

October 2, 2008

International Swaps and Derivatives Association, Inc.
Send to: TembecProtocol@isda.org

Dear Sirs,

2008 Fannie Mae and Freddie Mac CDS Protocol - Adherence

The purpose of this letter is to confirm our adherence to the 2008 Fannie Mae and Freddie Mac CDS Protocol, as published by the International Swaps and Derivatives Association, Inc. on September 29, 2008 (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 Transaction (now or in the future) between us and each other Adhering Party.

1. Specified Terms

The amendments in Section 1 and Schedule 1 of this Protocol shall apply to Covered Transactions to which we are a party.

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. 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 letter will not affect the legal validity and binding nature of the Protocol with respect to us:

DTCC Account Number:

Participant ID	Participant Name
0000038X	MATRIX 5C
0000S745	ZAIS MATRIX V-A CAYMAN LIMITED
0000S746	ZAIS MATRIX V-B,LP

4. Contact Details



Our contact details for purposes of this Adherence Letter are:

Name: Kuau Garsson
Address: c/o of Zais Group, 2 Bridge Avenue, The Galleria Bldg, Suite 322, Red Bank, NJ 07701
Telephone: 732-978-7511
Fax: E-mail: 732-530-3360

We consent to the publication of the conformed copy of this letter by ISDA and to the disclosure by ISDA of the contents of this letter.

Yours faithfully,

ZAIS Matrix V-A Cayman Limited
ZAIS Matrix V-B LP
ZAIS Matrix V-C LTD
By: Zais Group, LLC, as investment manager

By:

Name: Denise Crowley
Title: Portfolio Manager
Signature:

