

Registered Number: 267567⁴

LA PIERRE CARE HOMES LIMITED

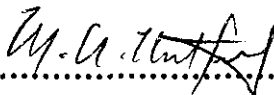
At an Extraordinary General Meeting of the Company held on the 9 day of MARCH 2001 the following resolution namely was voted upon and duly passed as a special resolution of the Company

SPECIAL RESOLUTION

1. **THAT** the Company provide financial assistance for the acquisition of its shares described below:

in connection with the proposed sale by Challenge Care Limited to Craegmoor Group Limited of 100 Ordinary Shares of £1.00 each in the Company, the Company will give a debenture and enter into a guarantor accession deed to secure all advances to Craegmoor Group Limited pursuant a Term Loan Facility dated the 18 September 2000

Dated the 9 day of MARCH 2001


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CHAIRMAN



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The Directors
La Pierre Care Homes Limited
Prospect House
2 Athenaeum Road
Whetstone
London
N20 9YU

9 March 2001

Dear Sirs

Auditors' report to the directors of La Pierre Care Homes Limited pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors of La Pierre Care Homes Limited ('the company') dated 9 March 2001 in connection with the proposal that the company should give financial assistance for the purchase of the entire share capital of the company.

Basis of opinion

We have enquired into the state of the Company's affairs in order to review the bases for the statutory declaration.

Opinion

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any of the matters mentioned in Section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

Yours faithfully

PricewaterhouseCoopers

PricewaterhouseCoopers
Chartered Accountants and Registered Auditors

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