

Company number: 05456406

SUN CP NEWTOPCO 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)

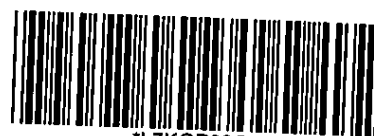
A reduction of share capital of the Company supported by a solvency statement was approved by special resolutions passed on 14 April 2009. Upon such resolutions taking effect:

1. the authorised share capital of the Company will be £100 divided into 102,430,287 ordinary shares of £100/102,430,287 each;
2. the issued share capital of the Company will be £100 divided into 102,430,287 ordinary shares of £100/102,430,287 each; and
3. each of the Company's issued ordinary shares of £100/102,430,287 each will be deemed to be fully paid up.


Director/Secretary

Date: 14 April 2009

TUESDAY



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L7KGP90Q
14/04/2009

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COMPANIES HOUSE