

**FORM OF AMENDMENT  
TO ISDA MASTER AGREEMENT<sup>1</sup>**

dated as of.....

.....and.....

have previously entered into that certain ISDA Master Agreement, dated as of.....19... (the "Agreement"), which Agreement includes the Schedule and all Confirmations exchanged between the parties confirming the Transactions (or Swap Transactions) thereunder. The parties have now agreed to amend the Agreement by this Amendment (this "Amendment").

Accordingly, the parties agree as follows:--

**1. Amendment**

The 1991 ISDA definitions published by the International Swaps and Derivatives Association, Inc. (formerly the International Swap Dealers Association, Inc.) (the "Definitions") have been incorporated, by reference into, and are deemed to be part of, the Agreement and each Confirmation as if set forth in full therein.

For all existing and future Transactions (or Swap Transactions), Section 7.1(s)(xi) of the Definitions is hereby deleted and replaced by the following:

" 'USD-CP-H.15' means that the rate for a Reset Date will be the Money Market Yield of the rate set forth in H.15(519) for that day opposite the Designated Maturity under the caption 'Commercial Paper-Nonfinancial.' If on the Calculation Date for a Calculation Period the appropriate rate for a Reset Date in that Calculation Period is not yet published in H.15(519), the rate for that Reset Date will be determined as if the parties had specified 'USD-CP-Reference Dealers' as the applicable Floating Rate Option."

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<sup>1</sup> **PARTIES SHOULD CONSULT WITH THEIR LEGAL ADVISORS PRIOR TO USING THIS FORM OF AMENDMENT. BECAUSE OF THE VARIED DOCUMENTATION STRUCTURES IN THE MARKETPLACE, MODIFICATIONS TO THIS FORM OF AMENDMENT MAY BE NECESSARY.**

[This Amendment shall be effective for all Reset Dates occurring on or after September 2, 1997]<sup>2</sup>

**2. Continuity of Agreement**

The Agreement as amended hereby shall remain in full force and effect.

IN WITNESS WHEREOF the parties have executed this Amendment on the respective dates specified below with effect from the date specified on the first page of this Amendment.

.....  
(Name of Party)

.....  
(Name of Party)

By:.....  
Name:  
Title:  
Date:

By:.....  
Name:  
Title:  
Date:

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<sup>2</sup> Include if Amendment is executed prior to September 2, 1997.