

02-09-98

Company Number: 529760

WE HEREBY CERTIFY
THIS TO BE A TRUE AND
ACCURATE COPY OF
THE ORIGINAL

...*Herbert Smith*...

HERBERT SMITH

Exchange House
Finsbury Street
London EC2A 2HS

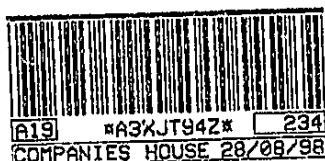
THE COMPANIES ACT 1985

and

THE COMPANIES ACT 1989

Date *28 August 1998*...

COMPANY LIMITED BY SHARES



WRITTEN RESOLUTION

of

THE WORCESTER BUILDINGS COMPANY LIMITED

Pursuant to Regulation 53 of Table A in the Schedule to the Companies (Tables A-F) Regulations 1985 (which forms parts of the Articles of Association of the Company), we, the sole member of the Company, hereby resolve that:

- (a) the Memorandum of Association of the Company be amended by the substitution of the following clauses for the existing clauses 3(G) and 3(I) of the Memorandum of Association respectively:

"(G) To secure by mortgage, charge, lien or other form of security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, the performance or discharge by the Company or any other person of any obligation or liability, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures, mortgage debentures or debenture stock payable to bearer or otherwise, and either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance."

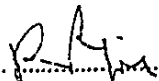
"(I) To receive money, valuables and goods and materials of all kinds on deposit or loan, or for safe custody, upon such terms as the Company may apply, and to provide any guarantee or indemnity in respect of the performance or discharge of any obligation or liability by, or otherwise for the benefit of, any person;"

- (b) the terms of, and the transactions contemplated by, the following documents and the execution, delivery and performance by the Company of such documents be and they are hereby approved in the form attached to this written resolution, with such amendments as any signatory or signatories of the Company may in his or their sole discretion approve:

- (i) an accession agreement to be entered into by the Company under which the Company accedes as a subsidiary guarantor to a £275 million senior mortgage loan facility agreement (the "Senior Facility Agreement") dated 7th April 1998 (as amended) between Blackstone Hotel Acquisitions Company ("BHAC") as borrower, Merrill Lynch International as arranger and underwriter, the financial institutions listed therein

as joint arrangers and/or banks and Bankers Trust Company as agent and security trustee;

- (ii) an accession agreement to be entered into by the Company under which the Company accedes as a subsidiary guarantor to a £100.6 million junior mortgage loan facility agreement (the "Junior Facility Agreement") dated 30th April 1998 (as amended) between BHAC as borrower, Merrill Lynch International as arranger and underwriter, the financial institutions listed therein as joint arrangers and/or junior lenders and Bankers Trust Company as junior agent and security trustee;
- (c) a composite debenture and guarantee under which the Company guarantees the obligations of BHAC under an ISDA Master Agreement (the "Hedging Agreement") dated as of 7th April 1998 between BHAC and Merrill Lynch Capital Services, Inc. and grants fixed and floating charges over all its undertaking and assets as security for its obligations under that debenture and guarantee and under the Finance Documents (as defined therein) including, among others, Senior Facility Agreement and the Junior Facility Agreement; and
- (d) an accession agreement to be entered into by the Company under which the Company accedes as an obligor to an intercreditor agreement dated 30th April 1998 (as amended) between BHAC as borrower, certain companies as guarantors, BRE Satellite L.P. as subordinated investor, certain banks and financial institutions as junior creditors, certain banks and financial institutions as senior creditors, certain banks and financial institutions as hedging banks, BRE/ Satellite L.P. as subordinated investors' agent and Bankers Trust Company as junior agent, senior agent and security trustee, which regulates the rights and obligations of the creditors of BHAC under the Senior Facility Agreement, the Junior Facility Agreement, the Hedging Agreement and a £60 million credit agreement dated 30th April 1998 between BHAC as borrower and BRE/Satellite L.P. as lender.



 For and on behalf of
 The Savoy Hotel Limited

Dated: 17th August 1998