

BELL GULLY

**International Swaps & Derivatives
Association, Inc.**

360 Madison Avenue, 16th Floor
New York, NY 10017
United States of America

FROM **David Craig**
DDI 64 4 915 6839
MOBILE 64 21 674 851
EMAIL david.craig@bellgully.com
MATTER NO. 01-336-1016
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Dear Sirs

Close-out Amount Protocol

We refer to the Close-out Amount Protocol published by ISDA on 27 February 2009 (the **Protocol**) and to our opinion on the enforceability of the termination, bilateral close-out netting and multibranch netting provisions of the 1992 and 2002 ISDA Master Agreements dated 15 November 2007, as most recently updated on 8 December 2008 (the **Opinion**). On the assumption that the changes intended by the Protocol are effective as a matter of the governing law of the Covered Master Agreement (as defined in the Protocol), we confirm that the changes made by the Protocol are not material to, and do not affect the conclusions reached in, the Opinion.

Yours faithfully

