

FARALLON CAPITAL MANAGEMENT, L.L.C.
FARALLON PARTNERS, L.L.C.
One Maritime Plaza, Suite 2100
San Francisco, CA 94111
415.421.2132 (tel) / 415.421.2133 (fax)

July 22, 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 Numbers: 00002L15, 00002L16, 00002L17, 00002L18, 00002L19, 00002L20, 00002L21, 00002L22, 00002L23, 0000881S, 0000878S, 0000879S and 0000880S

<u>Farallon Capital Management, L.L.C. Fund</u>	<u>DTCC No.</u>
Farallon Capital Partners, L.P.	00002L15
Farallon Capital Institutional Partners, L.P.	00002L16
Farallon Capital Institutional Partners II, L.P.	00002L17
Farallon Capital Institutional Partners III, L.P.	00002L18
Tinicum Partners, L.P.	00002L19
Farallon Capital Offshore Investors II, L.P.	00002L20
Noonday Capital Partners, L.L.C.	00002L21
Farallon Capital Offshore Investors, Inc.	00002L22
Noonday Offshore, Inc.	00002L23
Farallon Capital Offshore Investors III, Inc.	0000881S
Farallon FCP, Ltd.	0000878S
Farallon FCIP, Ltd.	0000879S
Farallon FCOI II, Ltd.	0000880S
RR Capital Partners, L.P.	N/A
Sidecar Partners, L.P.	N/A
Noonday Special Situation Partners, L.P.	N/A
Farallon Special Situation Partners II, L.P.	N/A

4. Contact Details

Our contact details for purposes of this Adherence Letter are:

Name: Monica R. Landry, Managing Member, Farallon Capital Management, L.L.C.
Address: One Maritime Plaza, Suite 2100, San Francisco, CA 94111
Telephone: 415-421-2132
Fax: 415-497-6548

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,

Farallon Capital Management, L.L.C. and Farallon Partners, L.L.C., acting on behalf of the funds and accounts listed above and in the relevant Governing Master Agreement (or other agreement which deems a Governing Master Agreement to have been created) entered into between each such fund and account and another July 2009 Adhering Party on or prior to January 31, 2011.

By:

FARALLON CAPITAL MANAGEMENT, L.L.C.

Name: Daniel J. Hirsch
Title: Managing Member
Signature: Daniel J. Hirsch

FARALLON PARTNERS, L.L.C.

Name: Daniel J. Hirsch
Title: Managing Member
Signature: Daniel J. Hirsch