

Company No: 02940626

The Companies Act 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
of
CEDARS VILLAGE LIMITED
("The Company")

Dated this 15th day of July 2002

SPECIAL RESOLUTION

We, the undersigned, being all the members of the Company who, at the date of this resolution would be entitled to attend and vote at General Meetings of the Company HEREBY PASS the following resolution as a written resolution and agree that the said special resolution shall for all purposes be as valid and effective as if the same had been passed by us at a General meeting of the Company duly convened and held:-

IT WAS RESOLVED

1. THAT the transaction briefly described below be, and is hereby, approved and that the directors of the Company be, and they are hereby, authorised to do anything necessary to carry out the transaction.

The Transaction

THE Company giving a guarantee to National Westminster Bank Plc for the obligations of the debtor specified in such security on such terms as may be agreed between the Company and the Bank.



2. THAT any one director be authorised to execute on behalf of the Company any shareholder resolution required from any of its subsidiaries authorizing that subsidiary to give a guarantee to National Westminster Bank Plc for the obligations of the debtor specified in such security on such terms as may be agreed between that subsidiary and the Bank.

Name of Shareholder	Signature	Date of Signature
Retirement Villages plc		15/7/2