



CLS Bank FX PROTOCOL

**published on [March][April] ____, 2007
by CLS Bank International**

CLS Bank International (“*CLS Bank*”) has published this CLS Bank FX Protocol (the “*FX Protocol*”) for the following two reasons:

- (i) Confirmation of Economic Terms (Legal) – to enable parties with FX Instructions related to their underlying FX Transaction submitted to the CLS System for Settlement in CLS Bank to treat FX Instructions that have been matched in the CLS System as a confirmation of each economic term of the underlying FX Transaction so matched; and
- (ii) Adoption of Stated Industry Best Practice (Operational) – to enable parties to notify other parties of their respective current positions, as an operational matter, on the stated industry best practice of not requiring the **receipt** of a separate confirmation of an FX Transaction if the related FX Instructions have been matched in the CLS System (the “*Best Practice*”).

Accordingly, the following parties that have entered, or anticipate entering, into FX Transactions where the related FX Instructions have been, or will be, submitted to the CLS System have agreed to adhere to, and be bound by, this FX Protocol (each, an “*Adhering Party*”):

- (i) Members of CLS Bank – each Transaction Counterparty that is a Member of CLS Bank. Each Member has agreed to be bound by the terms of this FX Protocol through the CLS Bank International Member Handbook (as amended from time to time, the “*CLS Bank Member Handbook*”).¹
- (ii) Non-Members of CLS Bank – each Transaction Counterparty that is not a Member of CLS Bank that has submitted an Adherence Letter or arranged for an Adherence Letter to be submitted on its behalf to CLS Bank, as agent, as described in section 1(b) below.

Unless otherwise specified in this FX Protocol, the terms “Affiliate”, “CLS System”, “FX Instruction”, “FX Transaction”, “Identification Code”, “Matched Instructions”, “Member”,

¹ Each Member has agreed to abide and be bound by the provisions of the CLS Bank Member Handbook in its Member Agreement with CLS Bank.

“Settlement” and “Transaction Counterparty” shall have the meaning assigned to such terms in the CLS Bank International Rules (as amended from time to time, the “*CLS Bank Rules*”).²

1. ADHERENCE TO FX PROTOCOL: CONFIRMATION OF ECONOMIC TERMS

(a) **Confirmation of Economic Terms.** Each Adhering Party agrees that:

- (i) With respect to any FX Transaction to which such Adhering Party and another Adhering Party are both Transaction Counterparties to an FX Transaction, any notification received by a Member through the CLS System that the FX Instructions relating to such FX Transaction have been designated as Matched Instructions in the CLS System shall, as between such Adhering Parties, constitute a confirmation by such Adhering Parties of each term of the FX Transaction so matched by the CLS System.
- (ii) Neither CLS Bank nor any of its Affiliates shall have any liability to any person, including any Adhering Party, for any failure to provide, delay in providing, or error contained in any such notification to a Member.
- (iii) For the avoidance of doubt, the processing of any FX Instruction in the CLS System shall not be affected by any separate confirmation in respect of an FX Transaction that may be given, or is failed to be given, to, by or on behalf of any Transaction Counterparty to such FX Transaction.

(b) **Adherence to FX Protocol.** Adherence to this FX Protocol is evidenced by the following:

(i) For Single Entity.

- (A) *Member.* In the case of a Member, by the CLS Bank Member Handbook to which each Member is bound through its Member Agreement with CLS Bank.
- (B) *Non-Member.* In the case of a non-Member, by the execution and delivery of an Adherence Letter in the form of Exhibit 1A to this FX Protocol to CLS Bank, as agent, in accordance with section 5 below.³

(ii) For Multiple Entities.

- (A) *Member or Non-Member and its Affiliates Generally.* In the case of a Member or non-Member and certain of its Affiliates, by the execution and delivery of an Adherence Letter in the form of Exhibit 1B to this FX Protocol by the Member or non-Member, for itself and acting on behalf of each of its Affiliates identified therein, to CLS Bank, as agent, in

² Members are required to maintain the confidentiality of the CLS Bank Rules and CLS Bank Member Handbook. Non-Members may obtain information on those documents directly from their CLS service providers.

³ The form of Adherence Letter in Exhibit 1A may be used by a single fund that engages in FX Transactions. Alternatively, the form of Adherence Letter in Exhibit 1C may be used by an investment or asset manager that manages one or more funds that engage in FX Transactions, in which case a separate Adherence Letter (in the form of Exhibit 1A) for each fund under management should not be submitted to CLS Bank.

accordance with section 5 below. For the avoidance of doubt, each Affiliate so identified in the Adherence Letter shall be treated as a separate Adhering Party for purposes of this FX Protocol.

