

Form of Adherence Letter

**Seer Capital TALF Opportunity Master Fund L.P.
Walkers Corporate Services Limited, Walker House
87 Mary Street, George Town, Grand Cayman KY1-9002, Cayman Islands**

January 31, 2010

International Swaps and Derivatives Association, Inc.

Send to: smallbang@isda.org

Dear Sirs,

2009 ISDA Credit Derivatives Determinations Committees, Auction Settlement and Restructuring CDS Protocol - Adherence

The purpose of this letter is to confirm our adherence to the 2009 ISDA Credit Derivatives Determinations Committees, Auction Settlement and Restructuring CDS Protocol as published by the International Swaps and Derivatives Association, Inc. on July 14, 2009 (the **July 2009 Protocol**). This letter constitutes, as between each other July 2009 Adhering Party and us, an Adherence Letter as referred to in the July 2009 Protocol. The definitions and provisions contained in the July 2009 Protocol are incorporated into this Adherence Letter, which will supplement and form part of each Protocol Covered Transaction (now or in the future) entered into between us and each other July 2009 Adhering Party.

1. Specified Terms

As between each other July 2009 Adhering Party and us, the amendments in Schedule 1 of the July 2009 Protocol shall apply to Protocol Covered Transactions to which we are a party in accordance with the terms of the July 2009 Protocol.

2. Appointment as Agent and Release

We hereby appoint ISDA as our agent for the limited purposes of the July 2009 Protocol and accordingly we waive any rights and hereby release ISDA from any 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 July 2009 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 Adherence Letter will not affect the legal validity and binding nature of the July 2009 Protocol with respect to us:

DTCC Account Number:	External ID:	SeerTALFOpport 1
	Legal Name:	Seer Capital TALF Opportunity Master Fund L.P.
	Production #:	00008D35

4. Contact Details

Our contact details for purposes of this Adherence Letter are:

Name: Richard Kim / Robert Neff
Address: Seer Capital Management LP
489 Fifth Avenue, 17th Floor
New York, NY 10017
Telephone: 212-850-9000
Fax: 212-850-9011
E-mail: rkim@seercap.com; rneff@seercap.com; operations@seercap.com

We consent to the publication of a conformed copy of this letter by ISDA and to the disclosure by ISDA of the contents of this letter.

Yours faithfully,

SEER CAPITAL TALF OPPORTUNITY MASTER FUND L.P.

By:

Name:	Michael Lamont
Title:	Authorized Signatory
Signature:	Michael Lamont