

**ALL SEASONS GROUNDCARE LIMITED (the "Company")**

**(Company Number: 06668756)**

**(the "Company")**

**WRITTEN RESOLUTION**

*18th December* 2009 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution ("**Resolution**"):

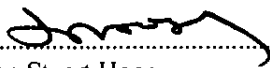
**SPECIAL RESOLUTION**

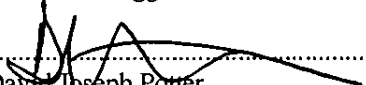
1. That the proposed execution by the Company of a guarantee (the "MSIF Guarantee") to be entered into between Buffalo Holdings Limited, Beverley Environmental Engineering Limited, Rotair UK Limited, Applied Fusion Limited, Greenwood Engineering (Holdings) Limited, Greenwood Engineering Limited, the 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, Beverley Environmental Engineering Limited, Rotair UK Limited, Applied Fusion Limited, Greenwood Engineering (Holdings) Limited and/or Greenwood Engineering Limited to MSIF be and it is hereby approved and that the Directors be authorised to procure that the Company enter into and execute the same.

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, persons entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution:

  
.....  
Ian Stuart Hogg

  
.....  
David Joseph Potter

Date: *18th December 2009*



## NOTES

1. If you agree with the Resolution, 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:

(a) **By hand:** delivering the signed copy to the Company's Registered Office.

(b) **Post:** returning the signed copy by post to the Company's Registered Office.

If you do not agree to the Resolution, 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 Resolution, you may not revoke your agreement.
3. Unless, by the date falling 28 days after the Circulation Date, sufficient agreement has been received for the Resolution to pass, they will lapse. If you agree to the Resolution, 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.