

FINC 4832

500002/50



Companies House
— for the record —

POST ROOM

BR1

CHWP000

This form should be completed in black.

Return delivered for registration of a branch of an overseas company

(Pursuant to Schedule 21A, paragraph 1 of the Companies Act 1985)

Corporate name
(See note 5) (name in parent state)
Business name
(if different to corporate name)

Country of Incorporation

Identity of register
(if applicable)

Legal form
(See note 3)

For office
use only

CN

FC 28846

BN

BR 010363

A&L CASTORS LIMITED

IRELAND

COMPANIES REGISTRATION OFFICE

and registration no. 253764

PRIVATE LIMITED COMPANY

1 See note 2

PART A - COMPANY DETAILS 1

* State whether the company is
a credit or financial institution

* Is the company subject to Section 699A of the Companies Act 1985?

YES ☐NO ☒

(1) These boxes need not be completed by companies formed in EC member states

Governing law
(See note 4)



A28 *A021W7CS* 202
13/02/2009
COMPANIES HOUSE
A98 *A4CRQ6R4* 64
23/01/2009
COMPANIES HOUSE
A40 *ALRB46HO* 158
13/01/2009
COMPANIES HOUSE

Period for which the company is required to prepare accounts by
parent law. from _____ to _____

Period allowed for the preparation and public disclosure of accounts
for the above period _____ months

(2) This box need NOT be completed by companies from EC member states, OR where the constitutional documents of the company already show this information.

Address of principal place of business in home country

Objects of company

Issued share capital

Currency

Company Secretary(ies)

(See note 10)

Name

* Voluntary details

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, give the registered or principal office address.

☐

Address ††

* Style / Title

MR

Forenames

LESLIE

Surname

PARNELL

* Honours etc.

Previous Forenames

N/A

Previous surname

N/A

605 SHREWSBURY LAWN, CARINTEELY

DUBLIN 18, Co DUBLIN, IRELAND

Post town

County / Region

DUBLIN

Postcode

Country

IRELAND

Company Secretary(ies)

(See note 10)

Name

* Voluntary details

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, give the registered or principal office address

☐

Address ††

* Style / Title

Forenames

Surname

* Honours etc.

Previous Forenames

Previous surname

Post town

County / Region

Postcode

Country

(You may photocopy this page if required)

Directors

(See note 10)

Name

* Voluntary details

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, give the registered or principal office address

☐

Address ††

SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

Mark box(es) as appropriate

(You may photocopy this page as required)

* Style / Title MR

Forenames LESLIE

Surname PARNELL

* Honours etc. _____

Previous Forenames N/A

Previous surname N/A

105 SHREWSBURY LAWN

CARINTEELY DUBLIN 18 Co DUBLIN

Post town _____

County / Region _____

Postcode _____ Country IRELAND

Date of Birth

| Day | Month | Year |
|-----|-------|------|
| 16 | 05 | 1952 |

Nationality IRISH

Business Occupation COMPANY DIRECTOR

Other Directorships PARNELL CHARTERS LIMITED

The extent of the authority to represent the company is :- (give details)

LIMITED TO POWERS EXPRESSLY
CONFERRED BY THE INSTRUMENT OF
APPOINTMENT

These powers :-

☒ May be exercised alone

OR

☐ Must be exercised with :-

(Give name(s) of co-authorised person(s))

Directors

(See note 10)

Name

* Voluntary details

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, give the registered or principal office address

☐

Address ††

SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

Mark box(es) as appropriate

(You may photocopy this page as required)

| | | | |
|---|-------------------------------------|---------------------------|----------------|
| * Style / Title | <u>MRS</u> | | |
| Forenames | <u>AILBHE</u> | | |
| Surname | <u>PARNELL</u> | | |
| * Honours etc. | | | |
| Previous Forenames | <u>MA</u> | | |
| Previous surname | <u>MA</u> | | |
| <u>105 SHREWSBURY LAWN, CARBINTREE</u> | | | |
| <u>DUBLIN 18, CO DUBLIN</u> | | | |
| Post town | | | |
| County / Region | | | |
| Postcode | | Country | <u>IRELAND</u> |
| | Day | Month | Year |
| Date of Birth | <u>05</u> | <u>11</u> | <u>1950</u> |
| Nationality | <u>IRISH</u> | | |
| Business Occupation | <u>COMPANY DIRECTOR</u> | | |
| Other Directorships | <u>PARNELL CHARTERS LIMITED</u> | | |
| | | | |
| | | | |
| The extent of the authority to represent the company is :- (give details) | | | |
| <u>LIMITED TO POWERS EXPRESSLY</u> | | | |
| <u>CONFERRED IN THE INSTRUMENT OF</u> | | | |
| <u>APPOINTMENT</u> | | | |
| | | | |
| These powers :- | | | |
| # | <input checked="" type="checkbox"/> | May be exercised alone | |
| | OR | | |
| # | <input type="checkbox"/> | Must be exercised with :- | |
| (Give name(s) of co-authorised person(s)) | | | |
| | | | |
| | | | |
| | | | |

Constitution of company

to 9)

(See notes 6

Mark box(es)
as applicable

- # ☒ A certified copy of the instrument constituting or defining the constitution of the company
AND
☐ ~~* A certified translation~~
* is / ~~are~~ delivered for registration

* Delete as applicable

AND/OR

A certified copy of the constitutional documents and latest accounts of the company, together with a certified translation of them if they are not in the English language, must accompany

- # ☒ A copy of the latest accounts of the company
AND
☐ ~~* A certified translation~~
* is / ~~are~~ delivered for registration

AND/OR

The company may rely on constitutional and accounting documents previously filed in respect of another branch registered in the United Kingdom.

- # ☐ The Constitutional documents (* and certified translations)
AND / OR
☐ The latest accounts (* and certified translations)
of the company were previously delivered on the registration of the branch of the company at :-
Cardiff ☐ Edinburgh ☐ Belfast ☐
Registration no.

AND/OR

The company may rely on particulars about the company previously filed in respect of another branch in that part of Great Britain, provided that any alterations have been notified to the Registrar.

- ☐ the particulars about the company were previously delivered in respect of a branch of the company registered at THIS registry.
Registration no.

AND/OR

The company may also rely on constitutional documents and particulars about the company officers previously filed in respect of a former Place of Business of that company, provided that any alterations have been notified to the Registrar.

☐

NOTE :- In all cases, the registration number of the branch or place of

- ☐ The Constitutional documents (* and certified translation)
AND / OR
☐ Particulars of the current directors and secretary(ies)
were previously delivered in respect of a place of business of the company registered at THIS registry.
Registration no.

PART B - BRANCH DETAILS

Persons authorised to represent the company or accept service of process

Give details of all persons who are authorised to represent the company as permanent representatives of the company in respect of the business of the branch.

Give details also of all persons resident in Great Britain, who are authorised to accept service or process on the company's behalf.

* Delete as appropriate

SCOPE OF AUTHORITY

(This part does not apply to a person only authorised to accept service on behalf of the company)

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.)

Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

Mark box(es) as appropriate

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, give the registered or principal office address.

☐

* Style / Title MR

Forenames LESLIE

Surname PARNELL

Address †† 105 SHREWSBURY LAWN,
CARINTERLY, DUBLIN 18

Post town _____

County / Region DUBLIN Postcode _____

Is # ☐ Authorised to accept service of process on the company's behalf

* AND/OR

Is # ☒ Authorised to represent the company in relation to that business

The extent of the authority to represent the company is :- (give details)

LIMITED TO POWERS EXPRESSLY
CONFERRED BY THE INSTRUMENT
of APPOINTMENT

These powers :-

☒ May be exercised alone

OR

☐ Must be exercised with :-

(Give name(s) of co-authorised person(s))

Persons authorised to represent the company or accept service of process

Give details of all persons who are authorised to represent the company as permanent representatives of the company in respect of the business of the branch.

