

**WY (ETTINGTON PARK) LIMITED**  
(the "Company")

**Written Resolutions**

We, the undersigned, being all the members 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, pursuant to, that the following resolutions be passed as Written Resolutions of the Company and agree that the Resolutions shall, for all purposes, be value and effective as if they had been passed at a General Meeting of the Company duly convened and held::

**Resolutions**

**1. Increase of Share Capital**

THAT the authorised share capital of the Company be increased to Twenty million pounds (£20,000,000) by the creation of 18,208,200 additional Ordinary Shares of £1 each such shares to rank pari passu in all respects with the existing Ordinary Shares in the capital of the Company.

**2. Authority to issue shares**

That, pursuant to section 80 of the Companies Act 1985, the directors be and they are hereby authorised generally and unconditionally to allot relevant securities (as defined in section 80 of the Companies Act 1985) up to an aggregate nominal amount of twenty million pounds (£20,000,000) provided that this authority, unless renewed, shall expire on the date five years from the date on which this resolution is passed save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot the relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

**3. That the Articles of Association of the Company be altered by the deletion of Article 4 (Transfer of Shares) and the substitution therefor of the following new Article 4:**



"4      **Transfer of Shares**

4.1      Notwithstanding anything contained in these Articles, the Directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such transfer:-

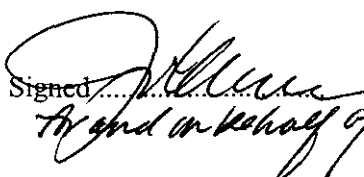
4.1.1    is to any bank or institution to which such shares have been charged by way of security, or to any nominee of such a bank or institution (a "Secured Institution"); or

4.1.2    is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or

4.1.3    is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholders shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not.

4.2      The Company shall have no lien on any shares which have been charged by way of security to a Secured Institution (as defined in Article 4.1 above) and the provisions of Articles 11, 12, 13 and 14 of Table A relating to liens over shares shall not apply in respect of any such shares."

Signed.....  ..... Dated 01/12/99  
*for and on behalf of Patriot American Hospitality Inc.*

Signed.....  ..... Dated..... 