- (B) *Investment or Asset Manager and its Funds.* In the case of an investment or asset manager that, as agent, enters into FX Transactions on behalf of a fund (the “Fund”, which is the principal to the FX Transactions), by the execution and delivery of an Adherence Letter in the form of Exhibit 1C to this FX Protocol by the investment or asset manager, acting on behalf of the Fund(s) identified therein, to CLS Bank, as agent, in accordance with section 5 below. For the avoidance of doubt, each Fund so identified in the Adherence Letter shall be treated as a separate Adhering Party for purposes of this FX Protocol.

(c) **Effective Adherence Date.** The agreements contemplated by this FX Protocol will, as between any two Adhering Parties, be effective on the later of the Effective Adherence Date specified in the Adherence Letters of the two Adhering Parties; *provided, however*, that (i) the Adhering Party shall not specify an Effective Adherence Date that is less than 30 calendar days following the date of its Adherence Letter; and (ii) the Effective Adherence Date for each Member shall be the date on which this FX Protocol was published by CLS Bank (or, in the case of an institution that was not a Member on the date this FX Protocol was published, the date of its Member Agreement with CLS Bank). Such agreement will apply to any FX Instruction submitted to the CLS System by or on behalf of an Adhering Party, regardless of whether such FX Instruction is submitted before or after such Effective Adherence Date.

(d) **No Additional Provisions.** In adhering to this FX Protocol, an Adhering Party may not specify additional provisions, conditions, or limitations in its Adherence Letter. Any purported adherence that CLS Bank, as agent, determines in good faith is not in compliance with this section will be void.

2. NOTICE OF ADOPTION OF BEST PRACTICE (OPTIONAL)

(a) **Adoption of Best Practice.** In addition to agreeing to Matched Instructions in the CLS System constituting a confirmation of the terms so matched (as described in section 1(a) above), an Adhering Party **may, but is not required to**, notify the other Adhering Parties of the adoption of the Best Practice by the Adhering Party and/or, if applicable, any of its Affiliates or Funds identified in its Adherence Letter.

An agreement to be bound by the Best Practice is evidenced by the execution and delivery to CLS Bank, in accordance with section 5 below, of the following: (i) in the case of a Member or non-Member for itself and, if applicable, acting on behalf of certain Affiliates, an Adoption of Best Practice Letter in the form of Exhibit 2A to this FX Protocol; and (ii) in the case of an investment or asset manager, acting on behalf of certain Funds, an Adoption of Best Practice Letter in the form of Exhibit 2B to this FX Protocol. Any supplements to such Adoption of Best Practice Letter is evidenced by the execution and delivery to CLS Bank, in accordance with section 5 below, of the following: (i) in the case of a Member or non-Member for itself and, if applicable, acting on behalf of certain Affiliates, an Adoption of Best Practice Supplemental Letter in the form of Exhibit 3A to this FX Protocol; and (ii) in the case of an investment or asset manager, acting on behalf of certain Funds, by the execution and delivery of an Adoption of Best Practice Letter in the form of Exhibit 3B to this FX Protocol. Such letter(s) shall identify, as an operational matter,

which of the Identification Codes of the Adhering Party and/or, if applicable, any of its Affiliates or Funds have adopted, or are adopting, the Best Practice.

(b) **Effective Adoption Date.** Each Adhering Party that agrees to be bound by the Best Practice shall specify in its Adoption of Best Practice Letter (and, if applicable, each Adoption of Best Practice Supplemental Letter), the effective date for such agreement (the “*Effective Adoption Date*”); *provided, however*, that the Adhering Party shall not specify an Effective Adoption Date that is (i) less than 30 calendar days following the date of its Adoption of Best Practice Supplemental Letter; and (ii) earlier than the Effective Adherence Date specified in its Adherence Letter.

(c) **No Additional Provisions.** An Adhering Party may not specify additional provisions, conditions, or limitations in its Adoption of Best Practice Letter or Adoption of Best Practice Supplemental Letter. Any purported agreement regarding the adoption of the Best Practice that CLS Bank, as agent, determines in good faith is not in compliance with this section will be void.

3. **ACKNOWLEDGEMENT OF SCOPE OF THIS FX PROTOCOL**

Each Adhering Party acknowledges and agrees that:

- (a) This FX Protocol does not apply to any FX Transaction for which related FX Instructions are not submitted to the CLS System;
- (b) Another Adhering Party’s adherence to this FX Protocol (*i.e.*, its agreement that Matched Instructions in the CLS System constitute a confirmation of the terms matched by the CLS System (described in section 1(a) above)) alone does not provide any indication of its adoption of the Best Practice (described in section 2(a) above); and
- (c) Because any adoption of the Best Practice by the Adhering Party (i) only addresses whether the Adhering Party requires the **receipt** of separate confirmations of FX Transactions if the related FX Instructions have been matched in the CLS System, and (ii) does not address whether such Adhering Party may be required to **send** such separate confirmations to another Adhering Party (unless such other Adhering Party has indicated its adoption of the Best Practice through this FX Protocol or otherwise), whether the Adhering Party is required to send, or continue to send, separate confirmations to another Adhering Party that has **not** agreed to be bound by the Best Practice through this FX Protocol or otherwise will depend on the arrangements and agreements which are specific to the two Adhering Parties (whether currently in place or as amended by the two Adhering Parties) and separate from this FX Protocol.

