



The Directors
EDU UK Topco Ltd
1 Billinton Way
Brighton
BN1 4LF

3 October 2014

Dear Sirs,

Statement of Circumstances connected with our ceasing to hold office as Auditors

In accordance with Section 519 of the Companies Act 2006, we confirm that there are no circumstances connected with our ceasing to hold office as auditors of EDU UK Topco Limited and its subsidiaries noted in appendix 1, registered no 07285288 (the Company) effective from 3 October 2014, which we consider should be brought to the notice of the Company's shareholders or creditors

Yours faithfully,

PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP

THURSDAY



A17 *A3J3QW0R* #188
23/10/2014
COMPANIES HOUSE

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Appendix 1: Subsidiary entities

- * EDU UK Intermediate Ltd, registered number 07285315 *
- EDU UK Bidco Ltd, registered number 07285370
- Study Group Holdings UK Ltd, registered number 05888001
- Study Group UK Ltd, registered number 03108030
- Bellerbys Educational Services Ltd, registered number 02325576
- Embassy Educational Services (UK) Ltd, registered number 01599830
- Study Group Properties Ltd, registered number 01324784
- Study Group Ltd, registered number 04275123
- Study Group Distance Learning Ltd, registered number 07145464