

**VIA UPS OVERNIGHT**

September 29, 1998

International Swaps and Derivatives Association, Inc.  
600 Fifth Avenue, 27<sup>th</sup> Floor  
Rockefeller Center  
New York, NY 10020-2302

Re: EMU Protocol – Adherence

Dear Ladies & Gentlemen:

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 6<sup>th</sup> 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	Applicable
Annex 2	Price Sources	Applicable
Annex 3	Payment Netting	Applicable
Annex 4	EMU Definitions	Applicable
Annex 5	Bond Options	Not Applicable

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 U.S. \$500, or represent that we have previously made payment of that amount to you, in respect of our adherence to the EMU Protocol (these funds will be transmitted to you separately by wire transfer as instructed in the Checklist for EMU Protocol Adherence).

4. Contact Details

Our contact details for purposes of this Adherence Letter are:

Name: Debra Svoboda Epp  
Principal Life Insurance Company  
Address: 711 High Street  
Des Moines, IA 50392-0301  
Telephone: 515-247-0990  
Facsimile: 515-248-0483

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.

Sincerely,

PRINCIPAL LIFE INSURANCE COMPANY

By: \_\_\_\_\_

Its: **Sarah J. Pitts**  
**Counsel** \_\_\_\_\_

By: \_\_\_\_\_

Its: **JAMES G. FIELD, Counsel** \_\_\_\_\_