



ScottishPower

Corporate Office

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

Your ref

Our ref

Date

23 September 1998

Contact/Extension

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 forms part of each ISDA Master Agreement between us and each other Adhering Party.

1. Specified Terms

Annex 1	ISDA EMU Continuity Provisions	-	Applicable
Annex 2	Pricing 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 purposes of this Adherence Letter are :

Name: Adrian Coats
Address: 1 Atlantic Quay, Robertson Street, Glasgow, G2 8SP
Telephone: (+44) 141-566-4700
Fax: (+44) 141-566-4742

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,

By: I M RUSSELL
FINANCE DIRECTOR
SCOTTISH POWER plc