

OC-10 LETTER OF AGREEMENT

Date: _____

Federal Reserve Bank of _____

Attention:

In consideration of being able to request Advances from and incur Indebtedness to you and in consideration of your making Advances to us through our branch/agency in the location indicated below and/or allowing us to incur Indebtedness, we as a whole (and not merely its offices in the United States of America) agree to the provisions of your Operating Circular No. 10, as amended, supplemented or otherwise modified from time to time ("Operating Circular;" capitalized terms used but not defined herein shall have the meaning specified in the Operating Circular).

We agree that this Letter of Agreement ("Agreement") amends and restates any existing Letter of Agreement executed by us, if any (any such Letter of Agreement, an "Existing Agreement"). The execution and delivery of this Agreement shall not constitute a novation of any of our obligations or liabilities arising under any Existing Agreement, and all obligations or liabilities arising under such Existing Agreement shall be deemed to be obligations and liabilities arising under this Agreement. To the extent of an inconsistency between this Agreement and any Existing Agreement, the terms and conditions of this Agreement shall govern.

Except as otherwise instructed by the Federal Reserve Bank, enclosed are completed and executed copies of (i) the OC-10 Certificate and the items required to be delivered with the OC-10 Certificate, (ii) the OC-10 Authorizing Resolution for Borrowers, (iii) the OC-10 Official Authorization List, (iv) the OC-10 Legal Opinion of Foreign Outside Counsel, and (v) the OC-10 Legal Opinion of United States Outside Counsel.

Any notices required under the Lending Agreement may be directed to the following address:

Department of Borrower that should receive notices	
Street address	
City	State/Province
Country	Postal code
E-mail address that should receive notices	

Full Legal Name of Borrower

Borrower's Routing (ABA) No.

(If a second signatory is required in Borrower's OC-10 Authorizing Resolutions)

Authorized Officer

(Must be identified by title in Borrower's OC-10 Authorizing Resolutions)

Second Authorized Officer

(Must be identified by title in Borrower's OC-10 Authorizing Resolutions)

By: _____

Name: _____

Title: _____

By: _____

Name: _____

Title: _____