4. **REPRESENTATIONS**

(a) Each Adhering Party represents to each other Adhering Party with which it has, or may have, an FX Instruction submitted to the CLS System relating to an FX Transaction between them, on the date on which the later of them adheres to this FX Protocol in accordance with section 1(c) above, that:

- (i) *Powers.* It has the power to execute and deliver the Adherence Letter and, if

applicable, Adoption of Best Practice Letter and Adoption of Best Practice Supplemental Letter(s) (collectively, the “Letters”) and to perform its obligations under any such Letters and this FX Protocol, and has taken all necessary action to authorize such execution, delivery, and performance;

- (ii) *No Violation or Conflict.* Such execution, delivery and performance do not violate or conflict with any law applicable to it, any provision of its constitutional documents, any order or judgment of any court or other agency of government applicable to it or any of its assets or any contractual restriction binding on or affecting it or any of its assets;
- (iii) *Consents.* All governmental and other consents that are required to have been obtained by it with respect to each such Letter has been obtained and are in full force an effect and all conditions of any such consents have been complied with; and
- (iv) *Obligations Binding.* Its obligations under each such Letter and this FX Protocol constitute legal, valid, and binding obligations of such Adhering Party, enforceable in accordance with their respective terms (subject to applicable bankruptcy, reorganization, insolvency, moratorium or similar laws affecting creditors’ rights generally and subject, as to enforceability, to equitable principles of general application (regardless of whether enforcement is sought in a proceeding in equity or at law)).

(b) With respect to any Letter that an Adhering Party has delivered to CLS Bank which identifies any of its Affiliates or Funds, such Adhering Party represents to each other Adhering Party with which such Affiliate or Fund has, or may have, an FX Instruction submitted to the CLS System relating to an FX Transaction between the Affiliate or Fund and such other Adhering Party that it has the authority to bind the Affiliate or Fund to this FX Protocol and, if applicable, provide notice regarding the adoption by the Affiliate or Fund to the Best Practice.

5. DELIVERY OF EXECUTED LETTERS

Each Letter must be in writing in the following form:

- (a) one manually signed original copy; and
- (b) one conformed copy containing, in place of each signature, the printed or typewritten name of each signatory;

and each such copy must be delivered as a separate PDF (portable document format) attachment in an email to CLS Bank in New York at protocols@cls-bank.com. Each Adhering Party agrees that, for evidentiary purposes, a conformed copy of each Letter certified by the General Counsel or other appropriate officer of CLS Bank will be deemed to be an original.

6. MISCELLANEOUS

(a) **Headings.** The headings used in this FX Protocol and any Letter are for the convenience of reference only and are not to affect the construction of or to be taken into consideration in interpreting this FX Protocol or any Letter.

(b) **Governing Law.** This FX Protocol and each Letter will, as between two Adhering Parties and in respect of each FX Instruction submitted to the CLS System relating to an FX Transaction between them, be governed by and construed in accordance with the law of the State of New York.

[Letterhead of Adhering Party]

Via Electronic Mail (protocols@cls-bank.com)

[insert date]

CLS Bank International
39 Broadway
29th floor
New York, NY 10006

Re: **CLS Bank FX Protocol
Adherence Letter (Single Adhering Party: Non-Member)**

Dear Ladies and Gentlemen:

This letter constitutes an Adherence Letter as referred to in the CLS Bank FX Protocol (the “*FX Protocol*”) published by CLS Bank International (“*CLS Bank*”) on [CLS Bank to insert date]. The definitions and provisions contained in the FX Protocol are incorporated into this Adherence Letter.

1. Adherence to FX Protocol

The purpose of this letter is to confirm the adherence of our institution:

[INSERT LEGAL NAME OF ADHERING PARTY]

to the FX Protocol, effective as of the following date (the “*Effective Adherence Date*”):⁴

[INSERT RELEVANT DATE]

2. Appointment as Agent and Release

We hereby appoint CLS Bank as our agent for the limited purposes of the FX Protocol. Except as otherwise stated in the FX Protocol, we hereby waive, and release CLS Bank and any of its Affiliates 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 the adherence of our institution to the FX Protocol or any actions contemplated as being required by CLS Bank under the FX Protocol.

⁴ Effective Adherence Date must be at least 30 calendar days following the date of this Adherence Letter.

