

July 23, 2009

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.

If we are not a March 2009 Adhering Party as of the date hereof, this letter also (i) confirms our adherence to the 2009 ISDA Credit Derivatives Determinations Committees and Auction Settlement CDS Protocol published by ISDA on March 12, 2009 (the **March 2009 Protocol**), and (ii) constitutes, as between each March 2009 Adhering Party that is not a July 2009 Adhering Party and us, an "Adherence Letter" for purposes of, and as defined in, the March 2009 Protocol. This letter will supplement and form part of each "Protocol Covered Transaction" (as that term is defined in the March 2009 Protocol) (now or in the future) entered into between us and each other March 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.

As between each March 2009 Adhering Party that is not a July 2009 Adhering Party and us, the amendments in Schedule 1 of the March 2009 Protocol shall apply to "Protocol Covered Transactions" (as that term is defined in the March 2009 Protocol) to which we are a party in accordance with the terms of the March 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 March 2009 Protocol, as applicable, 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 and March 2009 Protocol, as applicable, or any actions contemplated as being required by ISDA.

Metropolitan West Asset Management
11111 Wilshire Boulevard, Suite 1000
Los Angeles, California 90025

TEL 310.460.2000
FAX 310.460.2001
WWW.METWESTAM.COM

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 and March 2009 Protocol, as applicable, with respect to us:

DTCC Account Number: Portfolios listed in Appendix A

4. Contact Details

Our contact details for purposes of this Adherence Letter are:

Name: Christina Bau
Address: 11766 Wilshire Blvd Suite 1580, Los Angeles, CA 90025
Telephone: 310) 444-1677
Fax: 310) 966-8999
E-mail: CBau@mwamllc.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,

Metropolitan West Asset Management LLC, acting on behalf of the clients, investors, funds, accounts and/or other principals listed in the relevant Governing Master Agreement entered into between it (as Agent) and another July 2009 Adhering Party on or prior to January 31, 2011.

By:

Name: Joseph D. Hattesoehl
Title: CFO
Signature: Joseph D. Hattesoehl

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Appendix A

The following entities are Parties to this Adherence:

DTCC Account #:	MW1005
	MW122
	MW125
	MW126
	MW127
	MW1402
	MW1430
	MW1438
	MW1456
	MW1601
	MW1608
	MW1609
	MW1610
	MW1611
	MW1613
	MW1614
	MW1619
	MW1620
	MW1621
	MW214
	MW219
	MW403
	MW485
	MW603
	MW608
	MW609
	MW611
	MW633
	MW671
	MW675
	MW686
	MW692
	MW701
	MW702
	MW703
	MW704
	MW705
	MW706
	MW707
	MW760
	MW761
	MW763
	MW764
	MW768
	MW769
	MW773
	MW774
	MW775
	MW777
	MW778
	MW779
	MW786

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