

your reference

our reference

The Board of Directors of:

Charterhouse Development Capital Holdings Limited  
Charterhouse Business Expansion Fund Management Limited  
Charterhouse Buy-Out Fund Advisers Limited  
Charterhouse Development Limited  
Charterhouse Development Capital Limited  
Charterhouse Development Capital Fund (Holdings) Limited  
Charterhouse Development Capital Fund Limited  
Charterhouse Development (France) Limited  
Charterhouse European Managers Limited 2290328  
Mezzanine Capital Corporation Limited  
Charterhouse General Partners Limited  
Charterhouse General Partners (VI) Limited  
Charterhouse Second Venture Fund Management Limited  
Charterhouse Venture Fund Management Limited  
Charterhouse Venture Nominees Limited  
CHEF Nominees Limited  
Pantherview Limited

85 Watling Street  
LONDON  
EC4M 9BX

24 July 1998

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 each of the companies to which this letter is addressed with immediate effect.

In accordance with Section 394 of the Companies Act 1985, we confirm with respect to each of the companies to which this letter is addressed that there are no circumstances connected with our ceasing to hold office as auditors to the company that we consider should be brought to the attention of the company's members or creditors.

Yours faithfully

*Coopers & Lybrand*

Coopers & Lybrand

