

**Deloitte &
Touche**



Chartered Accountants

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The Secretary
Associated Electricity Supplies Limited
37-41 Old Queen Street
London SW1H 9JA

5 October 1999

Dear Madam

This letter is formal notice of our resignation as auditors of Associated Electricity Supplies Limited with immediate effect.

There are no circumstances connected with our resignation which we consider should be brought to the attention of the members or creditors of the company.

Yours faithfully

Deloitte & Touche



**Deloitte Touche
Tohmatsu
International**

Aberdeen, Bath, Belfast, Birmingham, Bournemouth, Bracknell, Bristol, Cambridge, Cardiff, Crawley, Dartford, Edinburgh, Glasgow, Leeds, Leicester, Liverpool, London, Manchester, Milton Keynes, Newcastle upon Tyne, Nottingham, St Albans and Southampton.

Principal place of business at which a list of partners' names is available:
Stonecutter Court, 1 Stonecutter Street, London EC4A 4TR.

Authorised by the Institute of Chartered Accountants in England and Wales to carry on investment business

Company No. 2223002

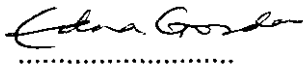
ASSOCIATED ELECTRICITY SUPPLIES LIMITED

I hereby certify that the following is an extract of the minutes of the meeting of the Board of Directors of Associated Electricity Supplies Limited held at the Crowne Plaza Toulouse Hotel, Place du Capitole, Toulouse on 10 September 1999:

"Resignation and Appointment of Auditors

To coincide with a change of audit services throughout the Dalkia Group, IT WAS RESOLVED THAT Deloitte & Touche be replaced as Auditors and THAT Robson Rhodes be appointed Auditors to the Company with effect from the end of the meeting."

A letter of resignation from Deloitte & Touche dated 5 October 1999 was duly received and accepted.



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Edna Gosden
Secretary