

SUN CP NEWMIDCO LIMITED

("Company")

**STATEMENT OF COMPLIANCE RE REDUCTION OF CAPITAL SUPPORTED BY
SOLVENCY STATEMENT**

(pursuant to section 644(5) of the Companies Act 2006)

The Company has taken steps to effect a capital reduction ("**Capital Reduction**") supported by a solvency statement made by the directors of the Company on 14 April 2009 pursuant to section 642 of the Companies Act 2006 ("**Solvency Statement**") by reducing (with no return to shareholders) the Company's share capital by a reduction of the nominal value of each share in the capital of the Company, whether issued or unissued.

We, being all the directors of the Company, confirm that:

1. the Solvency Statement was made not more than 15 days before the date on which the special resolution approving the Capital Reduction was passed; and
2. a copy of the Solvency Statement was provided to every eligible member in accordance with section 642(2) of the Companies Act 2006.

Signed on 14 April 2009 by each of the directors of the Company:

MALCOLM RONALD FRANCE:

) Signature

MARTIN PETER DALBY:

) Signature

ANTHONY MARTIN ROBINSON:

) Signature

JOSEPH PATRICK BARATTA:

) Signature

CHAD RUSTAN PIKE:

) Signature

ANDREA VALERI:

) Signature

PETER HUSTON STOLL:

) Signature

TUESDAY



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COMPANIES HOUSE

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