

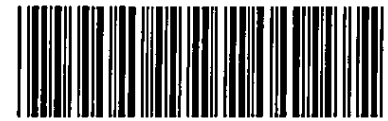
**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**

of

**SUMMERHILL PROPERTIES LIMITED**

("Company")

THURSDAY



A07 \*A2UBAR60\* 12/07/2007 511  
 COMPANIES HOUSE

In accordance with section 381A and schedule 15A of the Companies Act 1985 (the "Act"), we, the undersigned, being all the shareholders of the Company who, at the date of these resolutions are entitled to attend and vote at a general meeting of the Company, hereby make the following written resolutions which shall have the effect as special resolutions duly passed by the Company in general meeting


- 1 **THAT** subject to compliance with sections 155 to 158 of the Act, the giving of financial assistance by the Company within the meaning of sections 151-152 of the Act in connection with the acquisition by Tonstate Hotels (Cardiff) Limited ("**Purchaser**") of the entire issued share capital of Hotel Innovations (Cardiff) Limited ("**Acquisition**"), as described in the statutory declaration sworn by the directors of the Company pursuant to section 155(6) of the Act on the date of this resolution, be approved
  
- 2 **THAT** subject to compliance with sections 155 to 158 of the Act, the giving of financial assistance by the Company within the meaning of sections 151-152 of the Act for the purposes of reducing or discharging a liability incurred by the Company in connection with the previous acquisition by Hotel Innovations (Cardiff) Limited of the Company, as described in the statutory declaration sworn by the directors of the Company pursuant to section 155(6) of the Act on the date of this resolution, be approved
  
- 3 **THAT** the execution, delivery and performance by the Company of
  - 3 1 a sterling term facilities agreement (incorporating a cross guarantee ("**Guarantee**") to be entered into between amongst others The Governor and Company of the Bank of Scotland (the "**Bank**") in its various capacities and the Company and Hotel Innovations (Cardiff) Limited (the "**Group**") (the "**Facilities Agreement**"),
  
  - 3 2 an intercreditor deed to be entered into between, amongst others, the Bank in its various capacities and the Group (including the Company) (the "**Intercreditor Deed**"),
  
  - 3 3 a debenture to be entered into between (1) the Company and (2) the Bank in its capacity as Security Agent (the "**Debenture**"), and
  
  - 3 4 an intra group loan agreement (incorporating a letter of support) to be entered into between (1) the companies named therein as borrowers and (2) the companies named therein as lenders (the "**Intra-Group Loan Agreement**"),

are for the benefit of and in the interests of the Company and are hereby approved

We confirm that copies of the directors' statutory declarations made pursuant to section 155(6) of the Act and related auditors' reports have been supplied to us at or before the time at which this document was supplied to us for signature (in accordance with paragraph 4 of schedule 15A to the Act)

Signed by, or by duly authorised representatives on behalf of, the all the shareholders of the Company who as at the date of these resolutions would be entitled to attend and vote at a general meeting of the Company had the resolutions been put to such a meeting

Signed

  
**Hotel Innovations (Cardiff) Limited**

Dated

10 JULY 2007

*Attachments*

- 1 *Statutory declarations in forms 155(6)a*
- 2 *Auditors' reports*