



Midland Bank

Chair,
Financial Markets Lawyers Group,
59, Maiden Lane - 27th Floor,
New York, NY 10038,
U.S.A.

FAO: Nikki Poulos, Secretary

Midland Bank Offshore Limited
PO Box 26
St Helier
Jersey
JE4 8NR
Channel Islands

Telephone 01534 606960
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5 November 1998

Dear Sir,

EMU PROTOCOL - ADHERENCE

The purpose of this letter is to confirm our adherence to the FMLG/BBA EMU Protocol as published by the Financial Markets Lawyers Group ("FMLG") on 8th October, 1998 (the "Protocol"). 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: Applicable
Annex 6 Average Barrier Options: 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



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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:

Name: Mrs. Tessa Wildman
Address: Midland Bank plc, PO Box 14, St. Helier, Jersey, C.I. JE4 8NJ
Telephone: (01534) 606760
Fax: (01534) 606913

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,

For and on behalf of
MIDLAND BANK OFFSHORE LIMITED

Signed by: BRENDAN P. MCDONAGH

Brendan P. McDonagh
Chief Executive Officer - Offshore Islands