



TOKAI BANK EUROPE

1 Exchange Square, London EC2A 2JL
Telephone: 020 7638 6030 Telex: 8812649 Fax: 020 7588 5875

27 November 2001

CONFORMED COPY

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

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 or

Tokai Bank Europe plc

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our adherence to the Protocol or any actions contemplated as being required by ISDA, including, without limitation, the reproduction, display, posting or publication of this Adherence Letter.

3. Payment

We enclose payment of U.S.\$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: Mary Verghese-Dipple/David Haig
Address: 1 Exchange Square, London EC2A 2JL
Telephone: 0207457 2615/2703
Fax: 0207550 2793
E-Mail: mvd@tbeuk.com/haigd@tbeuk.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,

TOKAI BANK EUROPE PLC

By: CHRISTOPHER ROBERTS
Name: CHRISTOPHER ROBERTS
Title: JOINT CHIEF EXECUTIVE OFFICER
