

**GROWING OLDER WITH LEARNING DISABILITY LIMITED (Company no. 05148271)**  
**(the "Company")**

**WRITTEN RESOLUTIONS**

We, the undersigned, being all of the members of the Company entitled to attend and vote at any general meeting of the Company unanimously agree pursuant to S 381 A of the Companies Act 1985 ("**the Act**") that the following resolutions be passed as written resolutions of the Company having effect as special resolutions

**1        THAT**

(a)    the Company's execution and delivery of each of the documents listed below is hereby approved

- (i)     a guarantee (the "**Guarantee**") pursuant to which the Company will guarantee the liabilities of the Acorn Care Acquisitions Limited to AIB Group (UK) p l c (the "**Bank**"),
- (ii)    a debenture (the "**Debenture**") in favour of the Bank, pursuant to which it will charge the whole of its property, assets and undertaking to the Bank to secure its liabilities to the Bank,
- (iii)   legal mortgages (the "**Mortgages**") over the properties known as Fieldhouse, Chesterfield Road, Afreton, Derbyshire, DE55 7ET and The Grange, Oakamoor Road, Cheadle, Stoke-on-Trent, Staffordshire, ST10 4QR to secure its liabilities to the Bank, and
- (iv)    a deed of subordination (the "**Subordination Deed**") pursuant to which the company will agree that intercompany debts are postponed and subordinated to the liabilities of the Purchaser to the Bank

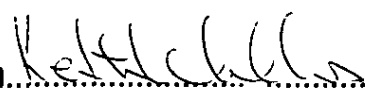
the documents listed above being together referred to as the "**Documents**",

- (b)    the Company's entry into and performance of the terms of, and the transactions contemplated by, the Documents is hereby approved
- (c)    the Company's entry into and performance of the Documents is in the best interests of and to the commercial benefit and advantage of the Company and the approval of the Company to enter into and perform such Documents is given subject to compliance with s155 - 158 of the Act even though the Company is giving financial assistance for the purposes of s151 and s152 of the Act
- (d)    this resolution should have effect notwithstanding any provision of the Company's articles of association

The signed Statutory Declaration and annexed Auditors' Report required by the Act have been made available to each of the Members of the Company

**2        THAT notwithstanding any personal interest, the board of directors of the Company be specifically authorised, empowered and directed in the name of and on behalf of the Company to execute and deliver each of the Documents (in the form produced to the board meeting or with such amendments as they shall in their discretion approve)**



STEVEN LESLIE WILLIS ACTING BY  
Name... DULY APPOINTED ATTORNEY... Signed...   
KEITH ANDREW WILLIS

Name... KEITH ANDREW WILLIS... Signed... 

Name... KEVIN LEONARD TUNNICLIFFE... Signed... 

Name... TOM TAIT... Signed... 

Name... CAROLE LESLEY TAIT ACTING  
BY HER DULY APPOINTED  
ATTORNEY TOM TAIT... Signed...

31 July 2007

Date