

Tractebel S.A.
Place du Trône 1
B-1000 Brussels (Belgium)
Tel. + 32 2 510 71 11
Fax + 32 2 510 73 30

**International Swaps and
Derivatives Association, Inc.**

One New Change
GB - LONDON EC4M 9QQ

Agnes LIPPENS
Direct Line: + 32 2 510 7197
Direct Fax: + 32 2 510 7386
Our Ref. F/BO-P12

07 6 5

21st September 1998

Re : EMU Protocol -Adherence

Dear Sirs,

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	Applicable
Annex 2	Price Sources	Applicable
Annex 3	Payment Netting	Applicable
Annex 4	EMU Definitions	Applicable
Annex 5	Bond Options	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.

4. Contact Details

Our contact details for purposes of this Adherence Letter are :

Name : Peter VERBIEST (tel. 32 2 510 7139 - fax 32 2 510 7690)
Agnes LIPPENS (tel. 32 2 510 7197 - fax 32 2 510 7386)
Financial Department
Address : place du Trône 1
B - 1000 BRUSSELS

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,

TRACTEBEL S.A./N.V.

Ph. SOUMOY
Director of the Financial Department

E. van INNIS
Director