



March 15, 2004

**International Swaps and Derivatives Association, Inc.**  
**360 Madison Avenue, 16th Floor**  
**New York, NY 10017**

Dear Sirs,

**2002 Master Agreement Protocol - Adherence**

The purpose of this letter is to confirm our adherence to the 2002 Master Agreement Protocol as published by the International Swaps and Derivatives Association, Inc. on 15th July, 2003 (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 will supplement and form part of each ISDA 2002 Master Agreement (now or in the future) between us and each other Adhering Party.

**1. Specified Terms**

Annex 1	1991 Definitions	Applicable
Annex 2	1998 Supplement	Applicable
Annex 3	2000 Definitions	Applicable
Annex 4	1992 FX Definitions	Applicable
Annex 5	1998 FX Definitions	Applicable
Annex 6	1993 Commodity Definitions	Applicable
Annex 7	2000 Commodity Supplement	Applicable
Annex 8	1994 Equity Option Definitions	Applicable
Annex 9	1996 Equity Definitions	Applicable
Annex 10	1997 Bond Option Definitions	Applicable
Annex 11	1997 Bullion Definitions	Applicable
Annex 12	1997 Short Form Bullion Definitions	Applicable
Annex 13	1999 Credit Definitions	Applicable
Annex 14	New York Annex	Applicable
Annex 15	English Annex	Applicable
Annex 16	English Deed	Applicable
Annex 17	Japanese Annex	Applicable
Annex 18	2001 Margin Provisions	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.\$500.00, 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:

MORGAN STANLEY CAPITAL GROUP INC.  
Transaction Management Group  
1585 Broadway  
New York, New York 10036-8293  
Attention: CHIEF LEGAL OFFICER  
Fax No: 001 212 507 4622

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,

ADHERING PARTY

By: Morgan Stanley Capital Group Inc.

Name: G. William Brown, Jr.
Title: Vice President
Signature: