuer's Common Stock.
- (v) SF beneficially owns 1.29% of the Issuer's Common Stock.
- (vi) SP beneficially owns 0.32% of the Issuer's Common Stock.
- (vii) SFM beneficially owns 0.21% of the Issuer's Common Stock.
- (viii) SARF beneficially owns 0.01% of the Issuer's Common Stock.
- (ix) SOS beneficially owns 0.15% of the Issuer's Common Stock.

By virtue of the relationships described herein, the Reporting Persons may be deemed to constitute a "group" within the meaning of Section 13(d)(3) of the Act. As a member of a group, each Reporting Person may be deemed to share voting and dispositive power with respect to, and therefore beneficially own, the shares beneficially owned by members of the group as a whole. The filing of this Schedule 13D shall not be construed as an admission that the Reporting Persons beneficially own those shares held by any other members of the group. Berkshire Partners, the Funds, BPSP and 7BA acknowledge that they may be deemed to be part of a "group" for purposes of Section 13(d)(3). However, the filing of this Schedule 13D shall not be construed as an admission that Berkshire Partners, the Funds, BPSP, 7BA, Investors, Investors III, SF, SA, SP, SFM, SARF or SOS are a part of a group, or have agreed to act as a part of a group.

(c)

On March 7, 2014, certain of the Reporting Persons made a pro-rata distribution of 1,032,008 shares of Common Stock to their respective partners or members.

Item 7. Materials to be Filed as Exhibits.

Exhibit 99.1

Joint Filing Undertaking, dated as of March 10, 2014.

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CUSIP No. 893641100

Signature

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this Schedule 13D is true, complete and correct.

DATED: March 10, 2014

BERKSHIRE FUND VII, L.P.

By: Seventh Berkshire Associates  
LLC,  
its General Partner

By: /s/ Sharlyn C. Heslam  
Name: Sharlyn C. Heslam  
Title: Managing Director

BERKSHIRE FUND VII-A, L.P.

By: Seventh Berkshire Associates  
LLC,  
its General Partner

By: /s/ Sharlyn C. Heslam  
Name: Sharlyn C. Heslam  
Title: Managing Director

BERKSHIRE INVESTORS LLC

By: /s/ Sharlyn C. Heslam  
Name: Sharlyn C. Heslam  
Title: Managing Director

BERKSHIRE INVESTORS III LLC

By: /s/ Sharlyn C. Heslam  
Name: Sharlyn C. Heslam  
Title: Managing Director

STOCKBRIDGE FUND, L.P.

By: Stockbridge Associates LLC,  
its General Partner

By: /s/ Sharlyn C. Heslam  
Name: Sharlyn C. Heslam  
Title: Managing Director

CUSIP No. 893641100

STOCKBRIDGE PARTNERS LLC

By: BPS, L.P.,  
its Managing Member

By: Berkshire Partners Holdings LLC,  
its General Partner

By: /s/ Sharlyn C. Heslam  
Name: Sharlyn C. Heslam  
Title: Managing Director

STOCKBRIDGE FUND M, L.P.

By: Stockbridge Associates LLC,  
its General Partner

By: /s/ Sharlyn C. Heslam  
Name: Sharlyn C. Heslam  
Title: Managing Director

STOCKBRIDGE ABSOLUTE RETURN FUND,  
L.P.

By: Stockbridge Associates LLC,  
its General Partner

By: /s/ Sharlyn C. Heslam  
Name: Sharlyn C. Heslam  
Title: Managing Director

STOCKBRIDGE MASTER FUND (OS), L.P.

By: Stockbridge Associates LLC,  
its General Partner

By: /s/ Sharlyn C. Heslam  
Name: Sharlyn C. Heslam  
Title: Managing Director



CUSIP No. 893641100

JOINT FILING UNDERTAKING

The undersigned, being duly authorized thereunto, hereby execute this agreement as an exhibit to this amendment to Schedule 13D/A to evidence the agreement of the below-named parties, in accordance with the rules promulgated pursuant to the Securities Exchange Act of 1934, to file this amendment to Schedule 13D/A jointly on behalf of each such party.

The execution and filing of this agreement shall not be construed as an admission that the below-named parties are a group, or have agreed to act as a group.

DATED: March 10, 2014

BERKSHIRE FUND VII, L.P.

By: Seventh Berkshire Associates  
LLC,  
its General Partner

By: /s/ Sharlyn C. Heslam  
Name: Sharlyn C. Heslam  
Title: Managing Director

BERKSHIRE FUND VII-A, L.P.

By: Seventh Berkshire Associates  
LLC,  
its General Partner

By: /s/ Sharlyn C. Heslam  
Name: Sharlyn C. Heslam  
Title: Managing Director

BERKSHIRE INVESTORS LLC

By: /s/ Sharlyn C. Heslam  
Name: Sharlyn C. Heslam  
Title: Managing Director

BERKSHIRE INVESTORS III LLC

By: /s/ Sharlyn C. Heslam  
Name: Sharlyn C. Heslam  
Title: Managing Director

STOCKBRIDGE FUND, L.P.

By: Stockbridge Associates LLC,  
its General Partner

By: /s/ Sharlyn C. Heslam  
Name: Sharlyn C. Heslam  
Title: Managing Director

CUSIP No. 893641100

STOCKBRIDGE PARTNERS LLC

By: BPSP, L.P.,  
its Managing Member

By: Berkshire Partners Holdings LLC,  
its General Partner

By: /s/ Sharlyn C. Heslam  
Name: Sharlyn C. Heslam  
Title: Managing Director

STOCKBRIDGE FUND M, L.P.

By: Stockbridge Associates LLC,  
its General Partner

By: /s/ Sharlyn C. Heslam  
Name: Sharlyn C. Heslam  
Title: Managing Director

STOCKBRIDGE ABSOLUTE RETURN FUND,  
L.P.

By: Stockbridge Associates LLC,  
its General Partner

By: /s/ Sharlyn C. Heslam  
Name: Sharlyn C. Heslam  
Title: Managing Director

STOCKBRIDGE MASTER FUND (OS), L.P.

By: Stockbridge Associates LLC,  
its General Partner

By: /s/ Sharlyn C. Heslam  
Name: Sharlyn C. Heslam  
Title: Managing Director

