

**WRITTEN RESOLUTIONS OF MEMBERS PURSUANT TO S288
COMPANIES ACT 2006**

COMPANY NUMBER: 03003291

COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

SATURDAY



A94 *A3LF6VP3* 22/12/2007 356
COMPANIES HOUSE

**WRITTEN RESOLUTIONS OF RIDGMONT CARE HOMES (SOUTH)
LIMITED**

WRITTEN RESOLUTIONS

We, the undersigned, being all the members of the company who, at the date of these resolutions would be entitled to attend and vote at general meetings of the company
HEREBY PASS the following resolutions and agree that the said resolutions shall, for all purposes be as valid and effective as if the same had been passed at a general meeting of the company duly convened and held

- 1 A Special Resolution
That the company be wound up voluntarily and that Daniel Smith and Andrew Conquest of Grant Thornton UK LLP, Grant Thornton House, Melton Street, Euston Square, London NW1 2EP, be appointed as joint liquidators of the company for the purposes of the voluntary winding-up
- 2 An Ordinary Resolution
That the liquidators' remuneration, and fees for Grant Thornton UK LLP's tax advice, be fixed according to Grant Thornton UK LLP's time costs and that the liquidators be authorised to draw such remuneration at such intervals as they may determine and to pay any expenses properly incurred in relation to the liquidation
- 3 A Special Resolution
That the liquidators be authorised to value the whole or part of the company's non-cash assets for the purpose of a distribution in specie and that they distribute such assets accordingly
- 4 An Ordinary Resolution
That the liquidators be authorised pursuant to section 165 of the Insolvency Act 1986 to exercise such of the powers specified in Part I of Schedule 4 of the said Act as may be necessary for the purposes of the liquidation
- 5 An Ordinary Resolution
That the liquidators be authorised to act severally in the conduct of the liquidation

DATED THIS SEVENTH DAY OF DECEMBER 2007, AT 10.30AM.

FOR AND ON BEHALF OF RIDGMONT HOLDINGS LIMITED

CHRISTOPHER KING