

The Companies Acts 1985 and 1989

Company Number 402

THE PLYMOUTH HOTEL COMPANY LIMITED

Special Resolutions

At an Extraordinary General Meeting of the Company held on *9 November 2001* the following special resolutions were passed:-

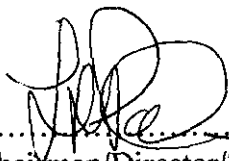
1. THAT the 3rd clause of the Memorandum of Association of the Company be amended by:-
 - (a) deleting clause 3(J) and inserting the following in substitution thereof:-

“(J) to lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with the Company), to enter into guarantees, contracts of indemnity and suretyship of all kinds, to receive money on deposit or loan upon any terms and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including in each case, and without prejudice to the generality of the foregoing, any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with the Company)
 - (b) inserting the following new clause:-

“(Y) Subject to and in accordance with due compliance with the provisions of sections 155 to 158 (inclusive) of the Companies Act 1985 (“the Act”) (if and so far as such provisions shall be applicable) to give whether directly or indirectly any kind of financial assistance (as defined in section 152(1)(a) of the Act) for any such purpose as is specified in section 151(1) and/or section 151(2) of the Act
2. THAT the giving by the Company of financial assistance, to Plymouth Hotel Holdings Limited, for the purchase of its shares, such assistance to take the form of:-
 - (i) a guarantee (“the Guarantee”) to be given by the Company in favour of the Governor and Company of the Bank of Scotland (“the Bank”) pursuant to

which the Company, inter alia, will guarantee to discharge the obligations of Plymouth Hotel Holdings Limited ("Holdings") to the Bank;

- (ii) a legal charge ("the Legal Charge") to be given by the Company in favour of the Bank as security for the obligations of the Company pursuant to the Guarantee, creating a fixed charge over the property of the Company known as The Duke of Cornwall Hotel, Millbay Road, Plymouth, PL1 3LG;
- (iii) a debenture ("the Debenture") to be given by the Company in favour of the Bank as security of the obligation of the Company pursuant to the Guarantee, creating fixed and floating charges over the assets and undertaking of the Company;
- (iv) a guarantee ("the Noteholders' Guarantee") to be given by the Company pursuant to the terms of a Loan Note Instrument ("the Loan Note Instrument") to be constituted by Holdings, of payment of the principal amount of Loan Notes issued or to be issued pursuant to the Loan Note Instrument (being £338,000, payment of interest thereon and of costs and expenses ancillary thereto);
- (v) a debenture to be given by the Company as security for its liabilities under the Noteholders Guarantee.



.....
Chairman/Director/Secretary