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**Private & confidential**

The Directors  
FAO Paul Gilbert  
Missouri Topco Limited  
Gillibrands Road  
Skelmersdale  
West Lancashire  
WN8 9TB

12 October 2012

Dear Sirs,

**Statement of Circumstances connected with our ceasing to hold office as Auditors**

In accordance with Section 519 of the Companies Act 2006, we confirm that there are no circumstances connected with our ceasing to hold office as auditors of Missouri Topco Limited, registered no 00045618 (the Company) and its subsidiaries listed below, effective from 12 October 2012, which we consider should be brought to the notice of the Company's shareholders or creditors.

Matalan Group Limited  
Matalan Finance Plc  
Matalan Limited  
Matalan Retail Limited  
Jonmar Limited  
Matalan Travel Limited  
Matalan Investments Limited  
Matalan Holding Company Limited  
\* HPO1 Nominees Limited

Yours faithfully,

*PricewaterhouseCoopers LLP*

PricewaterhouseCoopers LLP



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