

Z R BUILDERS (DERBY) LIMITED
 (Company number 02255001)
 (the "Company")

MEMBER'S WRITTEN RESOLUTIONS

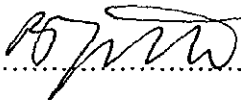
In accordance with Article 6.9 of the Articles of Association of the Company, we, the undersigned, being all the members of the Company entitled to attend and vote at any general meeting of the Company in respect of the resolutions set out below, HEREBY UNANIMOUSLY AGREE that the following resolutions be passed as special resolutions of the Company:

1. **THAT** the entry by the Company into the following documents be and is hereby approved:-
 - (a) a deed of accession to the Issuer/Borrower Facility Agreement;
 - (b) a deed of accession to the Capex Facility Agreement;
 - (c) a deed of accession to the Borrower Debenture;
 - (d) a deed of accession to the Subordination and Intercreditor Deed;
 - (e) a deed of accession to the Tax Deed of Covenant;
 - (f) a deed of accession to the Master Framework Agreement;
 - (g) an agreement for the accession to the Security over Shares Agreement;
 - (h) an agreement for the accession to the Trust Agreement; and
 - (i) any other document(s) considered necessary or expedient in connection with the documents listed above to which the Company is to be a party or otherwise required to be executed by the Company in connection with the transactions contained in the documents listed above.

2. **THAT** the directors of the Company provide for the execution on behalf of the Company of each of the documents to which it is a party, with such amendments as the persons authorised to execute the same may in their absolute discretion approve.

Terms used in this document unless otherwise defined herein shall have the meanings assigned to them in the Master Framework Agreement relating to the issue by Priory Finance Company Limited of £140,250,000 Class A Secured Fixed/Floating Rate Notes due 2023, £74,250,000 Class B Secured Floating Rate Notes due 2027 and £13,750,000 Class C Secured Floating Rate Notes due 2033 dated 4 September 2003 (as amended and restated on 19 September 2003).

16 June 2004



Signed for and on behalf of
 Pendleton Investments Limited
 (acting by its duly appointed attorney)

Name of Attorney: *Paul GreenSmith*,
 a director of *Priory Education*
Services Limited



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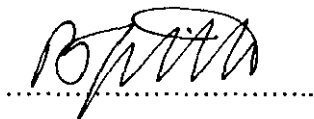
MEMBER'S WRITTEN RESOLUTIONS

In accordance with Article 6.9 of the Articles of Association of the Company, the undersigned, being the sole member of the Company entitled to attend and vote at any general meeting of the Company in respect of the resolutions set out below, **HEREBY UNANIMOUSLY RESOLVE** that the following resolutions be passed as special resolutions of the Company:

1. **THAT** the giving by the Company of financial assistance as defined by section 152 of the Companies Act 1985 (the "Act") for the purpose and in the form described in the statutory declaration(s) sworn by the directors of the Company pursuant to section 155(6) of the Act on the date hereof be approved.
2. **THAT** notwithstanding any existing provisions of the Memorandum or Articles of Association of the Company, the Company's execution, delivery and performance of each of the documents to which it is a party, the details of which are set out in the statutory declaration(s) sworn by the directors of the Company on the date hereof, is in the best interests of the Company and is hereby approved, although the execution, delivery and performance of such documents would or might constitute the giving by the Company of financial assistance (as defined by section 152 of the Act) for the purpose set out in the statutory declaration(s).
3. **THAT** the directors provide for the execution on behalf of the Company of each of the documents to which it is a party, with such amendments as the persons authorised to execute the same may approve.

The original statutory declaration(s) in the form prescribed by section 155(6) of the Act sworn by each of the directors of the Company on the date hereof (being within the period specified in Section 157(1) of the Act), to which were annexed the auditors' reports required by section 156(4) of the Act, have been supplied to the sole member of the Company before or at the time of the supply to such member of this resolution for signature.

16 June 2004



Signed for and on behalf of
Pendleton Investments Limited
acting by its duly appointed attorney

COMPANIES HOUSE

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28/06/04

Name of Attorney: Paul GreenSmith,
a director of Priority Education
Services Limited