

THE COMPANIES ACT 1985 TO 2006

A PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

OF

GROUNDSTYLE LIMITED
Company registered number 04069786
(the "Company")

Date 2 July 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that

- Resolutions 1 and 2 below are passed as special resolutions (**together Special Resolutions**)

SPECIAL RESOLUTIONS

1 That, subject to compliance with sections 155 to 158 of the Companies Act 1985, the giving of financial assistance by the Company to Maximum Care UK Limited of Weston House, 344 Weston Road, Weston Coyney, Stoke-on-Trent, ST3 6HD for the purpose of acquiring shares in the Company or reducing or discharging liabilities they or any other person or persons have incurred within the meaning of section 152(3) of the Companies Act 1985 and the terms and arrangements contemplated by the execution, delivery and performance by the Company of the following documents be approved

- 1 1 A cross guarantee to be entered into by the Company and Maximum Care UK Limited (Buyer) in favour of the Royal Bank of Scotland plc, whereby the Company guarantees all of the obligations of the Buyer to the Royal Bank of Scotland plc and the Buyer guarantees all of the obligations of the Company to the Royal Bank of Scotland plc
- 1 2 A guarantee to be entered into by the Company in favour of Christopher Mullin, whereby the Company guarantees all of the obligations of the Buyer to Christopher Mullin
- 1 3 A guarantee to be entered into by the Company in favour of Philip McVay whereby the Company guarantees all of the obligations of the Buyer to Philip McVay
- 1 4 A debenture over the entire assets and undertaking of the Company in favour of Christopher Mullin, to secure the obligations of the Company under the Mullin Guarantee and all future obligations of the Company to Christopher Mullin
- 1 5 A debenture over the entire assets and undertaking of the Company in favour of Philip McVay, to secure the obligations of the Company under the McVay Guarantee and all future obligations of the Company to Philip McVay

(Finance Documents)



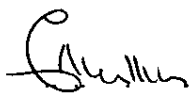
2 That the approval for the Company to enter into the Finance Documents be given notwithstanding that the Company might be held to be giving financial assistance for the purposes of sections 151 and 152 of the Companies Act 1985

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Special Resolutions

The undersigned, a person entitled to vote on the above resolutions hereby irrevocably agrees to the Special Resolutions

Signed by and on behalf of **Hyde Lea Holdings Limited**
Date


2 July 2008

NOTES

1 You can choose to agree to the all of the Special Resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

- **By Hand** delivering the signed copy to Leanne Walters at George House, St John's Square, Wolverhampton, WV2 4BZ
- **Post** returning the signed copy by post to Leanne Walters at George House, St John's Square, Wolverhampton, WV2 4BZ
- **Fax** faxing the signed copy to 01902 311886 marked "For the attention of Leanne Walters"
- **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to L.Walters@fbcmb.co.uk

If you do not agree to all of the resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply

2 Once you have indicated your agreement to the resolutions, you may not revoke your agreement

3 Unless sufficient agreement has been received for the resolutions to pass by 28th Oct, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date

4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members

5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document