



**PACIFIC LIFE
& ANNUITY COMPANY**

CONFORMED COPY

October 14, 2009

Send to: COAprotocol@isda.org

Dear Sirs,

ISDA Close-out Amount Protocol - Adherence

The purpose of this letter is to confirm our adherence 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	X	

	Amended	Preserved
Loss Election	X	

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: Kathy Simmons
Address: 700 Newport Center Drive
Telephone: Newport Beach, CA 92660
Fax: 949-219-3863
E-mail: ksimmons@pacificlife.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,

PACIFIC LIFE & ANNUITY COMPANY

By:

Name: Tod M. Nasser
Title: Senior Vice President
Signature: /s/ Tod M. Nasser

By:

Name: Peter S Fiek
Title: Assistant Secretary
Signature: /s/ Peter S. Fiek