EXHIBIT 1A
FORM OF ADHERENCE LETTER
(Single Adhering Party: Non-Member)

3. Contact Details

Our contact details for purposes of this Adherence Letter are:

| | |
|------------|----------|
| Name: | [insert] |
| Address: | [insert] |
| Telephone: | [insert] |
| Fax: | [insert] |
| Email: | [insert] |

* * *

We hereby consent to the publication of the conformed copy of this letter by CLS Bank and to the disclosure by CLS Bank of the contents of this letter.

Yours faithfully,

[INSERT LEGAL NAME OF ADHERING PARTY]

By:

| | |
|------------|----------|
| Name: | [insert] |
| Title: | [insert] |
| Signature: | [insert] |

EXHIBIT 1B
FORM OF ADHERENCE LETTER
(Multiple Adhering Parties: Affiliates)

[Letterhead of Adhering Party]

Via Electronic Mail (protocols@cls-bank.com)

[insert date]

CLS Bank International
39 Broadway
29th floor
New York, NY 10006

Re: **CLS Bank FX Protocol
Adherence Letter (Multiple Adhering Parties: Affiliates)**

Dear Ladies and Gentlemen:

This letter constitutes an Adherence Letter as referred to in the CLS Bank FX Protocol (the “*FX Protocol*”) published by CLS Bank International (“*CLS Bank*”) on [CLS Bank to insert date]. The definitions and provisions contained in the FX Protocol are incorporated into this Adherence Letter.

1. Adherence to FX Protocol

The purpose of this letter is to confirm:

- (a) the adherence of our institution:

[INSERT LEGAL NAME OF ADHERING PARTY]

to the FX Protocol; and

- (b) (i) acting on behalf of each Affiliate identified in the table below, the adherence of the Affiliate to the FX Protocol, effective as of the Effective Adherence Date and (ii) that our institution is duly authorized to provide such confirmation on behalf of the Affiliate:

[INSERT LEGAL NAME OF AFFILIATE, AS APPLICABLE]⁵

The adherence of our institution⁶ and each of our Affiliates identified herein is effective as of the following date (the “*Effective Adherence Date*”):⁷

[INSERT RELEVANT DATE]

⁵ Please insert additional rows as needed, as each Affiliate should be listed in a separate row.

⁶ If your institution has already submitted an Adherence Letter and is submitting a new Adherence Letter (in the form of this Exhibit 1B) on behalf of one or more Affiliates, please modify this form of Adherence Letter by deleting the reference to “our institution” in this sentence.

⁷ The Effective Adherence Date must be at least 30 calendar days following the date of this Adherence Letter.

EXHIBIT 1B
FORM OF ADHERENCE LETTER
(Multiple Adhering Parties: Affiliates)

2. Appointment as Agent and Release

We hereby appoint CLS Bank as our agent for the limited purposes of the FX Protocol. Except as otherwise stated in the FX Protocol, we hereby waive, and release CLS Bank and any of its Affiliates 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 the adherence of our institution or any of our Affiliates identified herein to the FX Protocol or any actions contemplated as being required by CLS Bank under the FX Protocol.

3. Contact Details

Our contact details for purposes of this Adherence Letter are:

| | |
|------------|----------|
| Name: | [insert] |
| Address: | [insert] |
| Telephone: | [insert] |
| Fax: | [insert] |
| Email: | [insert] |

* * *

We hereby consent to the publication of the conformed copy of this letter by CLS Bank and to the disclosure by CLS Bank of the contents of this letter.

Yours faithfully,

[INSERT LEGAL NAME OF ADHERING PARTY]
for itself and acting on behalf of each of its Affiliates identified herein

By:

| | |
|------------|------------|
| Name: | [redacted] |
| Title: | [redacted] |
| Signature: | [redacted] |

[Letterhead of Adhering Party]

Via Electronic Mail (protocols@cls-bank.com)

[insert date]

CLS Bank International
39 Broadway
29th floor
New York, NY 10006

Re: **CLS Bank FX Protocol – Adherence Letter (Investment or Asset Manager)**

Dear Ladies and Gentlemen:

This letter constitutes an Adherence Letter as referred to in the CLS Bank FX Protocol (the “*FX Protocol*”) published by CLS Bank International (“*CLS Bank*”) on [CLS Bank to insert date]. The definitions and provisions contained in the FX Protocol are incorporated into this Adherence Letter.

1. Adherence to FX Protocol

(a) The purpose of this letter is to confirm:

(i) the adherence of our institution:

[INSERT LEGAL NAME OF ADHERING PARTY (INVESTMENT OR ASSET MANAGER)]

to the FX Protocol, acting on behalf of each Fund (*check applicable box(es)*):

listed below:

[INSERT LEGAL NAME OF FUND]⁸

listed in the relevant master agreement between our institution and another Adhering Party; and

(ii) that our institution is duly authorized to provide such confirmation on behalf of the Fund.

