

**Company No: 2838284**

**The Companies Act 1985**

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**COMPANY LIMITED BY SHARES**

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**SPECIAL RESOLUTION**

**of**

**PRIORY CHILDCARE SERVICES LIMITED**

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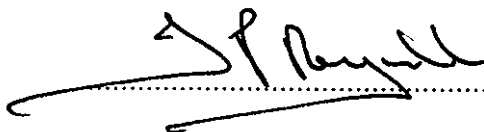
**Passed 21<sup>ST</sup> June 1996**

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At an extraordinary general meeting of the Company, duly convened and held on June 1996 the following resolution was duly passed as special resolution.

**SPECIAL RESOLUTION**

That in connection with the acquisition ("the Acquisition") of the whole of the issued share capital of CPC (Londinium) Limited by Foray 911 Limited, the entering into of a working capital facility letter, guarantee and debenture, inter-creditor agreement and support agreement copies of which were all produced to the meeting and initialled by the Chairman thereof for the purposes of identification is for the benefit of and in the interests of the Company for the purpose of carrying on its business and be and is hereby approved.



Chairman of the meeting

