

**THE COMPANIES ACTS 1985 AND 1989**

**COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**CARP (H) LIMITED**

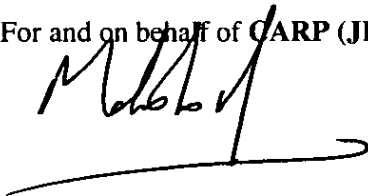
("Company")

In accordance with section 381A of the Companies Act 1985 ("Act"), we **resolve** as follows

**RESOLUTION**

**That** the payment by the Company of a dividend in specie of £156,599,698 to the Company's shareholder by assigning to such shareholder a £156,599,698 receivable due and outstanding to the Company from Sun CP Midco Limited be and is hereby approved

For and on behalf of **CARP (JERSEY) 2 LIMITED**



Dated 18 July 2007

We, being the auditors to the Company, acknowledge that a copy of the above resolution and attachments was sent to us on 20 July 2007

Signed

Dated

