

**WRITTEN RESOLUTIONS**  
**OF**  
**STANLEY CASINOS LIMITED**  
**Company Number 1519689**

**(the "Company")**

We, the undersigned being all the members of the above named Company entitled to attend and vote at an Extraordinary General Meeting of the Company hereby resolve that resolutions 1 and 2 below be and are passed as special resolutions of the Company pursuant to the provisions of section 381A of the Companies Act 1985 and confirm that such resolutions shall be as valid and effectual as if it had been passed at an extraordinary general meeting of the Company duly convened and held:

1. That the provisions (as the same may be amended, varied, supplemented or substituted from time to time) of the document referred to below which the Company is proposing to enter into and grant in connection with (inter alia) the sale of the UK and Republic of Ireland retail bookmaking business to William Hill plc or any of its subsidiaries by the Group (the "Sale") be and are hereby approved and (notwithstanding any provisions of the Memorandum and Articles of Association of the Company or any personal interest of any of the directors) the directors of the Company be and are hereby empowered, authorised and directed to complete and enter into such document being:
  - 1.1 an Amendment Agreement to be made between the Parent and certain of its subsidiaries being Capital Casinos Group limited, Capital Corporation Limited, Crockfords Club Limited, Cromwell Sporting Enterprises Limited, The Colony Club Limited, L. Stanley Limited, Stanley Racing Limited, Stanley Overseas Holdings Limited, Stanley Racing Holdings Limited and Stanley Casinos Holdings Limited and the Company] (together such subsidiaries being the "Guarantors" and together the Parent and the Guarantors being the "Group") and the Financial Institutions listed in Part 2 of Schedule 1 thereto as Lenders and The Royal Bank of Scotland plc as Facility Agent for the Lenders (each such term being as defined therein) (the "Amendment Agreement");
2. That the Company entering into the Amendment Agreement is in the best interests of the Company and is hereby approved.

DATED: 19 May

2005

Name of Shareholder

Signature

Stanley Casinos Holdings Limited

*John C. Child*

