



Form of Adherence Letter

April 7, 2009

International Swaps and Derivatives Association, Inc.
Send to: ChemturaRouseProtocol@isda.org

Dear Sirs,

Revised 2009 Chemtura Entities CDS Protocol and 2009 Rouse CDS Protocol - Adherence

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

CDS Protocol	Check to confirm adherence
Revised 2009 Chemtura Entities CDS Protocol (the "Chemtura Entities Protocol")	X
2009 Rouse CDS Protocol (the "Rouse Protocol")	X

each as published by the International Swaps and Derivatives Association, Inc. on, with respect to the Chemtura Entities Protocol, April 6, 2009 and, with respect to the Rouse Protocol, April 2, 2009 (each a "Protocol").

We acknowledge and agree that if no boxes are checked, each box will be deemed to be checked and this letter will confirm our adherence to each of the Chemtura Entities Protocol and the Rouse Protocol.

If one or more boxes have been checked (or deemed checked) this letter will be deemed to constitute a separate "Adherence Letter" in respect of each relevant Protocol (as referred to in each of such Protocols).

The definitions and provisions contained in the Chemtura Entities Protocol and/or the Rouse Protocol, as the case may be are incorporated into the Adherence Letter relating thereto, which will supplement and form part of each Covered Transaction (now or in the future) between us and each other Adhering Party (each as defined in the relevant Protocol).

1. Specified Terms

The amendments in Section 1 and Schedule 1 of this Protocol shall apply to Covered Transactions to which we are a party.

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 or our adherence to the Protocol or any actions contemplated as being required by ISDA.

3. DTCC Account Number

For purposes of electronic matching and counterparty recognition, our DTCC Account Number is as follows, but you understand and agree that our failure to provide any such details pursuant to this letter will not affect the legal validity and binding nature of the Protocol with respect to us:

DTCC Account Number:

Marathon Special Opportunity Master Fund, Ltd DTCC Account Number: 00007734

Marathon Distressed Subprime Fund LP DTCC Account Number: 00003S94

Marathon Structured Finance Feeder Fund, Ltd DTCC Account Number: 00007736

4. Contact Details

Our contact details for purposes of this Adherence Letter are:

Name:	Gregg Shapses
Address:	One Bryant Park, 38 th fl, NY, NY 10036
Telephone:	212 500 3064
Fax:	212 205 8800
E-mail:	gshapses@marathonfund.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.



MARATHON

ASSET MANAGEMENT

Yours faithfully,

Marathon Asset Management, LP as Investment Adviser to the following funds:

Marathon Special Opportunity Master Fund, Ltd., Marathon Distressed Subprime Fund LP,
Marathon Structured Finance Feeder Fund, Ltd

By:

Name: Andrew Rabinowitz
Title: Chief Operating Officer
Signature: Andrew Rabinowitz