

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

CARP (NW) LIMITED

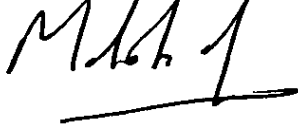
("Company")

In accordance with section 381A of the Companies Act 1985 ("Act"), we resolve as follows.

RESOLUTION

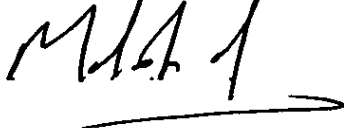
That the payment by the Company of a dividend in specie of £26,135,499 to each of the Company's shareholders by assigning to each shareholder 50 per cent of a £52,270,998 receivable due and outstanding to the Company from Sun CP Midco Limited be and is hereby approved

For and on behalf of CARP (O) LIMITED



Dated 18 July 2007

For and on behalf of CARP (UK) 3A 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

