

**SUN CP NEWTOPCO LIMITED**  
("Company")

**STATEMENT OF COMPLIANCE RE REDUCTION OF CAPITAL SUPPORTED BY  
SOLVENCY STATEMENT**

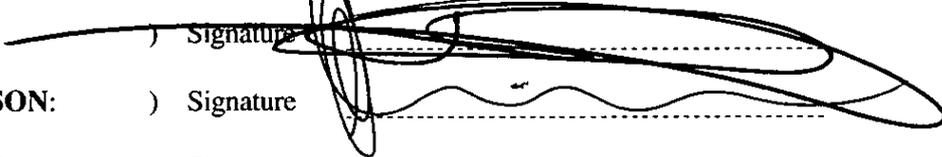
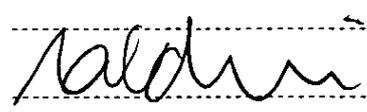
(pursuant to section 644(5) of the Companies Act 2006)

The Company has taken steps to effect a capital reduction ("Capital Reduction") supported by a solvency statement made by the directors of the Company on 14 April 2009 pursuant to section 642 of the Companies Act 2006 ("Solvency Statement") by reducing (with no return to shareholders) the Company's share capital by a reduction of the nominal value of each share in the capital of the Company, whether issued or unissued.

We, being all the directors of the Company, confirm that:

1. the Solvency Statement was made not more than 15 days before the date on which the special resolution approving the Capital Reduction was passed; and
2. a copy of the Solvency Statement was provided to every eligible member in accordance with section 642(2) of the Companies Act 2006.

Signed on 14 April 2009 by each of the directors of the Company:

<b>MALCOLM RONALD FRANCE:</b>	) Signature	
<b>MARTIN PETER DALBY:</b>	) Signature	
<b>ANTHONY MARTIN ROBINSON:</b>	) Signature	
<b>JOSEPH PATRICK BARATTA:</b>	) Signature	
<b>CHAD RUSTAN PIKE:</b>	) Signature	
<b>ANDREA VALERI:</b>	) Signature	
<b>PETER HUSTON STOLL:</b>	) Signature	



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MARTIN PETER DALBY:	) Signature	.....
ANTHONY MARTIN ROBINSON:	) Signature	.....
JOSEPH PATRICK BARATTA:	) Signature	<i>J. Baratta</i>
CHAD RUSTAN PIKE:	) Signature	<i>Chad R. Pike</i>
ANDREA VALERI:	) Signature	<i>Andrea Valeri</i>
PETER HUSTON STOLL:	) Signature	<i>Peter H. Stoll</i>