Give details also of all persons resident in Great Britain, who are authorised to accept service or process on the company's behalf.

* Delete as appropriate

SCOPE OF AUTHORITY

(This part does not apply to a person only authorised to accept service on behalf of the company)

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.)

Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

Mark box(es) as appropriate

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, give the registered or principal office address.

☐

(You may photocopy this page as required)

| | | |
|---|--|----------|
| * Style / Title | MRS | |
| Forenames | AILEHE | |
| Surname | PARNELL | |
| Address †† | 105 STREWSBURY LAWN CASINTREE DUBLIN 18 | |
| Post town | | |
| County / Region | | Postcode |
| Is # <input type="checkbox"/> | Authorised to accept service of process on the company's behalf | |
| * AND/OR | | |
| Is # <input checked="" type="checkbox"/> | Authorised to represent the company in relation to that business | |
| The extent of the authority to represent the company is :- (give details) | | |
| LIMITED TO POWERS EXPRESSLY | | |
| CONFERRED IN THE INSTRUMENT OF | | |
| APPOINTMENT | | |
| | | |
| These powers :- | | |
| # <input checked="" type="checkbox"/> | May be exercised alone | |
| OR | | |
| # <input type="checkbox"/> | Must be exercised with :- | |
| (Give name(s) of co-authorised person(s)) | | |
| | | |
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Persons authorised to represent the company or accept service of process

Give details of all persons who are authorised to represent the company as permanent representatives of the company in respect of the business of the branch.

Give details also of all persons resident in Great Britain, who are authorised to accept service or process on the company's behalf.

* Delete as appropriate

SCOPE OF AUTHORITY

(This part does not apply to a person only authorised to accept service on behalf of the company)

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.)

Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

Mark box(es) as appropriate

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, give the registered or principal office address.

☐

(You may photocopy this page as required)

| | | |
|---|---|----------|
| * Style / Title | MR | |
| Forenames | LEE | |
| Surname | WEATHERLEY | |
| Address †† | 41 HOLYFIELDS, WEST ALLOTMENT NEWCASTLE UPON TYNE NE27 0EU | |
| Post town | | |
| County / Region | | Postcode |
| Is # <input checked="" type="checkbox"/> | Authorised to accept service of process on the company's behalf | |
| * AND/OR | | |
| Is # <input checked="" type="checkbox"/> | Authorised to represent the company in relation to that business | |
| The extent of the authority to represent the company is :- (give details) | TO ENTER SALES CONTRACTS ON BEHALF OF THE COMPANY AND TO ENSURE DELIVERY OF GOODS TO CLIENTS. | |
| These powers :- | | |
| # <input checked="" type="checkbox"/> | May be exercised alone | |
| OR | | |
| # <input type="checkbox"/> | Must be exercised with :- | |
| | (Give name(s) of co-authorised person(s)) | |
| | | |
| | | |
| | | |
| | | |

Address of branch

(See note 11)

Address 41 HOLY FIELDS
WEST ALLOTMENT
 Post town NEW CASTLE UPON TYNE
 County / Region _____ Postcode NE 27 0EU

Branch Details

(See note 12)

Day Month Year
 Date branch opened 05 01 2009
 Business carried on at branch IMPORT AND DISTRIBUTORS
of CASTORS. RETAILERS of CASTORS.

SIGNATURE

Signed [Signature]
 (* Director / Secretary / Permanent representative)
 Date 5/1/09.
 This form contains continuation sheets.

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

Name A & L CASTORS LIMITED
 Address UNIT A1 AND A2, SOUTH CITY
BUSINESS CENTRE, WHITE TOWN
TALLAGHT DUBLIN 24 Postcode _____
 Telephone 01-4520482 Extension _____

When completed, this form together with any enclosures should be delivered to the Registrar of Companies at

For branches established in England and Wales

For branches established in Scotland

Companies House
 Crown Way
 Cardiff
 CF14 3UZ

DX 33050 Cardiff

Companies House
 37 Castle Terrace
 Edinburgh
 EH1 2EB

DX 235 Edinburgh
 or LP - 4 Edinburgh 2



FILE COPY

**CERTIFICATE OF REGISTRATION
OF AN OVERSEA COMPANY**

(Establishment of a branch)

Company No. FC028846

Branch No. BR010363

The Registrar of Companies for England and Wales hereby certifies that

A & L CASTORS LIMITED

has this day been registered under Schedule 21A of the Companies Act 1985 as
having established a branch in England and Wales.

Given at Companies House on **16th February 2009**.



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

Number

253764

Certificate of Incorporation

on change of name

I hereby certify that

SORSAN LIMITED

having, by a Special Resolution of the Company,
and with the approval of the Minister for Enterprise,
Trade and Employment, changed its name, is now
incorporated as a limited company under the name

A & L CASTORS LIMITED

and I have entered such name on the Register accordingly.

Given under my hand at Dublin, this
Monday, the 22nd day of March, 1999

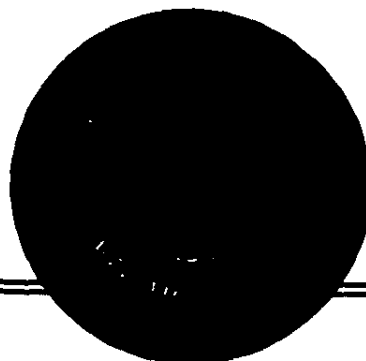
[Signature]
for Registrar of Companies

I certify the within document to be a true copy
of the original.

Dated this *20* day of *JANUARY* 2009

Signed: *[Signature]*

Dolph McGrath, Notary Public, Clonmel,
Co. Tipperary, Ireland.



I certify the within document to be a true copy
of the original.

Dated this 10 day of JANUARY 2009

Signed: 

Dolph McGrath, Notary Public, Clonmel,
~~Co. Tipperary, Ireland~~

DUPLICATE FOR THE FILE

NUMBER

253764

Certificate of Incorporation

I hereby certify that

SORSAN LIMITED

is this day incorporated under
the Companies Acts 1963 to 1990
and that the company is limited.

Given under my hand at Dublin, this
Wednesday, the 4th day of September, 1996


For Registrar of Companies

Certificate received by:

ICC

Signed: 

Date: 5-9-96

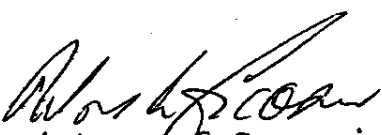
NUMBER
253764

Certificate of Incorporation

I hereby certify that
SORSAN LIMITED.

is this day incorporated under
the Companies Acts 1963 to 1990
and that the company is limited.

Given under my hand at Dublin, this
Wednesday, the 4th day of September, 1996

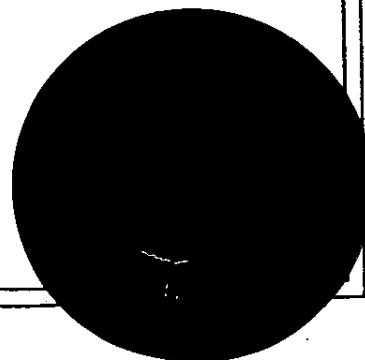

For Registrar of Companies

I certify the within document to be a true copy
of the original.

Dated this 20 day of January 2009

Signed: 

Dolph McGrath, Notary Public, Clonmel,
Co. Tipperary, Ireland.



COMPANIES ACTS 1963 TO 1990

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

I certify the within document to be a true copy of the original.

Dated this 20 day of JANUARY 2009

OF

Signed:

Dolph McGrath, Notary Public, Clonmel,
Co. Tipperary, Ireland.

A & L CASTORS LIMITED

1. The name of the Company is A & L CASTORS LIMITED

2. The objects for which the Company is established are:

(A) To carry on the business of importers, exporters, manufacturers, distributors, wholesalers, retailers, of all classes and kinds of goods and merchandise, and to act as general agents, in the purchase, sale or transfer, of all goods and merchandise, and to carry on all or any of the businesses of warehousemen, distributors, shippers, carriers, forwarding agents, assemblers, contractors, dealers and packers of articles, things, goods, and commodities of all kinds.

