

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of
CASCADE CARE GROUP LIMITED
(the "Company")

I, the undersigned, being the sole member of the Company who (at the date hereof) would have been entitled to vote upon the resolutions set out below if such resolutions had been put to a general meeting of the Company at which we were entitled to attend, **RESOLVE**, in accordance with section 381A of the Companies Act 1985, to pass the following as written resolutions in respect of (1) the proposed entry by the Company, Cascade Care Holdings Limited ("**Holdings**") and Cascade Care Limited ("**Care**") into the facilities letter (whereby Holdings will be the borrower) with AIB Group (UK) P.L.C. ("**AIB**") (the "**Facilities Letter**"); and (2) the proposed entry by the Company into the subscription agreement with the Investors (as defined therein) and the Directors (as defined therein) (the "**Subscription Agreement**");

1. **THAT** it is in the best interests, and for the commercial benefit, of the Company to execute a guarantee and debenture (to be issued in respect of the loan notes issued by the Company pursuant to the Subscription Agreement) to be entered into by the Company, Holdings and Care and made in favour of Sovereign Capital Partners LLP (as security trustee) (the "**Sovereign Security**") and to be dated the date hereof, the terms of which are noted and hereby approved;
2. **THAT** it is in the best interests, and for the commercial benefit, of the Company to execute a cross-guarantee (to be issued in respect of Holdings' obligations as borrower pursuant to the Facilities Letter and any indebtedness of the guarantors to AIB) to be entered into by the Company, Holdings and Care and in favour of AIB (the "**AIB Guarantee**") and to be dated the date hereof, the terms of which are noted and hereby approved;
3. **THAT** the Company be and is hereby authorised to enter into and execute the Sovereign Security and the AIB Guarantee (together the "**Guarantees**") and the Company may sign or seal any other documents which the Company may at any time enter into or be required to enter into pursuant to or in connection with the Guarantees and do such other acts or things as may be considered by any director of the Company to be necessary or desirable for the purposes of effecting any transaction contemplated by the Guarantees.

Signed by the sole member of the Company who as at the date of these resolutions would be entitled to attend and vote at a general meeting of the Company had the resolutions been put to such a meeting.

Signature of these resolutions by any holders of any class of shares in the Company shall also constitute their consent as holders of that class of shares to the passing of the resolutions set out above and to any variations to or abrogation of the rights of that class of shares resulting from the resolutions set out above.

Signed: 
Victoria Kaye Hall

Dated: 16/5/2006

