

*Price Waterhouse*



1633971

28 July 1998

PRIVATE AND CONFIDENTIAL

The Directors  
Northern & Shell Plc  
The Northern & Shell Tower  
City Harbour  
London  
E14 9GL

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 auditors. In accordance with Section 392 of the Companies Act 1985 we give notice that we are resigning as auditors of Northern & Shell Plc with effect from 28 July 1998.

Yours faithfully

*Price Waterhouse*

Price Waterhouse

JR/GB

