

Company Number. 4588795

THE COMPANIES ACT 1985 to 1989

WRITTEN RESOLUTION

of

ALL THE MEMBERS OF  
TLLC BridgeCo3 Limited (the "Company")

(Passed on 17 July 2007)

(Passed in accordance with section 381A of  
the Companies Act 1985)

We, being all the members of the Company hereby resolve by way of a Special Resolution as follows

- 1 THAT the provisions of the documents listed in the appendix to this written resolution (the "Finance Documents"), which the Company is proposing to enter into in connection with the acquisition by Prestbury Hotels Finance Limited ("PHFL") of all the issued shares in the Company, be and are hereby approved (copies of the Finance Documents having been supplied to the members of the Company prior to the signing of this written resolution), subject to such changes as the Company's Directors, in their absolute discretion, think fit
- 2 THAT, notwithstanding any provisions of the Company's Memorandum and Articles of Association or any personal interest of any of the Company's Directors, the Company's Directors and/or Secretary be and are hereby empowered, authorised and directed to execute and deliver the Finance Documents for the Company in such manner and subject to such changes as they, in their absolute discretion, think fit
- 3 THAT, notwithstanding that the execution by the Company of the Finance Documents and the performance of its obligations thereunder would constitute the giving by the Company of financial assistance within Sections 151 and 152 of the Companies Act 1985, the giving of financial assistance by the Company in the form and on the terms set out in the Form 155(6)a and auditors' report attached hereto (a copy of each of which has been supplied to the members of the Company prior to the signing of this Written Resolution) be and is hereby approved

Director

TLLC PropHoldCo2 Limited

HEREBY CERTIFY THAT THIS IS  
A TRUE COPY OF THE ORIGINAL

WEDNESDAY



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Mdleshan Goddard LLP  
DATE 17 July 2007  
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## Appendix

- (a) A Security Agreement to be entered into, amongst others, by the Company in favour of The Governor and Company of the Bank of Scotland ("BOS") as security agent and trustee,
- (b) A Deed of Accession to a Priority Deed dated 22 May 2007 made between PHFL (1) the Senior Creditors named therein (2), the persons named therein as hedging banks (3), the persons named therein as investors (4) and BOS as facility agent and security agent (5),
- (c) An Accession Agreement to a Loan Agreement dated 26 April 2007 made between PHFL (1), Assetco (2), the Original Lenders named therein (3) and BOS as Mandated Lead Arranger, Facility Agent and Security Agent (4),
- (d) An intercompany loan agreement to be entered into by, amongst others, the Company (as lender) and PHFL (as borrower),
- (e) A Scottish law governed standard security to be granted by the Company in favour of the Security Agent in respect of a property owned by the Company which is located in Edinburgh (the "Edinburgh Property"),
- (f) A Scottish law governed assignation of rents to be granted by the Company in favour of the Security Agent in respect of the Edinburgh Property,
- (g) A Scottish law governed standard security to be granted by the Company in favour of the Security Agent in respect of a property owned by the Company which is located in Glasgow (the "Glasgow Property"), and
- (h) A Scottish law governed assignation of rents to be granted by the Company in favour of the Security Agent in respect of the Glasgow Property