

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

CARP (L) LIMITED

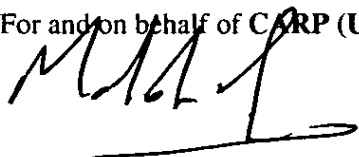
("Company")

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 £143,806,681 to the Company's shareholder by assigning to such shareholder a £143,806,681 receivable due and outstanding to the Company from Sun CP Midco Limited be and is hereby approved

For and on behalf of **CARP (UK) 3 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

