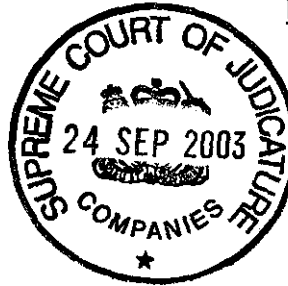


IN THE HIGH COURT OF JUSTICECHANCERY DIVISIONCOMPANIES COURT

No.005540 of 2003



MR Registrar SIMMONDS

Wednesday, the 24th day of September 2003

IN THE MATTER OF CCF CHARTERHOUSE LIMITED

-and-

IN THE MATTER OF THE COMPANIES ACT 1985



ORDER

UPON THE PETITION of the above-named CCF Charterhouse Limited ("the Company") whose registered office is situate at 8 Canada Square, London E14 5HQ on the 1st September 2003, preferred unto this Court

AND UPON HEARING Counsel for the Company

AND UPON READING the said Petition and the evidence

THE COURT ORDERS that the reduction of the share capital of the above Company resolved on and effected by a Written Resolution dated 26 August 2003 taking effect as a Special Resolution be and the same is hereby confirmed in accordance with the provisions of the above-mentioned Act

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

AND IT IS ORDERED:

- (1) that this Order be produced to the Registrar of Companies and that an office copy be delivered to him, together with a copy of the said Minute; and
- (2) that notice of the registration by the Registrar of Companies of this Order and of the said Minute be published once in "The Independent" newspaper within 21 days after such registration

Dated the 24th day of September 2003



SCHEDULE

The capital of CCF Charterhouse Limited was by virtue of a Written Resolution of the Company taking effect as a Special Resolution and with the sanction of an Order of the High Court of Justice dated 24th September 2003 reduced from £126,000,000 divided into 126,000,000 Ordinary Shares of £1 each to £1,000, divided into 1,000 Ordinary Shares of £1 each. At the date of the registration of this Minute all of the said Shares have been issued and are deemed to be fully paid.

No. 005540 of 2003

IN THE HIGH COURT OF JUSTICE

CHANCERY DIVISION

COMPANIES COURT

Registrar

Wednesday, the 24th day of September 2003

IN THE MATTER OF CCF
CHARTERHOUSE LIMITED

-and-

IN THE MATTER OF THE COMPANIES ACT
1985

ORDER

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Ref: LVH/112/AA59140

Solicitors for the Company