

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

21 November, 2001

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 our adherence.

**3. Payment**

We enclose payment of US\$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: Annabeth Thomas  
Address: 20 Cabot Square, Canary Wharf, London E14 4QW  
Telephone: 020 7677 2439  
Fax: 020 7677 2504  
Email: Annabeth.Thomas@morganstanley.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

MORGAN STANLEY DEAN WITTER BANK LIMITED

By: JASON PUGH  
Name: Jason Pugh  
Title: Vice President