

Company Number: 04588943

THE COMPANIES ACT 1985 to 1989

WRITTEN RESOLUTION

of

ALL THE MEMBERS OF
TLLC BridgeCo2 Limited (the "Company")

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

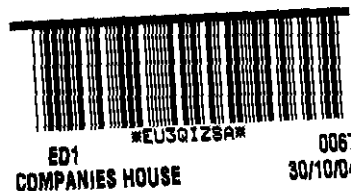
We, being all the members of the Company hereby resolve ^{by way of Special Resolution SJB} as follows:

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 Limited ("PHL") 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 the execution and delivery of the Finance Documents and the performance of its obligations thereunder by the Company are in the commercial interests of the Company.
3. 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.
4. 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

DATE: 19 OCTOBER 2004



Appendix

- (a) A Security Agreement to be entered into by the Company in favour of the Governor and Company of the Bank of Scotland ("BOS") as agent and trustee;
- (b) Deed of Accession, to be entered into, to a Priority Deed dated 1⁹ October 2004 made between PHL (1) Prestbury Hotels Assets Limited ("Assetco") (2), the Senior Creditors named therein (3), the persons named therein as hedging banks (4), the persons named therein as investors (5) and BOS as facility agent and security agent (6);
- (c) Accession Agreement, to be entered into, to a Loan Agreement dated 1⁵ October 2004 made between PHL (1), Assetco (2), the Original Lenders named therein (3) and BOS as Mandated Lead Arranger, Facility Agent and Security Agent (4); and
- (d) An intercompany loan agreement to be entered into by the Company, among others, with PHL (the "Intercompany Loan Agreement").