

Conquest Care Homes (Soham) Limited

(Registered Number: 3934362)

Written Resolutions Pursuant to Section 381A of the Companies Act 1985

We, the undersigned, being the only Members of the Company entitled to attend and vote at a general meeting of the Company hereby agree that the following Resolutions shall have effect as Written Resolutions of the Company in accordance with S381A and 381B of the Companies Act 1985 and shall thereby be as valid and effective as if passed as special resolutions at a General Meeting of the Company duly convened and held:

“THAT:

- 1 Subject to compliance with sections 155 to 158 inclusive of the Companies Act 1985 (the “Act”) the execution of the following documents, all being as described in the minutes of a meeting of the board of directors of the Company held on 6 August 2003:

- Issuer/Borrowers Facility Agreement;
- the Borrower Deed of Charge;
- the Subscription Agreement;
- the Bank Agreement;
- the Securitisation Subordination Deed;
- the Guarantee and Reimbursement Agreement;
- the Financial Advisory and Asset Administration Agreement.



(the above documents being hereinafter referred to as the “**Financial Assistance Documents**”) is approved.

- 2 The execution of the Company of the Financial Assistance Documents to which it is a party is in the best interests of the Company and the approval of the Company entering into the Financial Assistance Documents to which it is a party is given notwithstanding that the Company might be held to be giving financial assistance for the purposes of section 151 and 152 of the Act.
- 3 In accordance with section 155(4) of the Act, the giving of such financial assistance by the execution by the Company of the Financial Assistance Documents to which it is a party is hereby approved.
- 4 It is approved that in accordance with section 158 of the Act, the directors of the Company provide for the execution on behalf of the Company of the Financial Assistance Documents to which it is a party in the form of the drafts produced to the meeting of the directors with such amendments as persons authorised to execute the same may approve."

Date: 7th August 2003

For and on behalf of
Craeymoor Holdings Ltd

M. A. [Signature]