

November 30, 1998

Morgan Guaranty
Trust Company of
New York

60 Wall Street
New York NY
10260-0060

Chair
Financial Markets Lawyers Group
33 Liberty Street
New York, New York 10038
Attention: Nikki Poulos, Secretary

Re: **EMU Protocol - Adherence**

Ladies and Gentlemen:

The purpose of this letter is to confirm our adherence to the FMLG/BBA EMU Protocol as published by the Financial Markets Lawyers Committee (“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 supplement 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 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 York and any component of the Federal Reserve System and the BBA from, any rights, claims, acting or cause 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: Peter A. Ndenga, Vice President
Address: Morgan Guaranty Trust Company of New York
60 Wall Street
New York, NY 10260-0060
Telephone: (212) 648-8909
Fax: (212) 648-5590

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

Yours faithfully,

MORGAN GUARANTY TRUST COMPANY
OF NEW YORK

By: /S/ Peter A. Ndenga
Name: Peter A. Ndenga
Title: Vice President and Assistant
General Counsel