

UNITED ENTERTAINMENT PARTNERS
MONTENEGRO D.O.O. - U.E.P. MONTENEGRO
general director Louis Maguire
BC Marinović
85318 Radanovici
Republic of Montenegro

D.O.O. "UNITED ENTERTAINMENT PARTNERS MONTENEGRO"

Broj: 1

Petrovac na moru, 18. 12. 2008 god.

THE OFFICIAL REQUEST

Respectable Mr. Michael Fingleton (Snr),

1. We are pleased to inform you, that we have received all necessary documentation to start immediately civil and criminal proceedings against you Mr. Michael Fingleton (Snr) and representatives Mr. Michael Fingleton (Jnr) and Mr. Sasa Lapcevic.

Within next 72 hours, we will present all relevant documentation of the New Fjord Developments doo, in the Police headquarter in Kotor, addressing for the court investigation. Within next 5 days, we will adress officially to the Commercial court in Podgorica to act on behalf the UEP Montenegro doo.

2. We are warning you last time, that you are not owner of the UEP Montenegro doo, and therefore you will deal with us honestly and with dignity! Our interest in New Fjord Developments doo will be protected by the Montenegrin laws, and therefore we have no fear in next proceedings. Why?

3. It is obvious now that you are incapable to run the position of Executiv director in the New Fjord developments doo. YOU DO NOT KNOW Montenegrin laws! How come?

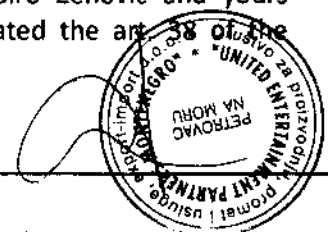
4. The **lawfull registration** of the New Fjord developments doo, couldn't be done without registration of the Companies charter and other documentations (art.70 of the Company law Official Gazette of Republic of Montenegro, no.6/02, 17/07).

It is also unbelievable that you are changing the Charter provisions, that is **null and void** for you, according to your last e-mail request on 15th December 2008.

Therefore, now we would act officially in litigation proceedings according to art.40 (the Company law Official Gazette of Republic of Montenegro, no.6/02, 17/07).

5. We thought that you are a barrister, well educated businessman. It is your concern to read carefully our official letters and requests. We have asked for **AGM**, with specific issues for Agenda, but you have called unlawfully EM of the shareholders (art. 38 Sec.5 of the Company law Official Gazette of Republic of Montenegro, no.6/02, 17/07). Also, you have mentioned that **Mr. Louis Maguire has objected** the EM and Agenda, but you havent registered in your Minutes his declaration and official request. You held the unlawfull meeting and illegal actions, in **caffe bar in Petrovac** in 11 hours that same date, with further witnesses.

Now, it is completely obvious that you are incapable to run this company. You sent us a record of unlawfull minutes of the EM held on 18th November in the company seat. You have forgot that there were four witnesses: Miss Nina Radulovic, Mr. Vladimir Milosevic, Mr. Spiro Zenovic and yours attorney as well. Therefore, we are sure that you three guys have violated the art. 38 of the Company law Official Gazette of Republic of Montenegro, no.6/02, 17/07).



6. You have made a **new unregistered seal** of the New Fjord Developments doo. Therefore, you have unlawfully changed the company's **account** in the CKB office in Budva, dealing with two payments on 19th and 27th November.

You have sealed also and documents of the Minutes of the EM, claiming that you are not having seal, how come!?

We will stop all these activities!

7. Today, we are assured that Mr. Fingleton as the CEO and „ex lege“ representative of the New Fjord developments doo, has committed serious **unlawful and criminal acts**. We have found his business judgement rule, completely out of legal order, although he was well informed, personally interested in business decisions and he had reasonable sense of importance.

7.1. Mr. Fingleton **misused legal person** (article 4 of the Company law) in false conducting of the New Fjord Development doo.

