

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

PARKCARE HOMES LIMITED (the "Company")

13 December 2011

(the "Circulation Date")

THURSDAY



A22

A0ZXHLOY

05/01/2012

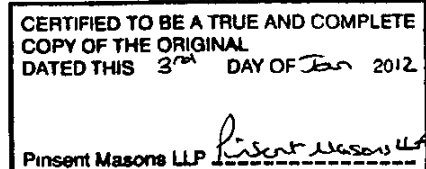
#363

COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the Directors of the Company propose that the following resolution is passed as a written resolution of the Company, having effect, as an ordinary resolution, (together the "Resolution") -

ORDINARY RESOLUTION

- 1 **THAT** the terms of each of the documents (the "**Documents**") listed below from 1 1 1 to 1 1 10 and all such documents as may be desirable or required in order to implement the transactions contemplated by the Documents, and their execution (whether as a deed or under hand), delivery and performance by the Company be and are hereby approved (subject to such changes being made to the Documents as any director of the Company may, in his absolute discretion, think fit so that such director's signature of the relevant Documents shall be conclusive evidence of agreement to such changes), copies of the Documents having been supplied to all Company members prior to the signing of this resolution
- 1 1 1 7 draft asset transfer agreements proposed to be entered into between (1) the Company and (2) Parkcare Homes (No 2) Limited (the "**Buyer**"), pursuant to which the Company proposed to acquire certain business and assets of the Company (the "**Asset Transfer Agreements**"),
- 1 1 2 draft forms TR5s between the Company and the Buyer in respect of the transfer of certain properties (as set out in the Asset Transfer Agreements) in favour of the Buyer,
- 1 1 3 draft Scottish transfer documents in respect of the transfer of three Scottish freehold properties,
- 1 1 4 draft forms TR1 between the Company and the Buyer in respect of the transfer of leasehold titles AGL160227, AGL157973 and AGI202357,
- 1 1 5 draft deed of assignment between the Company and the Buyer relating to the assignment of 1 unregistered leasehold property, Devon House,

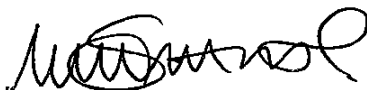


- 1 1 6 draft supplemental legal mortgages from the Buyer over certain properties (set out in the Asset Transfer Agreements),
 - 1 1 7 three draft Scots law standard securities granted by the Company in favour of the Security Agent over the Scottish properties and to be acquired by the Buyer pursuant to the Asset Transfer Agreements,
 - 1 1 8 a draft officers' certificate certifying various documents and confirming various matters on behalf of the Company in relation to the Senior Revolving Facility Agreement,
 - 1 1 9 a draft officers' certificate certifying various documents and confirming various matters on behalf of the Company in relation to the Notes, and
 - 1 1 10 a draft deed of release between the Security Agent and the Company in relation to the security over the assets and properties which the Company is transferring to the Buyer which is to be released
- 2 The execution of the Documents and all such documents as may be desirable or required in order to implement the transactions contemplated by the Documents, and the assumption and performance of its obligations thereunder are in the best corporate interests of the Company and the approval of the Company to enter into the Documents is hereby given and authorised, and
- 3 Notwithstanding any provisions of the Company's articles of association or any personal interest of any of the Company's directors, the Company's directors be and are hereby empowered, authorised and directed to execute and deliver the Documents and all such documents as may be desirable or required in order to implement the transactions contemplated by the Documents, for and on behalf of the Company (in such manner and subject to such changes as the directors, in their absolute discretion, think fit so that such director's signature of the relevant Documents shall be conclusive evidence of agreement to such changes).

AGREEMENT

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

I, the undersigned, was at the time the Resolution was circulated entitled to vote on, and hereby irrevocably agree to, the Resolution -



For and on behalf of
Craegmoor Holdings Limited

13 December 2011

Date

NOTES

- 1 If you agree to 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 Amy Mitchell, c/o Pinsent Masons LLP, 3 Colmore Circus, Birmingham B4 6BH,
- **Post** returning the signed copy by post to Amy Mitchell, c/o Pinsent Masons LLP, 3 Colmore Circus, Birmingham B4 6BH,

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 Resolution, you may not revoke your agreement
- 3 Unless, by the date falling 28 days from 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