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PricewaterhouseCoopers
Temple Court
35 Bull Street
Birmingham B4 6JT
Telephone +44 (0) 121 265 5000
Facsimile +44 (0) 121 265 5050

The Directors
UGC Limited
Unipart House
Cowley
Oxford
OX4 2PG

19 March 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 UGC Limited, registered number 1994997, and its subsidiaries as shown in the enclosed appendix, with effect from 31 January 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 UGC Limited.

Yours faithfully,



PricewaterhouseCoopers



Appendix 1 UGC Limited

Advanced Engineering Systems Limited	1865678
Arple Limited	3294017
EW (Holdings) Limited	1829526
H Burden Limited	631916
National Railway Supplies (Holdings) Limited	3227242
National Railway Supplies Limited	3204642
NRS Limited	3294015
(NRS Ressenar Track Supplies Limited) <i>NRTS Ltd</i>	3686914
Partco Limited	658368
Railpart (UK) Limited	3038418
Surepart SVG Limited	3542901
Surestock Limited	03321170
UGC Europe Limited	592360
<i>(formerly Partco International Limited)</i>	
UGC Investments Limited	2047082
Unipart All-Makes Limited	02071486
<i>(formerly UGC Trustees Limited)</i>	
Unipart Exports Limited	1596714
Unipart Fleet Services Limited	1938709
Unipart Group Limited	576777
✓ Unipart Logistics Limited	04330119 ✓
<i>(formerly Unipart Technology Logistics Ltd – formerly Peterbridge Limited)</i>	
Unipart North America Limited	3588027
Unipart Rail Holdings Limited	3231000
Unipart Rail Logistics Limited	4330098
<i>(incorporated 28/11/01)</i>	