

BROUGHTON PARK HOTEL LIMITED

(the "**Company**")

Company Number: 02241423

WRITTEN RESOLUTION

In accordance with section 381A of the Companies Act 1985, as amended, we, being the sole member of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, **DECLARE** that the following resolution shall have effect as if passed as a special resolution by the Company in general meeting:

RESOLVED that the terms of, and the transactions contemplated by, the term and revolving loan facilities agreement to be dated on or about 5 May 2005 between, among others, Wentworth No. 3 Limited as Borrower, Barclays Capital, HSBC Bank plc and the Royal Bank of Scotland plc as Arrangers and Barclays Bank plc as Agent and Security Trustee (the "**Facilities Agreement**"), and the other Finance Documents (as defined in the Facilities Agreement) to which the Company is a party, be and are hereby approved, and that the Company be and is hereby authorised to enter into the same on such terms as the Directors may in their discretion determine.

.....
for and on behalf of
Country Club Hotels Limited

Dated: 4th May 2005

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