



ation in relation to
ince for the
ition of shares

165(6)A

Pursuant to Article 165 (6) of the Companies (Northern Ireland) Order 1986

Please do not
write in this
margin

Please complete
legibly, preferably
in black type, or
bold block
lettering

To the Registrar of Companies

For official use

Company number

Name of Company

NI 40430

Note

Please read the
notes on page 3
before completing
this form

ACCELERATION PROPERTIES LIMITED ("the Company")

*

* insert full
name of company

IWE Ø Clive Richardson of 86 Blackisland Road, Annaghmore,
Dungannon, County Tyrone, BT71 6NL

Ø insert name(s)
and address(es)
of all the directors

† delete as
appropriate

~~[the sole director]~~ [all the directors]† of the above company do solemnly and
sincerely declare that:

§

The business of the company is:

§ (a) ~~that of a [recognised bank] [licensed institution]† within the meaning of
the Banking Act 1979~~

§ (b) ~~that of a person authorised under section 3 or 4 of the Insurance
Companies Act 1982 to carry on insurance business in the United
Kingdom~~

§ (c) something other than the above

The company is proposing to give financial assistance in connection with the
acquisition of shares in it.

The assistance is for the purpose of [that acquisition] ~~[reducing or discharging
a liability incurred for the purpose of that acquisition]~~ †

The number and class of the shares acquired or to be acquired is: 1000
Ordinary Shares of £1.00 each.

Presenter's name, address and
reference (if any):

ASMCC/JR/1046/3682/8

**John McKee & Son, Hampden House,
55, Royal Avenue, BELFAST, BT1 1FD.**

Page 1

For official use

Public office

DEPARTMENT OF ENTERPRISE
TRADE & INVESTMENT
COMPANIES REGISTRY

25 JUN 2007

COUNTER RECEIVED

The assistance to be given to: (note 2) **Clive Richardson Limited** Registered Number NI 59254 having its registered office at 86 Blackisland Road, Annaghmore, Dungannon, County Tyrone.

Please do not write in this margin

The assistance will take the form of:

See attachment 1

The person who [has acquired] [~~will acquire~~] † the shares is: **Clive Richardson Limited** having its registered office 86 Blackisland Road, Annaghmore, Dungannon, County Tyrone

† delete as appropriate

The principal terms on which the assistance will be given are:

See attachment 2

The amount of cash to be transferred to the person assisted is £ NIL

The value of any asset to be transferred to the person assisted is £ NIL

The date on which the assistance is to be given is _____ 20 ____

Please do not
write in this
margin

I/WE have formed the opinion as regards the Company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts (note 3)

Please complete
legibly, preferably
in black type, or
bold lettering

(a) [I/WE have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date]* (note 3)

~~(b) [It is intended to commence the winding up of the company within 12 months of that date, and I/we have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding up]* (note 3)~~

*delete either (a)
or (b) as
appropriate

And I/we made this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835

DECLARED at *10 Colander Street Belfast*

Declarants to sign below

the *6th* day of *November* 2006
before me *Danion McQuinn*
a Commissioner for Oaths or Notary Public or
Justice of the Peace or a Solicitor having the
powers conferred on a Commissioner for Oaths



NOTES

1. For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see Article 162 (3) of the Companies (Northern Ireland) Order 1986.
2. Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
3. Contingent and prospective liabilities of the company are to be taken into account - see Article 166 (3) of the Companies (Northern Ireland) Order 1986.
4. The auditors report required by Article 166 (4) of the Companies (Northern Ireland) Order 1986 must be annexed to this form.

