

Company Number 05885734

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

of

HEARTSTONE INNS LIMITED ("the Company")

CIRCULATED ON 6 August 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions 1 - 2 are passed as special resolutions (together "the Special Resolutions")

SPECIAL RESOLUTIONS

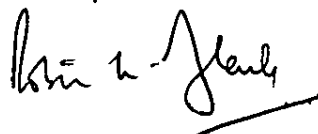
- 1 That 889,328 of the unissued ordinary shares of £0 10 each in the authorised share capital of the Company be re-designated as 889,328 "A" ordinary shares of £0 10 each having the rights set out in the Articles of Association as proposed to be adopted by resolution 2 below
- 2 That the regulations contained in the document attached to this Resolution be and the same are hereby adopted as the Articles of Association of the Company to the exclusion of and in substitution for all existing Articles of Association of the Company

AGREEMENT

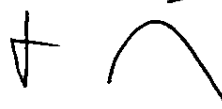
Please read the notes attached to this document before signifying your agreement to the Special Resolutions

The undersigned, being all the persons entitled to vote on the Special Resolutions on the circulation date, hereby irrevocably agree to the Special Resolutions

For and on behalf of Balmuir
Nominees Limited



For and on behalf of Halogen
Holdings Plc



James Birch



Stuart Hawthorn -



Date

06-08-08

WEDNESDAY



NOTES

- 1 You can choose to agree to the all of the Special Resolutions or none of them but you cannot agree to only some of them. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

By Hand delivering the signed copy to Field Seymour Parkes 1 London Street, Reading

Post returning the signed copy by post to Field Seymour Parkes, 1 London Street, Reading RG1 4QW

Fax faxing the signed copy to 0118 951 6200

E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to iws@fsp-law.com

If you do not agree to all of the resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply

- 2 Once you have indicated your agreement to the resolutions, you may not revoke your agreement
- 3 Unless within 28 days of the circulation date sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document