

Company Number: 6668756

THURSDAY



PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

ALL SEASONS GROUNDCARE LIMITED

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions below are passed as special resolutions (the "**Special Resolutions**")

SPECIAL RESOLUTIONS

1. THAT the provisions of clause 3 of the memorandum of association of the Company with respect to its objects be and they are hereby altered by the addition of the following paragraph as new paragraph 3(n):-

3(n) "To secure or guarantee, by mortgages, charges or otherwise, the performance and discharge of any contract, obligation or liability of any other person, firm or corporation, whether or not such a security or guarantee is giving for the purposes of the Company's business or for purposes reasonably incidental thereto, and in particular (but without prejudice to the generality of the foregoing) to execute any guarantee, debenture and fixed or floating charge approved by the directors for the time being of the Company in respect of indebtedness due from the Company or any holding company of the Company or any prospective holding company of the Company for the time being, whether or not such guarantee, debenture, fixed and floating charge as aforesaid is given in connection with or to assist the acquisition by such company of shares in the Company and, with or without the Company receiving any advantage, direct or indirect, therefrom, to guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company, or both such methods, the performance of any obligations of any nature whatsoever (including, without limiting the generality of the foregoing, obligations for the repayment of money and/or discharge of liabilities both present and future due, owing or incurred to bankers) of, and the repayment or payment of the principal amounts of any premiums, and dividends of and securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company (as defined by Section 736 Companies Act 1985) of the Company or another subsidiary of the Company's holding company or otherwise associated with the Company in business."

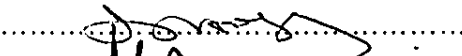

2. THAT the proposed execution by the Company of a guarantee (the "MSIF Guarantee") to be entered into between Buffalo Holdings Limited, Applied Fusion Limited, Rotair UK Limited, the Company and Merseyside Special Investment Mezzanine Fund No.2 ("MSIF") pursuant to which the Company would guarantee the payment of all monies and the performance of, inter alia, all obligations and liabilities from time to time owing by Buffalo Holdings

Limited to MSIF be and it is hereby approved and that the Directors be authorised to procure that Company enters into and executes the same.

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 on December 2008, hereby irrevocably agree to the Special Resolutions:

		Date
Ian Stuart Hogg		23-12-08
David Joseph Potter		23-12-08
John Peter Moore	J. P. Moore	23-12-08

NOTES

1. If you agree to 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 Stephen Jarman of Stripes Solicitors, Grange House, John Dalton Street, Manchester M2 6FW.
- **Post:** returning the signed copy by post to Stephen Jarman of Stripes Solicitors, Grange House, John Dalton Street, Manchester M2 6FW.
- **Fax:** faxing the signed copy to 0161 832 5050 marked "For the attention of Stephen Jarman".
- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to saj@stripes.eu. Please enter "Written resolutions dated 23 December 2008" in the e-mail subject box.

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, by 31 December 2008, sufficient agreement has been received for the resolutions to pass, 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.