



MFS Investment Management  
500 Boylston Street, Boston, MA 02116-3741  
617.954.5000 mfs.com

April 8, 2009

International Swaps and Derivatives Association, Inc.  
Send to: [ChemturaRouseProtocol@isda.org](mailto:ChemturaRouseProtocol@isda.org)

Dear Sirs,

**Revised 2009 Chemtura Entities CDS Protocol and 2009 Rouse CDS Protocol - Adherence**

The purpose of this letter is to confirm our adherence to:

CDS Protocol	Check to confirm adherence
Revised 2009 Chemtura Entities CDS Protocol (the "Chemtura Entities Protocol")	√
2009 Rouse CDS Protocol (the "Rouse Protocol")	

each as published by the International Swaps and Derivatives Association, Inc. on, with respect to the Chemtura Entities Protocol, April 6, 2009 and, with respect to the Rouse Protocol, April 2, 2009 (each a "Protocol").

We acknowledge and agree that if no boxes are checked, each box will be deemed to be checked and this letter will confirm our adherence to each of the Chemtura Entities Protocol and the Rouse Protocol.

If one or more boxes have been checked (or deemed checked) this letter will be deemed to constitute a separate "Adherence Letter" in respect of each relevant Protocol (as referred to in each of such Protocols).

The definitions and provisions contained in the Chemtura Entities Protocol and/or the Rouse Protocol, as the case may be are incorporated into the Adherence Letter relating thereto, which will supplement and form part of each Covered Transaction (now or in the future) between us and each other Adhering Party (each as defined in the relevant Protocol).

**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: See attached Appendix A

**4. Contact Details**

Our contact details for purposes of this Adherence Letter are:

Name: Robertson Mansi  
Address: 500 Boylston Street  
Boston, MA 02116-3741  
Telephone: 617-954-5215  
Fax: 617-954-7098  
E-mail: [rmansi@mfs.com](mailto:rmansi@mfs.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,

Massachusetts Financial Services Company, acting on behalf of the funds listed on attached Appendix A

By:

Name: Gregory C. Heller
Title: Investment Officer
Signature: Gregory C. Heller

**Appendix A**

<b>Fund Name</b>	<b>DTCC Account Number</b>
MFS Intermarket Income Trust I, a Massachusetts business trust	MFS/CMK
MFS Meridian Funds – Strategic Income Fund	MFS/MFC
MFS Series Trust VIII, a Massachusetts business trust, on behalf of MFS Strategic Income Fund	MFS/MFO
MFS Variable Insurance Trust II, a Massachusetts business trust, on behalf of MFS Strategic Income Portfolio	MFS/SIS
MFS Variable Insurance Trust, a Massachusetts business trust, on behalf of MFS Strategic Income Series	MFS/VWG