

Price Waterhouse

14 December 1998

The Directors

Andre Ltd (Company number: 00440927)
DUCO International Ltd (Company number: 3471699)
DUCO Technology Ltd (Company number: 00990619)
Dunlop Belting Products Ltd (Company number: 01741742)
Dunlop Enerka Belting Ltd (Company number: 222002)
Dunlop Enerka Group Ltd (Company number: 3472876)
Dunlop Greengate Ltd (Company number: 3471696)
Dunlop GRG Ltd (Company number: 3471708)
Dunlop Hiflex Fluidpower Ltd (Company number: 01046614)
Dunlop Hiflex Ltd (Company number: 00385758)
Dunlop Oil & Marine Ltd (Company number: 3471656)
Enerka Overseas Holdings Ltd (Company number: 3472774)
Enerka Unlimited (Company number: 3477440)
Farington Property Company Ltd (Company number: 3471659)
Gandy Belting Ltd (Company number: 00070661)
Greengate Polymer Coatings Ltd (Company number: 00128102)
GRG Properties UK Ltd (Company number: 3471660)
Hiflex Fluidhandling Group Ltd (Company number: 3472773)
Hiflex Fluidhandling Overseas Group Ltd (Company number: 3472903)
Hiflex Hose Ltd (Company number: 00129945)
Hiflex Unlimited (Company number: 3477436)
Leyland & Birmingham Ltd (Company number: 3471667)
North Eastern Counties Hydraulics Ltd (Company number: 940565)
Powerbend UK Ltd (Company number: 3471689)
Schlegel Ltd (Company number: 3471689)
Schlegel (UK) Ltd (Company number: 1157470)
Schlegel (UK) Engineering Ltd (Company number: 1158348)
Silentbloc UK Ltd (Company number: 3456907)
Silvertown Properties UK Ltd (Company number: 3471670)
Silvertown UK Ltd (Company number: 3471683)
UniPoly Enerka Holdings UK Ltd (Company number: 3472752)
UniPoly Hiflex Holdings Ltd (Company number: 3472762)
UniPoly Management Company Ltd (Company number: 3454608)
Vulcanisers International Ltd (Company number: 1061816)

Staple House
Staple Gardens
Winchester
Hampshire
SO23 8SR



Dear Sirs,

Letter of Resignation

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 1985 we give notice that we are resigning as auditors of the above companies with effect from 14 December 1998.

Yours faithfully

Price Waterhouse

Price Waterhouse Coopers, a member firm of the Price Waterhouse Coopers network, is a company limited by guarantee, registered in England, number 1042967. It is a subsidiary of Price Waterhouse Coopers Limited, a company limited by shares, registered in England, number 1042967.

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Dear Sirs,

Statement of Circumstances

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 auditors to the above companies that we consider should be brought to the attention of the companies' members or creditors.

Yours faithfully

Price Waterhouse

14 December 1998

PricewaterhouseCoopers
1 Embankment Place
London WC2N 6NN
Telephone +44 (0) 171 583 5000
Facsimile +44 (0) 171 822 4652

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Dear Sirs,

Letter of Acceptance of Audit Appointment

Following the merger of Price Waterhouse and Coopers & Lybrand from 1 July 1998, we have agreed that the new firm, PricewaterhouseCoopers will be replacing Price Waterhouse as auditors.

PricewaterhouseCoopers is the successor partnership to the UK firms of Price Waterhouse and Coopers & Lybrand. The principal place of business of PricewaterhouseCoopers and its associate partnerships, and of Coopers & Lybrand, is 1 Embankment Place, London WC2N 6NN. The principal place of business of Price Waterhouse is Southwark Towers, 32 London Bridge Street, London SE1 9SY. Lists of the partners' names are available for inspection at those places.

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



We confirm that we will take over the audit appointment of the companies listed above on the same terms and conditions as before for Price Waterhouse. Please would you let us have confirmation of the appointment of PricewaterhouseCoopers on these terms in due course by providing us with a copy of the Board resolution to that affect.

Yours faithfully

A handwritten signature in cursive script that reads 'PricewaterhouseCoopers'.

PricewaterhouseCoopers