

Price Waterhouse



4th December 1998

Private and Confidential

Whatco England Ltd
Whatco Holdings Ltd 89787
Whatco Scotland Ltd
Whatlings Caledonian Ltd

48 St Vincent Street
Glasgow
G2 5HS
Scotland

Dear Sirs

Following the merger of Price Waterhouse and Coopers and Lybrand from 1 July 1998, we have agreed that the new firm, PricewaterhouseCoopers will be replacing us as auditors. In accordance with Section 392 of the Companies Act 1987 we give notice that we are resigning as auditors of each of the companies to which this letter is addressed with effect from 7 December 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,

Price Waterhouse

PRICE WATERHOUSE

