

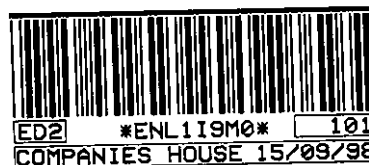
Price Waterhouse



Reg. no. 391027

The Directors Smiths Industries plc

A & D Fluid Power Limited
Adaptaflex Limited
Air Movement (Holdings) Limited
Air Movement Group Limited
Air Movement Group Services Limited
Airmaster Installations Limited
Airstream Products Limited
Anda Products Limited
Ashling Engineering Co. Limited
Avon Medicals Limited
Axia Fans Limited
Beamtone Limited
Ceewood Developments Limited
Ceewood Estates Limited
Ceewood Housing Limited
Chartco Limited
Claude Rye Bearings Limited
Concord Laboratories Limited
Defence Equipment Company Limited
Downs Surgical International Limited
Elkay Electrical Manufacturing Company Limited
Engine & Fuel Control Systems Limited
Eschmann Bros & Walsh Limited
Euro-Hose Limited
~~Flexible Ducting Limited~~
Flight Navigation Limited
Fliteline Limited
Foray 306 Limited
~~George Maclellan Holdings Limited~~
Goring Kerr Plc
Graseby Dynamics Limited
Graseby Infrared Limited
Graseby Limited
Graseby Microsystems Limited
Graseby Overseas Holdings Limited
Graseby Specac Limited
Grosvenor Surgical Supplies Limited
H & V Supplies Limited
H.G. Wallace Limited



Offices at Aberdeen, Birmingham, Bristol, Cardiff, Edinburgh, Glasgow, Hull, Leeds, Leicester, London, Manchester, Middlesbrough, Newcastle, Nottingham, St. Albans, Southampton and Windsor.

The partnership's principal place of business is at Southwark Towers, 32 London Bridge Street, London SE1 9SY where a list of the partners' names is available for inspection.

The firm is authorised by the Institute of Chartered Accountants in England and Wales to carry on investment business.



Harnessflex Limited
Henry Hughes & Son Limited
Hypertac Limited
Icore International Limited
J.D. Potter Limited
Kelvin Hughes Limited
~~Kelvin, Bottomley & Baird Limited~~
Kopex International Limited
Kopex Trading Limited
Lighthome Limited
Lodge Ceramics Limited
Lodge Ignition Limited
Lokata Limited
M.J.A. Dynamics Limited
Matburn Limited
Medical – Assist Limited
Micro Circuit Engineering Limited
Ming Instruments Limited
NCA Manufacturing Limited
Newmarket Datasystems Limited
~~Nova Radiotelephones Limited~~
Pyzotec Limited
Quartz Limited
Qubit Limited
Radiomobile Limited
Roof Units (Group) Limited
S I A D S Management Limited
S I Properties Limited
S. Smith & Sons (Cheltenham) Limited
S. Smith & Sons (England) Limited
S.I Executive Trustees Limited
S.I Pension Trustees Limited
S.I Pension Nominees Limited
S.I Senior Executive Trustees Limited
S.I Senior Management Trustees Limited
S.I.M Trustees Limited
SI Overseas Holdings Limited
Sifan Systems Limited
Simcare Limited
Simcare Manufacturing Limited
Sims Graseby Limited
Sims Medical Distribution Limited
Sims Pneupac Limited
Sims Portex Limited



Sims Surgical Equipment (Braintree) Limited
Sims Surgical Equipment (Sheffield) Limited
Sims Surgical Equipment Limited
SLI International Limited
~~Smiths Industries (AEP) Limited~~
Smiths Industries (ECC) Limited
~~Smiths Industries (Maritime) Limited~~
Smiths Industries (MB) Limited
~~Smiths Industries (MPR) Limited~~
~~Smiths Industries (MR) Limited~~
Smiths Industries Aerospace & Defence Systems Limited
Smiths Industries Environmental Controls Company Limited
Smiths Industries Group Limited
Smiths Industries Hydraulics Company Limited
Smiths Industries Industrial Group Limited
Smiths Industries International Limited
Smiths Industries Management Limited
Smiths Industries Medical Systems Limited
Smiths Industries SPMC Limited
Smiths Industries XMS Limited
Smiths Motor Accessories Limited
Smiths Nominees Limited
~~Specialised Air Movement Equipment Limited~~
Superflexit Finance and Leasing Limited
Superflexit Limited
Surgical Equipment Supplies Limited
Tace Plc
Torin Holdings Limited
Torin Limited
U & G Air Movement Limited
Uniroof Limited
Unitex Limited
Vent-Axia Limited
Wex Engineering Limited
Worthvance Limited



765 Finchley Road
Childs Hill
London
NW11 8DS

12 August 1998

Dear Sirs

Following the merger of Price Waterhouse and Coopers & Lybrand from 1 July 1998, we have agreed that the new firm, PricewaterhouseCoopers will be replacing us as auditors. In accordance with Section 392 of the Companies Act 1987 we give notice that we are resigning as auditors of each of the companies to which this letter is addressed with effect from 15 July 1998.

In accordance with Section 394 of the Companies Act 1985, we confirm with respect to each of the companies to which this letter is addressed that there are no circumstances in connection with our ceasing to hold office as auditors to the company that we consider should be brought to the attention of the company's members or creditors.

Yours faithfully

Price Waterhouse