⁸ Please insert additional rows as needed, as each Fund should be listed in a separate row.

EXHIBIT 1C
FORM OF ADHERENCE LETTER
(Investment or Asset Manager)

- (b) *Effective Adherence Date.* The adherence of our institution and each Fund identified herein is effective as of the following date (the “*Effective Adherence Date*”):⁹

[INSERT RELEVANT DATE]

2. Appointment as Agent and Release

We hereby appoint CLS Bank as our agent for the limited purposes of the FX Protocol. Except as otherwise stated in the FX Protocol, we hereby waive, and release CLS Bank and any of its Affiliates 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 the adherence of our institution or any Funds identified herein to the FX Protocol or any actions contemplated as being required by CLS Bank under the FX Protocol.

3. Contact Details

Our contact details for purposes of this Adherence Letter are:

| | |
|------------|----------|
| Name: | [insert] |
| Address: | [insert] |
| Telephone: | [insert] |
| Fax: | [insert] |
| Email: | [insert] |

* * *

We hereby consent to the publication of the conformed copy of this letter by CLS Bank and to the disclosure by CLS Bank of the contents of this letter.

⁹ The Effective Adherence Date must be at least 30 calendar days following the date of this Adherence Letter.

EXHIBIT 1C
FORM OF ADHERENCE LETTER
(Investment or Asset Manager)

Yours faithfully,

[INSERT LEGAL NAME OF ADHERING PARTY (INVESTMENT OR ASSET MANAGER)]
acting on behalf of each Fund identified herein

By:

| | |
|------------|--|
| Name: | |
| Title: | |
| Signature: | |

EXHIBIT 2A
FORM OF ADOPTION OF BEST PRACTICE LETTER
(Member or Non-Member and Affiliates)

[Letterhead of Adhering Party]

Via Electronic Mail (protocols@cls-bank.com)

[insert date]

CLS Bank International
39 Broadway
29th floor
New York, NY 10006

Re: **CLS Bank FX Protocol**
Adoption of Best Practice Letter (Member or Non-Member and Affiliates)

Dear Ladies and Gentlemen:

This letter constitutes an Adoption of Best Practice Letter as referred to in the CLS Bank FX Protocol (the “*FX Protocol*”) published by CLS Bank International (“*CLS Bank*”) on [CLS to insert date]. The definitions and provisions contained in the FX Protocol are incorporated into this Adoption of Best Practice Letter.

1. Adoption of Best Practice

(a) *Notice.* The purpose of this letter is for our institution:

[INSERT LEGAL NAME OF ADHERING PARTY]

as an Adhering Party to the FX Protocol:

(i) to provide notice of its adoption of, and agreement to be bound by, the Best Practice for its Identification Codes listed below¹⁰ if used to identify our institution as a Transaction Counterparty in an FX Instruction submitted to the CLS System:

Select one box below:

- All Identification Codes
- All Identification Codes except [list as applicable]
- [list as applicable]

and

¹⁰ Only Identification Codes associated with the Adhering Party (and not any of its Affiliates) should be listed in this table. Identification Codes of Affiliates, if any, should only be listed under paragraph 1(a)(ii).

EXHIBIT 2A
FORM OF ADOPTION OF BEST PRACTICE LETTER
(Member or Non-Member and Affiliates)

- (ii) (A) acting on behalf of each of our institution’s Affiliates listed below,¹¹ to provide notice of the adoption by the Affiliate of, and agreement of the Affiliate to be bound by, the Best Practice for the Affiliate’s Identification Codes listed below if used to identify the Affiliate as a Transaction Counterparty in an FX Instruction submitted to the CLS System; (B) confirm that our institution is duly authorized to provide such notice on behalf of the Affiliate; and (C) confirm that no Affiliate has been listed below which is not, as of the Effective Adoption Date (defined below), an Adhering Party to the FX Protocol:

| | |
|--|---|
| <div style="background-color: yellow; border: 1px solid black; display: inline-block; padding: 2px;">[INSERT LEGAL NAME OF AFFILIATE]¹²</div> | Select <i>one</i> box below: <input type="checkbox"/> All Identification Codes <input type="checkbox"/> All Identification Codes except [list as applicable] <input type="checkbox"/> [list as applicable] |
|--|---|

- (b) *Effective Adoption Date.* The adoption of the Best Practice by our institution and each of our Affiliates identified herein is effective as of the following date (the “*Effective Adoption Date*”):¹³

[INSERT RELEVANT DATE]

2. Appointment as Agent and Release

We hereby appoint CLS Bank as our agent for the limited purposes of the FX Protocol. Except as otherwise stated in the FX Protocol, we hereby waive, and release CLS Bank and any of its Affiliates 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 Adoption of Best Practice Letter for our institution or any of our Affiliates identified herein or any actions contemplated as being required by CLS Bank under the FX Protocol.

