

**Form of Adherence Letter**

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**TCW Bass Lake Partners, L.P.**

**November 2, 2005**

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

**Send to: [delhiprotocol2@isda.org](mailto:delhiprotocol2@isda.org)**

Dear Sirs,

**Revised 2005 Delphi CDS Index Protocol - Adherence**

The purpose of this letter is to confirm our adherence to the Revised 2005 Delphi CDS Index Protocol, as published by the International Swaps and Derivatives Association, Inc. on 28th October, 2005 (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 Index Transaction (now or in the future) between us and each other Adhering Party.

**1. Specified Terms**

The terms of Schedule 1, Covered Index Transactions, shall apply.

**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: 352

**4. Contact Details**

Our contact details for purposes of this Adherence Letter are:

Name: Steven Koehler

Address: 11100 Santa Monica Blvd. Suite 2000 Los Angeles CA 90025

Telephone: 310-235-5983

Fax: 310-235-5969

E-mail: [steven.koehler@tcw.com](mailto:steven.koehler@tcw.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,

TCW Bass Lake Partners, L.P.<sup>1</sup>

By:

<b>Name: Steven Koehler</b>
<b>Title: Senior Vice President</b>
<b>Signature: Steven Koehler</b>

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<sup>1</sup> Specify legal name of Adhering Party. A separate Adherence Letter should be lodged for each legal entity that is or may become a party to a Covered Index Transaction and wishes to be bound by the terms of the Protocol.