

Adherence Letter

Letterhead of July 2009 Adhering Party

December 23, 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: 0997 for all signatories on Schedule 1 attached hereto

4. Contact Details

Our contact details for purposes of this Adherence Letter are:

Name: Lawrence H. Kaplan
Address: 90 Hudson Street, Jersey City, NJ 07302
Telephone: (201) 827-2269
Fax: (201) 827-3269
E-mail: lkaplan@lordabbett.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,

LORD, ABBETT & CO. LLC AS AGENT ON BEHALF OF EACH REGISTERED INVESTMENT COMPANY LISTED ON SCHEDULE 1

By: /s/Lawrence H. Kaplan

Name: Lawrence H. Kaplan

Title: Member & General Counsel

**LORD ABBETT FUNDS
SCHEDULE 1**

Name of Investment Company	Alert Code
Lord Abbett Global Fund, Inc. - Lord Abbett Global Allocation Fund (<i>f.k.a. Lord Abbett Equity Series</i>)	LAGFEN
Lord Abbett Global Fund, Inc. - Lord Abbett Developing Local Markets Fund (<i>f.k.a. Income Series</i>)	LAGFI
Lord Abbett Securities Trust. - Lord Abbett International Core Equity Fund	LASTIC
Lord Abbett Securities Trust - Lord Abbett International Opportunities Fund	LASTI
Lord Abbett Securities Trust - Lord Abbett International Dividend Income Fund	LAIDIF
Lord Abbett Securities Trust -- Lord Abbett Micro-Cap Growth Fund	LAMCGF
Lord Abbett Bond-Debenture Fund, Inc.	LABDF
Lord Abbett Stock Appreciation Fund	LALCG
Lord Abbett Investment Trust - Lord Abbett Core Fixed Income Fund	LAITC
Lord Abbett Investment Trust - Lord Abbett High Yield Fund	LAHY
Lord Abbett Investment Trust - Lord Abbett Short Duration Income Fund (<i>f.k.a Lord Abbett Limited Duration U.S. Government & Government Sponsored Enterprises Fund</i>)	LAITLDUSG
Lord Abbett Investment Trust - Lord Abbett Total Return Fund	STRAT
Lord Abbett Investment Trust - Lord Abbett Convertible Fund	LAITCF
Lord Abbett Investment Trust - Lord Abbett Income Fund (<i>f.k.a. Lord Abbett U.S. Government & Government Sponsored Enterprises Fund</i>)	LAUS
Lord Abbett Developing Growth Fund, Inc.	LADGF
Lord Abbett Research Fund, Inc. - Lord Abbett Capital Structure Fund (<i>f.k.a. Lord Abbett America's Value Fund</i>)	LARAV
Lord Abbett Research Fund, Inc. -- Lord Abbett Growth Opportunities Fund	LAGOF
Lord Abbett Series Fund, Inc. - Lord Abbett Capital Structure Portfolio (<i>f.k.a Lord Abbett America's Value Portfolio</i>)	LASAV
Lord Abbett Series Fund, Inc. - Lord Abbett Bond-Debenture Portfolio	LASBD
Lord Abbett Series Fund, Inc. - Developing Growth Portfolio	LASFDG
Lord Abbett Series Fund, Inc. - Growth Opportunities Portfolio	LASGO
Lord Abbett Series Fund, Inc. - Lord Abbett International Opportunities Portfolio (<i>f.k.a. Lord Abbett International Portfolio</i>)	LASFI
Lord Abbett Series Fund, Inc. - Lord Abbett International Core Equity Portfolio	LASTIN
Lord Abbett Series Fund, Inc. - Lord Abbett Total Return Portfolio	LASTR
Lord Abbett Municipal Income Fund, Inc. -- Lord Abbett AMT Free Municipal Bond Fund	LAAMTTF
Lord Abbett Municipal Income Fund, Inc. -- Lord Abbett California Tax-Free Income Fund	CA
Lord Abbett Municipal Income Fund, Inc. -- Lord Abbett High Yield Municipal Bond Fund	LATFHY
Lord Abbett Municipal Income Fund, Inc. -- Lord Abbett Intermediate Tax-Free Fund	LATFINSI
Lord Abbett Municipal Income Fund, Inc. - Lord Abbett National Tax-Free Income Fund	LATFNATLS
Lord Abbett Municipal Income Fund, Inc. - Lord Abbett New Jersey Tax-Free Income Fund	LATFNJS
Lord Abbett Municipal Income Fund, Inc. - Lord Abbett New York Tax-Free Income Fund	LATFNYS
Lord Abbett Municipal Income Fund, Inc. -- Lord Abbett Short Duration Tax Free Fund	LASDTF