

Don Thompson
Managing Director and
Associate General Counsel
Legal Department

CONFORMED COPY

April 23, 2009

Send to: COAprotocol@isda.org

Dear Sirs,

ISDA Close-out Amount Protocol - Adherence

The purpose of this letter is to confirm the adherence by each of the legal entities set forth on Annex A hereto to the ISDA Close-out Amount Protocol as published by the International Swaps and Derivatives Association, Inc. on 27 February 2009 (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 Master Agreement between us and each other Adhering Party.

1. Specified Terms

The amendments in the Attachment and the Annexes to the Protocol shall apply to each Covered Master Agreement to which we are a party in accordance with the terms of the Protocol and this Adherence Letter.

	Applicable	Not Applicable
Annex 1 - 9 Election		

	Amended	Preserved
Loss Election		

We agree that if we do not specify above whether the Annex 1 – 9 Election is “Applicable” or “Not Applicable” and/or whether the Loss Election is “Amended” or “Preserved”, we shall be deemed to check the **Annex 1 – 9 Applicable Election and Loss Amended Election** respectively.

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: Don Thompson, Managing Director & Associate General Counsel
Address: 245 Park Avenue, 11th Floor, New York, N.Y. 10167-0001
Telephone: 212-648-0322
Fax: 917-464-6790
E-mail: thompson_don@jpmorgan.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,

JPMORGAN CHASE BANK, N.A., on behalf of the entities listed on Annex A

By:

Name: Don Thompson
Title: Managing Director and Associate
General Counsel
Signature: /s/ Don Thompson

Annex A

J.P. Morgan Chase & Co.

J.P. Morgan Bank Dublin plc

J.P. Morgan Markets Limited

J.P. Morgan Securities Ltd.

Bear Stearns Forex Inc.

Bear Stearns Credit Products Inc.

Bear Stearns Capital Markets Inc.

J.P. Morgan Ventures Energy Corporation