

**Coopers
& Lybrand**

business assurance
business recovery and insolvency
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EP2.182/PJE

The Directors
Royal & Sun Alliance Insurance Group plc
1 Bartholomew Lane
London EC2N 2AB

21 August 1998

Dear Sirs

1565099

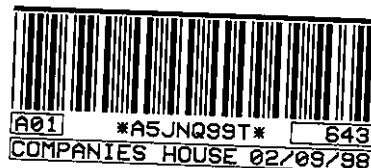
Following the merger of Price Waterhouse and Coopers & Lybrand from 1 July 1998, we have agreed with you that the new firm, PricewaterhouseCoopers will be replacing us as auditors of that company together with its UK subsidiaries, as set out in Appendix A.

In accordance with Section 392 of the Companies Act 1985 we give notice that we are resigning as auditors of Royal & Sun Alliance Insurance Group plc and those subsidiaries set out in Appendix A with immediate effect.

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 Royal & Sun Alliance Insurance Group plc and its UK subsidiaries that we consider should be brought to the attention of the companies members or creditors.

Yours faithfully

Coopers & Lybrand
Coopers & Lybrand



Lists of the names of the partners in the United Kingdom firms of Coopers & Lybrand and its associate partnerships are open to inspection at the above address, which is the principal place of business.

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

Coopers & Lybrand is a member of Coopers & Lybrand International, a limited liability association incorporated in Switzerland.

APPENDIX A

Royal & Sun Alliance Insurance Group plc and UK subsidiary companies

Acrecrest Limited
Albion Real Estate Corporation Limited
Alliance Assurance Company Limited
Archbest Limited
AUK Insurance Company Limited
Barbican Real Estate Corporation Plc
BE Inspection Limited
Beacon Insurance Company Limited
Bradford Insurance Company Limited
Bretton Financial Services Holdings Limited
Bretton Financial Services Limited
British Engine Insurance Limited
Calibre Real Estate Corporation Plc
Cavendish Insurance plc
CH Thompson Limited
Clearfol Investment Limited
Commercial Bridging plc
Directors & Officers Limited
Elders Insurance Company Limited
Employers Protection Advisory Services Limited
FirstAssist Group Limited
First Choice Health Limited
Fortress Insurance Company Limited
Foxstern Limited
Guildhall Insurance Company Limited
Hazard Management Limited
Home Bridging plc
IAS Damage Control Limited
Imbercourt Limited
Industrial Investments Limited
International Assistance Services Limited
Lancashire Financial Services Limited
Legal Benefits Limited
Legal Protection Consultants Limited
Legal Protection Group Holdings Limited
Liverpool Marine and General Insurance Company Limited
London & Aachen Munich Marine Insurance company Limited
London Guarantee & Reinsurance Company Limited
McQuitty & Co Limited
Mynshul Asset Finance Limited
Mynshul Finance plc
Mynshul Financial Services Limited
Mynshul Group plc

Mynshul Holdings Limited
Mynshul Insurance Services Limited
Mynshul Trust Limited
National Vulcan Engineering Insurance Group Limited
Newbold Freeman Limited
Nissan Insurance Company (Europe) Limited
Non-Destructive Testers Limited
Pet Healthcare Services Limited
Phoenix Assurance Overseas Holdings Limited
Phoenix Assurance plc
Phoenix Metropolitan Investments Limited
Professional Liability Brokers Limited
Property Growth (Holdings) Limited
Property Growth Assurance Company Limited
Royal & Sun Alliance (Global) Limited
Royal & Sun Alliance Insurance Group plc
Royal and Sun Alliance Insurance Finance Limited
Royal and Sun Alliance Investment Management Limited
Royal & Sun Alliance Pensions Trustee Services Limited
Royal and Sun Alliance Property Investments Limited
Royal and Sun Alliance Trust Company Limited
Royal & Sun Alliance Unit Trust Management Limited
Royal Heritage Life Assurance Limited
Royal Insurance (UK) Limited
Royal Insurance Holdings plc
Royal Insurance Leasing Limited
Royal Insurance Operational Services (UK) Limited
Royal Insurance plc (to be renamed Royal & Sun Alliance Insurance plc)
Royal Insurance Property Services Limited
Royal Insurance Service Company (Guernsey) Limited
Royal International Insurance Holdings Limited
Royal Life (Unit Linked Assurances) Limited
Royal Life (Unit Linked Pension Funds) Limited
Royal Life Building and Construction Limited
Royal Life Fund Management Limited
Royal Life Holdings Limited
Royal Life Insurance Limited 1565099
Royal Life Services Limited
Royal Life Trustee Services Limited
Royal Reinsurance Company Limited
Royal Sun Alliance Challenge Limited
Royal Sun Alliance Engineering Limited
Royal Sun Alliance Global Network Limited
Royal Sun Alliance Overseas Holdings (UK) Limited
Sal Pension Fund Limited
Sun Alliance and London Assurance Company Limited

Sun Alliance and London Insurance plc
Sun Alliance Financial Risks Limited
Sun Alliance Fund Management Limited
Sun Alliance Insurance International Limited
Sun Alliance Insurance Overseas Limited
Sun Alliance Insurance UK Limited
Sun Alliance Investment Management Limited
Sun Alliance Life Limited
Sun Alliance Linked Life Insurance Limited
Sun Alliance Managed Pensions Services Limited
Sun Alliance Management Services Limited
Sun Alliance Mortgage Company Limited
Sun Alliance Pensions Life & Investment Services Limited
Sun Alliance Pensions Limited
Sun Alliance Pensions Scheme Investment Management Limited
Sun Alliance Property Construction Limited
Sun Insurance Office Limited
Surfeal Holdings Limited (formerly Chancellors Holdings)
Surfeal Ltd (formerly CREAL)
Swinchan Holdings Limited
Swinton Group Limited
Swinton Holdings Limited
Swinton Properties Limited
Tariff Reinsurances Limited
The British & Foreign Marine Insurance Company Limited
The Century Insurance Company Limited
The Globe Insurance Company Limited
The Insurance Service plc
The Legal Protection Group Holdings Limited
The London Assurance
The London Assurance Nominees Limited
The Marine Insurance Company Limited
The National Transit Insurance Company Limited
The Northern Maritime Insurance Company Limited
The Patriotic Assurance Company Limited
The Pennine Insurance Company Limited
The Sea Insurance Company Limited
The Union Marine and General Insurance Company Limited
The Westminster Fire Office Limited
Truscotts Estate Agency Limited
Vulcan Boiler Engineering Services Limited
Westgate Properties Limited
William H Brown Limited