(B) To undertake and carry on and execute all kinds of financial, commercial, trading, manufacturing and other operations, and to carry on any business which may seem to be capable of being conveniently carried on in connection with any of these objects, or calculated directly or indirectly to enhance the value of or facilitate the realisation of or render profitable, any of the Company's property or rights.

(C) To acquire by purchase, lease, sub-lease, exchange, hire or licence or otherwise, and hold for any estate or interest, and to take options over any lands, buildings, water, wells, streams, easements, rights, privileges, concessions, machinery, plant, stock-in-trade and any real, personal, heritable, or movable property of any kind which may appear to be necessary or convenient for the Company's business or for developing or utilising any of the Company's property.

(D) To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses, and to clear sites for the same, or to join with any person, firm or company in doing any of the things aforesaid, and to work, manage and control the same, or join with others in so doing.

D/H/A

DOLEN MCGRATH
23, PARRELL STREET,
DUBLIN 1,
CO. DUBLIN, IRELAND.
TEL. 01-479 0000

(E) To apply for, purchase or by other means acquire and protect, prolong and renew, whether in Ireland or elsewhere, any patents, patent rights, brevets d'invention, licences, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under, or grant rights or privileges in respect of the same, and to expend money in experimenting upon testing, and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.

(F) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which this company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm or company, and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

(G) To manage, supervise and control, or to take part in the management, supervision or control of, any company or undertaking in which the Company is interested by reason of shareholding or otherwise, and for that purpose to appoint and remunerate any Directors, accountants or other experts or agents.

(H) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(I) To invest and deal with the moneys of the Company not immediately required in such shares and upon such securities and in such manner as may from time to time be determined.

(J) To lend and advance money or give credit to any persons, firms or Companies and to guarantee, grant indemnities in respect of, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future), goodwill and uncalled capital of the Company or by both such methods, the performance of the contracts or obligations of and the repayment or payment of the principal amounts of any premiums, interest and dividends on any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by Section 155 of the Companies Act, 1963 or another subsidiary as defined by the said Section of the Company's holding company or otherwise associated with the company in business notwithstanding the fact that the Company may not receive any consideration, advantage or benefit, direct or indirect from entering into such guarantee or other arrangement or transaction contemplated therein.

(K) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company of any obligation or liability it may undertake.

(L) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.

(M) To apply for, promote and obtain any Act of the Oireachtas, provisional order or licence of the appropriate Minister, or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly, to prejudice the Company's interests.

(N) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies or persons that may seem conducive to the attainment of the Company's objects, or any of them, and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.

(O) To purchase or otherwise acquire for cash or by the issue of shares or debentures or debenture stock, or partly for cash, and partly for shares or debentures or debenture stock, and to sell, lease, let, sublet, exchange, dispose, surrender, let on rent, share of profit, royalty or otherwise, grant options over, mortgage, charge, convert, turn to account, dispose of and otherwise deal with (whether for good or valuable consideration or otherwise) real and personal property and rights of all kinds, and in particular mortgages, debentures, produce, concessions, options, contracts, patents, annuities, licences, stocks, shares, bonds, policies, book debts, business concerns, goodwill and undertakings and claims, privileges and choses in action of all kinds.

(P) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, subcontractors or others.

(Q) To remunerate any person, firm or company rendering services to this Company, either by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(R) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures, debenture stock or securities of this Company.

(S) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's holding or subsidiary company as defined by Section 155 of the Companies Act 1963 or otherwise associated with the Company in business or who are or were at any time directors or officers of the Company or of any such other company as aforesaid and the wives, widows, families and dependants of any such persons and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other

Handwritten signature

DOLPH MCGRATH
28, PARNELL STREET,
DUBLIN 9.

CO. TIPPERARY, IRELAND.
Solely Public for the
County of Tipperary.

company as aforesaid or of any such persons as aforesaid and to make payments for or towards the insurance of any such persons as aforesaid and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

(T) To secure or guarantee by mortgage, charge or otherwise the performance and discharge of any contract, obligation or liability of a Company or of any person or corporation with whom or which the Company has dealings or having a business or undertaking in which the Company is concerned or interested whether directly or indirectly.

(U) To promote or concur in promoting any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(V) To undertake and execute any trusts the undertaking whereof may seem desirable, whether gratuitously or otherwise.

(W) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any company purchasing the same.

(X) To distribute among the members of the Company in kind any property of the Company, and in particular any shares, debentures or securities of other companies belonging to this Company, or of which this Company may have the power of disposing.


(Y) To procure the Company to be registered or recognised in any member State of the European Union and any foreign country or place.

It is hereby expressly declared that each sub-clause of this Clause shall be construed independently of the other sub-clauses hereof, and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

Provided always that the provisions of this Clause shall be subject to the Company obtaining, where necessary, for the purpose of carrying any of its objects into effect, such licence, permit or authority as may be required by law.

3. The liability of the members is limited.

4. The Share Capital of the Company is IR£1,000,000 divided into 1,000,000 shares of IR£1.00 each with power to increase or decrease the share capital. The capital may be divided into different classes of shares with any preferential, deferred or special rights or privileges attached thereto, and from time to time the Company's regulations may be varied so far as may be necessary to give effect to any such preference, restriction or other term.


DOLPHI MCGRAITH
28, DUFFELL STREET,
DUBLIN 1,
COUNTY DUBLIN, IRELAND.
I hereby Public for the
County of DUBLIN,
Continued for Life

DOLE, H. 1905, 1911, 1917
30, DAME STREET,
DUBLIN,
CO. DUBLIN, IRELAND.
Wm. Dole & Co. Ltd.
County of Tipperary.

[Handwritten signature]

We, the several persons whose names, addresses and descriptions are subscribed, wish to be formed into a Company in pursuance of this Memorandum of Association, and we agree to take the number of shares in the capital of the Company set out opposite our respective names.

Names, Addresses and Description
of Subscribers

Number of Shares taken
by each subscriber

For And On Behalf Of
Equity Trust Company Limited
First Floor,
17 Dame Street,
Dublin 2.

ONE

Body Corporate

For And On Behalf Of
Fiduciary Trust Company Limited,
First Floor,
17 Dame Street,
Dublin 2.

ONE

Body Corporate

TOTAL NUMBER OF SHARES TAKEN

TWO

Dated this 28th day of August 1996.

Witness to the above signatures :

Lorraine Burke,
17 Dame Street,
Dublin 2.

COMPANIES ACTS 1963 TO 1990

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

A & L CASTORS LIMITED

PRELIMINARY

1. The Regulations contained in Table A, Part I, in the First Schedule to the Companies Act, 1963 with the exception of Regulations 75, 77, 79, 85, 91, 98, 102, 109, 112, 130, 131, and 137 thereof and the regulations contained in Part II of Table A aforesaid shall apply to this company save in so far as they are excluded or modified hereby and such Regulations together with the Articles hereinafter contained shall constitute the Regulations of the Company.

SHARE CAPITAL AND SHARES

2. (a) The share capital of the Company is IR£1,000,000 divided into 1,000,000 shares of IR£1.00 each.

(b) Subject to the provisions of these Articles relating to new shares, the shares for the time being unissued shall be at the disposal of and under the control of the Directors who are hereby unconditionally authorised and given power for the purposes of Sections 20 and 24 of the Companies (Amendment) Act 1983, to exercise generally the power of the Company to allot any share or shares, as if Sub-Sections (1), (7) and (8) of Section 23 of the Companies (Amendment) Act 1983 did not apply to the allotment, grant options over or otherwise dispose of any share or shares to such persons, on such terms and conditions and at such times as they may consider to be in the best interests of the Company but so that no share or shares shall be issued at a discount; provided that this authority shall expire 1st December 2000 and provided further that the Company may before such expiry make an offer or agreement which would or might require any share or shares to be allotted after such expiry and the Directors may allot shares in pursuance of such an offer or agreement accordingly.

