

**Coopers
& Lybrand**

business assurance
business recovery and insolvency
corporate finance
management consulting
tax and human resource advice

1 Embankment Place
London WC2N 6NN

telephone (0171) 583 5000
facsimile (0171) 822 4652

cables Colybrand London
telex 887470

your reference

our reference

R Coyle Esq
Commercial Union Assurance Company plc
and other companies listed in Appendix A
St Helen's
1 Undershaft
LONDON
EC3P 3DQ

99375

27 November 1998

Subject: Notice of resignation

Dear Sir,

Following the merger of Price Waterhouse and Coopers & Lybrand from 1 July 1998, we have agreed with you that the new firm, PricewaterhouseCoopers 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 with effect from 30 November 1998.

Yours faithfully,

Coopers & Lybrand

Coopers & Lybrand



Lists of the names of the partners in the United Kingdom firms of Coopers & Lybrand and its associate partnerships are open to inspection at the above address which is the principal place of business.

All partners in the associate partnerships are authorised to conduct business as agents of, and all contracts for services to clients are with, Coopers & Lybrand. Coopers & Lybrand is authorised by the Institute of Chartered Accountants in England and Wales to carry on investment business.

Coopers & Lybrand is a member of Coopers & Lybrand International, a limited liability association incorporated in Switzerland.

Recipients of letter dated 27 November 1998 concerning novation of audit contracts

<i>Company name</i>	<i>Company Registered Number</i>
Advance Call Limited	3265548
Agency Financial Services	2284488
AMS - Affinity Services Limited	2265858
Coastal Nominees (International) Limited	1956148
Coastal Nominees Limited	586025
Commercial Union Asset Management Limited	2045601
Commercial Union Assurance Company plc	21487
Commercial Union (BES) Investment Management Limited	2414063
Commercial Union Capital Limited	2045602
Commercial Union Corporate Investments Limited	2229150
Commercial Union Corporate Member Limited	3381519
Commercial Union Creditor Limited	3115184
Commercial Union Employment Services Limited	2045600
Commercial Union Equipment Finance Limited	2045604
Commercial Union Financial Holdings Limited	1996683
CGU Financial Management Limited	2084203
Commercial Union Financial Services Limited	746329
Commercial Union Holdings (France) Limited	2180195
CGU Life Dormant (AFS) Limited	2180236
Commercial Union International Holdings Limited	2180206
Commercial Union Investment Management Limited	1151805
Commercial Union Investments Limited	1189562
Commercial Union Leasing Limited	596515
Commercial Union Life Assurance Company Limited	79678
Commercial Union Lime Street (No.1) Limited	3379173
Commercial Union Mortgage Corporation Limited	2180475
Commercial Union Mortgage Partnership Limited	2227378
Commercial Union Nominee Holdings Limited	2084204
Commercial Union Pensions Management Limited	153220
Commercial Union Properties Limited	875470
Commercial Union Properties (Estate Services) Limited	1519038
Commercial Union Properties (Investments) Limited	958498
Commercial Union Properties (UK) Limited	38177
Commercial Union Quilter Nominees Limited	326331
CGU Holdings (Australia) Limited	2180202
CGU Risk Management Limited	1206978
Commercial Union Trustees Limited	2045961
CGU Trust Managers Limited	SCO 4669
Commercial Union Underwriting Limited	94405

Appendix A

Curepool Investments Limited	3264769
Estates House Investment Trust Limited	1189560
Fine Art and General Insurance Company Limited	32100 C
Foster & Braithwaite Limited	2202436
Hawkshead Trust Nominees Limited	238035
Holloways' Properties Limited	75013
London and Scottish Assurance Corporation Limited	110206
North British and Mercantile Insurance Corporation Limited	11476
Portman Financial Services Limited	2180487
Quilpep Nominees Limited	2047087
Quilter & Co Limited	1923571
Quilter Fund Management Limited	2276027
Quilter Holdings Limited	3051140
Railway Passengers Assurance Company	58 C
Retirex Limited	2299283
Steerline Limited	2010448
The British & European Reinsurance Company Limited	100367
The Employers' Liability Assurance Corporation Limited	24918
The Indemnity Marine Assurance Company Limited	23712
The Merchants Marine Insurance Company Limited	5334
The National Guarantee and Suretyship Association Limited	SCO 135
The Northern Assurance Company Limited	99375
The Ocean Accident and Guarantee Corporation Limited	11543
The Ocean Marine Insurance Company Limited	27204
The Royal Scottish Insurance Company Limited	SCO 6383
The Welsh Insurance Corporation Limited	115938
The White Cross Insurance Company Limited	SCO 4090
The World Auxiliary Insurance Corporation Limited	158900
Travellers Insurance Association Limited	110292
Union Assurance Society Limited	SCO 3539
West of Scotland Insurance Office Limited	SCO 1584
Wordbase Limited	1594243