

PricewaterhouseCoopers
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The Directors
GMAC - RFC Holdings Limited
Eastern Gate
Brants Bridge
Bracknell
RG12 9BZ

3471082

25 July 2003

Dear Sirs,

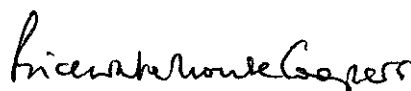
Notice of resignation as auditors

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 the companies listed in the attached Appendix with effect from 28 July 2003.

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 the companies listed in the attached Appendix.

Yours faithfully,



PricewaterhouseCoopers

