

HSBC Investment Bank plc



Central Documentation, 6th Floor, Scottish Life House, 36 Poultry, London EC2R 8JA

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

18th September 1998

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 US\$500.00 or represent that we have previously made payment of that amount to you, in respect of our adherence to the EMU Protocol.

Registered in England: number 976092

Regulated by SFA. Member of the London Stock Exchange.

Registered Office: Thames Exchange, 10 Queen Street Place, London EC4R 1BL

Telephone: 0171-260 9000

Member HSBC Group

4. Contact Details.

Our contact details for purposes of this Adherence Letter are:

Name: John Neary
Head of Central Documentation
Midland Bank plc

Address: 6th Floor, Scottish Life House
36 Poultry, London EC2R 8JA

Telephone: 0171-260-0935

Fax: 0171-260-9333

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

HSBC Investment Bank plc

By: John M. Neary

Name: John M. Neary

Title: Authorised Signatory