



National Australia Bank Limited
A.C.N. 004044937

CONFORMED COPY

15 July 1998

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

**Global Wholesale
Financial Services**

Documentation Unit
Operations, Compliance &
Support
Level 17
500 Bourke Street
Melbourne Vic 3000
AUSTRALIA

Telephone 61-3-9641-4037
Facsimile 61-3-9641-3073

Dear Sirs

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	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: Mr Hamish McKenzie
Manager, Documentation
Address: 17 / 500 Bourke St
Melbourne Vic 3000
Australia
Telephone: 613 9641 4037
Facsimile: 613 9641 3073

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

National Australia Bank Limited
ACN 004 044 937

The Common Seal of National Australia
Bank Limited was hereunto affixed in
accordance with its Articles of Association in
the presence of:

[Company Seal impressed]

D R Argus (sgd)
Name: D R Argus
Title: Managing Director

G F Nolan (sgd)
Name: G F Nolan
Title: Company Secretary