

CHELFHAM SENIOR SCHOOL LIMITED
(Company number 1929428)
(the "Company")

MEMBER'S WRITTEN RESOLUTIONS

In accordance with Regulation 53 of Table A to the Companies Act 1985, as incorporated into the Articles of Association of the Company, we, the undersigned, being the all members of the Company entitled to attend and vote at any general meeting of the Company in respect of the resolutions set out below, HEREBY UNANIMOUSLY AGREE that the following resolutions be passed as special resolutions of the Company:

1. **THAT** the entry by the Company into the following documents be and is hereby approved:-
 - (a) a deed of guarantee and charge to be entered into with Dr John Roger Burland in respect of, *inter alia*, the charging of the DEKM Debt (as defined therein);
 - (b) a power of attorney in favour of Dr John Roger Burland (as a security interest) granting him control of the DEKM Claim (as defined therein);
 - (c) a deed of accession to the Issuer/Borrower Facility Agreement;
 - (d) a deed of accession to the Capex Facility Agreement;
 - (e) a deed of accession to the Borrower Debenture;
 - (f) a deed of accession to the Subordination and Intercreditor Deed;
 - (g) a deed of accession to the Tax Deed of Covenant;
 - (h) a deed of accession to the Master Framework Agreement;
 - (i) an agreement for the accession to the Security over Shares Agreement;
 - (j) an agreement for the accession to the Trust Agreement; and
 - (k) any other document(s) considered necessary or expedient in connection with the documents listed above to which the Company is to be a party or otherwise required to be executed by the Company in connection with the transactions contained in the documents listed above.
2. **THAT** the directors of the Company provide for the execution on behalf of the Company of each of the documents to which it is a party, with such amendments as the persons authorised to execute the same may in their absolute discretion approve.

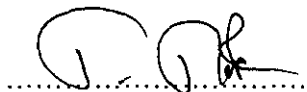


Terms used in this document unless otherwise defined herein shall have the meanings assigned to them in the Master Framework Agreement relating to the issue by Priory Finance Company Limited of £140,250,000 Class A Secured Fixed/Floating Rate Notes due 2023, £74,250,000 Class B Secured Floating Rate Notes due 2027 and £13,750,000 Class C Secured Floating Rate Notes due 2033 dated 4 September 2003 (as amended and restated on 19 September 2003).

7 October 2003



Signed
Dr John Roger Burland
acting by his duly appointed attorney
Name of Attorney:



Signed
Katy Tamsin Roberts
acting by his duly appointed attorney
Name of Attorney: