

International Swaps and Derivatives  
Association Inc.  
One New Change  
London EC4M 9QQ  
United Kingdom

25 September 1998

Dear Sirs,

BW Ref.: G-4000-0/B1494

Subject: EMU Protocol - Adherence

The purpose of this letter is to confirm our adherence to the ISDA EMU Protocol as published by the International Swaps and Derivatives Association, Inc. on 6th May 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 ISDA Master Agreement between us and each other Adhering Party.

**1. Specified terms**

|         |                               |                   |
|---------|-------------------------------|-------------------|
| Annex 1 | ISDA EMU Continuity Provision | <b>Applicable</b> |
| Annex 2 | Price Sources                 | <b>Applicable</b> |
| Annex 3 | Payment Netting               | <b>Applicable</b> |
| Annex 4 | EMU definitions               | <b>Applicable</b> |
| Annex 5 | Bond Options                  | <b>Applicable</b> |

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**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. Payment**

We enclose payment of USD 500.- or represent that we have previously made payment of that amount to you, in respect of our adherence to the EMU Protocol.

**4. Contact Details**

Our contact details for purposes of this Adherence Letter are:

Name: Bluewater Offshore Production Systems Ltd.

Address: P/A Stationsstraat 202

2910 Essen

Belgium

Attn.: Managing Director

Tel: 32 3 670 02 70

Fax: 32 3 670 02 79

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

Yours faithfully,

Bluewater Offshore Production Systems Ltd.

By: Hugo J. Heerema

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Hugo J. Heerema

Director

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