

**Form of Adherence Letter**

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**Venor Capital Management LP**

Times Square Tower, 7 Times Square, Suite 3505  
New York, NY 10036

**Re: Venor Capital Master Fund Ltd.**

**9-26-08**

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

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

Dear Sirs,

**2008 Tembec CDS Protocol - Adherence**

The purpose of this letter is to confirm our adherence to the 2008 Tembec CDS Protocol, as published by the International Swaps and Derivatives Association, Inc. on September 17, 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: P581

**4. Contact Details**

Our contact details for purposes of this Adherence Letter are:

Name: Scott Beechert

Address: c/o Venor Capital Management, 7 Times Square, Suite 3505, New York, NY 10036

Telephone: 212-703-2135

Fax: 212-703-2111

E-mail: [sbeechert@venorcapital.com](mailto:sbeechert@venorcapital.com), [venorops@venorcapital.com](mailto:venorops@venorcapital.com)

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,

Venor Capital Management LP,  
Investment Manager of Venor Capital Master Fund Ltd.

By:

Name: Michael Wartell
Title: Authorized Signatory
Signature: Michael Wartell

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Yours faithfully,

Venor Capital Management LP,  
Investment Manager of Venor Capital Master Fund Ltd.

By:

Name: Michael Wartell
Title: Authorized Signatory
Signature: 