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The Directors  
SMITHS INDUSTRIES FINCO 2 LIMITED  
765 Finchley Road  
London  
NW11 8DS

11 March 2003

Dear Sirs,

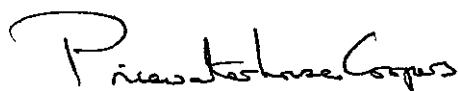
## Notice of resignation as auditors

Following the conversion of PricewaterhouseCoopers to a Limited Liability Partnership (LLP) from 1 January 2003, we have agreed with you that the new firm, PricewaterhouseCoopers LLP 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 SMITHS INDUSTRIES FINCO 2 LIMITED, registered number 4045937 with effect from 29 January 2003.

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 SMITHS INDUSTRIES FINCO 2 LIMITED.

Yours faithfully,



PricewaterhouseCoopers

