



The Directors
MGN Gas Networks (UK) Limited
Wales and West House
Spooher Close
Celtic Springs
Coedkernew
Newport
Gwent NP10 8FZ

21 November 2012

Dear Sirs,

Notice of resignation as auditors

In accordance with Section 516 of the Companies Act 2006 (the Act), we give notice that we are resigning as auditors of MGN Gas Networks (UK) Limited registered number 5095454 with effect from 21 November 2012, which is before the end of our term of office.

We enclose our statement of circumstances in accordance with Section 519 of the Act

Yours faithfully,

PricewaterhouseCoopers LLP
PricewaterhouseCoopers LLP

Enclosure



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