

Company Number: 03454201

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES



WRITTEN RESOLUTIONS

OF

SUMMERHILL PROPERTIES LIMITED

(the "Company")

PASSED ON 6 September 2005

We, the undersigned being all the members of the Company who on the date set out below are entitled to attend and vote at a general meeting of the Company to consider the resolutions set out hereunder, hereby **RESOLVE** that the following Resolutions be passed as Special Resolutions of the Company and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed by us at a General Meeting of the Company duly convened and held:

SPECIAL RESOLUTIONS

1. **THAT**, the giving of financial assistance by the Company in connection with the acquisition of the Company's own shares by Hotel Innovations (Cardiff) Limited (the "Purchaser") pursuant to a Purchase Agreement dated 22nd July 2005 by virtue of:
 - (a) the Company providing to Irish Nationwide Building Society (the "Lender") a guarantee (the "Guarantee") securing the due performance by the Company, on demand, of all and any part of the money and liabilities becoming due from the Purchaser to the Lender, whether on the Purchasers own account or jointly with any other person, whenever and however incurred, whether now or in the future, including all interest, costs, charges and expenses;

- (b) the Company executing in favour of the Lender a legal charge incorporating a legal mortgage over the Company's property at The Hilton Hotel, Kingsway, Cardiff, CF10 2HH together with car parking area and a debenture creating fixed and floating charge over the other property assets and undertaking of the Company in support of the Guarantee;
- (c) the Company executing an intra group loan agreement between the Company and the Purchaser whereby the Company agreed to make funds available to the Purchaser to fund its commitments to the Lender on an ongoing basis;

be and is hereby authorised.

2. **THAT** the execution of the said documents and any other documents and acts necessary in connection with the said financial assistance be and are hereby approved, and all such documents shall be in such form and shall contain such terms and conditions as the person(s) executing the same on behalf of the Company may determine.

AND WE HEREBY CONFIRM that at the time of passing the above resolutions we had available to us for inspection (and have inspected) the declaration made by the directors of the Company on 6 September 2005 in compliance with Section 157 (4) Companies Act 1985 together with the auditors' report annexed to it, as required by Section 156 (4) Companies Act 1985.

Dated: 6 September 2005

Signed: _____

For and on behalf of Hotel Innovations (Cardiff) Limited