

CERTIFIED TO BE A TRUE AND COMPLETE
COPY OF THE ORIGINAL
DATED THIS 3rd DAY OF Jan 2012

Pinsent Masons LLP

Pinsent Masons LLP

Company No 02155276

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

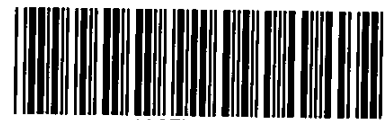
of

PARKCARE HOMES LIMITED (the "Company")

13 December 2011

(the "Circulation Date")

THURSDAY



A22

A0ZXHLQQ

05/01/2012

#371

COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the Directors of the Company propose that the following resolution is passed as a written resolution of the Company, having effect, as an ordinary resolution, (together the "Resolution") -

ORDINARY RESOLUTION


- 1 **THAT** the terms of each of the documents (the "**Documents**") listed below from 1.1.1 to 1.1.5 and their execution (whether as a deed or under hand), delivery and performance by the Company be and are hereby approved (subject to such changes being made to the Documents as any director of the Company may, in his absolute discretion, think fit), copies of the Documents having been supplied to all Company members prior to the signing of this resolution
 - 1.1.1 a draft asset transfer agreement proposed to be entered into between (1) Speciality Healthcare Limited (the "**Seller**") and (2) the Company, pursuant to which the Company proposed to acquire certain business and asset as set out in the agreement (the "**Asset Transfer Agreement**"),
 - 1.1.2 draft form TR1 between the Company and the Seller in respect of the transfer of a property (details of the property are set out in the Asset Transfer Agreement) in favour of the Company,
 - 1.1.3 draft supplemental legal mortgage from the Company over the a property (details of the property are set out in the Asset Transfer Agreement) to be acquired by the Company pursuant to the Asset Transfer Agreement with the Seller,
 - 1.1.4 a draft officers' certificate certifying various documents and confirming various matters on behalf of the Company in relation to the Senior Revolving Facility Agreement, and
 - 1.1.5 a draft officers' certificate certifying various documents and confirming various matters on behalf of the Company in relation to the Notes
- 2 The execution of the Documents and the assumption of its obligations thereunder are in the best interests of the Company and the approval of the Company to enter into the Documents is hereby given and authorised, and

- 3 Notwithstanding any provisions of the Company's articles of association or any personal interest of any of the Company's directors, the Company's directors be and are hereby empowered, authorised and directed to execute and deliver the Documents for and on behalf of the Company (in such manner and subject to such changes as the directors, in their absolute discretion, think fit)

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

I, the undersigned, was at the time the Resolution was circulated entitled to vote on, and hereby irrevocably agree to, the Resolution -



For and on behalf of
Craegmoor Holdings Limited

13 December

2011

Date

NOTES

1 If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods -

- **By Hand** delivering the signed copy to Amy Mitchell, c/o Pinsent Masons LLP, 3 Colmore Circus, Birmingham B4 6BH,
- **Post** returning the signed copy by post to Amy Mitchell, c/o Pinsent Masons LLP, 3 Colmore Circus, Birmingham B4 6BH,

If you do not agree to all of the Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply

2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement

3 Unless, by the date falling 28 days from the Circulation Date sufficient agreement has been received for the Resolution to pass, they will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date