

Adherence Letter

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: See attached Schedule A

4. Contact Details

Our contact details for purposes of this Adherence Letter are:

Name: Christopher A. DeFrancis
Address: 1500 Main Street, Suite 2800
Springfield, MA 01115
Telephone: (413) 226-1058
Fax: (413) 226-2058
E-mail: cdefrancis@babsoncapital.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,

By: Babson Capital Management LLC as Investment Manager, Investment Adviser, Investment Sub-Adviser, Portfolio Manager, Collateral Manager or Financial Sub-Agent for the funds and accounts listed on the attached Schedule A

Name: Mathew P. Natcharian
Title: Managing Director
Signature: /s/ Matthew P. Natcharian

Schedule A

- Babson Capital Loan Strategies Master Fund, L.P. – 0000S439
- Babson Capital Credit Strategies Master Fund, L.P.
- Babson Capital High Yield, LLC
- Blue Chip Multi-Strategy Master Fund, L.P. – 000012X1
- C. M. Life Insurance Company – 00006P72
- Connecticut Valley Structured Credit CDO I, Ltd. – 00006P75
- Connecticut Valley Structured Credit CDO II, Ltd. – 00006P74
- Connecticut Valley Structured Credit CDO III, Ltd.
- Connecticut Valley CLO Funding IV, Ltd.
- MassMutual/Darby CBO LLC
- ESP Funding I, Ltd.
- Massachusetts Mutual Life Insurance Company on behalf of its FPD Alpha Backed Notes Separate Account – 0000651X
- Hakone II LLC
- Babson Global Macro Master Fund, L.P. – 000099X1
- Massachusetts Mutual Life Insurance Company
- MassMutual Asia Limited – 00006P91
- MassMutual Corporate Value Partners Limited
- MassMutual Premier Balanced Fund
- MassMutual Premier Core Bond Fund
- MassMutual Premier Diversified Bond Fund
- MassMutual Premier High Yield Fund
- MassMutual Premier Inflation-Protected Bond Fund
- MassMutual Premier Short-Duration Bond Fund
- MML Blend Fund
- MML Inflation Protected and Income Fund
- MML Managed Bond Fund
- Osprey CDO 2006-1, Ltd
- Pioneer Valley Structured Credit CDO I, Ltd.
- Phoenix Funding Limited
- Sapphire Valley CDO I, Ltd
- Somers CDO, Limited
- Somerset Special Opportunities Master Fund LP – 00002L07
- Winterset Master Fund L.P. – 00007P09