

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

of

TBG CareCo Limited
(the "Company")




WE, being the sole member of the Company who at the date of these resolutions is entitled to attend and vote at a general meeting of the Company, **RESOLVE**, in accordance with section 381A of the Companies Act 1985, to pass the following as written resolutions:

1. THAT, subject to compliance with sections 155 to 158 of the Companies Act 1985 (the "Act"), the giving of financial assistance by certain of the wholly-owned subsidiaries of the Company (as listed in Schedule 1 hereto, the "Assisting Subsidiaries") to the Company in connection with the refinancing of an existing loan agreement, the proceeds of which were used by the Company to acquire all the issued shares in the capital of NHP Limited, in the form described in the statutory declarations sworn by each director of the Assisting Subsidiaries pursuant to section 155(6) of the Act on the date hereof be approved.
2. THAT the execution, delivery and performance by the Company and each of the Assisting Subsidiaries of:
 - 2.1 the facility agreement (the "Facility Agreement") to be entered into between, amongst others, the Company and the Assisting Subsidiaries as guarantors and Barclays Bank PLC as security agent;
 - 2.2 each of the Finance Documents (as defined in the Facility Agreement) under which, amongst other things, the Company and the Assisting Subsidiaries will grant security in favour of Barclays Bank PLC as security agent,

and the transactions contemplated thereby, be approved, even though the execution, delivery and performance of the each of those documents by the Assisting Subsidiaries constitutes financial assistance.

SIGNATURE:



for and on behalf of TBG CareCo Investments 2 Limited

DATE:

13/10/05

SCHEDULE 1
THE ASSISTING SUBSIDIARIES

- (a) NHP Limited (company number 02798607);
- (b) NHP Management Limited (company number 03288142);
- (c) NHP Securities No. 3 Limited (company number 03287957);
- (d) NHP Securities No. 2 Limited (company number 03287983);
- (e) NHP Securities No. 1 Limited (company number 03103526);
- (f) NHP Securities No. 7 Limited (company number 03655685);
- (g) NHP Securities No. 6 Limited (company number 03628902);
- (h) LLNH Limited (company number 03429499);
- (i) NHP Securities No. 4 Limited (company number 03417993); and
- (j) NHP Operations York Limited (company number 04611037).