

THE COMPANIES ACT 1985 - 1989

COMPANY LIMITED BY SHARES

HOTEL PROPERTY FUND (SYNDICATE 2) LIMITED
(COMPANY NO. SC292735) (the "Company")

The undernoted Resolution was duly approved as a Special Resolution of the Company by Written Resolution on *19th April* 2006, viz:-

Special Resolution

"THAT:-

The giving of financial assistance constituted by the Board of Directors on behalf of the Company creating, granting, approving, entering into, accepting, executing, carrying out and/or delivering the following in terms approved by the Board of Directors is hereby approved:

- (a) the loan by the Company to Etchecan Limited of £100,000 under an unsecured loan arrangement;
- (b) the Company paying all professional fees and outlays and banking costs incurred by Etchecan Limited in the course of Etchecan Limited's acquisition of 100,000 Ordinary shares of £1.00 each in the share capital of the Company;
- (c) the Term Loan Facility Letter from the Governor and Company of the Bank of Scotland to the Company dated 19 April 2006 in respect of a loan facility of £8,800,000;
- (d) the Working Capital Facility Letter from the Governor and Company of the Bank of Scotland dated 19 April 2006 in respect of working capital facilities of £1,800,000;
- (e) a Cross Guarantee by the Company and certain group companies of the Company to the Bank whereby the Company and each such group company of the Company guarantee the obligations to the Bank of the Company and each such group company of the Company;
- (f) a Floating Charge by the Company in favour of the Bank over the whole of the property (including uncalled capital) which is or may be from time to time comprised in the property and undertaking of the Company and as a continuing security for the payment and discharge of all or any monies and liabilities which shall from time to time be due, owing or incurred in whatsoever manner to the Bank by the Company; and
- (g) a Standard Security by the Company in favour of the Bank over the property known as the Pond Hotel, Great Western Road, Glasgow and in security of all present and future sums of money (howsoever arising) due and that may become due to the Bank."

Dated this *19th* day of *April* 2006

CERTIFIED TRUE COPY

Director