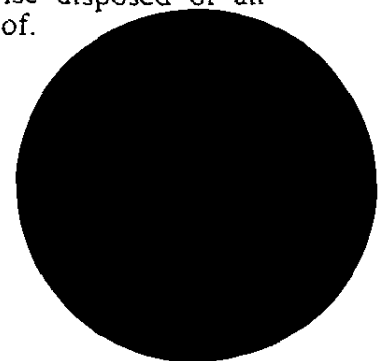
3. When any shares have been forfeited an entry shall forthwith be made in the Register of Members of the company recording the forfeiture and the date thereof, and so soon as the shares so forfeited have been sold or otherwise disposed of an entry shall be made of the manner and date of the sale or disposal thereof.

I certify the within document to be a true copy
of the original.

Dated this 20 day of January 2009

Signed: 

Dolph McGrath, Notary Public, Clonmel,
Co. Tipperary, Ireland.



4. The lien conferred by Regulation 11 of Table A shall attach to fully paid up shares and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of several joint holders.

5. Any share of a deceased member may be transferred by his executor or administrator to the widow or widower, child or grandchild of such deceased member and Regulation 3 of Part II of Table A shall be amended accordingly.

6. Without prejudice to any special rights previously conferred on the holders of existing shares, any share (including shares which the Company shall have power to issue under Section 207 of the Companies Act, 1990 or otherwise) may be issued with such preferred, deferred or other special rights, or such restrictions whether in regard to dividend, voting, return of share capital or otherwise, as the Company may from time to time determine, and any Share may be issued on the terms that it is, or at the option of the Company is liable to be, redeemed. Subject to the provisions of the aforementioned Act, the redemption of such shares may be effected on such terms and in such manner as the Board may from time to time determine.

MEETINGS

7. The following words shall be added to the end of Regulation 53 of Part I of Table A "and fixing the remuneration of Directors."

8. Subject to Section 141 of the Act, a resolution in writing signed by all the Members for the time being entitled to attend and vote on such resolution at a General Meeting (or being bodies corporate by their duly authorised representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a General Meeting of the Company duly convened and held, and if described as a Special Resolution shall be deemed to be a Special Resolution within the meaning of the Act. Any such resolution may consist of several documents in the like form each signed by one or more of such Members (or their duly authorised representatives).


Such a resolution may also consist of one or more telex, telefax or facsimile messages in like form signed in the name of each or all of the Members provided that in the case of each such telex, telefax or facsimile message the Secretary or any Director shall have endorsed the same with a certificate stating that he is satisfied as to the authenticity thereof. For the purpose of this Article the signature of an alternate Director shall suffice in lieu of the Director whom he represents.

9. Subject to Section 140 of the Companies Act 1963 concerning Annual General Meetings, all other meetings (including Extraordinary General and Class Meetings of the Members of the Company and all meetings of the Board of Directors including any committees of the Board of Directors) may be conducted by the use of a conference telephone or similar facility provided always that the Chairman of the Meeting notes his satisfaction that all of the Members of the Company (in the case of Meetings of Members of the Company) and that all of the Directors of the Company (in the case of Meetings of the Directors of the Company);

(A) have been notified of the convening of the Meeting and the availability of the conference telephone or similar facility for the Meeting; and

(B) can hear and contribute to the meeting

- and such participation in a meeting shall constitute presence in person at the meeting.


DOLPH McGRATH
28, PARNELL STREET,
CLONMEL,
CO. TIPPERARY IRELAND.
Notary Public,
County of Tipperary,
Commonwealth of Ireland.

Subject to Section 140 of the Companies Act, 1963 the Members of the Company or the Directors of the Company may be situated in any part of the world for any such Extraordinary General Meeting or Class Meeting or Meeting of the Board of Directors.

BORROWING POWERS

10. The Directors may raise or borrow for the purposes of the Company's business such sum or sums of money as they think fit without any limit on the amount for the time being remaining undischarged of money so borrowed or secured, and may secure the repayment of, or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company, present and future, including its uncalled or unissued capital, or by the issue at such price as they may think fit, of bonds or debentures, either charged upon the whole or any part of the property and assets of the Company, or not so charged, or in such other way as the Directors may think expedient.

11. A register of the holders of the debentures of the Company shall be kept at the registered office of the Company, and shall be open to the inspection of the registered holders of such debentures and of any member of the Company, or any other person, subject to such restrictions as the Company in general meeting may from time to time impose. The Directors may close such Register for such period or periods as they may think fit, not exceeding in the aggregate thirty days in each year.

VOTES OF MEMBERS

12. A poll shall be taken whenever directed by the Chairman or demanded by one or more members entitled to vote, and Regulation 59 of Table A shall be modified accordingly.

DIRECTORS

13. Unless and until the Company in general meeting shall otherwise determine, the number of Directors shall not be less than two nor more than seven.


14. The first Directors of the Company shall be the persons named in the Statement delivered pursuant to Section 3 of the Companies (Amendment) Act, 1982.

15. The Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company, either to fill a casual vacancy or as an addition to the Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed as hereinbefore mentioned. Any Director so appointed shall hold office only until the next following annual general meeting, when he shall retire, but shall be eligible for re-election.

16. A Director shall not require any share qualification.

17. A Resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors shall be as valid and effective for all purposes as a resolution of the Directors as if it had been passed at a meeting of the Directors duly convened and held and may consist of several documents in the like form each signed by one or more of the Directors. For the purpose of this Article, the signature of an alternate Director shall suffice in lieu of the signature of the Director appointing him.

DOLPH McGRATH
28, PARNELL STREET,
CLONMEL,
CO. TIPPERARY, IRELAND
Notary Public for the
County of Tipperary.
Commissioned for Life.



Such a resolution may also consist of one or more telex, telefax or facsimile messages in like form signed in the name of each or all of the Directors provided that in the case of each such telex, telefax or facsimile message the Secretary or any Director shall have endorsed the same with a certificate stating that he is satisfied as to the authenticity thereof. For the purpose of this Article the signature of an alternate Director shall suffice in lieu of the Director whom he represents.

18. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be two.


DISQUALIFICATION OF DIRECTORS

19. The office of a Director shall be vacated:

- (a) If he becomes bankrupt or insolvent or compounds with his creditors.
- (b) If he becomes restricted or disqualified pursuant to an Order made under the provisions of the Companies Act, 1990.
- (c) If he becomes incapable by reason of mental disorder, illness or injury of managing or administering his property and affairs or be found lunatic.
- (d) If he is convicted of an indictable offence (other than an offence under the Road Traffic Act, 1961, or any Act amending the same) unless the directors otherwise determine.
- (e) If he absents himself from the meetings of Directors for a period of six calendar months without special leave of absence from the other directors.
- (f) If he gives the Directors notice in writing that he resigns his office.

But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been served upon the Directors or an entry shall have been made in the Directors' Minute Book stating that such Director has ceased to be a Director of the Company.

20. A Director may hold any office of profit under the Company (other than that of Auditor) in conjunction with the office of Director, and may enter into contracts or arrangements or have dealings with the Company, and shall not be disqualified from office thereby, nor shall he be liable to account to the Company for any profit arising out of any such contract, arrangement or dealing to which he is a party or in which he is interested by reason of his being at the same time a Director of the Company, provided that such Director discloses to the Board at or before the time when such contract, arrangement or dealing is determined upon, his interest therein, or if such interest is subsequently acquired, provided that he on the first occasion possible discloses to the board the fact that he has acquired such interest. But, except in respect of any agreement or arrangement to give any indemnity or security to any Director who has undertaken or is about to undertake any liability on behalf of the Company, or of a resolution to allot any shares or debentures to a Director, no Director shall vote as a Director in regard to any contract, arrangement or dealing in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall not be counted, nor shall he be reckoned in estimating a quorum when any such contract, arrangement or dealing is under consideration.


