

Kayne Anderson

Form of Adherence Letter

February 3, 2009

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

Dear Sirs,

2009 Nortel Entities CDS Protocol - Adherence

The purpose of this letter is to confirm our adherence the 2009 Nortel Entities CDS Protocol, as published by the International Swaps and Derivatives Association, Inc. on February 2, 2009 (the "Protocol"). This letter constitutes an "Adherence Letter" as referred to in the Protocol.

In adhering to the Protocol, we confirm that we are adhering to its terms with respect to the following Auctions (as defined in the Protocol):

Auction	Check to confirm adherence
Nortel Networks Corporation	<input checked="" type="checkbox"/>
Nortel Networks Limited	<input checked="" type="checkbox"/>

We acknowledge and agree that if (a) no boxes are checked, each box will be deemed to be checked and this letter will confirm our adherence to the Protocol with respect to each of the Auctions and (b) if one or both boxes have been checked, this letter will confirm our adherence to the Protocol respectively with respect to the Auction corresponding to each box checked.

The definitions and provisions contained in the Protocol are incorporated into this Adherence Letter, which will supplement and form part of each Covered Transaction (now or in the future) between us and each other Adhering Party, respectively.

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.

Kayne Anderson Capital Advisors, L.P.
1800 Avenue of the Stars • Second Floor • Los Angeles, California 90067
Tel 310 556 2721 Fax 310 284 6490

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:

Kayne Anderson Capital Income Partners (QP), L.P. – 0000877X
Kayne Anderson Capital Income Fund, Ltd – 0000876X

4. Contact Details

Our contact details for purposes of this Adherence Letter are:

Name: Gary Ghazarian
Address: 1800 Avenue of the Stars, Second Floor, Los Angeles, CA 90067
Telephone: (310) 284-6467
Fax: (310) 284-2467
E-mail: gghazarian@kaynecapital.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,

Kayne Anderson Capital Advisors, L.P. acting on behalf of the funds and accounts listed in the relevant Master Agreement between it and another Adhering Party¹

By:

Name:	David Shladovsky
Title:	General Counsel
Signature:	David Shaldovsky