

PricewaterhouseCoopers
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The Directors
TUI NE Limited
Greater London House
Hampstead Road
London
NW1 7SD

1976915

23 January 2003

Our ref: NC/djt/tuinnovation1.doc

Dear Sirs

Notice of resignation as auditors

Following the conversion of PricewaterhouseCoopers to a Limited Liability Partnership (LLP) from 1 January 2003, we have agreed with you that the new firm, PricewaterhouseCoopers LLP 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 TUI NE Limited, registered number 3490138 and its subsidiary companies as detailed in Appendix 1 with immediate effect.

In accordance with Section 394 of the Companies Act 1985, we confirm that there are no circumstances connected with our resignation which we consider should be brought to the notice of the shareholders or creditors of TUI NE Limited and its subsidiary companies as detailed in Appendix 1.

Yours faithfully



PricewaterhouseCoopers



Appendix 1

List of subsidiary companies of TUI NE Limited

Company	Number
AB Caller & Sons Ltd	3083839
Bass Travel Limited	1896627
Britannia Airways Limited	444359
Britannia Airways (Catering)Ltd	2388907
Budget Flights Ltd	3922787
Callers-Pegasus Travel Service Limited	387418
Horizon Midlands Properties Ltd	1136950
Lincoln Travel Limited	2112656
Lunn Poly (Jersey) Limited	53595
Lunn Poly Limited	638309
Manchester Flights Limited	2773876
Port Philip Group Limited	1345433
Portland Travel Limited	867366
Robert Sibbald Travel Agents Limited	SC033441
Simply Travel Limited	1707863
Something Special Holidays Limited	1482495
Specialist Holidays Group Ireland Limited	45287
Specialist Holidays Limited	1976915
Star Tour of Scandinavia Ltd	2080156
Team Lincoln Services Limited	3724886
Team Lincoln Limited	3187377
Team Travel Limited	3724886
The Magic Travel Group (Holidays) Limited	01862357
The Original Travel House Limited	2748283
TUI UK Limited	2830117
TUI UK Transport Ltd	1014599
TUI Finance Northern Europe	3709803
Thomson Travel Group (Holdings)Limited	3226964
Thomson Travel International Ltd	595595
TTG No. 2 Ltd	4066388
Lorimer Investments Limited	4632466