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CHFP010.

Please do not write in
this margin

COMPANIES FORM No. 128(3)

Statement of particulars of variation of rights attached to shares

128(3)

Pursuant to section 128(3) of the Companies Act 1985

Please complete
legibly, preferably in
black type, or bold
block letteringTo the Registrar of Companies
(address overleaf)

For official use

Company Number

Name of company

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03985873

* Insert full name of
company

* J.P. Morgan Investment Management Limited

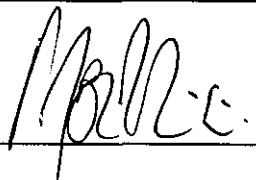
† insert date

On † 15 December 2004 the rights attached to

Number of Shares	Class(es) of share
100,000,000	Deferred shares

were varied as set out below (otherwise than by amendment of the company's memorandum or articles or by any resolution or agreement to which section 380 of the above Act applies)

as per attached Resolutions

‡ Insert Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriateSigned  Designation ‡ Director Date 15 December 2004Presenter's name, address
and reference (if any):

For official use

General Section

Post room

