

Company Number: 02647567

THE COMPANIES ACT 1985, 1989 AND 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS  
OF THE SOLE SHAREHOLDER

of

LA PIERRE CARE HOMES LIMITED  
(the "Company")

MONDAY



A24 \*A4PBS3QZ\* 06/10/2008 62  
COMPANIES HOUSE

The undersigned, being the sole member of the Company who as at the date of these resolutions has the right to attend and vote at a General Meeting of the Company, resolves, in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (as amended) as follows and agrees that the following resolutions shall, for all purposes, be as valid and effective as if they had been passed as ordinary and special resolutions at a General Meeting of the Company duly convened and held.

SPECIAL RESOLUTIONS

- 1 That the entry by the Company into the following documents and any other documents ancillary thereto and the terms of and the transactions contemplated by them and the execution and performance by the Company of such documents be and is hereby approved
  - 1.1 an accession deed between (amongst others), the Company, Craegmoor Mezzco Limited as the Parent, Barclays Bank PLC as the Security Agent and as the Senior Agent and Mezzanine Agent (each term as defined therein) to
    - (a) the senior facilities agreement dated 18 July 2008 between, *inter alios*, Craegmoor Acquisitions Limited (formerly Miro Acquisitions Limited) as the Company, Craegmoor Mezzco Limited (formerly Miro Mezzco Limited) as Parent, Barclays Bank PLC, Calyon and Royal Bank of Canada as Original Lenders, Barclays Leveraged Finance, Calyon and RBC Capital Markets as Arrangers and Barclays Bank PLC as Agent and Security Agent, as amended and restated pursuant to an amendment and restatement agreement dated 29 August 2008, and as further assigned, amended, novated, supplemented, extended and or restated from time to time (the "Senior Facilities Agreement"), pursuant to which the Company will accede to the Senior Facilities Agreement as an Additional Guarantor, and thereby guarantee the liabilities of all the Obligor to the Agent, each Arranger, the Security Agent, the Lenders, the Issuing Bank, the Hedge Counterparties and any Ancillary Lender (each as defined in the Senior Facilities Agreement),

- (b) the mezzanine loan agreement dated 18 July 2008 between, *inter alios*, Craegmoor Acquisitions Limited (formerly Miro Acquisitions Limited) as Borrower, Craegmoor Mezzco Limited (formerly Miro Mezzco Limited) as Parent, Barclays Bank PLC, Calyon and Royal Bank of Canada as Original Lenders, Barclays Leveraged Finance, Calyon and RBC Capital Markets as Arrangers and Barclays Bank PLC as Agent and Security Agent, as amended and restated pursuant to an amendment and restatement agreement dated 29 August 2008, and as further assigned, amended, novated, supplemented, extended and or restated from time to time (the “**Mezzanine Facility Agreement**”), pursuant to which the Company will accede to the Mezzanine Facility Agreement as an Additional Guarantor, and thereby guarantee the liabilities of all the Obligors to the Agent, each Arranger, the Security Agent, the Lenders and the Hedge Counterparties (each as defined in the Mezzanine Facility Agreement), and
- (c) the intercreditor deed dated 18 July 2008 between, *inter alios*, the Security Agent, the Senior Agent, the Senior Arrangers, the Mezzanine Agent, the Mezzanine Arrangers, the Senior Creditors, the Issuing Bank, the Mezzanine Creditors, the Investors, Craegmoor Mezzco Limited (formerly Miro Mezzco Limited) as Parent, the Obligors and the Intercompany Creditors (each as defined therein) dated 18 July 2008, as amended and restated on 29 August 2008 and as further amended, restated, novated and supplemented from time to time (the “**Intercreditor Deed**”) pursuant to which the Company will accede to the Intercreditor Deed as an Obligor, Intercompany Creditor and Intercompany Debtor and thereby guarantee to each Hedge Counterparty the payment in full of the Hedging Debt owed to it by any other Obligor (each as defined in the Intercreditor Deed), and
- 1.2 a deed of accession and supplemental charge to the Debenture between Craegmoor Mezzco Limited (formerly Miro Mezzco Limited) and Craegmoor Acquisitions Limited (formerly Miro Acquisitions Limited) as Chargors and Barclays Bank PLC as Security Agent and dated 18 July 2008 (the “**Debenture**”) such deed of accession and supplemental charge made between, *inter alios*, the Company as a New Chargor , Craegmoor Mezzco Limited as Parent and Barclays Bank PLC as Security Agent, pursuant to which the Company will charge all its property, assets and undertaking to the Security Agent to secure the obligations and liabilities of each Obligor under the Senior Facilities Agreement, the Mezzanine Facility Agreement, the Intercreditor Deed and the other Finance Documents (each term as defined in the Debenture) on the terms set out and subject to the restrictions contained therein.
- 2 THAT the Memorandum of Association of the Company with respect to its object be and hereby are amended as follows
- (a) by inserting the following in Clause 3 of a new sub-clause to be designated sub-clause (j)
- “3 (j) to grant indemnities of every description and to undertake obligations of every description”
- (b) by renumbering the remaining sub-clauses of Clause 3 accordingly
- 3 THAT the Articles of Association of the Company be and hereby are amended by inserting the following as Article 10 3

“Regulation 8 of Table A shall not apply”

[THE REMAINDER OF THIS PAGE IS INTENTIONALLY BLANK]

A handwritten signature in black ink, appearing to be 'ASL' with a stylized flourish at the end.

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For and on behalf of  
**PARKCARE HOMES (NO.2) LIMITED**

Dated 29 September 2008