



TINDALL HOTELS HOLDCO 2 LIMITED
(registered in England and Wales with
company number 4439517) (the "Company")
SECTION 380(1) COMPANIES ACT 1985

**WRITTEN RESOLUTION OF THE SOLE MEMBER OF THE COMPANY
IN LIEU OF A GENERAL MEETING**

**PASSED PURSUANT TO REGULATION 53 OF TABLE A IN THE SCHEDULE TO THE
COMPANIES (TABLE A TO F) REGULATIONS 1985 (AS AMENDED) AS
INCORPORATED IN THE COMPANY'S ARTICLES OF
ASSOCIATION**

1. We, the undersigned, being the sole member of the Company entitled to attend and vote on resolutions proposed to be passed as special resolutions at a general meeting of the Company hereby **RESOLVE** as a special resolution, passed by way of written resolution pursuant to Regulation 53 of Table A in the Schedule to the Companies (Table A to F) Regulations 1985 (as amended) as incorporated in the Company's articles of association, as follows:-

SPECIAL RESOLUTION

IT IS HEREBY UNANIMOUSLY RESOLVED:


THAT each of the following documents (each a "**Document**") to which the Company is expressed to be a party:

- (a) a restatement agreement amending and restating a facility agreement dated 14 December 2004 between, amongst others, Tindall Hotels Limited Partnership acting through its general partner, Tindall Hotels (General Partner) Limited) as Borrower, Tindall Hotels (General Partner) Limited, the Company, the other Holdcos and the Trustees (as defined therein) as Obligors, The Governor and Company of the Bank of Scotland as Agent and Arranger and the Lenders (as defined therein) (the "**Restatement Agreement**");
- (b) a deed of confirmation between, amongst others, the Company and The Governor and Company of the Bank of Scotland as Agent (the "**Deed of Confirmation**") in relation to a debenture with floating charge dated 16 December 2004 granted by the Company in favour of The Governor and Company of the Bank of Scotland as Agent;
- (c) a side letter between the Company and The Governor and Company of the Bank of Scotland amending a security interest agreement dated 16 December 2004 between The Governor and Company of the Bank of Scotland as secured party and the Company as grantor in relation to the capital of Tindall East Midlands Airport 1 Limited and Tindall East Midlands Airport 2 Limited (the "**Jersey Side Letter**"); and
- (d) the Transaction Documents to which it is a party,

are in the best interests and for the benefit of the Company and are hereby approved and the Company be and is hereby authorised to enter into the Documents and, in relation to such of these Documents which have already been executed, are hereby ratified and approved and the Company may sign or seal any other documents which the Company may at any time enter into or be required to enter into pursuant to or in connection with any Document and do such

other acts or things as may be considered by any Director to be necessary or desirable for the purposes of carrying into effect any transaction contemplated by the Documents.

2. Unless expressly defined in this written resolution, terms defined in the Restatement Agreement have the same meaning in this written resolution.
3. The written resolution set out in paragraph 1 above is passed as a special resolution of the Company.


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Signed for and on behalf of **Tindall Hotels Limited Partnership**
acting by its general partner, **Tindall Hotels (General Partner) Limited**

Date: 10 July 2006