



The Directors  
AXA UK plc  
5 Old Broad Street  
London  
EC2N 1AD

25 October 2013

Dear Sirs,

**Statement of Circumstances connected with our ceasing to hold office as Auditors**

In accordance with Section 519 of the Companies Act 2006, we confirm that there are no circumstances connected with our ceasing to hold office as auditors of AXA UK plc and its subsidiaries listed within the appendix ("the Companies"), effective from 25 October 2013, which we consider should be brought to the notice of the Companies' shareholders or creditors

Yours faithfully,

PricewaterhouseCoopers LLP



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