

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

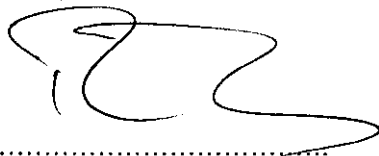
WRITTEN RESOLUTIONS

of

CMG HOMES LIMITED (the "Company")

We, being all the members of the Company who at the date of this resolution are entitled to attend and vote at general meetings of the Company, hereby unanimously **RESOLVE** that the following resolutions be passed as written resolutions having effect as special resolutions of the Company in accordance with section 381A Companies Act 1985 and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held:-

1. **THAT** it is in the best interests of the Company and to its direct benefit to enter into the Relevant Documents (listed in the annexure hereto) recommended by the Directors to the members and referred to in the Minutes of the Board of Directors annexed hereto (copies of which were supplied to the members of the Company prior to the signing of this resolution) and marked "x" for the purposes of identification (the "**Minutes**") and that the terms of and the transactions contemplated by the Relevant Documents be and are hereby approved and that the Directors be authorised to complete and sign such documents.
2. **THAT** the giving of the financial assistance (falling within the definition contained in section 152 of the Companies Act 1985 ("**the Act**")) by the Company and the CMG Subsidiaries, for the purpose of (i) the acquisition by Care Management Group (Acquisition) Limited of the entire issued share capital of the Company's holding company Care Management Group (UK) Limited and (ii) reducing or discharging a liability incurred for the purpose of the acquisition of the entire issued share capital of the Company's holding company Care Management Group Limited, taking the form and having the principal terms described in the Statutory Declarations in the forms 155(6)a of today's date, copies of which along with the Auditor's Statutory Reports are annexed hereto and initialled for identification purposes in the form required by Section 155(6) of the Act and complying with Section 156 of the Act be and is hereby approved for the purpose of Section 155(4) of the Act.



For and on behalf of
Care Management Group Limited

Dated: 18/8/2006



Annexure – Relevant Documents

1. a draft Accession Deed to the Facilities Agreement whereby the Company will accede to the Facilities Agreement as Additional Guarantor (as defined therein) to be entered into by the Company and CMG Acquisition (the "**Facilities Agreement Guarantor Accession Deed**");
2. a draft deed of accession to the Intercreditor Deed to be entered into by inter alia the Company, the CMG Subsidiaries and the Security Trustee pursuant to which the Company and the CMG Subsidiaries will be bound by the terms and provisions of the Intercreditor Deed (the "**Intercreditor Accession Deed**");
3. a draft intra-group loan agreement to be entered into by CMG Acquisition, the Company and the CMG Subsidiaries, pursuant to which in summary the Borrowers (as defined therein) will make loans (subject to certain conditions) to the Lenders (as defined therein) (the "**Intra-Group Loan Agreement**");
4. a draft letter of support to be entered into between the parties to the Intra-Group Loan Agreement (the "**Letter of Support**");

Together the "**Documents**", such of the Documents to which the Company is a party, the "**Relevant Documents**".

Terms not defined in this annex are as defined in the Minutes of the Board of Directors attached hereto.

The Directors
Dresdner Bank AG London Branch
PO Box 52715
30 Gresham Street
London
EC2P 2XY

and the Agreed Lenders (as defined in the Contract)

18 August 2006

REPORT BY THE AUDITORS OF CMG HOMES LIMITED ("the Company")

This report (the "Report") is provided in accordance with, and under the terms of, our contract dated 18 August 2006 (the "Contract"), and is addressed solely to Dresdner Bank AG London Branch ("DrKW") and the Agreed Lenders (the "Lenders") each as a Beneficiary on the terms provided for in the Lead Lender Net Asset Agreement dated 18 August 2006. The Report is given in connection with the proposed arrangement whereby the Company will give financial assistance for the purchase of shares in Care Management Group (UK) Limited (the "Transaction"), particulars of which are given in the statutory declaration made this day by the directors pursuant to section 155(6) of the Companies Act 1985 ("the Act").

The purpose of the Report is solely to assist the Lenders in considering whether the proposed arrangement is permitted under section 155(2) of the Act and it is not intended to be used, quoted or referred to for any other purpose.

We have examined the Board Memorandum dated 18 August 2006 (a copy of which is attached and initialled by us for the purpose of identification) for which the directors are solely responsible and have enquired into the Company's state of affairs so far as necessary for us to review the bases for the Board Memorandum. Our enquiry did not constitute an audit under the provisions of the Companies Act 1985.

We confirm that as at the close of business on 30 June 2006 the aggregate of the Company's assets as stated in its accounting records exceeded the aggregate of its liabilities as so stated.

We are not aware of anything to indicate that the opinion expressed in paragraph 2 of the Board Memorandum is unreasonable in all the circumstances.

The Report is provided solely for the benefit of the Lenders in connection with the Transaction (as defined in the Contract). Therefore, except as expressly provided in the Contract, you should not, without our prior written consent, refer to or use the report for any other purpose or make it available (in whole or in part) or communicate it to any other party. We accept no responsibility or liability to any other party who is shown or gains access to this report (or any part thereof).

Yours faithfully

Deloitte & Touche LLP
Chartered Accountants