

IPDC FINANCE LIMITED

As Issuer and Settlor

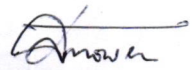
AND

CAPM ADVISORY LIMITED
As Trustee

TRUST DEED

RELATING TO

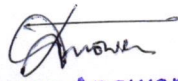
BDT 1,500,000,000 FLOATING RATE
UNSECURED NON-CONVERTIBLE SUBORDINATED
BONDS



Farzana Anower
AVP
Portfolio Management Department
CAPM Advisory Limited


Mominul Islam
Managing Director & CEO
IPDC Finance Limited

CONTENTS

CLAUSE	PAGE
1. Definitions And Interpretation.....	3
2. Relation Between The Parties.....	8
3. Governing Law And Arbitration	8
4. Trust.....	9
5. Costs And Expenses	11
6. Terms Of Appointment Of Trustee With Rights, Duties And Obligations).....	13
7. Trustee Fee	20
8. The Bonds (Modus Operandi Of The Issue).....	21
9. Redemption Features	22
10. Transfer Of Bonds	22
11. Rights Duties And Obligations Of The Issuer	22
12. Rights Duties And Obligations Of The Bondholders	27
13. Accounts And Audit	27
14. Date Of Termination Of The Trust.....	28
15. Appointment And Retirement Of Trustee	28
16. Meeting Of Bondholders	30
17. Amendments Of Trust Deed.....	30
18. Enforcement.....	32
19. Payments.....	33


Farzana Anower
AVP
Porfolio Management Department
CAPM Advisory Limited


Momirul Islam
Managing Director & CEO
IPDC Finance Limited