

**Form of Adherence Letter**

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**Morgan Stanley**

**12 May 2008**

**Send to: elcdsupdatprotocol@isda.org**

Dear Sirs,

**ISDA European Loans CDS Protocol - Adherence**

The purpose of this letter is to confirm our adherence to the ISDA European Loans CDS Protocol as published by the International Swaps and Derivatives Association, Inc. on May 1, 2008 (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 will supplement and form part of each Covered Transaction entered into prior to the Implementation Date between us and each other Adhering Party.

**1. Specified Terms**

The amendments in Schedule 1 of the Protocol shall apply to Covered Transaction to which we are a party in accordance with the terms of the Protocol.

**2. Appointment as Agent and Release**

We hereby appoint ISDA as our agent for the limited purposes of the Protocol and accordingly we waive, and hereby release ISDA 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 ISDA.

### **3. Contact Details**

Our contact details for purposes of this Adherence Letter are:

Name: Robert Lepone

Address: 20 Bank Street / Canary Wharf / London, E14 4AD

Telephone: +44 20 7677 3748

Fax: +44 20 7056 1358

E-mail: Robert.Lepone@morganstanley.com

We consent to the publication of a conformed copy of this letter by ISDA and to the disclosure by ISDA of the contents of this letter.

Yours faithfully,

**Morgan Stanley & Co. International plc**

By:

|            |                   |
|------------|-------------------|
| Name:      | Robert Lepone     |
| Title:     | Managing Director |
| Signature: | Robert Lepone     |