

11 March 2003

PricewaterhouseCoopers
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The Directors
NATIONAL GRID BRAZIL FINANCE
1-3 Strand
London
WC2N 5EH

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 NATIONAL GRID BRAZIL FINANCE, registered number 4023797 with effect from *11 March 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 NATIONAL GRID BRAZIL FINANCE.

Yours faithfully

PricewaterhouseCoopers

PricewaterhouseCoopers

