

Company number: 05456337

SUN CP NEWMIDCO LIMITED
("Company")

MEMORANDUM OF SHARE CAPITAL UPON REDUCTION OF CAPITAL
(delivered pursuant to section 644 of the Companies Act 2006, as amended by the Companies Act 2006 (Commencement No.7, Transitional Provisions and Savings) Order 2008)

A reduction of share capital of the Company supported by a solvency statement was approved by special resolutions passed on 14 April 2009. Upon such resolutions taking effect:

1. the authorised share capital of the Company will be £100 divided into 121,810,116 ordinary shares of £100/121,810,116 each;
2. the issued share capital of the Company will be £100 divided into 121,810,116 ordinary shares of £100/121,810,116 each; and
3. each of the Company's issued ordinary shares of £100/121,810,116 each will be deemed to be fully paid up.

Signature:  Date: 14 April 2009

Director/Secretary

TUESDAY



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14/04/2009
COMPANIES HOUSE