

Company No.: 5085790

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of
CANNON CAPITAL BOSS LIMITED
(the "Company")

I, the undersigned, being the Sole Member of the Company for the time being entitled to receive notice of, attend and vote at General Meetings hereby unanimously 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:

RESOLUTIONS

1. That, in relation to the properties listed below:-
 - 1.1 the surrender to the Company by its tenant Ashbourne Boss Limited of the existing leases of those properties at aggregate current annual rents of £2,580,532 (subject to upwards only rent reviews every five years by reference to increases in the Retail Prices Index and with an effective maximum annual increase of 3% compounded); and
 - 1.2 the grant by the Company to Ashbourne Boss Limited of new leases for terms expiring 30 September 2035 at aggregate initial annual rents of £2,855,945 (subject to annual upwards only rent reviews by reference to increases in the Retail Prices Index and with minimum annual increases of 2% and maximum annual increases of 4%) and with the terms of the tenant's option to repurchase the properties exercisable in the event that the rents are subject to VAT which the tenant cannot recover such that the minimum repurchase price is increased from that applying under the existing leases

the same having been completed on (as applicable) 26 August 2005 or 30 August 2005 or 05 September 2005 or 08 September 2005.

be hereby approved, ratified and confirmed and that the Directors be and are hereby retrospectively authorised to take all steps to implement the same.

The properties referred to above are:-

- (A) Great Horkesley Manor Nayland Road,
Great Horkesley,
Colchester,
Essex
- (B) Nayland House,
Bear Street

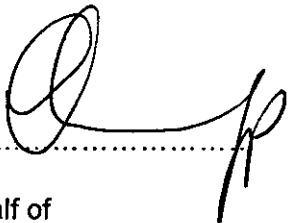


Nayland,
Colchester

- (C) Dunnaney Nursing Home
12 Glebe Road
Carnmoney
Newtownabbey
Co Antrim
- (D) Culmore Manor
39 Culmore Road
Londonderry
- (E) Greenhaw Lodge
42 Racecourse Road
Londonderry
- (F) Melmount Nursing Home
1 Orchard Road
Strabane
Co Tyrone
- (G) Kingsland Nursing Home
252 Seacliff Road
Bangor
Co Down
- (H) Glebe Road Nursing Home
2 Glebe Road
Carnmoney
Newtownabbey
Co Antrim
- (I) Broomfield Nursing Home
Broomfield Road
Glasgow
- (J) Murlton House
Essendy Road
Blairgowrie

2. THAT the Directors of the Company shall have no liability to the Company in respect of the transaction approved by Resolution No.1 above.

Signed:



For and on behalf of
Cannon Capital Property Holdings Limited

Dated:

22 September 2005