

**Form of Adherence Letter**

February 2, 2009

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

Dear Sirs,

**2009 Nortel Entities CDS Protocol - Adherence**

The purpose of this letter is to confirm our adherence to the 2009 Nortel Entities CDS Protocol, as published by the International Swaps and Derivatives Association, Inc. on February 2, 2009 (the "**Protocol**"). This letter constitutes an "Adherence Letter" as referred to in the Protocol.

In adhering to the Protocol, we confirm that we are adhering to its terms with respect to the following Auctions (as defined in the Protocol):

<b>Auction</b>	<b>Check to confirm adherence</b>
Nortel Networks Corporation	<input checked="" type="checkbox"/>
Nortel Networks Limited	<input checked="" type="checkbox"/>

We acknowledge and agree that if (a) no boxes are checked, each box will be deemed to be checked and this letter will confirm our adherence to the Protocol with respect to each of the Auctions and (b) if one or both boxes have been checked, this letter will confirm our adherence to the Protocol respectively with respect to the Auction corresponding to each box checked.

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, respectively.

**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: 000002P1

**4. Contact Details**

Our contact details for purposes of this Adherence Letter are:

Name: Bill Schwartz  
Address: 280 S. Mangum St, Suite 301, Durham, NC 27701  
Telephone: 919-967-7221  
Fax: 919-945-3523  
E-mail: wschwartz@smithbreeden.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,

Smith Breeden Associates, Inc., acting as agent on behalf of the fund listed below

Underlying Funds Trust, on behalf of its series Fixed Income Arbitrage-1

By: William E. Schwartz
Signature: William E. Schwartz
Principal and General Counsel