

Verona, 29 September 1998

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

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 form 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 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

letter 29 September 1998 to International Swaps and Derivatives Association, Inc. - Adherence Letter -
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We represent that we have made payment of that amount to you, in respect of our adherence to the EMU Protocol.

4. Contact Details

Our contact details for purpose of this Adherence Letter are:

Name: dott. Franco Sartori (Servizio Controlli Operativi di Qualità)

Address: Banca Popolare di Verona - Banco S. Geminiano e S. Prospero P.zza Nogara, 2
37121 Verona, Italy

Telephone: 0039 - 059 - 588389

Fax: 0039 - 059 - 587437

We consent to the publication of the conformed copy of this letter by ISDA and the disclose by ISDA of the contents of this letter.

Yours Faithfully,

**Banca Popolare di Verona -
Banco S. Geminiano e S. Prospero**

By

Name: dott. Manzato Eugenio
Title: Direttore Centrale

Name: dott. Callegaro Federico
Title: Procuratore di Direzione