DOLPH MCGRATH
26, PARNELL STREET,
CLONMEL,
CO. TIPPERARY, IRELAND.
Notary Public for the
County of Tipperary.

MANAGING DIRECTOR

21. The Directors may from time to time appoint one or more of their body to hold any executive office in the management of the business of the Company including the office of Chairman or Deputy Chairman or Managing or Joint Managing or Deputy or Assistant Managing Director as the Directors may decide, and on such terms as they think fit, and if no period or terms are fixed, then such executive shall comply with such directions as may be given to him by the Directors from time to time, and the appointment may be revoked at any time, and in any event his appointment shall be automatically determined (without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company) if he shall cease to be a Director, and Regulation 110 of Part I of Table A shall be modified accordingly.

NOTICES


22. (a) Any notice required to be given by the Company to any person ("the recipient") under these articles may be given by means of delivery, post, cable, telegram, telex, telefax, electronic mail or any other means of communication approved by the directors, to the address or number of the recipient notified to the Company by the recipient for such purpose (or, if not so notified, then to the address or number of the recipient last known to the Company). Any notice so given shall be deemed, in the absence of any agreement to the contrary between the Company and the recipient, to have been served at the time of delivery (or, if delivery is refused, then when tendered) in the case of delivery, at the expiration of 48 hours after despatch in the case of post, cables and telegrams and at the expiration of 12 hours after despatch in the case of telex, telefax, electronic mail or other method of communication approved by the directors.

(b) The Directors shall be entitled to receive notice of and to attend at any General Meeting of the Company and Regulation 136 of Part I of Table A shall be modified accordingly.

CAPITALISATION OF PROFITS

23. The Company in general meeting may at any time pass a resolution declaring that any undivided profits of the Company (including any profits which have been carried to reserve) shall be capitalised, and accordingly that the sum so directed to be capitalised be distributed as a bonus free of income tax amongst the holders of the ordinary shares in proportion to the ordinary shares held by them respectively, and that such sum shall be applied as a payment by and on behalf of the holders of the ordinary shares so becoming entitled respectively for or on account of such number of ordinary shares in the Company as shall be equal in nominal amount to the share of such sum so belonging and appropriated to them respectively, and that the board be authorised to distribute amongst them the said shares in like proportions, and the same shall be accepted by such members accordingly.

24. When such resolution and a resolution providing for such increase (if any) in the capital of the Company as may be necessary for this purpose have been passed, the Board may allot and issue such number of ordinary shares credited as fully paid up as shall be equal in nominal amount to the sum capitalised under the provisions of the last preceding Article to the holders of the outstanding ordinary shares in satisfaction of the said bonus, and as nearly as may be in proportion to the ordinary shares held by them respectively with full power to make such provisions by the issue of fractional certificates or otherwise as they think expedient for the case of fractions, and prior to such allotment the Board may authorise any person on behalf of the holders of such ordinary shares to enter into any agreement with the Company providing for the allotment to them of such shares credited as fully paid up, and in satisfaction as aforesaid, and any agreement made under such authority shall be effective.


DOLPH McGRATH
23, PARNELL STREET,
DUBLIN 1.
CO. DUBLIN 1.
TEL. 01-479 1111
FAX 01-479 1112

WINDING UP


25. If the Company shall be wound up, the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall be applied: first, in repaying to the members the amounts paid up or credited as paid up on the shares held by them respectively; and the balance (if any) shall be distributed among the members in proportion to the number of shares held by them respectively. Provided always that the provisions hereof shall be subject to the rights of the holders of shares (if any) issued upon special conditions.

26. With the sanction of a special resolution of the members any part of the assets of the company, including any shares in or securities of other companies, may be divided among the members of the Company in specie, or may be vested in trustees for the benefit of such members and the liquidation of the Company may be closed and the Company dissolved, but so that no member shall be compelled to accept any shares whereon there is any liability.

SECRETARY

27. (a) The first Secretary of the Company shall be the person named in the Statement delivered pursuant to Section 3 of the Companies (Amendment) Act, 1982.

(b) Anything which is, by the Companies Acts, 1963 to 1990 ("The Acts"), required or authorised to be done by or to the Secretary may, if the office is vacant or there is for any other reason no Secretary capable of acting, be done by or to an Assistant or Acting Secretary or, if there is no Assistant or Acting Secretary capable of acting by or to an officer of the Company authorised generally or specially in that behalf by the Directors: provided that any provision of the Acts or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being so done by or to the same person acting both as a Director and as, or in place of, the Secretary.


D. J. O'CONNELL
OF THE COUNTY OF TIPPERARY,
CO. TIPPERARY, IRELAND.
Notary Public for the
County of Tipperary,
Commissioned for Life.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

For And On Behalf Of
Equity Trust Company Limited
First Floor,
17 Dame Street,
Dublin 2.

Body Corporate

For And On Behalf Of
Fiduciary Trust Company Limited,
First Floor,
17 Dame Street,
Dublin 2.

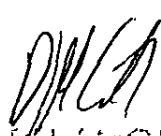
Body Corporate

Dated this 28th day of August 1996.

Witness to the above signatures :

Lorraine Burke,
17 Dame Street,
Dublin 2.

© Inter Company Comparisons Limited 1991


DOLAN McGRATH
23, DARNWELL STREET,
CLONMEL,
CO. TIPPERARY IRELAND.
Notary Public for the
County of Tipperary.
Commissioned for Life

Registration Number 253764

A & L Castors Ltd.

Directors' Report and Financial Statements

for the year ended 31 October 2007

A & L Castors Ltd.

Company Information

| | |
|--------------------------|--|
| Directors | Leslie Parnell Ailbhe Parnell |
| Secretary | Leslie Parnell |
| Company Number | 253764 |
| Registered Office | 7 Dr. Croke Place Clonmel Co. Tipperary |
| Accountants | Binchy & Co. 7 Dr. Croke Place Clonmel Co. Tipperary |
| Business Address | Unit A1 & A2 South City Business Centre Whitestown Tallaght, Dublin |
| Bankers | AIB 69, Morehampton Road Donnybrook Dublin 4 |
| Solicitors | David Binchy 12 Adelaide Street Dun Laoghaire Co. Dublin |

A & L Castors Ltd.

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| Accountants' Report | 2 |
| Profit and Loss Account | 3 |
| Balance Sheet | 4 |
| Notes to the Financial Statements | 5 - 14 |

A & L Castors Ltd.

Statement of Directors' responsibilities and declaration on unaudited financial statements

General Responsibilities

Company Law requires the directors to prepare financial statements for each financial period which give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

The directors are responsible for keeping proper books of account which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure the financial statements comply with the Companies Acts 1963-2006 and all regulations to be construed as one with those acts. They are also responsible for ensuring the company otherwise complies with the provisions of those Acts relating to financial statements insofar as they are applicable to the company. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and hence to prevent and detect fraud and other irregularities.

Accounting Records

The Directors acknowledge their responsibilities under Section 202 of the Companies Act 1990 to keep proper books and records for the company. To this end:

- We maintain all source documentation and Binchy and Company prepare our books and records from the source documentation and from representations given from us.

Our books and records are kept at Unit A1 and A2, South City Business Centre, Whitestown Way, Tallaght, Dublin 24, Co Dublin.

Directors' declaration on unaudited financial statements

In relation to the financial statements as set out on pages 3 to 14.

(a) The directors approve these financial statements and confirm that they are responsible for them, including selecting the appropriate accounting policies, applying them consistently and making, on a reasonable and prudent basis, the judgements underlying them. They have been prepared on the going concern basis on the grounds that the company will continue in business.

