

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

Great Britain

26 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 our adherence.

3. **Payment**

We enclose payment of US\$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: Georg Reichert
Address: Morgan Stanley Bank AG
Junghofstrasse 13-15
60311 Frankfurt am Main
Germany
Telephone: +49 69 2166 2517
Fax: +49 69 2166 2599
Email: georg.reichert@morganstanley.com

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

MORGAN STANLEY BANK AG

By: Dr. Hanns Christoph Siebold
Name: Dr. Hanns Christoph Siebold
Title: Vice President

By: Thomas Prostka
Name: Thomas Prostka
Title: Vice President