

COMPANY NUMBER  
4074184



THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION OF

Center Parcs Elveden Limited  
(the "Company")

Pursuant to s.381A of the CA 1985 the members of the Company pass the following resolutions:

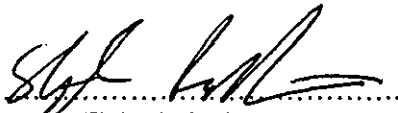
THAT:

1. Subject to compliance with Sections 155-158 of the Companies Act 1985 (the "Act"), the execution by the Company, or entry into;
  - (a) as a guarantor, the senior A facility agreement between, among others, Carp (UK) 3 Limited, The Royal Bank of Scotland plc ("RBS") as arranger, RBS as agent and trustee and National Westminster Bank plc as Issuing Bank (the "Senior A Facility Agreement") pursuant to which RBS and certain lenders will make available to Carp (UK) 3 Limited the following facilities:
    - (A) a senior term A loan facility in an aggregate amount of £350,000,000; and
    - (B) a working capital revolving facility in an aggregate amount of £20,000,000;
  - (b) as a guarantor, the subordinated term facility agreement between, among others, Carp (UK) 2 Limited, RBS as arranger and RBS as agent and trustee (the "Subordinated Term Facility Agreement") pursuant to which RBS and certain lenders will make available to Carp (UK) 2 Limited the following facilities:
    - (A) a subordinated term B loan facility tranche I in an aggregate amount of £30,000,000; and
    - (B) a subordinated term B loan facility tranche II in an aggregate amount of £20,000,000;
  - (c) as a chargor, the debenture between the Charging Companies (as such term is defined therein) and RBS as trustee (the "Debenture"); and
  - (d) the intercreditor agreement between RBS as trustee, RBS as Senior Lead Arranger and B Term Loan Arranger, RBS as Senior Agent and B Term Loan Agent, the Senior Lenders and the B Term Loan Lenders (as all such terms are defined therein) (the "Intercreditor Agreement"); and
  - (e) an upstream loan agreement between the Company, Center Parcs Limited, Center Parcs Longleat Limited, Center Parcs Sherwood Limited, 3D Education and Adventure Limited (as Lenders) and Carp UK 2 Limited and Carp UK 3 Limited (as Borrowers) (the "Upstream Loan Agreement").

(the Senior A Facility Agreement, the Subordinated Term Facility Agreement, the Debenture, the Intercreditor Agreement and the Upstream Loan Agreement are together referred to as the "Assistance Documents"),

be and are approved.

2. The execution and performance of the Assistance Documents is in the best interests of the Company and the approval for the Company to enter into and perform the Assistance Documents is given notwithstanding that the Company might be held to be giving financial assistance for the purposes of Sections 151 and 152 of the Act.
3. If the execution or performance of the Assistance Documents is the giving of financial assistance for the purposes of sections 151 and 152 of the Act, then the giving of such financial assistance, by the execution and performance of the Assistance Documents be and is approved.
4. These resolutions shall have effect notwithstanding any provision of the Company's Articles of Association.



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Carr (UK) 3 Limited



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Center Parcs Longleat Limited

Date: 27. 08. 2001