

Price Waterhouse



The Directors
(see attached list)
8 Henrietta Place
London
W1M 9AG

BODI 1961733

17 December 1998

Dear Sirs

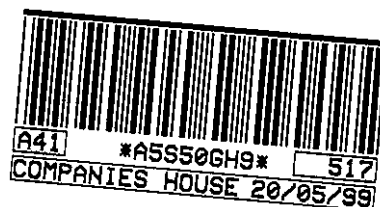
Resignation as Auditors

We hereby give notice of our resignation as auditors of the following companies (see attached list) with effect from today.

We enclose our statutory statement given in connection with our ceasing to act.

Yours faithfully

Price Waterhouse





Bodiam House Investments Limited
The Guinness Group Limited
United Glass Holdings Limited
White Chid & Beney Limited
Tanqueray Gordon & Company Limited
Diageo (Head Office) 1996 Profit Sharing Scheme Limited
Guinness Brewing (UK) 1996 Profit Sharing Scheme Limited
Guinness Profit Sharing Nominees (1987) Limited
A G S Employee Share Nominees Limited
Guinness Enterprises Limited
John Watney & Company Limited
Kork-N-Seal Limited
Winchester House Property Company Limited
Film Finance Distributors (UK) Limited
Werneth Mould Engineering Limited

Price Waterhouse



**STATEMENT TO THE DIRECTORS OF THE FOLLOWING COMPANIES (SEE
ATTACHED LIST) ON CEASING TO HOLD OFFICE AS AUDITORS**

In accordance with Section 394 of the Companies Act 1985, we confirm that there are no circumstances with our ceasing to hold office that we consider should be brought to the attention of the members or creditors of the companies on the attached list.

Price Waterhouse

Price Waterhouse
Registered Auditors
17 December 1998



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