

September 23, 2005

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

Dear Sirs,

2005 Delta & Northwest CDS Index Protocol - Adherence

The purpose of this letter is to confirm our adherence to the 2005 Delta & Northwest CDS Index Protocol as published by the International Swaps and Derivatives Association, Inc. on September 23, 2005 (the "Protocol"). This letter constitutes an Adherence Letter as referred to in the Protocol.

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

1. Specified Terms

The terms of Annex 1, Covered Index Transactions, shall apply.

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. Contact Details

Our contact details for purposes of this Adherence Letter are:

Name: ZAIS CDO Opportunity Master Fund, Ltd.

Address: c/o ZAIS Group, LLC

The Galleria Building 3, 2nd Floor

2 Bridge Avenue

Red Bank, New Jersey 07701

Att.: Samantha Eckstein

Telephone: (732) 450-7438

Fax: (732) 747-7619

E-mail: Samantha.eckstein@zaisgroup.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,

ZAIS CDO Opportunity Master Fund, Ltd.

By: ZAIS Group, LLC, as investment
manager

By: /s/ Julie Zola
Title: Portfolio Manager