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288a

Please complete in typescript,
or in bold black capitals.

APPOINTMENT of director or secretary (NOT for resignation (use Form 288b) or change of particulars (use Form 288c))

CHFP025

Company Number 4467230

Company Name in full VELVETBRIDGE LIMITED (in process of changing name to Sun CP Properties Limited)

Date of appointment Day Month Year 2 8 1 0 2 0 0 2 †Date of Birth Day Month Year 1 9 0 8 1 9 7 4

Appointment form Appointment as director as secretary Please mark the appropriate box. If appointment is as a director and secretary mark both boxes.

NAME *Style / Title MR LORRD *Honours etc

Notes on completion appear on reverse.

Forename(s) EDWARD SPENCER ALBERT CHARLES

Surname CHURCHILL SPENCER - CHURCHILL

Previous Forename(s) Previous Surname(s)

Usual residential address †† 1 SHEPHERDS PLACE, UPPER BROOK STREET

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under the provisions of section 723B of the Companies Act 1985

Post town LONDON Postcode W1Y 3RU

County / Region Country ENGLAND

†Nationality BRITISH †Business occupation DIRECTOR

†Other directorships (additional space overleaf) see attached sheet I consent to act as ** director / secretary of the above named company

* Voluntary details.
† Directors only.
** Delete as appropriate

Consent signature Date 28/10/02

A director, secretary etc must sign the form below.

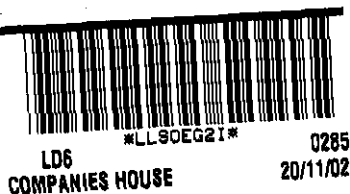
Signed Date 28/10/02

(* a director / secretary / administrator / administrative receiver / receiver manager / receiver)

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the

Clifford Chance LLP
200 Aldersgate Street
London
EC1A 4JJ REF: FXW/S6197/00077
Tel 020 7600 1000
DX number 606 DX exchange LONDON

When you have completed and signed the form please send it to the Registrar of Companies at:



Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland DX 235 Edinburgh

Company Number

4467230

† Directors only.

† Other directorships

see attached sheet

NOTES

Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the name on surname line and registered or principal office on the usual residential line.

Give previous forenames or surname(s) except:

- for a married woman, the name by which she was known before marriage need not be given.
- for names not used since the age of 18 or for at least 20 years

A peer or individual known by a title may state the title instead of or in addition to the forenames and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Other directorships.

Give the name of every company incorporated in Great Britain of which the person concerned is a director or has been a director at any time in the past five years.

You may exclude a company which either is, or at all times during the past five years when the person concerned was a director, was

- dormant
- a parent company which wholly owned the company making the return, or
- another wholly owned subsidiary of the same parent company.

Directorships

Edward Spencer Churchill

1 Shepherds Place
Upper Brook Street
London
W1Y 3RU

British Nationality

Occupation: Director

Date of Birth: 19/08/74

List of Current Directorships:

Sun Capital Partners Limited: Date appointed 03/02/01

Sun Cap Limited: Date appointed 31/08/01

Capital Management and Investment PLC: Date appointed 12/02/00

Principal Advisors Limited: Date appointed 16/12/99

Previous Directorships in the last five years:

Optidisc Protection Systems Ltd (dissolved 10/11/98)

Punch Retail (Holdings) Ltd (01/09/00)

Punch Retail Limited (RESIGNED 01/09/00)

Punch Group (equity) Limited (resigned 01/09/00)

One Stop Car Shop (resigned 18/08/98)

B G H Group Limited (dissolved 12/02/02)

Coolstar Limited (dissolved 25/05/99)

Last updated 30.07.02