3. Contact Details

Our contact details for purposes of this Adoption of Best Practice Letter are:

| | |
|------------|--|
| Name: | <div style="background-color: yellow; display: inline-block; padding: 2px;">[insert]</div> |
| Address: | <div style="background-color: yellow; display: inline-block; padding: 2px;">[insert]</div> |
| Telephone: | <div style="background-color: yellow; display: inline-block; padding: 2px;">[insert]</div> |
| Fax: | <div style="background-color: yellow; display: inline-block; padding: 2px;">[insert]</div> |
| Email: | <div style="background-color: yellow; display: inline-block; padding: 2px;">[insert]</div> |

* * *

¹¹ If this paragraph does not apply to your institution, please disregard by not inserting any information in this table.
¹² Please insert additional rows as needed, as each Affiliate should be listed in a separate row.
¹³ The Effective Adoption Date (i) must be at least 30 calendar days following the date of this Adoption of Best Practice Letter and (ii) may not be earlier than the Effective Adherence Date specified in the Adhering Party’s Adherence Letter.

EXHIBIT 2A
FORM OF ADOPTION OF BEST PRACTICE LETTER
(Member or Non-Member and Affiliates)

We hereby consent to the publication of the conformed copy of this letter by CLS Bank and to the disclosure by CLS Bank of the contents of this letter.

Yours faithfully,

[INSERT LEGAL NAME OF ADHERING PARTY],
for itself and acting on behalf of each of its Affiliates identified herein

By:




| | |
|------------|---|
| Name: |  |
| Title: |  |
| Signature: |  |

EXHIBIT 2B
FORM OF ADOPTION OF BEST PRACTICE LETTER
(Investment or Asset Manager)

[Letterhead of Adhering Party]

Via Electronic Mail (protocols@cls-bank.com)

[insert date]

CLS Bank International
39 Broadway
29th floor
New York, NY 10006

Re: **CLS Bank FX Protocol**
Adoption of Best Practice Letter (Investment or Asset Manager and Funds)

Dear Ladies and Gentlemen:

This letter constitutes an Adoption of Best Practice Letter as referred to in the CLS Bank FX Protocol (the “*FX Protocol*”) published by CLS Bank International (“*CLS Bank*”) on [CLS to insert date]. The definitions and provisions contained in the FX Protocol are incorporated into this Adoption of Best Practice Letter.

1. Adoption of Best Practice

(a) *Notice.* The purpose of this letter is for our institution:

[INSERT LEGAL NAME OF ADHERING PARTY (INVESTMENT OR ASSET MANAGER)]

as an Adhering Party to the FX Protocol, acting on behalf of each Fund (*check applicable box(es)*):

listed below:

[INSERT LEGAL NAME AND/OR FUND IDENTIFIER¹⁴ OF FUND]¹⁵

listed in the relevant master agreement between our institution and another Adhering Party

- (i) to provide notice of the adoption by the Fund of, and agreement of the Fund to be bound by, the Best Practice for the Fund if the Fund is identified as a Transaction Counterparty in an FX Instruction submitted to the CLS System;
- (ii) confirm that our institution is duly authorized to provide such notice on behalf of the Fund; and

¹⁴ “Fund Identifier” shall have the meaning assigned to such term in the CLS Bank Member Handbook.

¹⁵ Please insert additional rows as needed, as each Fund should be listed in a separate row.

EXHIBIT 2B
FORM OF ADOPTION OF BEST PRACTICE LETTER
(Investment or Asset Manager)

(iii) confirm that no Fund has been listed above which is not, as of the Effective Adoption Date (defined below), an Adhering Party to the FX Protocol.

(b) *Effective Adoption Date.* The adoption of the Best Practice by our institution and each of our Affiliates identified herein is effective as of the following date (the “Effective Adoption Date”):¹⁶

[INSERT RELEVANT DATE]

2. Appointment as Agent and Release

We hereby appoint CLS Bank as our agent for the limited purposes of the FX Protocol. Except as otherwise stated in the FX Protocol, we hereby waive, and release CLS Bank and any of its Affiliates 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 Adoption of Best Practice Letter for our institution or any Funds identified herein or any actions contemplated as being required by CLS Bank under the FX Protocol.

3. Contact Details

Our contact details for purposes of this Adoption of Best Practice Letter are:

| | |
|------------|----------|
| Name: | [insert] |
| Address: | [insert] |
| Telephone: | [insert] |
| Fax: | [insert] |
| Email: | [insert] |

* * *

We hereby consent to the publication of the conformed copy of this letter by CLS Bank and to the disclosure by CLS Bank of the contents of this letter.

¹⁶ The Effective Adoption Date (i) must be at least 30 calendar days following the date of this Adoption of Best Practice Letter and (ii) may not be earlier than the Effective Adherence Date specified in the Adhering Party's Adherence Letter.

