

Metropolitan Life Insurance Company  
10 Park Avenue  
P. O. Box 1902  
Morristown, NJ 07962-1902

**MetLife®**

**Todd F. Lurie**  
**Assistant General Counsel**  
Tel: (973) 355-4368  
Fax: (212-743-0649  
tlurie@metlife.com

**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.

**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: [●]

**4. Contact Details**

Our contact details for purposes of this Adherence Letter are:

Name: Todd F. Lurie  
Address: c/o MetLife, P.O. Box 1902, 10 Park Avenue, Morristown, New Jersey 07962  
Telephone: (973) 355-4368  
Fax: (212) 743-0649  
E-mail: tlurie@metlife.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 LIFE INSURANCE COMPANY, for itself and as Investment/Asset Manager, 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: Todd F. Lurie
Title: Assistant General Counsel
Signature: /Todd F. Lurie/

ATTACHMENT

MetLife, Inc.  
Metropolitan Tower Life Insurance Company  
MetLife Investors USA Insurance Company  
New England Life Insurance Company  
General American Life Insurance Company  
MetLife Investors Insurance Company  
First MetLife Investors Insurance Company  
Metropolitan Property and Casualty Insurance Company  
MetLife Bank, N.A.  
Exeter Reassurance Company, Ltd.  
Metropolitan Life Insurance Company on behalf of its Separate Account 466  
Ten Park SPC  
One Madison Investments (Cayco) Limited  
MetLife Insurance Company of Connecticut  
Euro TL Investments LLC  
MetLife Worldwide Holdings, Inc.  
MetLife Insurance and Investment Trust  
MetLife International Holdings, Inc.