



CHARTERHOUSE

Charterhouse General
Partners (VII) Limited

85 Watling Street
London EC4M 9BX

Telephone 020 7334 5300
Facsimile 020 7334 5333

16 July 2002

Our ref Resig-Auditors/p/vaa

The Registrar
Companies Registration Office
Department of Trade and Industry
Companies House
Crown Way
Maindy
Cardiff CF14 3UZ

Direct tel +44 (0) 207 334 5336
Direct fax +44 (0) 207334 5331

Dear Sir

CHARTERHOUSE GENERAL PARTNERS (VII) LIMITED
REGISTERED NUMBER: 2197301
RESIGNATION OF AUDITORS

In accordance with Section 394 of the Companies Act 1985, we enclose a Notice of resignation as auditors deposited at this Company's Registered Office by PricewaterhouseCoopers, together with a Statement confirming that there were no circumstances connected with such resignation which needed to be brought to the attention of the members or the creditors of the Company.

I should be obliged if you would acknowledge its receipt by signing the attached copy of this letter and returning it to me in the enclosed stamped addressed envelope.

Yours faithfully

L M Law
Company Secretary

Enc.



PricewaterhouseCoopers
Southwark Towers
32 London Bridge Street
London SE1 9SY
Telephone +44 (0) 20 7583 5000
Facsimile +44 (0) 20 7822 4652
Direct Phone 020 7804 7621
Direct Fax 020 7212 5510

Private & Confidential

The Directors
Charterhouse Capital Partners Limited
85 Watling Street
London
EC4M 9BX

4 July 2002

Dear Sirs

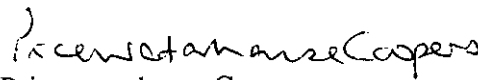
Notice of resignation of auditors of the following companies:

<i>Company name</i>	<i>Registered number</i>
Charterhouse Capital Partners Limited	4113306
Charterhouse Development Capital Holdings Limited	616189
CHEF Nominees Limited	1732523
Charterhouse Development Capital Limited	835289
Charterhouse European Managers Limited	2290328
Charterhouse General Partners (VI) Limited	3230358
Charterhouse General Partners (VII) Limited	2197301
Charterhouse Business Expansion Fund Management Limited	1724491
Charterhouse General Partners Limited	2349321

In accordance with Section 392 of the Companies Act 1985, we give notice that we are resigning as auditors of the above companies with effect from 4 July 2002.

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 any of the above companies.

Yours faithfully


PricewaterhouseCoopers