(b) The directors confirm that they have made available to Binchy & Co Certified Public Accountants, the company's accounting records and provided all the information necessary for the compilation of the financial statements.

(c) the directors confirm that to the best of of their knowledge and belief, the accounting records reflect all the transactions of the company for the year ended 31 October 2007.

On behalf of the Board

| | |
|----------------|-------------|
| Leslie Parnell |) |
| |) Directors |
| Ailbhe Parnell |) |

17 January 2008

A & L Castors Ltd.

Accountants' Report to the Directors on the Unaudited Accounts of A & L Castors Limited

You consider that the company is exempt from an audit for the year ended 31 October 2007. You have acknowledged, on the balance sheet, your responsibilities for ensuring that the company keeps accounting records which comply with Section 202 of the Companies Act 1990, and for preparing financial statements which give a true and fair view of the state of affairs of the company and of its profits or loss for the financial period.

In accordance with your instructions we have prepared without audit the accounts for the year ended 31 October 2007 set out on pages 3 to 14 from your books and records and from information and explanations supplied to us.

Respective responsibilities of directors and accountants

The company's directors are responsible for the preparation of the financial statements. We have not carried out an audit or a review of these financial statements and accordingly no opinion is expressed. It is our responsibility to compile the financial statements of A & L Castors Limited from the accounting records, information and explanations supplied to us by the directors.

Scope of work

We compiled the financial statements in accordance with the guidance contained in M14 'Compiling and reporting on financial statements not subject to audit' from the accounting records and information and explanations supplied to us by the directors.

We have not audited or otherwise attempted to verify the accuracy or completeness of such records, information and explanations and, accordingly, express no opinion on the financial statements.

Binchy and Company
7 Dr Croke Place
Clonmel
Co Tipperary

17 January 2008

A & L Castors Ltd.

**Profit and Loss Account
for the year ended 31 October 2007**

Continuing operations

| | | 2007 | 2006 |
|--|--------------|-----------------------|-----------------------|
| | Notes | € | € |
| Turnover | 2 | 1,601,543 | 1,455,835 |
| Cost of sales | | <u>(812,786)</u> | <u>(829,238)</u> |
| Gross profit | | 788,757 | 626,597 |
| Administrative expenses | | <u>(574,800)</u> | <u>(564,081)</u> |
| Operating profit | 3 | 213,957 | 62,516 |
| Interest payable and similar charges | 4 | <u>(32,279)</u> | <u>(26,132)</u> |
| Profit on ordinary activities before taxation | | 181,678 | 36,384 |
| Tax on profit on ordinary activities | | <u>(24,792)</u> | <u>(4,729)</u> |
| Retained profit for the year | | 156,886 | 31,655 |
| Retained profit brought forward | | <u>559,713</u> | <u>528,058</u> |
| Retained profit carried forward | | <u><u>716,599</u></u> | <u><u>559,713</u></u> |

There are no recognised gains or losses other than the profit or loss for the above two financial years.

The financial statements were approved by the Board on 17 January 2008 and signed on its behalf by:

Director
Leslie Parnell

Director
Ailbhe Parnell

A & L Castors Ltd.

**Balance Sheet
as at 31 October 2007**

| | Notes | 2007 € | 2006 € |
|--|-------|-----------------------|-----------------------|
| Fixed Assets | | | |
| Tangible assets | 7 | 275,029 | 262,584 |
| Investments | 8 | 2 | - |
| | | <u>275,031</u> | <u>262,584</u> |
| Current Assets | | | |
| Stocks | 9 | 358,313 | 327,009 |
| Debtors | 10 | 514,345 | 431,589 |
| Cash at bank and in hand | | 67,636 | 4,959 |
| | | <u>940,294</u> | <u>763,557</u> |
| Creditors: amounts falling due within one year | 11 | <u>(279,171)</u> | <u>(264,671)</u> |
| Net Current Assets | | <u>661,123</u> | <u>498,886</u> |
| Total Assets Less Current Liabilities | | 936,154 | 761,470 |
| Creditors: amounts falling due after more than one year | 12 | <u>(219,548)</u> | <u>(201,754)</u> |
| Net Assets | | <u><u>716,606</u></u> | <u><u>559,716</u></u> |
| Capital and Reserves | | | |
| Called up share capital | 13 | 3 | 3 |
| Profit and loss account | | 716,603 | 559,713 |
| Equity Shareholders' Funds | 14 | <u><u>716,606</u></u> | <u><u>559,716</u></u> |

We, as Directors of A & L Castors Limited, state that:

(a) the company is availing itself of the exemption provided for by Part III of the Companies (Amendment) (No. 2) Act 1999;

(b) the company satisfies the conditions specified in Section 32 of the 1999 Act;

(c) the shareholders of the company have not served notice on the company in accordance with Section 33(1) and (2) of the 1999 Act;

(d) we acknowledge the company's obligations under the Companies act 1963-2006 to keep proper books of account and to prepare accounts which give a true and fair view of the state of affairs of the company at the end of its financial year and of its profit or loss for such a year and to otherwise comply with the provisions of those Acts relating so far as they are applicable to the company;

(e) we hereby certify that we relied on the specific exemptions contained in Sections 10 and 12 of the Companies (Amendment) Act, 1986 on the grounds that the company is entitled to the benefits of those exemptions as a small company.

The financial statements were approved by the Board on 17 January 2008 and signed on its behalf by

Ailbhe Parnell
Director

Leslie Parnell
Secretary

A & L Castors Limited

Notes to the Financial Statements for the year ended 31 October 2007

1. Accounting Policies

1.1. Accounting convention

The financial statements are prepared under the historical cost convention

The company has taken advantage of the exemption in FRS1 from the requirement to produce a cashflow statement because it is a small company.

1.2. Turnover

Turnover represents the total invoice value, excluding value added tax, of sales made during the year.

1.3. Tangible fixed assets and depreciation

Depreciation is provided at rates calculated to write off the cost less residual value of each asset over its expected useful life, as follows:

| | | |
|-------------------------------------|---|-----------------------------|
| Land and buildings | - | Straight Line over 50 years |
| Plant and machinery | - | 20% Straight Line |
| Fixtures, fittings and equipment | - | 12.5% Straight Line |
| Motor vehicles | - | 20% Reducing Balance |

1.4. Leasing and hire purchase commitments

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible assets and depreciated over the shorter of the lease term and their useful lives. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the profit and loss account so as to produce constant periodic rates of charge on the net obligations outstanding in each period.

1.5. Investments

Fixed asset investments are stated at cost less provision for diminution in value.

1.6. Stock and work in progress

Stock is valued at the lower of cost and net realisable value. Full provision has been made for damaged, deteriorated, obsolescent or unusable materials. In the case of Work In Progress, cost is defined as the aggregate cost of raw material, direct labour and an attributable proportion of direct production overheads

Net Realisable Value comprises the actual or estimated selling prices less all further costs to completion or to be incurred in Marketing, Selling and Distribution.

1.7. Pensions

The pension costs charged in the financial statements represent the contribution payable by the company during the year.

The regular cost of providing retirement pensions and related benefits is charged to the profit and loss account over the employees' service lives on the basis of a constant percentage of earnings.

1.8. Deferred taxation

Provision is made for deferred taxation using the liability method to take account of timing differences between the incidence of income and expenditure for taxation and accounting purposes except to the extent that the directors considers that a liability to taxation is unlikely to materialise.

A & L Castors Limited

Notes to the Financial Statements for the year ended 31 October 2007

..... continued

2. Turnover

The total turnover of the company for the year has been derived from its principal activity wholly undertaken in Ireland.

