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The Directors  
Orion Airways Limited  
TUI Travel House  
Crawley Business Quarter  
Fleming Way  
Crawley  
WEST SUSSEX  
RH10 9QL

1400743

16 October 2009

Dear Sirs,

**Notice of resignation as auditors**

In accordance with Section 516 of the Companies Act 2006 (the Act), we give notice that we are resigning as auditors of Orion Airways Limited, registered number 1400743 with effect from 16 October 2009, which is before the end of our term of office.

We enclose our statement of circumstances in accordance with Section 519 of the Act.

Yours faithfully,



PricewaterhouseCoopers LLP

Enclosure



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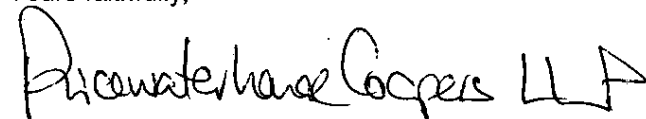
16 October 2009

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 Orion Airways Limited, registered no: 1400743 (the Company) effective from 16 October 2009, which we consider should be brought to the notice of the Company's shareholder or creditors.

Yours faithfully,



PricewaterhouseCoopers LLP