

**STATEMENT OF COMPLIANCE BY THE DIRECTORS IN RELATION TO A
REDUCTION OF CAPITAL FOR THE PURPOSES OF SECTION 644 OF THE
COMPANIES ACT 2006**

DATED: 17th August 2009

Company Name: DELPHI HOLDINGS LIMITED
("the Company")

Company No: 03058551

We:

Sara McCracken,

and

Medeco Developments Limited

being all of the directors for the time being of the Company do hereby solemnly and sincerely state as follows:

1. That the Company has passed a Special Resolution for a reduction of capital pursuant to the provisions of Sections 642-644 of the Companies Act 2006.
2. That the Special Resolution for the reduction of capital was passed on 17th August 2009.
3. That the Solvency Statement in connection with the reduction of capital made by the directors pursuant to the provision of Section 643 of the Companies Act 2006:
 - a) was made not more than 15 days before the date on which the resolution for the reduction of capital was passed; and
 - b) was provided to the members of the Company in accordance with the provisions of Section 642(2) of the Companies Act 2006.

Sara McCracken

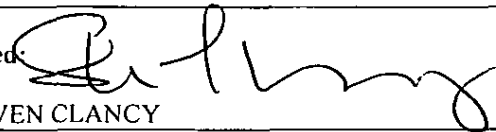
Signed:



Date: 17th August 2009

Medeco Developments Limited – by its duly authorised representative

Signed:



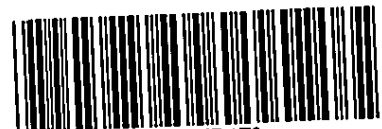
Date: 17th August 2009

STEVEN CLANCY

Presenter name and address:

Deloitte LLP
2 New Street Square
London EC4A 3BZ

WEDNESDAY



LD1

L1CFKD4E
09/09/2009
COMPANIES HOUSE

50