



Trian Fund Management, L.P.  
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CONFORMED COPY

## **Form of Adherence Letter**

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**May 18, 2010**

**International Swaps and Derivatives Association, Inc.**

**Send to: [smallbang@isda.org](mailto: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.

#### **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.

#### **2. Appointment as Agent and Release**

We hereby appoint ISDA as our agent for the limited purposes of the July 2009 Protocol 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 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 with respect to us:

DTCC Account Numbers:

<i>Equity Funds</i>	<i>DTCC Acct #:</i>	<i>Credit Funds</i>	<i>DTCC Acct #:</i>
Trian Partners, L.P.	00004D17	Trian Credit Partners, L.P.	0000D736
Trian Partners Parallel Fund I, L.P.	00004D18	Trian Credit Partners II, L.P.	0000D738
Trian Partners Master Fund, L.P.	00004D16	Trian Credit Partners Master Fund, L.P.	0000D737

#### 4. Contact Details

Our contact details for purposes of this Adherence Letter are:

	<i>Equity Funds</i>	<i>Credit Funds</i>
<b>Name:</b>	Greg Essner	James Tierney
<b>Address:</b>	Trian Fund Management, L.P. 280 Park Avenue, 41st Floor New York, NY 10017	Trian Credit Partners 1325 Avenue of the Americas, 34th Floor New York, NY 10019
<b>Telephone:</b>	(212) 451-3125	(212) 616-3713
<b>Fax:</b>	(212) 451-3216	(212) 616-3701
<b>E-mail:</b>	<a href="mailto:gessner@trianpartners.com">gessner@trianpartners.com</a>	<a href="mailto:james.tierney@trimarancapital.com">james.tierney@trimarancapital.com</a>

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,

TRIAN FUND MANAGEMENT, L.P.  
as Management Company to:  
Trian Partners, L.P.  
Trian Partners Parallel Fund I, L.P.  
Trian Partners Master Fund, L.P.  
Trian Credit Partners, L.P.  
Trian Credit Partners II, L.P.  
Trian Credit Partners Master Fund, L.P.

By: Trian Fund Management GP, LLC, general partner

By: /s/Edward P. Garden  
Name: Edward P. Garden  
Title: Member