Company Number: 2412603

ORANGE HOLDINGS (UK) LIMITED
(the "Company")

SOLVENCY STATEMENT UNDER SECTION 643 COMPANIES ACT 2006 MADE FOR THE PURPOSES OF SECTION 642 COMPANIES ACT 2006 ON 2010 MADE IN COMPLIANCE WITH THE COMPANIES (REDUCTION OF SHARE CAPITAL) ORDER 2008

We, Sian Williams and Johan Van den Cruijce), being all the directors of the Company as at the date of this statement

(a)   have formed the opinion, as regards the Company's situation at the date of this statement, that there is no ground on which the Company could then be found to be unable to pay (or otherwise discharge) its debts, and

(b)   have also formed the opinion that the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following the date of this statement

In forming these opinions, we have taken into account all of the Company's liabilities (including any contingent or prospective liabilities)

Signed by

SIAN WILLIAMS   JOHAN VAN DEN CRUIJCE

Date   .   .   Date. 26/9/11

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