EXHIBIT 2B
FORM OF ADOPTION OF BEST PRACTICE LETTER
(Investment or Asset Manager)

Yours faithfully,

[INSERT LEGAL NAME OF ADHERING PARTY (INVESTMENT OR ASSET MANAGER)],
acting on behalf of each Fund identified herein

By:

| | |
|------------|--|
| Name: | |
| Title: | |
| Signature: | |

EXHIBIT 3A
FORM OF ADOPTION OF BEST PRACTICE SUPPLEMENTAL LETTER
(Member or Non-Member and Affiliates)

[Letterhead of Adhering Party]

Via Electronic Mail (protocols@cls-bank.com)

[insert date]

CLS Bank International
39 Broadway
29th floor
New York, NY 10006

Re: **CLS Bank FX Protocol
Adoption of Best Practice Supplemental Letter (Member or Non-Member and Affiliates)**

Dear Ladies and Gentlemen:

This letter constitutes an Adoption of Best Practice Supplemental Letter as referred to in the CLS Bank FX Protocol (the “*FX Protocol*”) published by CLS Bank International (“*CLS Bank*”) on [CLS to insert date]. The definitions and provisions contained in the FX Protocol are incorporated into this Adoption of Best Practice Supplemental Letter.

1. Adoption of Best Practice

(a) *Notice.* The purpose of this letter is for our institution:

[INSERT LEGAL NAME OF ADHERING PARTY]

as an Adhering Party to the FX Protocol:

(i) to provide notice of its adoption of, and agreement to be bound by, the Best Practice for its Identification Codes listed below¹⁷ **(which are in addition to the Identification Codes listed in the Adoption of Best Practice Letter or any Adoption of Best Practice Supplemental Letter(s) previously provided by our institution to CLS Bank for purposes of the FX Protocol)** if used to identify our institution as a Transaction Counterparty in an FX Instruction submitted to the CLS System:

Select one box below:

- All Identification Codes
- All Identification Codes except [list as applicable]
- [list as applicable]

¹⁷ Only Identification Codes associated with the Adhering Party (and not any of its Affiliates) should be listed in this table. Identification Codes of Affiliates, if any, should only be listed under paragraph 1(a)(ii).

EXHIBIT 3A
FORM OF ADOPTION OF BEST PRACTICE SUPPLEMENTAL LETTER
(Member or Non-Member and Affiliates)

and

- (ii) (A) acting on behalf of each of our institution’s Affiliates listed below,¹⁸ to provide notice of the adoption by the Affiliate of, and agreement of the Affiliate to be bound by, the Best Practice for the Affiliate’s Identification Codes listed below if used to identify the Affiliate as a Transaction Counterparty in an FX Instruction submitted to the CLS System; (B) confirm that our institution is duly authorized to provide such notice on behalf of the Affiliate; and (C) confirm that no Affiliate has been listed below which is not, as of the Effective Adoption Date (defined below), an Adhering Party to the FX Protocol:

| | |
|---|--|
| <div style="background-color: yellow; border: 1px solid black; padding: 2px;">[INSERT LEGAL NAME OF AFFILIATE]¹⁹</div> | <p>Select <u>one</u> box below:</p> <p><input type="checkbox"/> All Identification Codes</p> <p><input type="checkbox"/> All Identification Codes except [list as applicable]</p> <p><input type="checkbox"/> [list as applicable]</p> |
|---|--|

- (b) *Effective Adoption Date.* The adoption of the Best Practice by our institution and each of our Affiliates identified herein is effective as of the following date (the “*Effective Adoption Date*”):²⁰

[INSERT RELEVANT DATE]

- (c) This agreement supplements, and does not replace, the Adoption of Best Practice Letter or any Adoption of Best Practice Supplemental Letter previously submitted by our institution, for itself or on behalf of any Affiliate, to CLS Bank under the FX Protocol.

2. Appointment as Agent and Release

We hereby appoint CLS Bank as our agent for the limited purposes of the FX Protocol. Except as otherwise stated in the FX Protocol, we hereby waive, and release CLS Bank and any of its Affiliates 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 Adoption of Best Practice Supplemental Letter for our institution or any of our Affiliates identified herein or any actions contemplated as being required by CLS Bank under the FX Protocol.

¹⁸ If this paragraph does not apply to your institution, please disregard by not inserting any information in this table.

¹⁹ Please insert additional rows as needed, as each Affiliate should be listed in a separate row.

²⁰ The Effective Adoption Date (i) must be at least 30 calendar days following the date of this Adoption of Best Practice Supplemental Letter and (ii) may not be earlier than the Effective Adherence Date specified in the Adhering Party’s Adherence Letter.

