



BP International Limited
 Britannic House
 1 Finsbury Circus
 London EC2M 7BA

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Direct Line:
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Your Reference:
 Our Reference:

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

30th November, 2001

Dear Sirs,

2001 Euro Protocol – Adherence

The purpose of this letter is to confirm our adherence to the 2001 Euro Protocol as published by the International Swaps and Derivatives Association, Inc. on September 24, 2001 (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. Annex Applicability

<i>Annex</i>	<i>Title</i>	<i>Applicability</i>
Annex 1	Euro – Payments and Rate Fixings	Applicable
Annex 2	Euro – Notional Redenomination	Applicable
Annex 3	Euro – Accounts for Payment	Applicable
Annex 4	Euro – Payment Netting	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, including, without limitation, the reproduction, display, posting or publication of this Adherence Letter.

Registered in England and Wales: No. 542515

Registered Office: Britannic House
 1 Finsbury Circus, London EC2M 7BA

3. Payment

We enclose payment of U.S.\$1,000, or represent that we have previously made payment of that amount to you, in respect of our adherence to the Protocol.

4. Contact Details

Our contact details for purposes of this Adherence Letter are:

Name: Group Vice President Finance

Address: Britannic House,
1 Finsbury Circus,
London EC2M 7BA

Telephone: 020 7496 4000

Fax: 020 7496 4630

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,

BP INTERNATIONAL LIMITED

By: TONY HAYWARD
Name: TONY HAYWARD
Title: GROUP VICE PRESIDENT FINANCE