

PricewaterhouseCoopers
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The Directors
AXA UK plc
107 Cheapside
London
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England

6 February 2003

Notice of resignation as auditors

Following the conversion of PricewaterhouseCoopers to a Limited Liability Partnership (LLP) from 1 January 2003, we have agreed with you that the new firm, PricewaterhouseCoopers LLP will be replacing us as auditors.

In accordance with Section 392 of the Companies Act 1985, we give notice that we are resigning as auditors of AXA UK plc and its subsidiary undertakings in the United Kingdom ("the Companies") listed in Appendix 1 with effect from February 10, 2003.

In accordance with Section 394 of the Companies Act 1985, we confirm that there are no circumstances connected with our resignation which we consider should be brought to the notice of the shareholders or creditors of AXA UK plc and the Companies.

Yours faithfully,

PricewaterhouseCoopers

PricewaterhouseCoopers



The Directors
5 February 2003

Appendix 1

Name	Registration No.
ACE Helpline Limited	1712031
Atlas Assurance Company Limited	70499
AXA (Cardiff) Limited	956848
AXA Direct Insurance Limited	90372
AXA Direct Limited	2204119
AXA Equity & Law Home Loans Limited	2243782
AXA Equity & Law Life Assurance Society plc	575435
AXA Equity & Law Reversionary Interest Society Limited	16807
AXA Equity & Law Trustees Limited	1497951
AXA Equity & Law Unit Trust Managers Limited	949016
AXA Finance UK plc	3087767
AXA General Insurance Limited	141885
AXA Insurance plc	932111
AXA Insurance UK plc	78950
AXA Life Finance Limited	2294610
AXA Online Limited	3672411
AXA Portfolio Services Limited	1128611
AXA PPP healthcare Administration Services Limited	3429917
AXA PPP healthcare group plc	3148346
AXA PPP healthcare limited	3148119
AXA Properties Limited	2847524
AXA Services Limited	446043
AXA Sun Life Direct Limited	586343
AXA Sun Life Holdings Public Limited Company	3479251
AXA Sun Life plc	3291349
AXA Sun Life Services plc	3424940
AXA UK plc	2937724
AXA-GRE Europe Investments Limited	804376
Bell, Noble, Elliott, (Brokers) Limited	1082196
Best Legal Protection Limited	2252316
British Equitable Assurance Company Limited	77950
Bruton Property Holdings Limited	528467

The Directors
5 February 2003

Name	Registration
Charles Carrick Limited	2667212
Denplan Limited	1981238
G.R.E. Farms (Lytham) Limited	778848
Graywood Investments Limited	646222
Guardian Asset Management Limited	1088818
Guardian Direct Limited	1004287
Guardian Eastern Insurance Company Limited	157136
Guardian Health Limited	32491
Guardian Healthcare Services Limited	3075444
Guardian Insurance Limited	90599
Guardian Insurance Services (UK) Limited	1024801
Guardian Investment Holdings Limited	2482096
Guardian Leasing (No. 1) Limited	817696
Guardian Leasings Limited	1094436
Guardian Properties Limited	1032988
Guardian Royal Exchange plc	1821312
Insurance Management International Limited	3193467
Magnet House Properties Limited	692959
Medical & Industrial Services Limited	1336017
Medical & Industrial Services (Health & Safety) Limited	2892906
Orion Personal Insurances Limited	295258
PPP healthcare Professional Services Limited	3567890
PPP lifetime care plc	2561344
PPP Medical Centre Limited	1532438
PPP Trio Limited	3068271
Priplan Investments Limited	1439123
Provincial Nominees Limited	619274
Provincial Training Limited	2802463
Stramongate Investments Limited	2166928
Sun Life and Provincial (Ireland) Limited	1970160
Sun Life and Provincial Quest Trustee Company Limited	3821059
Sun Life Assurance Society plc	776273
Sun Life Corporation plc	1989351
Sun Life Financial Services Limited	545887

The Directors
5 February 2003

Name	Registration No.
Sun Life International Limited	558514
Sun Life OLAC Limited	2638489
Sun Life Pensions Management Limited	1105141
Sun Life SMC Limited	2638607
Sun Life Staff Schemes Limited	525559
Sun Life Technical Services Limited	551440
Sun Life Unit Assurance Limited	975601
Sun Life Unit Services Limited	1390717
Suntrust Limited	1460956
The Insurance Shop Limited	951937
The Metropolitan Trust Company Limited	53735
The Royal Exchange Assurance	Z.80
The State Assurance Company Limited	33755
Venture Preference Limited	3251684
W.E.H. Oakley (Hounslow) Limited	536810