

COMPANY NUMBER
3920523



**THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION OF**

**CENTER PARCS LONGLEAT LIMITED
(the "Company")**

Pursuant to s.381A of the CA 1985 the members of the Company pass the following resolutions:

THAT:

1. The wording in Article 4.3.1 shall be deleted and the following wording put in its place.

"Notwithstanding anything contained in these Articles, the directors shall be bound to register a transfer of any share, the transfer of which is required by any person or any person's nominee, pursuant to such person's perfection or enforcement if security granted to such person over such share and shall not be entitled to exercise any lien which Company has in respect of such a share."

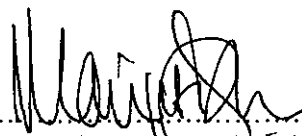
2. Articles 4.3.2 and 4.3.3 of the Company's Articles of Association shall be deleted.
3. Subject to compliance with Sections 155-158 of the Companies Act 1985 (the "Act"), the execution or entry into, by the Company and the Company's subsidiaries 3D Longleat Limited, Center Parcs Elveden Limited and Center Parcs Sherwood Limited (the "Subsidiaries") of the documents to which each is a party referred to in paragraphs (a) to (d) below:
 - (a) the senior credit agreement between UK3, [Deutsche Bank AG London] as senior facility agent, senior security agent and mandated joint lead arranger, the senior Banks (as defined therein), Merrill Lynch International as mandated joint lead arranger, syndication and documentation agent, joint underwriter and sole book runner (the "**Senior Credit Agreement**") (as a Guarantor and as Borrower as defined in that agreement);
 - (b) an accession agreement to the Senior Credit Agreement (the "**Accession Agreement**");
 - (c) a debentures between the Charging Companies (as defined in that agreement) and Deutsche Bank AG London as Security Agent (as a Charging Company (as defined in that agreement) (the "**Debenture**");
 - (d) an Accession Agreement an inter-company loan agreement between UK2, UK3, the Company and the Subsidiaries as Lenders (as defined in that agreement) (the "**Inter Company Loan Agreement**");
 - (e) an Accession Agreement to the intercreditor agreement between inter alia each of the Senior Finance Parties, the Junior Finance Parties, the Hedging Banks, the Obligors and each of the Equity Investors (all as defined in the Senior Credit Agreement) (the "**Intercreditor Agreement**");


- (f) an accession agreement to the Intercreditor Agreement (the "**Intercreditor Accession Agreement**"); and

(the Senior Credit Agreement, the Accession Agreement, the Debenture, the Intercreditor Agreement, the Intercreditor Accession Agreement and the Inter-Company Loan Agreement are together referred to as the "**Assistance Documents**").

be and is approved.

4. The execution and performance of the Assistance Documents is in the best interests of the Company and the approval for the Company to enter into and perform such Assistance Documents is given notwithstanding that the Company might be held to be giving financial assistance for the purposes of Sections 151 and 152 of the Act.
5. If the execution or performance of the Assistance Documents is the giving of financial assistance for the purposes of sections 151 and 152 of the Act, then the giving of such financial assistance, by the execution and performance of the Assistance Documents be and is approved.
6. These resolutions shall have effect notwithstanding any provision of the Company's Articles of Association.


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Date: 7th March 2001