EXHIBIT 3A
FORM OF ADOPTION OF BEST PRACTICE SUPPLEMENTAL LETTER
(Member or Non-Member and Affiliates)

3. Contact Details

Our contact details for purposes of this Adoption of Best Practice Supplemental Letter are:

| | |
|------------|----------|
| Name: | [insert] |
| Address: | [insert] |
| Telephone: | [insert] |
| Fax: | [insert] |
| Email: | [insert] |

* * *

We hereby consent to the publication of the conformed copy of this letter by CLS Bank and to the disclosure by CLS Bank of the contents of this letter.

Yours faithfully,

[INSERT LEGAL NAME OF ADHERING PARTY],
for itself and any of its Affiliates identified herein

By:

| | |
|------------|------------|
| Name: | [redacted] |
| Title: | [redacted] |
| Signature: | [redacted] |

EXHIBIT 3B
FORM OF ADOPTION OF BEST PRACTICE SUPPLEMENTAL LETTER
(Investment or Asset Manager)

[Letterhead of Adhering Party]

Via Electronic Mail (protocols@cls-bank.com)

[insert date]

CLS Bank International
39 Broadway
29th floor
New York, NY 10006

Re: **CLS Bank FX Protocol**
Adoption of Best Practice Supplemental Letter (Investment or Asset Manager)

Dear Ladies and Gentlemen:

This letter constitutes an Adoption of Best Practice Supplemental Letter as referred to in the CLS Bank FX Protocol (the “*FX Protocol*”) published by CLS Bank International (“*CLS Bank*”) on [CLS to insert date]. The definitions and provisions contained in the FX Protocol are incorporated into this Adoption of Best Practice Supplemental Letter.

1. Adoption of Best Practice

(a) *Notice.* The purpose of this letter is for our institution:

[INSERT LEGAL NAME OF ADHERING PARTY (INVESTMENT OR ASSET MANAGER)]

as an Adhering Party to the FX Protocol, acting on behalf of each Fund (*check applicable box(es)*):

listed below:

[INSERT LEGAL NAME AND/OR FUND IDENTIFIER²¹ OF FUND]²²

listed in the relevant master agreement between our institution and another Adhering Party

- (i) to provide notice of the adoption by the Fund of, and agreement of the Fund to be bound by, the Best Practice for the Fund if the Fund is identified as a Transaction Counterparty in an FX Instruction submitted to the CLS System;
- (ii) confirm that our institution is duly authorized to provide such notice on behalf of the Fund; and

²¹ “Fund Identifier” shall have the meaning assigned to such term in the CLS Bank Member Handbook.

²² Please insert additional rows as needed, as each Fund should be listed in a separate row.

EXHIBIT 3B
FORM OF ADOPTION OF BEST PRACTICE SUPPLEMENTAL LETTER
(Investment or Asset Manager)

(iii) confirm that no Fund has been listed above which is not, as of the Effective Adoption Date (defined below), an Adhering Party to the FX Protocol.

(b) *Effective Adoption Date.* The adoption of the Best Practice by our institution and each of our Affiliates identified herein is effective as of the following date (the “Effective Adoption Date”):²³

[INSERT RELEVANT DATE]

(c) This agreement supplements, and does not replace, the Adoption of Best Practice Letter or any Adoption of Best Practice Supplemental Letter previously submitted by our institution, for itself or on behalf of any Fund, to CLS Bank under the FX Protocol.

2. Appointment as Agent and Release

We hereby appoint CLS Bank as our agent for the limited purposes of the FX Protocol. Except as otherwise stated in the FX Protocol, we hereby waive, and release CLS Bank and any of its Affiliates 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 Adoption of Best Practice Supplemental Letter for our institution or any Fund identified herein or any actions contemplated as being required by CLS Bank under the FX Protocol.

3. Contact Details

Our contact details for purposes of this Adoption of Best Practice Supplemental Letter are:

| | |
|------------|----------|
| Name: | [insert] |
| Address: | [insert] |
| Telephone: | [insert] |
| Fax: | [insert] |
| Email: | [insert] |

* * *

We hereby consent to the publication of the conformed copy of this letter by CLS Bank and to the disclosure by CLS Bank of the contents of this letter.

²³ The Effective Adoption Date (i) must be at least 30 calendar days following the date of this Adoption of Best Practice Supplemental Letter and (ii) may not be earlier than the Effective Adherence Date specified in the Adhering Party’s Adherence Letter.

EXHIBIT 3B
FORM OF ADOPTION OF BEST PRACTICE SUPPLEMENTAL LETTER
(Investment or Asset Manager)

Yours faithfully,

[INSERT LEGAL NAME OF ADHERING PARTY (INVESTMENT OR ASSET MANAGER)],
acting on behalf of each Fund listed herein

By:

| | |
|------------|--|
| Name: | |
| Title: | |
| Signature: | |