

**Coopers  
& Lybrand**

business assurance  
business recovery and insolvency  
corporate finance  
management consulting  
tax and human resource advice

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your reference

our reference

DD/RJM/LE392394

21 August 1998

The Boards of Directors of:

London Electricity plc

Energy Communication Services Limited  
Knight Debt Recovery Services Limited  
London Electricity Enterprises Limited  
Berkeley Environmental Systems Plc  
London Electricity Projects Limited  
London Electricity Services Limited  
London Electricity Contracting Limited  
London Electricity Transport Services Limited  
London Electricity Share Scheme Trustees Limited  
The London Power Company Limited  
Thames Valley Power Limited

COMPANY NUMBER 222 8168

Templar House  
81-87 High Holborn  
London  
WC1V 6NU

Dear Sirs

Following the merger of Price Waterhouse and Coopers & Lybrand from 1 July 1998, we have agreed with you that the new firm, PricewaterhouseCoopers 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 each of the companies to which this letter is addressed with effect from 25 August 1998.

In accordance with Section 394 of the Companies Act 1985, we confirm with respect to each of the companies to which this letter is addressed that there are no circumstances connected with our ceasing to hold office as auditors to the company that we consider should be brought to the attention of the company's members or creditors.

Yours faithfully

*Coopers - Lybrand*

**Coopers & Lybrand**



Lists of the names of the partners in the United Kingdom firms of Coopers & Lybrand and its associate partnerships are open to inspection at the above address, which is the principal place of business.

All partners in the associate partnerships are authorised to conduct business as agents of, and all contracts for services to clients are with, Coopers & Lybrand. Coopers & Lybrand is authorised by the Institute of Chartered Accountants in England and Wales to carry on investment business.

Coopers & Lybrand is a member of Coopers & Lybrand member of a limited liability partnership incorporated in Switzerland.

LONDON ELECTRICITY SERVICES LIMITED

COMPANY  
NUMBER:  
222 8168

Minutes of a meeting of the directors of the Company held at Templar House, 81-87 High Holborn, WC1V 6NU on 9 February 1999.

Present: Mr G L Wingrove - Chairman of the Meeting  
Mr R Barnes  
Mr I R Beament

In attendance: Mr R I Higson - Secretary

Appointment of Auditors:

It was reported that following the merger in the UK of Coopers & Lybrand and Price Waterhouse, which was completed on 1 July 1998, Coopers & Lybrand had, in accordance with the requirements of the Partnership Acts and the Companies Acts, given notice of their intention to resign as London Electricity plc's auditors. This formal notice, in accordance with Section 394 of the Companies Act 1985, would be lodged at Companies House.

The new partnership, PricewaterhouseCoopers, confirmed it would take over the audit appointments of the London Electricity plc Group on the same terms and conditions as before for Coopers & Lybrand.

IT WAS RESOLVED THAT notice of the resignation of Coopers & Lybrand as auditors of the Company having been received:

1. PricewaterhouseCoopers be appointed to fill the casual vacancy thus arising to hold office until the conclusion of the next annual meeting at which accounts are laid before the Company;
2. PricewaterhouseCoopers take over the existing engagement letter between the Company and Coopers & Lybrand with immediate effect, on identical terms and conditions (but reading references to any Coopers & Lybrand entity or person as references to the corresponding PricewaterhouseCoopers entity or persons)

Chairman of the Meeting

*G.L. Wingrove*

I HEREBY CERTIFY THIS  
TO BE A TRUE COPY OF  
THE ORIGINAL

*Robert Ian Higson*

ROBERT IAN HIGSON