

Company No: SC311182

(7)
WR8

THE COMPANIES ACTS 1985 TO 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

COLORADO GROUP LIMITED

FRIDAY



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SCT 29/01/2010 235
COMPANIES HOUSE

2010

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 (the "Resolution")

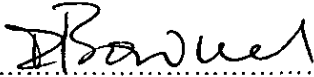


SPECIAL RESOLUTION

THAT the transfer by Mr G Gibson of his 20 Ordinary Shares of £1 each and by Mr David Hendren of his 5 Ordinary Shares of £1 each in the issued share capital of the Company to Colorado Inspired Limited in consideration of the allotment of new Ordinary Shares of £1 each in Colorado Inspired Limited be and is hereby approved.

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 14 January 2010, hereby irrevocably agrees to the Resolution:

Name of Shareholder	Signature	Date of Signature
Colorado Inspired Limited	 For and on behalf of Colorado Inspired Limited	14-1-2010 IB
Gary Gibson		14-1-2010 GG
David Hendren		14/01/2010 DH

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:
 - **By Hand:** delivering the signed copy to Alex Marshall, Nu-Phalt Group Limited, Colorado House, 1004 Wood Road, Rosyth Business Park, Fife, KY11 2EA
 - **Post:** returning the signed copy by post to Alex Marshall, Nu-Phalt Group Limited, Colorado House, 1004 Wood Road, Rosyth Business Park, Fife, KY11 2EA
 - **Fax:** faxing the signed copy to 01383 419450 marked "For the attention of Alex Marshall, Finance Director".
 - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to alex.marshall@nuphalt.com. Please enter "Written Resolution dated 14th January 2010" in the e-mail subject box.

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 11th February 2010, sufficient agreement has been received for the Resolution to pass, it 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.