

The Directors
Baronsmead VCT2 Plc
c/o Robert Coulter
F&C Asset Management plc
80 George Street
Edinburgh
EH2 38U

Our ref:

TD/AHN/1024609

28 June 2005

3504214

Dear Sirs

Baronsmead VCT2 plc

We hereby tender our resignation as auditors of the company to take effect forthwith.

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

Yours faithfully

PHF (UK) LLP

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COMPANIES HOUSE

0507 01/07/05

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