3. Operating profit

| | 2007 | 2006 |
|---|-------------------|-------------------|
| | € | € |
| Operating profit is stated after charging: | | |
| Depreciation of tangible assets | 28,396 | 23,195 |
| Accountancy Fees | 15,419 | 11,600 |
| Profit/(Losses) on disposal of Fixed Assets | (874) | (1,314) |
| Profit/(Losses) on disposal of Leasehold | - | - |
| | <u> </u> | <u> </u> |

4. Interest payable and similar charges

| | 2007 | 2006 |
|--|-------------------|-------------------|
| | € | € |
| Included in this category is the following: | | |
| Lease finance charges and hire purchase interest | 2,163 | 3,809 |
| Factoring interest | 30,116 | 22,323 |
| Interest on overdue tax | - | - |
| | <u> </u> | <u> </u> |
| | <u>32,279</u> | <u>26,132</u> |

5. Employees

Number of employees

| 2007 | 2006 |
|----------|----------|
| Number | Number |
| <u>7</u> | <u>7</u> |

| | 2007 | 2006 |
|----------------------------|-------------------|-------------------|
| | € | € |
| Wages and salaries | 183,023 | 172,848 |
| Social welfare costs | 18,445 | 15,662 |
| PRSA Employee Pension Fund | 3,193 | 3,914 |
| | <u> </u> | <u> </u> |
| | <u>204,661</u> | <u>192,424</u> |

Health and safety of employees

The well being of the company's employees is safeguarded through the strict adherence to health and safety standards. The Safety, Health and Welfare at Work Act 1989 imposes certain requirements on employers and the company has taken the necessary action to ensure compliance with the Act, including the adoption of a safety statement.

A & L Castors Limited

**Notes to the Financial Statements
for the year ended 31 October 2007**

..... continued

5.1. Directors' emoluments

| | 2007 | 2006 |
|-----------------------------------|----------------|----------------|
| | € | € |
| Remuneration and other emoluments | 117,062 | 97,994 |
| Director Pension contributions | 30,547 | 35,547 |
| | <u>147,609</u> | <u>133,541</u> |

6. Pension costs

The full details of the pension scheme are shown here in this paragraph. Pension costs for the directors amounted to €30,547 (2006 - €35,547)

Contributions to PRSA pension fund for employees amounted to €3,914 (2006- €3,914).

A & L Castors Limited

Notes to the Financial Statements for the year ended 31 October 2007

..... continued

7. Tangible assets

| | Land and buildings leasehold | Plant and machinery | Fixtures, fittings equipment | Motor vehicles | Total |
|------------------------|------------------------------------|------------------------|------------------------------------|-------------------|----------|
| | € | € | € | € | € |
| Cost | | | | | |
| At 1 November 2006 | 190,460 | 14,000 | 61,620 | 83,440 | 349,520 |
| Additions | - | - | 5,210 | 42,085 | 47,295 |
| Disposals | - | - | - | (12,603) | (12,603) |
| At 31 October 2007 | 190,460 | 14,000 | 66,830 | 112,922 | 384,212 |
| Depreciation | | | | | |
| At 1 November 2006 | 7,618 | 5,601 | 32,074 | 41,644 | 86,937 |
| On disposals | - | - | - | (6,150) | (6,150) |
| Charge for the year | 3,809 | 2,800 | 6,300 | 15,487 | 28,396 |
| At 31 October 2007 | 11,427 | 8,401 | 38,374 | 50,981 | 109,183 |
| Net book values | | | | | |
| At 31 October 2007 | 179,033 | 5,599 | 28,456 | 61,941 | 275,029 |
| At 31 October 2006 | 182,842 | 8,399 | 29,546 | 41,796 | 262,583 |

Included in Motor Vehicles is €16,364 in respect of assets currently held under lease and hire purchase agreements and depreciation on those assets for the year ended 31 October 2007 amounted to €2,618.

Included in Plant & Machinery is a forklift valued at €14,000 which is currently held under lease and depreciation on that asset for the year ended 31 October 2007 amounted to €2,800.

Included in the Fixtures and Fittings is a Computer and also a franking machine which are currently held under lease and depreciation on these assets for the year ended 31 October 2007 amounted to €1,428.

During the year ended 31 October 2005 A & L Castors Limited moved premises to Units A1 and A2, South City Business Centre, Tallaght, Dublin 24. The Lessors of the property are Leslie and Ailbhe Parnell who are directors and shareholders in A & L Castors Limited. The proposed period of the lease as agreed between the Lessors, Ailbhe and Leslie Parnell and the Lessees, A & L Castors Limited is 35 years and the annual rent charge is €46,000.

A & L Castors Limited

Notes to the Financial Statements for the year ended 31 October 2007

..... continued

A & L Castors Limited received €190,460 with regard to the surrender of its leasehold interest in Unit 5, 72-80 North Wall, Dublin 1 during the year ended 31 October 2005. Agreement had been reached for the surrender of the leasehold interest prior to 04 December 2002. The proceeds of the leasehold surrender were used by the company to offset the lease premium due with regard to the rental of its new premises, Units A1 and A2, South City Business Centre, Tallaght, Dublin 24.

8. Investments

| | Other Unlisted Investments | Total |
|------------------------|----------------------------------|-------|
| | € | € |
| Cost | | |
| Additions | 2 | 2 |
| At 31 October 2007 | 2 | 2 |
| Net book values | | |
| At 31 October 2007 | 2 | 2 |

Included in investments are the value of ordinary shares purchased in Parnell Charters Limited. Leslie and Ailbhe Parnell are directors of Parnell Charters Limited.

9. Stocks

| | 2007 € | 2006 € |
|--------|-----------|-----------|
| Stocks | 358,313 | 327,009 |

In the opinion of the directors there are no material differences between the replacement cost of stock and the balance sheet amounts.

A & L Castors Limited

**Notes to the Financial Statements
for the year ended 31 October 2007**

..... continued

10. Debtors

| | 2007 | 2006 |
|------------------------|----------------|----------------|
| | € | € |
| Trade debtors | 485,687 | 404,173 |
| Inter Company Balances | 28,658 | 27,416 |
| | <u>514,345</u> | <u>431,589</u> |

As at 31 October 2007 A & L Castors Limited were due an amount of €28,658 from Parnell Charters Limited. A & L Charters own 100% of the issues share capital of Parnell Charters Limited.

A & L Castors Limited

Notes to the Financial Statements for the year ended 31 October 2007

..... continued

| 11. Creditors: amounts falling due within one year | 2007 € | 2006 € |
|--|----------------|----------------|
| Bank overdraft | - | 12,825 |
| Net obligations under finance leases and hire purchase contracts | 14,756 | 22,754 |
| Trade creditors | 171,194 | 162,866 |
| Pension Liability Due | 1,138 | 1,138 |
| Corporation tax | 19,501 | (5,271) |
| Other taxes and social security costs | 13,231 | 14,799 |
| Directors' accounts | 18,545 | 18,960 |
| Accruals and deferred income | 40,806 | 36,600 |
| | <u>279,171</u> | <u>264,671</u> |

During the year certain stocks were purchased subject to a reservation of title. These have been accounted for as normal purchases.

| Taxes and Social Security Costs | 2007 € | 2006 € |
|---------------------------------|---------------|---------------|
| VAT Control Account | 2,116 | 11,476 |
| PAYE/PRSI Control Account | 11,115 | 3,323 |
| Wages Control Account | - | - |
| | <u>13,231</u> | <u>14,799</u> |

| Corporation Tax | 2007 € | 2006 € |
|------------------------------------|---------------|----------------|
| Corporation Tax liability for year | 24,501 | 4,729 |
| Preliminary Corporation Tax paid | 5,000 | (10,000) |
| | <u>19,501</u> | <u>(5,271)</u> |

| Directors Current Accounts | 2007 € | 2006 € |
|----------------------------|---------------|---------------|
| Leslie and Ailbhe Parnell | 18,545 | 18,960 |
| | <u>18,545</u> | <u>18,960</u> |

