

328702

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
RESOLUTION IN WRITING OF
BARNSELY FOOTWEAR DISTRIBUTORS LIMITED
(the "Company")

In accordance with section 381A of the Companies Act 1985, we, being all the members of the Company who, at the date of these resolutions, are entitled to attend and vote at a general meeting of the Company, **HEREBY RESOLVE THAT:**

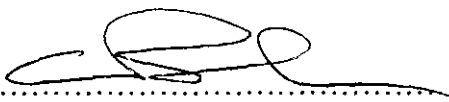
1 the financial assistance to be given by the Company as described in the statutory declaration of the directors of the Company which is attached hereto together with the auditors report relating thereto in connection with the acquisition by its Holding Company (Springchoice Care Homes Limited) of its own shares by:

1.1 continuing to guarantee the liabilities of Springchoice Care Homes Limited and Springchoice Leisure Limited to Yorkshire Bank plc in such form as Yorkshire Bank plc may require to secure repayment and performance of the monies obligations and liabilities now or hereafter owned or incurred by Springchoice Care Homes Limited and/or Springchoice Leisure Limited to Yorkshire Bank plc;

1.2 continuing to secure all such liabilities by way of a debenture in such form as Yorkshire Bank plc may require.

This written resolution shall take effect as a special resolution of the company.

Signed.....



Date: 3 December 1999

