

Dated 01 - NO 2007

**(1) GENERATIONS AHEAD LIMITED**

**(2) THE PERSONS LISTED IN SCHEDULE 1**

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**SHARE EXCHANGE AGREEMENT**

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Rix & Kay  
The Courtyard  
River Way  
Uckfield  
East Sussex  
TN22 1SL

WEDNESDAY



\*A365T5J5\*

A48 10/12/2008 229  
COMPANIES HOUSE

**Date**

**Parties**

- 1       **GENERATIONS AHEAD LIMITED** (company registration number 4197802)  
          whose registered office is at Boyne Place, East Hoathly, Lewes, East Sussex BN8 6QJ ("the Purchaser")
- 2       **THE PERSONS LISTED IN SCHEDULE 2** ("the Target Shareholders")

**RECITALS**

- 1       The Purchaser is a company incorporated on 10 April 2001 and the registered holders of shares are as set out in Schedule 1.
- 2       The Target Shareholders are the registered holders of the Target Shares (as hereinafter defined) as set out in column 2 of Schedule 2.
- 3       The Target Shareholders wish to exchange their shares in the Target Company for shares in the Purchaser as set out in column 3 of Schedule 2.

**AGREEMENT**

**1       Definitions**

In this Agreement:

- 1.1      "the Consideration Shares" means the ordinary shares of £1 each in the Purchaser set out in column 3 of Schedule 2;
- 1.2      "the Target Company" means Little Green Earthlets Limited (company registration number 3638687) whose registered office is at Boyne Place, East Hoathly, Lewes, East Sussex BN8 6QJ;

1.3 "the Target Shares" means all the issued Ordinary shares of £1 each in the Target Company.

## 2 **Sale and Purchase**

The Target Shareholders agree to sell, and the Purchaser agrees to buy, the Target Shares, in consideration for the Purchaser issuing and allotting the Consideration Shares to the Target Shareholders.

## 3 **Completion**

3.1 Completion will take place immediately after execution of this Agreement whereupon:

3.1.1 the Target Shareholders shall deliver to the Purchaser duly executed transfers of the Target Shares, together with the share certificates for the Target Shares;

3.2.2 the Purchaser will issue and allot the Consideration Shares to the Target Shareholders.

## 4 **General**

4.1 The Target Shareholders and the Purchaser shall (in so far as this is necessary or appropriate to implement the terms of this agreement):

4.1.1 procure that any relevant resolutions of the Target Company and of the Purchaser, and of their respective boards of directors, shall be passed; and

4.1.2 make or do (or procure to be made or done) any other deeds, acts or things.

4.2 The Target Shareholders waive any rights of pre-emption in respect of the Target Shares which may be contained in the Target Company's articles of association.

4.3 The Target Shareholders will procure that the Company will, subject to stamping, register the Target Shares in the name of the Purchaser.

4.4 The Purchaser will be entitled to receive all dividends and distributions declared, paid or made by the Company on or after completion in relation to the Target Shares.

- 4.5 The Purchaser will, subject to stamping, register the Consideration Shares in the name of Target Shareholders.
- 4.6 The Target Shareholders will be entitled to receive all dividends and distributions declared, paid or made by the Purchaser on or after completion in relation to the Consideration Shares.

EXECUTED AS A DEED BY

**Generations Ahead Limited**

Director



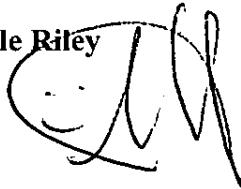
Director / Secretary



**Michael Riley**



**Michelle Riley**



## SCHEDULE 1

Names and addresses of shareholders	Number of Shares in the Purchaser
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**Michael Riley** of Boyne 50 Ordinary shares  
Place, East Hoathly, Lewes,  
East Sussex BN8 6QJ

**Michelle Riley** of Boyne 50 Ordinary Shares  
Place, East Hoathly, Lewes,  
East Sussex BN8 6QJ

## SCHEDULE 2

Column 1	Column 2	Column 3
Names and addresses of shareholders	Number of Target Shares	Number of Consideration Shares
<b>Michael Riley</b> of Boyne 50 Ordinary shares Place, East Hoathly, Lewes, East Sussex BN8 6QJ	50 Ordinary shares	
<b>Michelle Riley</b> of Boyne 50 Ordinary Shares Place, East Hoathly, Lewes, East Sussex BN8 6QJ		50 Ordinary shares