

Southwark Towers
32 London Bridge Street
London SE1 9SY

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Price Waterhouse



1 September 1998

The Directors
Dial Holdings Limited
✓ Dial Contracts Limited
Dial Vehicle Management Services Limited
Dial House
Burstons Road
London SW15 6SD

707749

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 auditor to the above named companies. In accordance with Section 392 of the Companies Act 1985 we give notice that we are resigning as auditor of the above companies with immediate effect.

Yours faithfully

Price Waterhouse

Price Waterhouse

MMR/NS



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.

Price Waterhouse



1 September 1998

The Directors
Dial Holdings Limited
Dial Contracts Limited
Dial Vehicle Management Services Limited
Dial House
Burston Road
London SW15 6SD

Dear Sirs

**STATEMENT OF CIRCUMSTANCES TO THE DIRECTORS ON CEASING TO HOLD OFFICE
AS AUDITORS**

In accordance with Section 394 of the Companies Act 1985, we confirm that there are no circumstances connected with our ceasing to hold office as auditor to the above companies that we consider should be brought to the attention of the companies' members or creditors.

Yours faithfully

Price Waterhouse

MMR/NS