

2730697

PRICEWATERHOUSECOOPERS 

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The Directors
Powergen Limited and each of its UK Subsidiaries listed in the Appendix **OVERLEAF**
53 New Broad Street
London
EC2M 1SL

19 February 2003

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 Powergen Limited and each of its UK subsidiaries as listed in the Appendix with effect from 14 March 2003.

In accordance with Section 394 of the Companies Act 1985, we confirm that there are no circumstances connected with our resignations which we consider should be brought to the notice of the shareholders or creditors of Powergen Limited and each of its UK subsidiaries as listed in the Appendix.

Yours faithfully

PricewaterhouseCoopers.

PricewaterhouseCoopers



Appendix

Company	Registered number
DR Corby Limited	3415844
DR Group Holdings	3391142
East Midlands Electricity Distribution Holdings	4254217
East Midlands Electricity Distribution plc	2366923
East Midlands Electricity Generation (Corby) Limited	2452735
East Midlands Pipelines Limited	2528816
EME Industrial Shipping Limited	3412581
Ergon Energy Limited	2480353
Ergon Finance Limited	3539257
Ergon Holdings Limited	4377650
Ergon Nominees Limited	2568221
Ergon Overseas Holdings Limited	2290763
Ergon Properties Limited	2884173
Ergon US Investments	2480655
Gen Net.Com Limited	3757746
Holeworld Limited	4372777
Inputrapid Limited	3124697
Powergen Limited	3586615
Powergen Australia Investments Limited	2586965
Powergen (East Midlands) Investments	3277352
Powergen (East Midlands) Loan Notes	3277634
Powergen (Kentucky) Limited	3757551
Powergen CHP Limited	2684288
Powergen CoGeneration Limited	2730697
Powergen Energy Solutions Limited	2194091
Powergen Energy Trading Limited	3585926
Powergen Finance Limited	3574628
Powergen Gas Limited	2436332
Powergen Group Holdings Limited	4076737
Powergen Group Investments Limited	4120471
Powergen International Holdings Limited	4076751
Powergen International Limited	3548380
Powergen Investments Limited	2568222
Powergen Overseas Holdings Limited	2851411
Powergen Projects Consultancy Limited	2884146
Powergen Retail Limited	3407430
Powergen Share Scheme Trustee Limited	3727727
Powergen Trading Limited	4178314
Powergen UK Investments Limited	4116668
Powergen UK Securities	4191316
Powergen US Holdings Limited	3757718