



Lloyds TSB

Life, Pensions & Investments

Charlton Place
Andover
Hampshire SP10 1RE

Telephone: 01264 345678
Facsimile: 01264 346792

CONFORMED COPY

21st September 1998

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

Dear Sirs,

Re: 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 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. Contact Details

Our contact details for the purposes of this Adherence Letter are:-

Name: Michelle Eustace, Legal Department
Address: Charlton Place, Andover, Hampshire, SP10 1RE
Telephone: 01264 346931
FaX: 01264 346539

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,

Signed on behalf of
TSB LIFE LIMITED

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Name: M R Poulding
Title: Chief Actuary

.....
Name: R J Spragg
Title: Finance Director