

The Secretary
Kilcullen Landfill Limited
23 Meadowfield,
Sandyford
Dublin 18

Headquarters, PO Box 3000
Johnstown Castle Estate
County Wexford, Ireland

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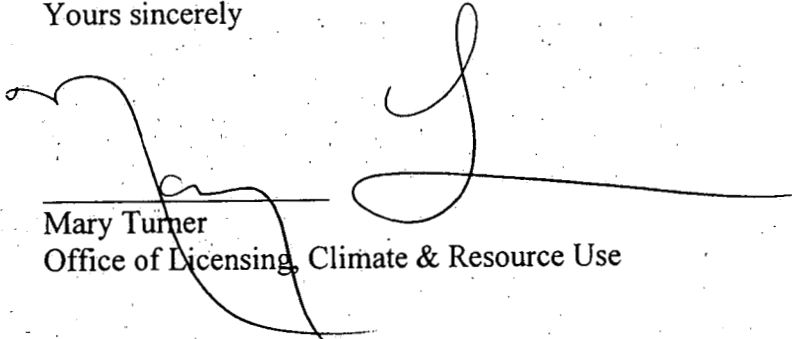
Dated: 4/03/14

re: Transfer of Waste Licence W0081-04, in respect of a facility at KTK Landfill Limited, Brownstown and Carnalway, Kilcullen, Co. Kildare.

Dear Secretary

The Agency, being satisfied that the pre-conditions set out in the attached letter have now been fulfilled, confirms that the transfer is now effective subject to the conditions subsequent therein.

Yours sincerely



Mary Turner
Office of Licensing, Climate & Resource Use

c.c. The Secretary, Greenstar Holdings Limited, Unit 6, Ballyogan Business Park,
Ballyogan Road, Sandyford, Dublin 18



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Re: Transfer of License

Reg No	Licensee	Facility Address
W0081-04	KTK Landfill Limited	Brownstown & Carnalway, Kilcullen, County Kildare

Transferor: KTK Landfill Limited, Brownstown & Carnalway, Kilcullen, County Kildare

Transferee: Kilcullen Landfill Limited, 23 Meadowfield, Sandyford, Dublin 18

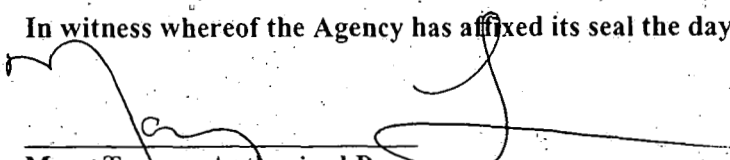
The Agency, being satisfied that the requirements of Section 47 of the Waste Management Act have been fulfilled, hereby approves the transfer of the above licence from the Transferor to the Transferee which the transfer is conditional upon:

- Confirmation in writing from Eversheds solicitors to the Agency's solicitors that the sum of €5,100,000 has been transferred to the Account (as defined in the Sinking Fund Agreement entered into between AGB Landfill Holdings Limited of the First Part, Knockharley Landfill Limited, Ballynagran Landfill Limited and Kilcullen Landfill Limited of the Second Part, and the Agency of the Third Part;
- Confirmation by the Agency's solicitors to the Agency that they hold in escrow the duly completed Sinking Fund Agreement, AGB Mortgage, Starrus Mortgage, Starrus CRAMP Mortgage, and all related documentation (as negotiated and agreed) with instructions to deliver them to the Agency upon receipt of the notification at 3 below; and
- Notification to the Agency's solicitors by Eversheds solicitors of the completion of the sale of the Waste transfer and disposal business of Greenstar Holdings Limited and its subsidiaries which includes the transfer of the site of the licensed installation as defined in the Licence from the Transferor to the Transferee.

This transfer shall only take effect upon receipt of the above confirmations and notifications only.

The transfer shall be conditional upon the registration in the Property Registration Authority of the transferee's title to the site of the licensed installation and the relevant mortgage as a condition subsequent. Should that registration not be completed within a reasonable time, for any reason outside the Agency's control, the transfer shall lapse.

In witness whereof the Agency has affixed its seal the day and date first herein written


Mary Turner, Authorised Person

cc The Secretary, Greenstar Holdings Limited, Unit 6, Ballyogan Business Park, Ballyogan Road, Sandyford, Dublin 18