

**Declaration in relation to assistance for the
acquisition of shares**

Form 165(6) of the Companies (Northern Ireland) Order

Please
fill in this margin

To the Registrar of Companies

For Official Use

Company Number

Please complete
legibly, preferably
in black type or
bold block
lettering**NI 18014**

Name of Company

NotePlease read
the
Notes on this
form before
completing**Insert full
name of
company*****insert
name(s) and
address(es)
of all the
directors
*delete as
appropriate****Delete
whichever is
inappropriate***** CARRICKFERGUS INDUSTRIAL CENTRE LIMITED("the Company")**DEPARTMENT OF ENTERPRISE
TRADE AND INVESTMENT
COMPANIES REGISTRY
05 JUL 2006**We**

COUNTER RECEIVED

Patrick Kearney of 29 Ragged Staff, Queen's Way Quay, Gibraltar
Neil Adair of 53 Fort Road, Belfast Co Antrim
Bernard Francis McConville of Ballyward Lodge and Estates, Ballyward, Co. Down**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 Castlview Mews Limited (NI51239)

The assistance is for the purpose of 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 90 A Ordinary Shares of £1.00 each, 10 B Ordinary Shares of £1.00 each.

**Presenter's name, address
and reference (if any)****For official use
Public Office****Document Checking
Section**

The assistance is to be given to: **(note 2) PBN Holdings Limited**

Registered Number NI 056039 having its registered office at Musgrave Business Centre,
45 Stockmans Way, Belfast, BT9 7ET

The assistance will be in the form of:

Please do not
write in this
margin

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

See attachment 1

The person who has acquired the shares is PBN Holdings Limited (NI056039) having its
registered office at Musgrave Business Centre, 45 Stockmans Way, Belfast, BT9 7ET

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

See attachment 2

*delete as
appropriate

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

Please do not
write in this
margin

The date on which the assistance is to be given is 16 June 2006

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

We have informed 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)**

(a) 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 we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835

Declared at *1 Lanyon Quay Belfast*

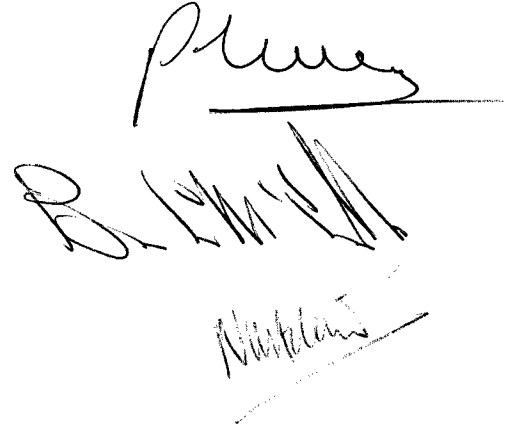
Declarants to sign below

the *16th* day of
June 2006 before me a Commissioner for
Oaths or Notary Public or Justice of the
Peace or 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 163(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.



NI 18014

ATTACHMENT 1 TO COMPANIES FORM No. 165(6)A

CARRICKFERGUS INDUSTRIAL CENTRE LIMITED

The assistance will take the form of the execution of an unlimited composite guarantee and indemnity in respect of the liabilities of PBN Holdings Limited, Patann Limited, Castlevew Mews Limited, Annanpat Limited, MJM Marine Limited and CDC (NI) Limited (together the "Debtors") (the "Guarantee and Indemnity") executed by the Company in favour of Anglo Irish Bank Corporation Plc ("the Bank")

ATTACHMENT 2 TO COMPANIES FORM No. 165(6)A

CARRICKFERGUS INDUSTRIAL CENTRE LIMITED

(A) In respect of the Guarantee and Indemnity:

- (i) the Guarantee by the Company to pay to the Bank on demand, and in the currency in which the same falls due for payment, all monies and liabilities which are now or at any time hereafter shall have been advanced to, become due, owing or incurred by any of the Debtors to or in favour of the Bank under or in connection with all agreements (whether oral or in writing) made among the Bank and the Company or any Debtor whether or not any person is also a party thereto and whether made before or after the date of the Guarantee and Indemnity and the Guarantee and Indemnity ("Facility Documents") and the due and punctual observance, performance and discharge by each of the Debtors of all of their obligations and liabilities under each of the Facility Documents; and
- (ii) the agreement by the Company to indemnify the Bank on demand against all losses, costs and expenses suffered or incurred by the Bank arising from or in connection with any of:

 - (a) the Bank making available any of the facilities under the Facility Documents;
 - (b) the Bank entering into any of the Facility Documents;
 - (c) any of the provisions of any of the Facility Documents being or becoming void, voidable, invalid or unenforceable; and
 - (d) the failure of any of the Debtors fully and promptly to perform and discharge any of its obligations and liabilities under any of the Facility Documents; and
- (iii) the agreement by the Company to indemnify and keep indemnified the Bank on demand by the Bank against all losses, actions, claims, costs, charges, expenses and liabilities suffered or incurred by the Bank in relation to the Guarantee and Indemnity (including the costs, charges and expenses incurred in the enforcement of any of the provisions of the Guarantee and Indemnity or occasioned by any breach by the Company or any of the Debtors of any of its obligations to the Bank under the Guarantee and Indemnity).

MANEELY Mc CANN

C. Maneely
F.C.A.

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Telephone: (028) 9080 5000 Fax: (028) 9080 5029

P.J. Mc Cann
F.C.C.A.

R. Gilliland
F.C.A.

E.R. Kerr
A.C.A.

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Chartered
Accountants

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Chartered
Certified
Accountants

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Registered
Auditors

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Taxation
Consultants

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Management
Consultants

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Forensic
Accountants

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Payroll & VAT
Services

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Corporate Finance

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Tax Investigations

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Property Taxation

AUDITORS' REPORT TO THE DIRECTORS OF CARRICKFERGUS INDUSTRIAL CENTRE 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 16 June 2006 in connection with the proposal that the Company should give financial assistance for the purchase of the entire issued share capital of Castlevew Mews Limited by PBN Holdings 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.

Maneely Mc Cann

MANEELY Mc CANN
CHARTERED ACCOUNTANT
REGISTERED AUDITORS

Date: 16th June 2006

