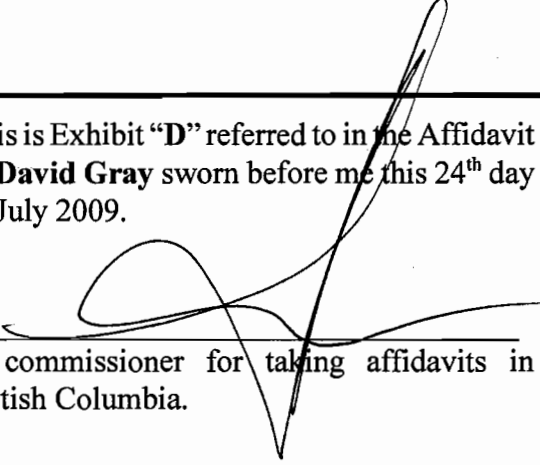


This is Exhibit "D" referred to in the Affidavit
of **David Gray** sworn before me this 24th day
of July 2009.



A commissioner for taking affidavits in
British Columbia.

00001

PURCHASE ORDER

INFILCO Degremont, Inc.

P.O. Box 71390
 Richmond, Virginia 23255-1390
 Telephone (804)756-7600
 Fax (804) 756-7643
 Dun's Number 06-313-6592
 FED ID #22-2023093

P.O. Number	Change Notice	Order Date
77025		7/17/2009

Address all acknowledgements and correspondence to the buyer below. Invoices and shipping papers should be address to Accounts Payable, P.O. Box 71390, Richmond, Va. 23255-1390

Purchase order number, requisition number and stock number/s must appear on all shipping documents, correspondence, packages and invoices. Packing slips must accompany all shipments.

Vendor HYDROXYL SYSTEMS INC. SUITE 202 25 BASTION SQUARE VICTORIA BC V8W 1H9 PH: (508) 636-7823	Ship To WILL ADVISE (LATER JOB SITE) 78
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Freight Terms FOB FACTORY - ATHOL, MA	Shipping Instructions SEE BELOW	Cost Center 1109653
---	---	-------------------------------

Payment Terms Net 30	Vendor Documentation	Sales/Use Tax Non-taxable (VA) 000014348-0
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Line #	B/M Line #	Quantity	Description	Requested Ship Date	Unit Cost	Amount
1.000		2248	M3 BIOFILM CARRIER (CUBIC M) MATERIAL: HDPE COLOR: UNIVERSAL BLACK SPECIFIC GRAVITY: 0.94 - 0.96 P/N 09653 761 0101 050H01 PER ATTACHED DRAWING # 09653 761 0101 050 01 REV - PER ATTACHED SPECIFICATION SPECIFICATION DIVISION II SECTION 11810. SUBSECTION 2.4, PAGE 37 & 38 1109653.4210.0101	2/23/2010	308.7275	694,019.42
2.000		1	DOWNPAYMENT FOR PURCHASE OF MATERIAL (ONE TIME REQUIREMENT OF HYDROXYL AGAINST THIS ORDER ONLY) PLEASE PROVIDE SUBCONTRACTOR ORDER ACKNOWLEDGEMENT WITH YOUR INVOICE TO AUTHORIZE PAYMENT BY INFILCO. 1109653.4210.0101	2/23/2010	75,000.0000	75,000.00
					 \$769,019.42

IN RESPONSE TO HYDROXYL'S OFFER TO WORK OUTSIDE CONTRACT TERMS:

DELIVERY:

DELIVERY WILL COMMENCE TWO WEEKS AFTER RECEIPT OF THIS PURCHASE ORDER. SHIPMENTS WILL FOLLOW AT A RATE OF ONE TRUCKLOAD PER 3-4 WORKING DAYS UNTIL COMPLETED. FINAL TRUCKLOAD WILL BE SHIPPED BY THE WEEK OF 2/23/2010 OR SOONER.

SUPPLIER UNDERSTANDS AND ACKNOWLEDGES THAT BUYERS CUSTOMER REQUESTS DELIVERY COMPLETE BY 12/15/2009.

This order incorporates all terms and conditions listed on the face and on Form 8903. Acceptance of this purchase order by SELLER to furnish materials, products and/or services called for hereon, constitutes acceptance of all terms and conditions. The delivery schedule on this order must be maintained. Purchaser reserves the right to cancel this order, or any part thereof, without obligation, if delivery is not made at the time(s) specified.

INFILCO Degremont, Inc.

Buyer Beverly M. Griffin

CONTINUED

Beverly M. Griffin

00001

PURCHASE ORDER

INFILCO Degremont, Inc.

P.O. Box 71390
 Richmond, Virginia 23255-1390
 Telephone (804)756-7600
 Fax (804) 756-7643
 Dun's Number 06-313-6592
 FED ID #22-2023093

PAGE # 2

P.O. Number	Change Notice	Order Date
77025		7/17/2009

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Purchase order number, requisition number and stock number/s must appear on all shipping documents, correspondence, packages and invoices. Packing slips must accompany all shipments.

Vendor HYDROXYL SYSTEMS INC. SUITE 202 26 BASTION SQUARE VICTORIA PH: (508) 636-7823		156478	Ship To WILL ADVISE (LATER JOB SITE)	78
Freight Terms FOB SHIP POINT/SEE BELOW		Shipping Instructions SEE BELOW		Cost Center 1109653
Payment Terms Net 30		Vendor Documentation	Sales/Use Tax Non-taxable (VA) 000014348-0	

Line #	B/M Line #	Quantity	Description	Requested Ship Date	Unit Cost	Amount
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SUPPLIER MAY INVOICE UPON SHIPMENT OF EACH TRUCKLOAD.

