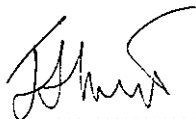


QUALITY CARE DEVELOPMENTS LIMITED
(the "Company")

WRITTEN RESOLUTION

We, the undersigned, being the only member of the Company who (at the date of this Resolution) would be regarded for the purposes of section 381A of the Companies Act 1985 (the "Act") as entitled to attend and vote at a General Meeting of the Company, hereby agree in accordance with such section to the following Resolution (which would otherwise be required to be passed as a special resolution):-

THAT the entry by the Company into those of the transactions, agreements and arrangements to which it is expressed to be a party which are described in an Amended and Restated Operator Agreement annexed to and made effective by a Supplemental Agreement dated 16 December 1997 to each of which Agreements the parties are Principal Healthcare Finance Limited, Principal Healthcare PLC, Tamaris plc, Termrate Limited and Tamaris Healthcare Services Limited, and into any other transactions, agreements or arrangements connected therewith, be approved and that the Directors of the Company be authorised and directed to cause the Company to enter into all or any of such transactions, agreements or arrangements notwithstanding any limitation in the Directors' powers which would otherwise apply with respect to the same.



.....
Duly authorised
for and on behalf of
QUALITY CARE HOMES LIMITED
22 December, 1997