Therefore: 1) Where there is **proven fraudulent conduct** in the use of limited liability or a **gross failure to follow the formalities** of the limited liability company, joint stock company, or limited partnership, the Commercial Court may upon making such findings **may impose direct liability** upon one or more of the owners in the case of limited liability or joint stock company, or upon the limited partners in the case of a limited partnership. 2) In the case of a joint stock company or limited liability company, factors that can constitute a **gross failure** from paragraph 1 to follow formalities may include **the co-mingling of funds or of the assets of the owners and the entity, false or misleading registration, failure to keep adequate records, failure to keep current registration and information on file with the Central Registry, inadequate capitalization or insurance coverage commensurate with risks associated with the type of business engaged.**

7.2. Therefore we are asking from Mr. Fingleton as CEO of the company to **RESIGN** immediately, or to make officially **complaint „ACTIO PRO SOCIO“** with **recompense of damage to the UEP Montenegro**, addressing to the Commercial Court in Podgorica, as we asked **25 days before**.

7.3. We would never accept Mr. Sasa Lapcevic and Mr. Fingleton Michael Jnr, to act on behalf of the Company, because we found serious violations of the provisions in the Monenegrin's Company law and Criminal Code (art.280 and art.397).

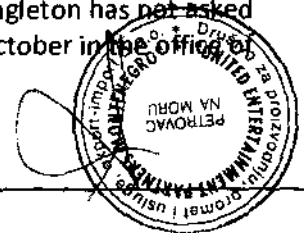
Therefore, the appointment, termination of office and particulars of the Authorized Officer, Chief Executive and the **auditor must be unanimous decision of shareholders;**

8. We found that Mr. Fingleton approved to KPMG doo auditing services in the New Fjord Development doo, **without unanimous decision** of the shareholders.

We have been contacted from KPMG doo for this purpose, as we objected officially two times. Therefore Mr. Fingleton has only right according to the art.32.sec.7 to **engage personally KPMG!**

9. Each shareholder has a right to get copies of relevant Company documentation. Mr. Fingleton is not the owner of the Company's documentation, which would be held in the Company seat till the time of Court's decision on this issue. The landlord of the Company seat now shall ask for his duties recompense in advance!

Therefore, according to the statements of witnesses, we would proof that Mr. Fingleton has **not asked** on EM transfer of copied documentation, which he unfortunately received in October in the office of UEP Montenegro, in front of 4 witnesses.



10. By the lifting the veil of the company, Mr.Fingleton (Snr) personally will be responsible to all court proceedings. We are assured that the company New Fjords Developments doo has entered in the status of **bankruptcy(art.6 of Law on insolvency of companies), tax frauds and criminal responsibilities**, based on our investigation (art. 264. of the Montenegrin Criminal law). In the event that company New Fjords Developments DOO enters into **bankruptcy procedure** we would ask officially **Mr.Fingleton (Snr)** about all informations of his money origin in the **New Fjord Developments doo**.

11.**UEP Montenegro doo, as the minor shareholder** of the company shall have a right to make a complaint and procedings to a Commercial Court in Podgorica, where:

- (1) any **action of the company is illegal** or outside the powers of the company;
- (2) where the **majority shareholders discriminate against the minority shareholders in an unjust manner;**
- (3) where a **shareholder's individual rights have been harmed;**
- (4) where those persons who control the company, whether the Board of Directors, or the majority shareholders, **commit a fraud on the minority.**

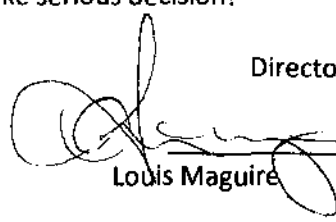
6) Any shareholder of a company or his successor may make a complaint to the Commercial Court if there is **evidence that the affairs** of the company are being conducted or the powers of the Board of Directors are being exercised in a manner **oppressive, burdensome, harsh or wrongful to that shareholder or to any of the other shareholders or in disregard of his or their interests** as shareholders whether or not such acts have been done honestly and in good faith. In such case, the shareholder asserts the interest of all similarly affected shareholders and not merely his own.


If the Commercial Court decides that the above complaint is well founded, it will make such order as needed to remedy the offending conduct or abuse.

12. Therefore we will start our criminal proceedings against Mr.Fingleton, (according to the art.264, 268, 273, 277 of Criminal Code).

Finally, we are awared that Mr.Fingleton has to make serious decision!

