
PRINT OF RESOLUTION Company No: 2647569

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

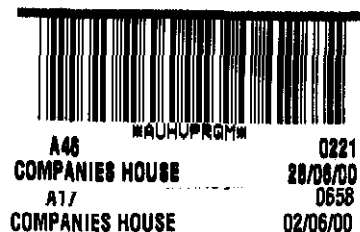
RESOLUTION

of

LA PIERRE CARE HOMES LIMITED
(the "**Company**")

PASSED on *22 May* 2000

At an Extraordinary General Meeting of the Company duly convened and held on 2000 the following resolution was passed as a Special Resolution,

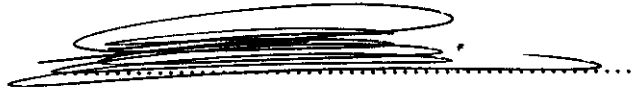


SPECIAL RESOLUTION

That, pursuant to Section 155 of the Companies Act 1985 (the "Act") the giving of financial assistance (as defined by Sections 151 and 152 of the Act) by the Company to New Challenge (Care Homes) Limited (Co. No. 3921792) consisting of

- (a) the granting of a Debenture in favour of Credit Suisse First Boston (inter alia) in respect of the debts and liabilities of the Company to Credit Suisse First Boston from time to time; and
- (b) the granting of an all monies guarantee in favour of Credit Suisse First Boston in respect of the debts and liabilities of New Challenge (Care Homes) Limited (Co. No. 3921792) to Credit Suisse First Boston from time to time.

be and it is hereby approved.



Chairman