

10000331

WRITTEN RESOLUTIONS OF ZR BUILDERS (DERBY) LIMITED
(the "Company")

Capitalised terms, unless defined herein, bear the same meanings given to them in the £665,000,000 credit facility agreement (the "**Bridge Facility Agreement**") dated 5 July 2005 entered into between Priory Health No. 1 Limited, Priory Health No. 2 Limited and ABN AMRO Bank N.V., London Branch (as amended by a letter dated 1 August 2005, a Supplemental Agreement dated 10 August 2005 and as amended and restated from time to time).

We, the undersigned, being the sole member of the above named Company for the time being entitled to attend and vote at general meetings, hereby unanimously pass the following resolutions as Ordinary and Special Resolutions of the Company pursuant to Section 381A of the Companies Act 1985 and agree that such resolutions shall be valid and effective for all purposes as if the same had been passed at a general meeting of the Company duly convened and held:

ORDINARY RESOLUTION

THAT the terms of and transactions contemplated by the accession agreement proposed to be entered into with Priory Health No. 2 Limited relating to the Bridge Facility Agreement, whereby the Company (among other things) agrees to accede with effect from 15 September 2005 as an Additional Guarantor and contained in the printed document annexed to this resolution be and are hereby approved provided that any guarantee provided by the Company will not apply to any liability to the extent that it would result in such guarantee constituting unlawful financial assistance within the meaning of section 151 of the Companies Act 1985 (or otherwise) and in particular will not apply to any liabilities (including, without limiting the generality the foregoing, all fees, interests and costs) in respect of the A Term Loan, A Term Loan Commitment, C Term Loan or the C Term Loan Commitment.

SPECIAL RESOLUTION

THAT the articles of association of the Company be and are hereby amended such that the following Article is included:

"Notwithstanding anything contained in the articles, no restriction (in particular, without limitation, no right of pre-emption) shall exist in relation to, and no director shall decline to register, nor may the directors suspend the registration of, any transfer of shares, where such transfer is executed by any bank or institution to whom such shares have been charged by way of security, or by any nominee or nominees of such a bank or institution, pursuant to the power of sale under such security and a certificate by any official of such bank or institution if the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts."

SIGNED for and on behalf of PRIORY EDUCATION SERVICES LIMITED

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[Handwritten Signature]

Date: 13 September 2005

