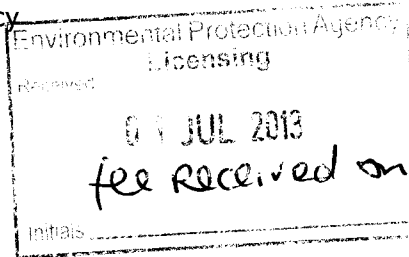




Licensing and Permitting
Environmental Protection Agency
P.O. Box 3000
Johnstown Castle
County Wexford
By Courier

27 June 2013



Greenstar Holdings Limited (In Receivership)
Unit 6, Ballyogan Business Park,
Ballyogan Road, Sandyford
Dublin 18
Tel: + 353 1 294 7900
Fax: + 353 1 294 7990

Re: Landfill Waste Licence Transfer Application Forms

Dear Sirs

As you may be aware, David Carson was, by Deed of Appointment dated 23 August 2012, appointed Receiver and Manager over certain assets and undertakings of Greenstar Holdings Limited (In Receivership) ("**Greenstar**") on foot of the powers contained in a debenture, with the exclusion of the four landfill sites held by Greenstar or one of its subsidiaries. The directors over three of the landfill sites (outside of the receivership) are currently in the process of selling certain of the assets of the landfills (the "**Landfill Transaction**"). To complete the proposed Landfill Transaction, the directors are seeking to transfer the Waste Licences in respect of the three landfills (**Appendix 1**) to Knockharley Landfill Limited, Ballynagran Landfill Limited and Kilcullen Landfill Limited respectively (the "**Proposed Transferees**").

This sale process is scheduled to complete in July 2013. No transfer to the Proposed Transferees should be made before the current licence holder and the proposed Transferees notify the Council of the desired effective date.

Please find enclosed completed Waste Licence Transfer Application Forms (the "**Applications**") for your consideration (**Appendix 2**) together with bank draft for €15,000 in respect of the application fee.

We understand that your approval is required in respect the proposed financial provisioning prior to submitting the Waste Licence Transfer Applications. We understand that a financial provisioning mechanism for the relevant sites has been proposed and submitted to the OEE for approval. We further understand following our recent discussions with the EPA and our meeting with the EPA of 12 June 2013 that it has been agreed that we could submit the applications to the EPA prior to receiving the aforementioned approval.

We would be grateful if the contents of this letter are kept confidential and not disclosed to third parties without the prior written consent of the Proposed Transferees and Greenstar.

Registered in Ireland 295816

Directors: N Parkinson (Chairman), G Bailey,
J Dempsey, J Dixon, E Medley, L Birthistle,
C Bell C Bergin (Secretary)
Reg. Office: Burton Court, Burton Hall Drive,
Sandyford, Dublin 18

Affiliate Organisation, CIWM
Member of the IWM
Corporate Affiliate of the IWM
WY 92420.1

We look forward to hearing from you as soon as possible and appreciate your assistance with this. If you have any queries in relation to these documents, please do not hesitate to contact us.

Yours faithfully

For and on behalf of
**Greenstar Holdings Limited
& KTK Landfill Limited**

Chris Bell
Chris Bell, Director

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