ATTACHMENT 1

1. A Facility letter (the "Facility Letter") from Ulster Bank Limited and Ulster Bank Ireland Limited ("the Bank") to Clive Richardson Limited (the "Purchaser") and Acceleration Properties Limited, Cecil A Haffey & Son Limited, Horta-Soils Limited and Clarke Cunningham Tree Maintenance Limited (together "the Companies" or "the Richardson Group") whereby the Bank agreed to provide banking facilities (the "Facilities") to inter alia the Purchaser to assist the Purchaser to acquire all the issued share capital of Acceleration Properties Limited.
2. A guarantee ("the Guarantee") to be given by the Company to Ulster Bank Limited and Ulster Bank Ireland Limited ("the Bank") guaranteeing all monies due by the Richardson Group to the Bank.
3. A charge on shares ("the Charge on Shares") to be given by the Company to the Bank over its shares in Cecil A Haffey & Son Limited and Horta- Soils Limited
4. An interest free demand loan in the sun of £1855000 from the Company to the Purchaser to assist the Purchaser with its acquisition of the shares in the Company(the Loan)

ATTACHMENT 2

- (A) Pursuant to the terms of the Facility letter, the Bank agreed to make the Facilities available to the Purchaser (and the other Companies) in consideration (inter alia) of the Company executing the Guarantee.
- (B) In respect of the Guarantee, the guarantee by the Company to the Bank of
- (1) all money:
 - a. now or hereafter due owing or payable to the Bank from the Richardson Group under or in respect of any dealing, transaction or engagement whatsoever either solely or jointly and whether as principal or guarantor and whether upon current account or other banking account or otherwise or in respect of bills, drafts, notes or other negotiable instruments made, drawn, accepted, advised, endorsed or paid by or on account of the Bank for the Richardson Group.
 - b. that the Bank may from time to time become liable to pay in respect of any bills, drafts, notes, letters of credit or any other dealing, transaction or engagement on account of or for the benefit of the Richardson Group.
 - (2) all interest, costs, commissions and other banking charges and expenses that the Bank may charge against the Richardson Group;
 - (3) all legal and other costs, charges and expenses incurred by the Bank in enforcing or obtaining payment of money due to it from the Richardson Group.
- (C) In respect of the Charge on Shares charges all the Securities and the proceeds of any sale of the Securities being

Company	Registered Owner		Holding
Cecil A Haffey & Son Limited	Acceleration Limited	Properties	27000 ord shares of £1.00
Horta- Soils Limited	Acceleration Limited	Properties	35000 ord shares of £100 each

as a continuing security to the Bank for the repayment and satisfaction on demand of all Indebtedness, being means all the Company's present or future indebtedness to the Bank on any current or other account whatever held by the Company with the Bank, whether solely or jointly with any other person or persons (notwithstanding that there may from time to time be a credit balance on any such account) and all the Company's other liabilities whatever to the Bank, including (without limitation) indebtedness on account of money advanced, bills of exchange, promissory notes, obligations with respect to letters of credit, guarantees and indemnities, whether present, future, actual or contingent and whether or not matured or accrued due and whether incurred solely, severally or jointly with any other person and whether in sterling or in any other currency, together with interest, commission, bank charges and any other costs, charges and legal expenses (on a full indemnity basis) charged or incurred by the Bank .

- (D) In respect of the Loan an interest free demand loan from the Company to Clive Richardson Limited to be repayable on demand in the sum of £1,855,000



BDO Stoy Hayward
Chartered Accountants

Lindsay House 10 Callender Street
Belfast BT1 5BN
Telephone: +44 (0)28 9043 9009
Facsimile: +44 (0)28 9043 9010
Email: belfast@bdo.co.uk
Web site: www.bdoni.com

The Directors
Acceleration Properties Limited
4 Carn Court Road
Portadown
Co Armagh

6th November 2006
SJ/VJ

Dear Sirs

**AUDITORS' REPORT TO THE DIRECTORS OF ACCELERATION PROPERTIES LIMITED ("the Company")
PURSUANT TO ARTICLE 166(4) OF THE COMPANIES (NORTHERN IRELAND) ORDER 1986**

We have examined the attached statutory declaration of the directors dated 31st October 2006 in connection with the proposal that the Company should give financial assistance for the purchase of the entire issued share capital of the Company by Clive Richardson Limited.

We have enquired into the state of the Company's affairs in order to review the bases for the statutory declaration.

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any of the matters mentioned in Article 166(2) of the Companies (Northern Ireland) Order 1986 is unreasonable in all the circumstances.

BDO Stoy Hayward