

IN THE HIGH COURT OF JUSTICE  
CHANCERY DIVISION  
COMPANIES COURT  
MR REGISTRAR BAISTER

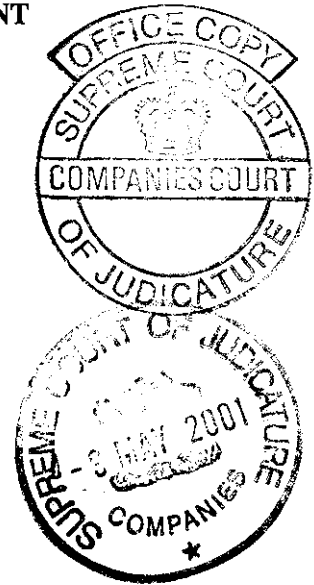
6/6/01  
No.002514 of 2001

Wednesday the 9th day of May 2001

**IN THE MATTER OF CHARTERHOUSE DEVELOPMENT  
CAPITAL HOLDINGS LIMITED**

- and -

**IN THE MATTER OF THE COMPANIES ACT 1985**



UPON THE PETITION of the above named Charterhouse Development Capital Holdings Limited (the "**Company**") whose registered office is situate at 85 Watling Street, London EC4M 9BX on 18 April 2001 preferred unto this Court

AND UPON HEARING Counsel for the Company

AND UPON READING the said Petition and the evidence

THE COURT CONFIRMS the reduction of capital of the Company from £29,100,000 to £1 resolved on and effected by a written resolution passed on 11th April 2001

AND THE COURT APPROVES the Minute set forth in the Schedule hereto

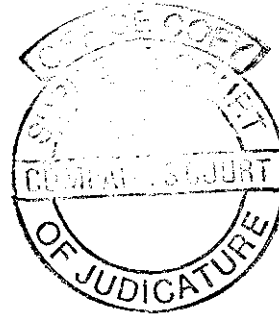
AND IT IS ORDERED

- (i) THAT this Order be produced by the Company to the Registrar of Companies and that it deliver an Office Copy hereof to him together with a copy of the said Minute; and;
- (ii) THAT notice of the registration by the Registrar of Companies of this Order and of the said Minute be published by the Company once in "The Financial Times" newspaper within 21 days after such registration.



**THE SCHEDULE BEFORE REFERRED TO MINUTE APPROVED BY THE COURT**

"The capital of Charterhouse Development Capital Holdings Limited was by virtue of a written resolution and with the sanction of an Order of the High Court of Justice dated 9 May 2001 reduced from £29,100,000 divided into 29,100,000 ordinary shares of £1 each to £1 divided into 1 ordinary share of £1. At the date of the registration of this Minute the 1 ordinary share has been issued and is deemed to be fully paid up."



No. 002514 of 2001

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9th May 2001

**IN THE MATTER OF  
CHARTERHOUSE DEVELOPMENT  
CAPITAL HOLDINGS LIMITED**

**- and -**

**IN THE MATTER OF THE  
COMPANIES ACT 1985**

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**ORDER**

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Clifford Chance  
Limited Liability Partnership  
200 Aldersgate Street  
London EC1A 4JJ

Solicitors for the Company