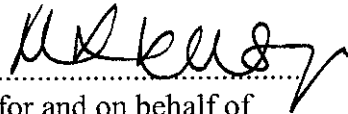


ESB HOTELS LIMITED**(the Company)****Written Members' Resolution**

In accordance with section 381A of the Companies Act 1985, **WE**, being all the members of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, **AGREE** that the following resolution shall have effect as if passed by the Company in general meeting and accordingly **WE RESOLVE**:

THAT the directors of the Company be and hereby are empowered, authorised and directed to execute, deliver and perform the obligations under the Documents (as defined in the Appendix hereto) in the form to be approved by a meeting of the board of directors of the Company to be held on 24 November 2004 with such amendments as may be agreed by the directors of the Company.

THAT the Company becoming a guarantor pursuant to the Documents is in the best interests of the Company's business and the entry by the Company into the Documents and the proposed transactions on the terms set out in the Documents is in the best interests of the Company and to the commercial benefit and the advantage of the Company.



for and on behalf of
Queens Moat Houses Limited
Date:

Notice to members

A copy of this resolution has been sent to the Company's auditors, PricewaterhouseCoopers, pursuant to s381B Companies Act 1985.

.....
Director/Secretary

We, being the auditors of the Company, confirm that we have received a copy of this resolution.

.....
Date:



APPENDIX

1. A composite guarantee and debenture to be entered into between Queens Moat Houses Limited, the Company and the other Chargors named therein and Goldman Sachs Credit Partners, L.P. as Security Trustee (the *Guarantee and Debenture*); and
2. Any other document as the directors or the Company consider necessary in connection with the above,

together, the *Documents*.