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IN THE HIGH COURT OF JUSTICE

No. 4366 of 2004

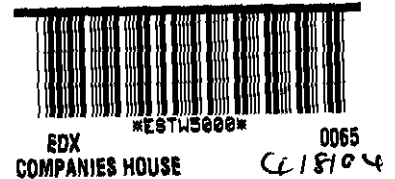
CHANCERY DIVISION

COMPANIES COURT

**IN THE MATTER OF BBC VENTURES GROUP LIMITED
AND IN THE MATTER OF THE COMPANIES ACT 1985**

Registrar Jaques

28 July 2004



UPON THE PETITION of the above-named BBC Ventures Group Limited (the "Company") whose registered office is situate at Broadcasting House, Portland Place, London W1A 1AA the Petitioner named in the Petition preferred unto this Court in the above matters on 6 July 2004 (the "Petition")

AND UPON HEARING Counsel for the Company

AND UPON READING the Petition and the evidence

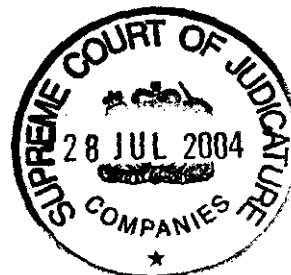
IT IS ORDERED that the reduction of the capital of the Company from £124,000,003 to £61,000,003 resolved on and effected by written resolution dated 7 June 2004 be and the same is hereby confirmed in accordance with the provisions of the above-mentioned Act

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

AND IT IS ORDERED that this Order be produced to the Registrar of Companies and that an office copy hereof be delivered to him together with a copy of the said Minute

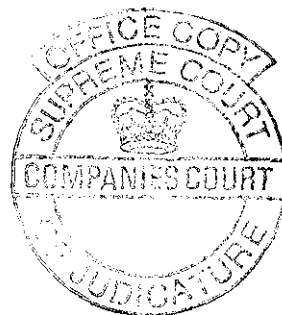
AND IT IS ORDERED that notice of the registration by the Registrar of Companies of this Order and of the said Minute be published once in The Independent newspaper within 28 days after such registration.

DATED 28 July 2004



SCHEDULE

The share capital of BBC Ventures Group Limited was by virtue of a written resolution and with the sanction of an Order of the High Court of Justice dated 28 July 2004 reduced from £124,000,003 divided into 124,000,003 ordinary shares of £1 each to £61,000,003 divided into 61,000,003 ordinary shares of £1 each. At the date of the registration of this Minute, all of the ordinary shares of £1 each have been issued and are fully paid up



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**ORDER ON
PETITION**

Field Fisher Waterhouse
35 Vine Street
London
EC3N 2AA

Ref: ELL