



The Chase Manhattan Bank  
4 Chase MetroTech Center  
Brooklyn, NY 11245

Chair  
Financial Markets Lawyers Group  
59 Maiden Lane – 27<sup>th</sup> Floor  
New York, NY 10038

Revised

November 24, 1998

Attn: Nikki Poulos, Secretary

Dear Sirs,

EMU Protocol - Adherence

The purpose of this letter is to confirm the adherence of the General Motors Employees Global Group Pension Trust ("Trust") to the FMLG/BBA EMU Protocol as published by the Financial Markets Lawyers Group ("FMLG") on 8<sup>th</sup> October, 1998 (the "Protocol").<sup>1</sup> This letter constitutes an Adherence Letter as referred to in the Protocol.

The definitions and provisions contained in the Protocol are incorporated into this Adherence Letter which supplements and forms part of each Master Agreement between us and each other Adhering Party.

#### 1. Specified Terms

Annex 1 EMU Continuity Provision: Applicable

Annex 2 Price Sources: Applicable

Annex 3 Payment Netting: Applicable

Annex 4 EMU Definitions: Applicable

Annex 5 Average Rate Options: Not Applicable

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<sup>1</sup>This letter is sent to you by the Chase Manhattan Bank, not in its individual capacity but solely as Trustee for the Trust. Accordingly, the Trust is, and should be listed on the EMU Protocol website as, the Adhering Party to the EMU Protocol under this letter. All references to "our" in this letter are references to the Trust.

Annex 6 Barrier Options: Not Applicable

## 2. Appointment as Agent and Release

We hereby appoint the FMLG Chair with full power of substitution, and any successor in such position, as our agent for the limited purposes of the Protocol. This appointment is coupled with an interest and is irrevocable. We acknowledge that the agent will also act as agent for other Adhering Parties. Delivery of an Adherence Letter to the agent shall be deemed delivery to each other party for which it is acting as agent. Accordingly we waive, and hereby release such agent, the FMLG and each of its members, the Federal Reserve Bank of New York and any component of the Federal Reserve System and the BBA from, any rights, claims, actions or causes of action whatsoever (whether in contract, tort or otherwise) arising out of or in any way relating to this Adherence Letter or our adherence to the Protocol or any actions contemplated as being required by the FMLG Chair and BBA.

## 3. Contact Details

Our contact details for purposes of this Adherence Letter are:

The Chase Manhattan Bank, Trustee  
Global Investors Services  
4 Chase Metrotech Center  
18<sup>th</sup> Floor  
Brooklyn, New York 11245  
Phone: 718-242-9127  
Fax: 718-242-8896

with a copy to: Maureen A. Donley-Hoopers  
Kirkland & Ellis  
655 - 15<sup>th</sup> Street, N.W. - Suite 1200  
Washington, DC 20005

We consent to the publication of the conformed copy of this letter by the FMLG Chair and BBA and to the disclosure by the FMLG Chair and BBA of the contents of this letter.

Yours faithfully,

The Chase Manhattan Bank, not in its individual capacity but solely as Trustee for the General Motors Employees Global Group Pension Trust

By: GEOFFREY D. TRIPP  
Name: Geoffrey D. Tripp  
Title: Vice President