

02-09-98

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

Company Number: 52242

... Herbert Smith ...

HERBERT SMITH

Exchange House

Princes 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 CONNAUGHT HOTEL LIMITED

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

- (a) the objects of the Memorandum of Association of the Company be and are hereby altered by substituting the following clause for the existing clause 3(F) of the Memorandum of Association of the Company:

"(F) 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 and 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.";

- (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,

02 - 09 - 98

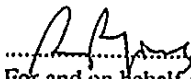
MEMORANDUM FOR THE RECORDS OF THE BOARD OF DIRECTORS

DATE: 02-09-98  
SUBJECT: [Illegible]

02 - 09 - 98

the financial institutions listed therein as joint arrangers and/or junior lenders and Bankers Trust Company as junior agent and security trustee;

- (iii) 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
- (iv) 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: 17<sup>th</sup> August 1998