



STANDISH, AYER & WOOD, INC.

One Financial Center, Boston, MA 02111-2662

Telephone: 617-350-6100

September 10, 1998

International Swaps and Derivatives Association
600 Fifth Avenue, 27th Floor
Rockefeller Center
New York, NY 10020-2302

Re: EMU Protocol – Adherence

Dear Sir or Madam:

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 May 6, 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.





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DAVID C. STODER

MARK A. FLAHERTY

HUGHAN P. SORRO

W. CHARLES COOK

JOSEPH M. CORRADO

MICHAEL W. THOMPSON

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. Contract Details

Our contact details for purposes of this Adherence Letter are:

Jeremy Brady
Standish, Ayer & Wood
One Financial Center, 26th Floor
(617) 457-7392
(617) 457-5075

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,

Standish, Ayer & Wood

Caleb F. Aldrich
Vice President and
Managing Director

