



Saltire Court  
20 Castle Terrace  
Edinburgh  
EH1 2EG  
United Kingdom

Tel 0131 222 2000  
Fax 0131 222 2020  
Rutland Exchange Box ED83

The Directors  
Wellington One Limited  
2 Minster Court  
Mincing Lane  
LONDON EC3R 7FB

Our ref      awsb/dlm/sc

22 July 1996


Dear Sirs

**Notice of resignation - Registration number 2973436**

We hereby give notice of our resignation as auditors of your company with effect from 22 July 1996.

We enclose our statutory statement given in connection with our ceasing to act.

Yours faithfully

  
KPMG

Enclosure

cc: The Registrar of Companies





**Statement to the Directors of Wellington One Limited on ceasing to hold office as auditors**

In connection with section 394 of the Companies Act 1985, we confirm that there are no circumstances connected with our ceasing to hold office that we consider should be brought to the attention of the company's members or creditors.

A handwritten signature in black ink, appearing to read 'KPMG', with a long, sweeping horizontal line extending from the end of the signature.

*KPMG*  
*Chartered Accountants*  
*Registered Auditors*

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## WELLINGTON (ONE) LIMITED ("the Company")

Minutes of meeting of the board of directors of the Company held at the Company's registered offices, 2 Minster Court, Mincing Lane, London EC3R 7FB on 23 July 1996 at 10.00am.

Present: Benjamin Thomson (Chairman)  
Anthony Pinsent (By telephone)

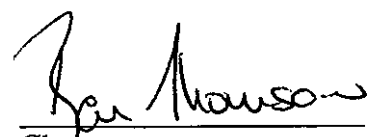
### 1. Quorum and Chairman

It was noted that a quorum was present in terms of the Company's Articles of Association and that it was therefore competent to proceed to the business of the meeting. In the absence of the Chairman it was agreed that Benjamin Thomson would chair the meeting.

### 2. Appointment of Auditors to Fill a Casual Vacancy

There was produced to the meeting a letter from KPMG tendering their resignation as auditors to the Company with effect from 22 July 1996. There was also produced to the meeting a statement from the auditors pursuant to Section 394 of the Companies Act 1985 that there were no circumstances connected with their ceasing to hold office which they considered should be brought to the attention of the members or creditors of the company. It was now proposed to appoint KPMG Audit plc as auditors of the Company to fill the casual vacancy and it was resolved that the resignation of KPMG as auditors to the Company be and is hereby accepted and that the secretary be and is hereby instructed to file at Companies House the statement provided by KPMG pursuant to Section 394 of the Companies Act 1985 and that KPMG Audit plc be and are hereby appointed as auditors of the Company to hold office until the next general meeting at which accounts are laid before the members.

There being no further business, the Chairman declared the meeting closed.

  
Chairman