

HORIZON SENIOR LIVING HOLDINGS LTD (the "Company")

COMPANY NUMBER 05608415

**WRITTEN RESOLUTION OF THE MEMBERS OF THE COMPANY
IN LIEU OF A GENERAL MEETING PASSED PURSUANT TO ARTICLE 17.7
OF THE COMPANY'S ARTICLES OF ASSOCIATION
PASSED ON ...6 MARCH..... 2006**

We, the undersigned, being all the A Shareholders of the Company entitled to attend and vote at a general meeting of the Company hereby **RESOLVE**:

1. **THAT** David Driscoll (having consented to act) be appointed as a Director of the Company with immediate effect.
2. **THAT** Article 21.3 of the Articles of Association of the Company be and are hereby amended such that the word "three" shall be replaced by the word "eight" and the amended Articles of Association in the printed document annexed hereto and initialled for the purpose of identification be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association.

Laurence J. Small

For and on behalf of Cabot Square Capital Nominee Ltd

Richard Paul Jupp

Richard Paul Jupp

Aidan Roche

Aidan Roche

Mark Edward Wills

Mark Edward Wills