TIME is of the ESSENCE to complete delivery of this purchase order as agreed to between Buyer and Seller at time order is entered and stated hereon the confirming purchase order.

This contract is subject to LIQUIDATED DAMAGES of FINANCIAL SIGNIFICANCE

Seller must exercise all resources to ensure completion of your part of this project to enable INFILCO Degremont Inc. to meet our over-all commitment.

Failure of Seller to notify Buyer in writing of potential completion delays of your work which would extend beyond the 'DELIVERY DATE' shown on this order will obligate Seller to participate in financial damages assessed to INFILCO Degremont. Inc.

Confirming to CHUCK CROFT

Supplier shall reference INFILCO Degremont, Inc.'s purchase order number by placing it on all bills-of-lading and freight bills.

Supplier, shipping notification must be sent to Inflico Degremont, on the day shipment has been made. The notification must include the purchase order number, the quantity shipped, purchase order line number and description.

The notification can be sent to BLAKELYN TINDALL
 FAX: 804 756-7643
 E-MAIL: Blakelyn.Tindall@infilcodegremont.com

Failure to comply with this request may delay payment of your invoice.

This order incorporates all terms and conditions listed on the face and on Form 8903. Acceptance of this purchase order by SELLER to furnish materials, products and/or services called for hereon, constitutes acceptance of all terms and conditions. The delivery schedule on this order must be maintained. Purchaser reserves the right to cancel this order, or any part thereof, without obligation, if delivery is not made at the time(s) specified.

INFILCO Degremont, Inc.

Buyer *Beverly M. Griffin*

CONTINUED

Beverly M. Griffin

00001

PURCHASE ORDER

INFILCO Degremont, Inc.

P.O. Box 71390
 Richmond, Virginia 23255-1390
 Telephone (804)756-7600
 Fax (804) 756-7643
 Dun's Number 06-313-6592
 FED ID #22-2023093

PAGE # 3

P.O. Number	Change Notice	Order Date
77025		7/17/2009

Address all acknowledgements and correspondence to the buyer below. Invoices and shipping papers should be address to Accounts Payable, P.O. Box 71390, Richmond, Va. 23255-1390

Purchase order number, requisition number and stock number/s must appear on all shipping documents, correspondence, packages and invoices. Packing slips must accompany all shipments.

Vendor HYDROXYL SYSTEMS INC. SUITE 202 26 BASTION SQUARE VICTORIA PH: (508) 636-7823	156478 BC V8W 1H9	Ship To WILL ADVISE (LATER JOB SITE)	78
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Freight Terms FOB SHIP POINT/SEE BELOW	Shipping Instructions SEE BELOW	Cost Center 1109653
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Payment Terms Net 30	Vendor Documentation	Sales/Use Tax Non-taxable (VA) 000014348-0
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Line #	B/M Line #	Quantity	Description	Requested Ship Date	Unit Cost	Amount
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WARRANTY: NOTWITHSTANDING ANYTHING IN THE GENERAL CONDITIONS, THE WARRANTY ON THE BIOFILM CARRIERS SHALL BE 18 MONTHS FROM DATE OF LAST TRUCKLOAD SHIPMENT.

Prices on this order are FIRM and not subject to escalation for delivery as shown above.

Suppliers must notify IDI Transportation Manager ONE WEEK prior to the anticipated shipment of equipment.
 Dale Bryant
 Traffic Manager
 P:804-756-7770
 F:804-756-7643
 E:DALE.BRYANT@INFILCODEGREMONT.COM

Please have the following information available at time of notification:
 1. Shipping Weights & Dimensions
 2. Pick-up and Delivery Addresses with Zip Codes
 3. Contact Name
 4. Contact Phone C Fax

THIS PURCHASE ORDER IS CONTINGENT UPON SUPPLIER ACCEPTANCE OF LIEN WAIVER.

ITEM/COMPONENT SUMMARY	
0101	\$769,019.42
	\$769,019.42

This order incorporates all terms and conditions listed on the face and on Form 8803. Acceptance of this purchase order by SELLER to furnish materials, products and/or services called for hereon, constitutes acceptance of all terms and conditions. The delivery schedule on this order must be maintained. Purchaser reserves the right to cancel this order, or any part thereof, without obligation, if delivery is not made at the time(s) specified.

INFILCO Degremont, Inc.

Buyer *Beverly M. Griffin*

Beverly M. Griffin

No. S-088488
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

**IN THE MATTER OF THE COMPANIES' CREDITORS
ARRANGEMENT ACT**

R.S.C. 1985, c. C-36, as amended

AND

IN THE MATTER OF THE *Canada Business Corporations Act*
R.S.C., 1985 c. C-44

AND

IN THE MATTER OF HYDROXYL SYSTEMS INC.

PETITIONER

AFFIDAVIT #9 OF DAVID GRAY

Burns, Fitzpatrick, Rogers & Schwartz LLP

Barristers & Solicitors

#1400 - 510 Burrard Street

Vancouver, BC V6C 3A8

Telephone: 604-685-0121; Fax: 604-685-2104

Attention: Scott A. Turner

Ref: 16071

Filing Agents: Dye & Durham