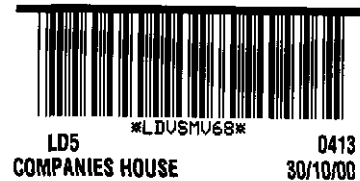


(the "Company")

**SPECIAL WRITTEN RESOLUTION**

We, the undersigned, being the sole member of the Company who (at the date hereof) would have been entitled to vote upon the resolution set out below if it had been proposed at a general meeting at which we were present, hereby agree, pursuant to regulation 53 of Table A (adopted by the Company's articles of association), to the passing of the resolution set out below (which would otherwise be required to be passed as a special resolution) as resolutions by way of written resolution and to every variation or abrogation of the rights attaching to any class of shares of which we are a holder involved in or requisite to give effect to such resolution:

SPECIAL RESOLUTIONS

1. **THAT**, subject to compliance with sections 155 to 158 of the Companies Act 1985 (the "Act"), the giving by the Company of financial assistance (i) for the purpose of reducing or discharging the liabilities incurred by Foray 989 Limited for the purpose of the past acquisition of Colaingrove Limited's shares (the "**Past Acquisition**"), (ii) for the purpose of the acquisition by Bourne Leisure Limited (the "**Parent**") of all the issued shares in the capital of Colaingrove Limited (the "**Acquisition**") (iii) for the purpose of the acquisition by Newhall Nominees, Regent Capital Trust Corporation Limited, David Whitlam, Ann Horner, Simon Levett, John Murphy, George Rushton, Robert Seaton, Anton Bednareck, Dermot King, Ashby Minor Limited, Candover Investments plc, Candover (Trustees) Limited, Candover 1997 UK No.1 UK Limited Partnership, Candover 1997 UK No.2 Limited Partnership, Candover 1997 US No.1 Limited Partnership, Candover 1997 US No.2 Limited Partnership, Candover 1997 US No.3 Limited Partnership, Daytonian Ltd, Group Trust plc, Legal & General Assurance Society Ltd and Mithras Investment Trust plc in their acquisition of the Bourne Leisure Holdings Limited's share capital (the "**BLG's Individuals Acquisition**") (iv) for the purpose of the acquisition by Bourne Leisure Holdings Limited of Foray 989 Limited's Share Capital (the "**BL Acquisition**") in the form described in the statutory declarations sworn by the directors of the Company pursuant to section 155(6)(a) of the Act on the date hereof, together with the statutory auditors' reports (copies of which are attached to the resolution) be approved.
2. **THAT** the execution, delivery and performance of the following documents (the "**Documents**") by the Company of:
 - 2.1.1 A debenture (as amended, restated or varied from time to time) to be entered into, inter alia, by the Company (1) the Parent (2) its subsidiaries and the other chargors named therein (3) and Barclays Bank PLC as security trustee

(4) (the "**Debenture**") pursuant to which the Company creates fixed and floating charges over their assets and undertaking;

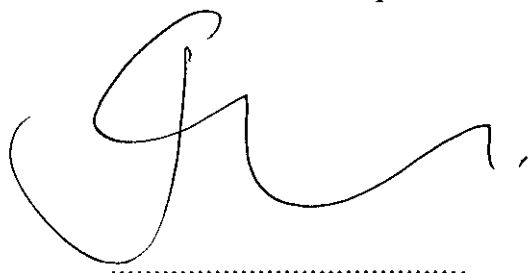
- 2.1.2 An accession deed, to a senior facility agreement dated 27 September 2000 as amended by an amendment and confirmation letter to be entered into and as amended, restated or varied from time to time between the Parent (1) certain other Borrowers (2) the original Guarantors (3) Barclays Capital as Arranger (4) and Barclays Bank PLC in its capacities as Original Bank, Documentary Credit Bank, Facility Agent and Security Agent (as each such term is defined therein) (the "**Senior Facility Agreement**") (the "**Senior Guarantee Accession Deed**") pursuant to which the Company agrees to become an additional a guarantor in respect of all facilities made available under the Senior Facility Agreement and becomes a party to the priority agreement, dated 27 September 2000 as amended by a supplemental agreement to be entered into and as amended, restated or varied from time to time between certain other Obligors, the Investors, the Finance Parties, the Mezzanine Agent and the Mezzanine Lenders and others (as each such term is defined in the Senior Credit Agreement) (the "**Priority Agreement**");
- 2.1.3 An accession deed to a mezzanine facility agreement dated 27 September 2000 as amended by an amendment and confirmation letter to be entered into and as amended, restated or varied from time to time between the Parent (1) the Original Guarantors (2) Barclays Capital as Arranger (3) Barclays Bank PLC and others as the original providers of the mezzanine facilities (the "**Mezzanine Lenders**") (4) Barclays Bank in its capacity as Facility Agent and as Security Agent (as each such term is defined therein (the "**Mezzanine Loan Agreement**") (the "**Mezzanine Guarantor Accession Deed**") pursuant to which the Company agrees to become a guarantor in respect of the facilities provided by the Mezzanine Lenders and agrees to be a party to the Priority Agreement;
- 2.1.4 An upstream inter-company loan agreement between (1) the Company (2) certain subsidiaries of the Company (3) the Parent pursuant to which funds will be lent upstream to the Parent to assist the Parent inter-alia in meeting its payment obligations under the Senior Credit Agreement and the Mezzanine Loan Agreement the ("**Inter-Company Loan Agreement**");
- 2.1.5 A letter of support from amongst others Foray and the Parent to the Company and its subsidiaries (the "**Letter of Support**") pursuant to which Foray and the Parent will provide financial support for at least 12 months;
- 2.1.6 Interest rate swap and/or interest rate cap and/or foreign currency or other hedging agreements to be entered into by the Company and/or its subsidiaries and the relevant Hedging Bank (the "**Hedging Agreements**");

be approved, even though the execution, delivery and performance of the each of those Documents constitutes financial assistance for the Acquisition and the Past Acquisition.

3. **THAT**, subject to compliance with sections 155 to 158 of the Act, the giving by B.L. (British Holidays) Limited (the "Subsidiary") of financial assistance for the Acquisition, the Past Acquisition, the BLG's Individuals' Acquisition and the BL Acquisition in the form described in the statutory declarations sworn by the directors of the Company pursuant to section 155(6)(b) of the Act on the date hereof together with the statutory auditors reports (copies of which are attached to this resolution) be approved.

4. **THAT** the execution, delivery and performance by the Subsidiaries of:

The Documents to which they are party be approved, although the execution, delivery and performance of each of these documents by the Subsidiaries constitutes financial assistance for the Acquisition, the Past Acquisition, the BLG's Individuals Acquisition and the BL Acquisition.



.....
Duly authorised corporate representative
on behalf of Palmhall Limited

23/10/00
.....

Date