

2005 CDS Index Protocol

Form of Bidding Agreement Letter

Morgan Stanley & Co. Incorporated

May 2, 2005

**Markit Group Limited
10 Bricket Road, St Albans
Hertfordshire, AL1 3JX
United Kingdom**

**Creditex, Inc.
26 West 17th Street, 4th Floor
New York, NY 10011-5710**

**International Swaps and Derivatives Association, Inc.
[360 Madison Avenue, 16th Floor
New York, NY 10017**

Dear Sirs,

We write to inform you that we wish to be a "Participating Bidder," as defined in the Auction Methodology included as part of the 2005 CDS Index Protocol published by the International Swaps and Derivatives Association, Inc. on 26th May, 2005 (the "Protocol"). Capitalized terms used in this letter but not defined herein have the meanings specified in the Protocol.

By signing and returning this Bidding Agreement Letter to you, we represent that:

- (a) from time to time we make a market in obligations of the type of the Reference Obligation;
- (b) we or our affiliate is licensed by CDS IndexCo LLC or Dow Jones & Company, Inc. to use the service marks relating to the Dow Jones CDX.NA.HY indices in connection with Covered Index Transactions; and
- (c) none of our affiliates has previously submitted a Bidding Agreement Letter to you.

In addition, we agree that neither Administrator shall be liable to us for any indirect, special or consequential damages resulting from our participation in the auction described in the Auction Methodology (the "Auction") (including any Automatic Trade involving our Bid or Offer), and that each Administrator's maximum cumulative liability for direct and any other damages arising out of our participation in the Auction (including any Automatic Trade), other than damages resulting from gross negligence or willful misconduct on the part of such Administrator, is limited to US\$10,000 in the aggregate.

Our contact details for purposes of this Bidding Agreement Letter are:

Name: James Hill
Address: 1585 Broadway NY NY 10036
Telephone: 212 761 2514
Fax: 212 507 8465
E-mail: james.hill@morganstanley.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.

Yours faithfully,

Morgan Stanley & Co. Incorporated

By:

Name: Michael Pohly
Title: Managing Director
Signature: /s/