

Form of Adherence Letter

Morgan Stanley

4 March 2010

Send to: japancacprotocol@isda.org

Dear Sirs,

Second ISDA Japan Calculation Agent City Protocol - Adherence

The purpose of this letter is to confirm our adherence to the Second ISDA Japan Calculation Agent City Protocol as published by the International Swaps and Derivatives Association, Inc. on 2 March 2010 (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 Governing Master Agreement between us and each other Adhering Party.

1. Specified Terms

The amendments in the Annex to the Protocol shall apply to each Confirmation with respect to a Protocol Covered Transaction that supplements, forms part of and is subject to a Governing Master Agreement to which we are a party in accordance with the terms of the Protocol and this Adherence Letter.

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: Kazuhiro Hamada

Address: Yebisu Garden Place Tower, 4-20-3, Ebisu, Shibuya-ku, Tokyo 150-6008

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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: Iwona Szmidt

Title: Executive Director

Signature: Iwona Szmidt