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The Directors  
Govia Thameslink Railway Limited  
3rd Floor  
41 - 51 Grey Street  
Newcastle upon Tyne  
NE1 6EE

22 October 2015

Ref CJM/SJS

Dear Sirs

### Govia Thameslink Railway Limited - Registered Number: 07934306

In accordance with section 516 of the Companies Act 2006, we write to notify you of our resignation as auditor of the above named company. This resignation takes effect from the date on which you receive this letter.

In accordance with section 519(2) of that Act, we confirm that there are no circumstances connected with our resignation which we consider should be brought to the attention of the members or creditors of the company.

We draw your attention to the fact that the above named company has its own statutory obligations where we have ceased to hold office (as detailed, in particular, in Sections 517, 520 and 523 of the Act), including, depending on the circumstances, the requirement to notify the appropriate audit authority if we cease to hold office before the end of our term of office as auditors. Further guidance on this notification has been issued by the appropriate audit authorities – the Professional Oversight Board (POB) and the Institute of Chartered Accountants in England and Wales (ICAEW) and can be found on <http://www.frc.org.uk/Our-Work/Conduct/Professional-oversight/Oversight-of-Audit/Notification-of-change-of-auditor/Flow-chart-for-companies.aspx> and <http://www.icaew.com/en/technical/audit-and-assurance/working-in-the-regulated-area-of-audit-respectively>

If you have any questions on your legal obligations we recommend that you seek legal advice.

Yours faithfully

*Ernst & Young*

Ernst & Young LLP  
United Kingdom

*we*

FRIDAY

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COMPANIES HOUSE