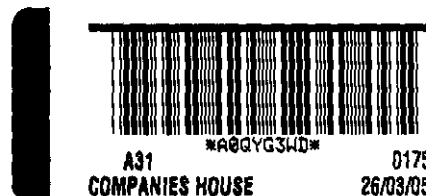


Registered no. 3580188

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES

LEISURE PARKS (GENERAL PARTNER II) LIMITED
(the "Company")

WRITTEN RESOLUTION



In accordance with the Company's articles of association and the provisions of Section 381A of the Companies Act 1985 (the "Act"), I, the undersigned, being the sole member of the Company, who, at the date of this resolution, would have been entitled to vote upon it as if it had been proposed at a general meeting of the Company at which it was present, **RESOLVES** to pass the following resolutions as written resolutions.

1 **THAT:**

Having reviewed the terms of the following documents (each a "Document" and each of which to be dated on or about the date hereof) to which the Company is expressed to be a party being:

- 1.1 a credit agreement between X-Leisure Limited Partnership acting by its general partner X-Leisure (General Partner) Limited (the "Borrower")(1) X-Leisure Fund II acting by its general partner the Company, the Company, X-Leisure (General Partner) Limited, X-Leisure (Cambridge I) Limited, X-Leisure (Cambridge II) Limited (the "Original Guarantors") (2) and HSBC Bank plc (as Original Lender, Counterparty, Facility Agent and Arranger) (the "Original Lender") for signing by the Borrower and the other parties named in it as original guarantors (the "Credit Agreement");
- 1.2 a security agreement between the Company in its capacity as the general partner of X-Leisure Fund II (1) the Company (2) and HSBC Bank plc (as Facility Agent) (3) constituting (amongst other things) a first legal charge over the Property, a first fixed charge over its interest in shares of X-Leisure (Cambridge I) Limited and X-Leisure (Cambridge II) Limited and a first floating charge over all its assets (except the Brighton Assets);
- 1.3 a duty of care agreement between the Property and Asset Manager (as defined in the Credit Agreement) (1), X-Leisure (General Partner) Limited (as General Partner)

(2), the Company (as General Partner) (3) and HSBC Bank plc (as Facility Agent) (3);

1.4 a property trust deed between the Company in its capacity as the general partner of X-Leisure Fund II (1), X-Leisure (Cambridge I) Limited (2), and X-Leisure (Cambridge II) Limited (3); and

1.5 a beneficiary undertaking between X-Leisure (Cambridge I) Limited (1), X-Leisure (Cambridge II) Limited (2) and the Company in its capacity as the general partner of X-Leisure Fund II (3) for the benefit of HSBC Bank plc (as Facility Agent) (4),

it is in the best commercial interests, and to the commercial benefit, of the Company, notwithstanding that the Company is entering into the Documents for the purposes of finance being provided to the Borrower, to act as a Guarantor to the Borrower in respect of its financial commitments under the Credit Agreement and the Company, on its own account and in its capacity as general partner for the X-Leisure Fund II, be and is hereby authorised to enter into the Documents.

2 **THAT**

The articles of association of the Company be amended by adding the following wording to the end of article 4.1:

"save that the consent of the members is not required to charge the shares or transfer any shares pursuant to any security relating to the provision of loan facilities to the Company or any member of its group."; and

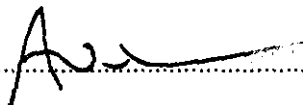
the articles of association of the Company be amended by adding the following wording to the end of article 4.2:

"save that the directors cannot decline to register a transfer of shares made pursuant to the exercise of any security relating to the provision of loan facilities to the Company or any member of its group."

Unless expressly defined in this written resolution, terms defined in the Credit Agreement have the same meaning in this written resolution.

This written resolution will come into effect on the date below.

Signed by


.....

for an on behalf of **THE X-LEISURE (GENERAL PARTNER) LIMITED**

Date: *3rd March*, 2005