



MFS Investment Management
500 Boylston Street, Boston, MA 02116-3741
617.954.5000 mfs.com

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 to 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	√
Nortel Networks Limited	√

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.

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: See attached Appendix A

4. Contact Details

Our contact details for purposes of this Adherence Letter are:

Name: Robertson Mansi
Address: 500 Boylston Street
Boston, MA 02116-3741
Telephone: 617-954-5215
Fax: 617-954-7098
E-mail: rmansi@mfs.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,

Massachusetts Financial Services Company, acting on behalf of the funds listed on attached Appendix A

By:

Name: Robin A. Stelmach
Title: Chief Operating Officer
Signature: Robin A. Stelmach

Appendix A

Fund Name	DTCC Account Number
MFS Intermarket Income Trust I, a Massachusetts business trust	MFS/CMK
MFS Meridian Funds – Strategic Income Fund	MFS/MFC
MFS Series Trust VIII, a Massachusetts business trust, on behalf of MFS Strategic Income Portfolio	MFS/MFO
MFS Variable Insurance Trust II, a Massachusetts business trust, on behalf of MFS Strategic Income Portfolio	MFS/SIS
MFS Variable Insurance Trust, a Massachusetts business trust, on behalf of MFS Strategic Income Series	MFS/VWG