

**BPT (RETIREMENT HOMES) LIMITED**  
Company number 3744658

**WRITTEN RESOLUTIONS**

We, the undersigned, being the sole member of the Company for the time being entitled to attend and vote at general meetings thereof hereby pass the following Special, Elective and Ordinary Resolutions of the Company pursuant to section 381A of the Companies Act 1985 and confirm that such resolutions shall be as valid and effectual as if they had been passed at a general meeting of the Company duly convened and held:

**SPECIAL RESOLUTIONS**

1. That the Company, having been dormant since its formation, resolves to make itself exempt from the provisions of Part VII of the Companies Act 1985 relating to the audit of accounts {Section 250(1)(a)} and from the obligation to appoint auditors {Section 388A(1)}.

**ELECTIVE RESOLUTIONS**

1. That, pursuant to Section 252 of the Act, to dispense with the laying of accounts and reports before the Company in general meeting.  

FOR INFORMATION ONLY  
- THIS RESOLUTION PROCESSED SEPARATELY
2. That, pursuant to Section 366A of the Act, to dispense with the holding of annual general meetings.
3. That, pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually and that whilst this election remains in force, that the remuneration of the auditors be fixed by the Directors.  

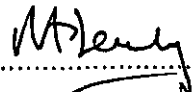
FOR INFORMATION ONLY  
THIS RESOLUTION PROCESSED SEPARATELY
4. That the provisions of Section 80A of the Act shall apply in connection with the Directors' authority to allot shares under the said section 80 after the passing of this resolution instead of the provisions of Section 80(4) and 80(5) of the Act.  

FOR INFORMATION ONLY  
THIS RESOLUTION PROCESSED SEPARATELY

**ORDINARY RESOLUTION**

1. That the time limit on the Directors' authority to allot relevant securities given by Regulation 3.2 of the Company's Articles of Association be varied such that the authority is for an indefinite period. The Directors shall continue to have authority to allot relevant securities provided that the nominal value of securities allotted shall not exceed the authorised but unissued share capital of the Company for the time being.

for and on behalf of The Bradford Property Trust PLC

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N A Denby,  
Director

Dated this 8th day of April 1999.

