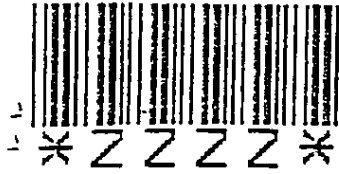


SEPARATOR SHEET



CO NO 1416463

THURSDAY



A21

22/11/2007
COMPANIES HOUSE

444

IN THE HIGH COURT OF JUSTICE

CHANCERY DIVISION

COMPANIES COURT

Registrar Derrett

21 November 2007



No 7952 of 2007



IN THE MATTER OF EAGLE STAR HOLDINGS LIMITED

AND IN THE MATTER OF THE COMPANIES ACT 1985

TO HER MAJESTY'S HIGH COURT OF JUSTICE

ORDER

UPON THE CLAIM FORM of the above-named Eagle Star Holdings Limited (the "**Company**") whose registered office is situate at UK Life Centre, Station Road, Swindon, Wiltshire, SN1 1EL, presented to this Court on 26 October 2007 (the "**Claim Form**")

AND UPON HEARING Counsel for the Company

AND UPON READING the Claim Form and the evidence

THIS COURT ORDERS that

- 1) the reduction of the share capital of the Company from £1,125,883,303 to £50,000,
and
- 2) the cancellation of the share premium account of the Company

resolved on and effected by special resolutions of the Company passed at a general meeting held on 25 October 2007 be and are hereby confirmed in accordance with the provisions of the above-mentioned Act

AND THE COURT APPROVES the Minute set forth in the Schedule hereto

AND IT IS ORDERED that

- 1) This Order be produced to the Registrar of Companies and an office copy be delivered to him together with a copy of the said Minute, and
- 2) Notice of the registration by the Registrar of Companies of this Order and of the said Minute be published once in "The Times" newspaper within 21 days after such registration



SCHEDULE

MINUTE

"The capital of Eagle Star Holdings Limited was by virtue of a special resolution and with the sanction of an order of the High Court of Justice dated 21 November 2007, reduced from £1,125,883,303 divided into 815,418,749 ordinary shares of £1 each, 138,325,004 deferred shares of 25p each and £275,883,303 C cumulative redeemable convertible preference shares of £1 each to £50,000 divided into 50,000 ordinary shares of £1 each. At the date of registration of this Minute, 50,000 ordinary shares of £1 each are issued and are fully paid or credited as fully paid."



No. 7952 of 2007

IN THE HIGH COURT OF JUSTICE

CHANCERY DIVISION

COMPANIES COURT

IN THE MATTER OF EAGLE STAR HOLDINGS LIMITED

AND IN THE MATTER OF THE COMPANIES ACT 1985

ORDER

**Shoosmiths
Apex Plaza
Forbury Road
Reading
RG1 1SH
Ref: NMTJEO**