A & L Castors Limited

**Notes to the Financial Statements
for the year ended 31 October 2007**

..... continued

| | | |
|---|-------------------|-------------------|
| 12. Creditors: amounts falling due after more than one year | 2007 € | 2006 € |
| Bank loan | 201,306 | 196,476 |
| Net obligations under finance leases and hire purchase contracts | 18,242 | 5,278 |
| | <u>219,548</u> | <u>201,754</u> |
| Loans | | |
| Repayable in one year or less, or on demand (Note 11) | - | 12,825 |
| Repayable between one and two years | - | - |
| Repayable between two and five years | - | - |
| Repayable in five years or more | 201,306 | 196,476 |
| | <u>201,306</u> | <u>209,301</u> |
| Net obligations under finance leases and hire purchase contracts | | |
| Repayable within one year | 14,756 | 22,754 |
| Repayable between one and five years | 18,242 | 5,278 |
| Repayable after five years | - | - |
| | <u>32,998</u> | <u>28,032</u> |
| 13. Share capital | 2007 € | 2006 € |
| Authorised equity | | |
| 1,000,000 Ordinary shares of €1.27 each | <u>1,269,738</u> | <u>1,269,738</u> |
| Allotted, called up and fully paid equity | | |
| 2 Ordinary shares of €1.27 each | <u>3</u> | <u>3</u> |
| 14. Reconciliation of movements in shareholders' funds | 2007 € | 2006 € |
| Profit for the year | 156,886 | 31,655 |
| Opening shareholders' funds | 559,720 | 528,061 |
| | <u>716,606</u> | <u>559,716</u> |

A & L Castors Limited

Notes to the Financial Statements for the year ended 31 October 2007

..... continued

15. Transactions with directors

The balance due to the directors of A & L Castors Limited as at 31 October 2007 are as follows:-

| | Amount Outstanding | |
|---------------------------|--------------------|--------|
| | 2007 | 2006 |
| | € | € |
| Leslie and Ailbhe Parnell | 18,545 | 18,960 |

During the year ended 31 October 2005 A & L Castors Limited moved premises from Unit 5, 72-80 North Wall Quay, Dublin 1 to Units A1 and A2, South City Business Centre, Tallaght, Dublin 24. Leslie and Ailbhe Parnell, who are directors and shareholders in A & L Castors Limited, have leased the property to A & L Castors Limited for a proposed period of 35 years at an annual rent of €46,000.

During the year ended 31 October 2006 and the year under review A & L Castors Limited leased the business premises from Ailbhe and Leslie Parnell for a fee of €46,000. Ailbhe and Leslie Parnell are directors of A & L Castors Limited.

As at 31 October 2007 A & L Castors Limited were due an amount of €28,658 from Parnell Charters Limited. Ailbhe and Leslie Parnell are directors of A & L Castors Limited and Parnell Charters Ltd. This amount is included in debtors in the financial statements.

During the year under review A & L Castors Limited received advertising and promotion services from Parnell Charters Ltd in the amount of €30,000 (incl VAT). Ailbhe and Leslie Parnell are directors of A & L Castors Limited and Parnell Charters Ltd.

17. Analysis of changes in net funds

| | Opening balance | Cash flows | Closing balance |
|--------------------------|--------------------|---------------|--------------------|
| | € | € | € |
| Cash at bank and in hand | (7,866) | 75,502 | 67,636 |
| Debt due after one year | (196,476) | (4,830) | (201,306) |
| Finance leases | (28,032) | (4,966) | (32,998) |
| | (224,508) | (9,796) | (234,304) |
| Net funds | (232,374) | 65,706 | (166,668) |

A & L Castors Limited

**Notes to the Financial Statements
for the year ended 31 October 2007**

..... continued

18. Approval of financial statements

The financial statements were approved by the Board on 17 January 2008 and signed on its behalf by

Leslie Parnell
Director

Ailbhe Parnell
Director

A & L Castors Ltd.

**Detailed Trading and Profit and Loss Account
for the year ended 31 October 2007**

| | 2007 | | 2006 | |
|--------------------------------------|------------------|------------------|------------------|------------------|
| | € | € | € | € |
| Sales | | 1,601,543 | | 1,455,835 |
| Cost of sales | | | | |
| Opening stock | 327,008 | | 291,314 | |
| Materials Imported (UK) | 327,340 | | 336,705 | |
| Materials Imported (Europe) | 316,653 | | 430,440 | |
| Materials Imported [China] | 141,976 | | 29,721 | |
| Purchases (Irl) | 28,167 | | 52,091 | |
| Foreign Exchange Difference (UK) | 593 | | 1,566 | |
| Foreign Exchange Difference (Europe) | 1,915 | | 174 | |
| Import Duty | 1,260 | | - | |
| Packing & Bags | 3,071 | | 3,506 | |
| Carriage inwards | 28,482 | | 10,730 | |
| Carriage Outwards | (5,366) | | - | |
| | <u>1,171,099</u> | | <u>1,156,247</u> | |
| Closing stock | (357,313) | | (326,009) | |
| Closing stock stationery | <u>(1,000)</u> | | <u>(1,000)</u> | |
| | | <u>(812,786)</u> | | <u>(829,238)</u> |
| Gross profit | 49% | 788,757 | 43% | 626,597 |
| Administrative expenses | 574,800 | | 564,081 | |
| | | <u>(574,800)</u> | | <u>(564,081)</u> |
| Operating profit | 13% | 213,957 | 4% | 62,516 |
| | | 213,957 | | 62,516 |
| Other income and expenses | | | | |
| Interest payable | | | | |
| Factoring interest | 30,116 | | 22,323 | |
| HP interest and fin. lease charges | <u>2,163</u> | | <u>3,809</u> | |
| | | <u>(32,279)</u> | | <u>(26,132)</u> |
| Net profit for the year | | <u>181,678</u> | | <u>36,384</u> |

A & L Castors Ltd.

**Administrative Expenses
for the year ended 31 October 2007**

| | 2007 | 2006 |
|--|----------------|----------------|
| | € | € |
| Administrative expenses | | |
| Wages and salaries | 183,023 | 172,848 |
| Directors' remuneration | 110,369 | 90,030 |
| Consultancy Fees | 6,693 | 7,964 |
| Employer's PRSI contributions | 18,445 | 15,662 |
| Directors' pension costs | 30,547 | 35,547 |
| PRSA Control A/c | 3,193 | 1,138 |
| PRSA Pension Fund | - | 2,776 |
| Staff training | - | 1,300 |
| Rent payable | 46,000 | 46,000 |
| Rates | 8,412 | 6,051 |
| Service charges | 314 | 1,872 |
| Insurance | 15,266 | 13,844 |
| Light and heat | 4,891 | 1,745 |
| Cleaning | 2,064 | 1,285 |
| Repairs and maintenance | 7,466 | 17,680 |
| Security | - | 420 |
| Printing, postage and stationery | 5,396 | 4,987 |
| Advertising & Promotion | 33,543 | 8,265 |
| Telephone | 8,984 | 8,648 |
| Computer costs | 2,137 | 919 |
| Motor expenses | 14,522 | 15,999 |
| Consumables | 715 | (191) |
| Travelling and entertainment | 20,951 | 17,552 |
| Legal and professional | 1,169 | 484 |
| Accountancy | 15,419 | 11,600 |
| Bank charges | 2,736 | 2,278 |
| Bad debts | - | 43,795 |
| Discounts allowed | 338 | 383 |
| General expenses | (1,202) | 1,824 |
| Charitable donations | 2,600 | 5,162 |
| Subscriptions | 1,539 | 1,705 |
| Amortisation on long leasehold | 3,809 | 3,809 |
| Depreciation on plant and machinery | 2,800 | 2,800 |
| Depreciation on FF & Equipment | 6,300 | 6,135 |
| Depreciation on motor vehicles | 15,487 | 10,451 |
| Profits/losses on disp of Fixed Assets | 874 | 1,314 |
| | <u>574,800</u> | <u>564,081</u> |