Tivat, 18/12/2008

Director

Louis Maguire



RLB - ROSCOMMON

BUREAU DE REBUTS
ZAGREB
SERBIA & MONTEGRO

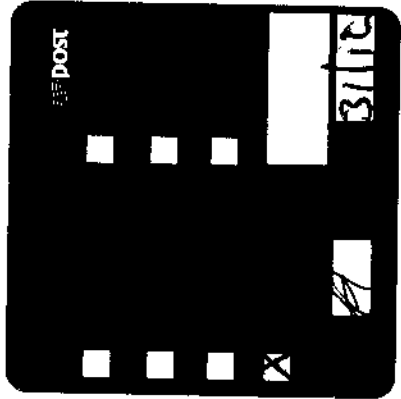
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Administration des postes d'origine
Uprava pošta porijekla

AVIS de réception/de livraison/ de paiement/d'inscription
POVRATNICA/izvještaj o uručenju/isplati/knjiženju

Bureau de dépôt Prijemna pošta	Date Datum
Destinataire de l'envoi Primalac poštom: <i>Mr Michael Finlayson</i> <i>NATIONAL HOUSE, GRAND PARADE, DUBLIN 6, IRELAND</i>	
Nom de l'envoi Vrsta poštom: <i>IRELAND</i>	

<input type="checkbox"/> International Prijemno pištam	<input type="checkbox"/> Non prioritaire/Imprié Neprioritetno/Štampe	<input type="checkbox"/> Colis Paket
<input checked="" type="checkbox"/> Recommandé Preporučeno	<input type="checkbox"/> Livraison assurée Površeno uručenje	<input type="checkbox"/> Valeur déclarée Označena vrijednost

<input type="checkbox"/> Remise en dépôt Objava u prijemnici	<input type="checkbox"/> Chèque d'assignation Upućeni ček	Montant Iznos
A compléter à destination Potvrda u prijemu		Montant Iznos

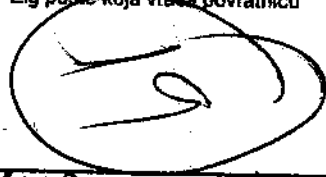
<input type="checkbox"/> Remise en dépôt Objava u prijemu	<input type="checkbox"/> payé isplaćeno	<input type="checkbox"/> Inscrit en CCP uručeno u korist poštanskog tekućeg računa
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à compléter par le destinataire ou, si les règlements de destination
preporučeno, autorisées ou par l'agent du bureau de destination
potvrda u prijemu, ako postoji određene zemlje to predviđaju, druge

CN 07
CN 07

A.R.

Service des postes
Službeno
Timbre du bureau renvoyant l'avis
Žig pošte koja vraća povratnicu



Prioritaire/
Par avion
Prioritetno/
Avionom

Renvoyer à
Vratiti u

A remplir par l'expéditeur
Popunjava pošiljalac

Nom ou raison sociale Ime ili naziv firme	<i>UEP MONTENEGRO ddo</i>
Rue et n° Ulica i broj	<i>BC NARINOVIC RADANOVICI</i>
Localité et pays Mjesto i broj	<i>TIVAT - RCRNA GORJ</i>

Dimensions 210 x 105 mm, avec une tolérance de 2 mm, couleur rouge clair
Dimenzije 210 x 104 mm, uz toleranciju od 2mm, svijetlo crvene boje



POTVRDA O PRIJEMU POŠILJKE

Pošta 85330 RR01410065AMF DTS
 18.12.08 18H 2201 00543423218 20g 3.30
 Žig pošte Prijemni broj Masa Poštarina

18 Dec. 2008 14:30

REP. MONTENEGRO
8882 32 331 614

S. RESULT
OK

Popunjava pošiljalac

PRIMALAC: <i>Mr. Michael Fingleton</i> <i>Irish National Trade Building Service</i> <i>National House, Grand Parade</i> <i>Dublin 6.</i> <i>IRELAND</i> (Određišna pošta)	Posebne usluge	
	Hitno	Sa povratnicom
	Avionom	
	Otkupnina	
EURO		Stvarna vrijednost
EURO		

Napomena: Nepotrebno precrtati
Potvrđujem da je označena stvarna
vrijednost pošiljke

Potpis pošiljaoca