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THE HERITAGE PUB COMPANY LIMITED
(Company number 03004859)
(the "Company")

MEMBER'S WRITTEN RESOLUTIONS

In accordance with Regulation 53 of Table A to the Companies Act 1985 as incorporated into the Articles of Association of the Company, we, the undersigned, being the sole member of the Company entitled to attend and vote at any general meeting of the Company in respect of the resolutions set out below, HEREBY AGREE that the following resolutions be passed as special resolutions of the Company:

1. **THAT** the entry by the Company into the following documents be and is hereby approved:-
 - (a) The security agreement to be entered into by, inter alia, the Company in favour of The Royal Bank of Scotland plc as security trustee for the Senior Creditors under the Senior Finance Documents (as those terms are defined therein).
 - (b) The accession agreement to be executed by, inter alia, the Company pursuant to the terms of which the Company will accede as an additional guarantor to the £35,000,000 credit agreement dated 15 January 2002 made between (1) Pubmaster Taverns Limited, (2) the Original Guarantors (as defined therein) and (3) The Royal Bank of Scotland plc as lender.
 - (c) The deed of accession to be executed by, inter alia, the Company pursuant to the terms of which the Company will accede as Guarantor to an intercreditor deed dated 15 January 2002 made between (1) Pubmaster Taverns Limited, (2) the Original Guarantors (as defined therein), (3) The Royal Bank of Scotland plc as lender, (4) the Hedging Counterparties (as defined therein), (5) The Royal Bank of Scotland plc as security trustee and (6) Scottish & Newcastle plc.
2. **THAT** the directors provide for the execution on behalf of the Company of each of the documents to which it is a party, with such amendments as the persons authorised to execute the same may approve.


Name: R. GUNDRY
Position: DIRECTOR
for and on behalf of The Heritage Pub Company (Holdings) Limited

Date: 22 November 2002

