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Form of Adherence Letter

Friday, 24 July 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.



The Royal Liver Group consists of Royal Liver Assurance Limited and its subsidiary companies of Park Row Group plc and Royal Liver Asset Managers in the UK and Citadel Financial Advice Limited in Ireland. The Royal Liver Group also includes Progress which is a trading name for Royal Liver Assurance Limited in the UK and Caledonian Life which is a trading name for Royal Liver Assurance Limited in Ireland. Royal Liver Assurance Limited is an Incorporated Friendly Society. Register No. of Society 35 Coll. It is authorised and regulated in the UK by the Financial Services Authority (Registration No. 110005) and adheres to the Codes of Conduct issued by the Financial Regulator in Ireland. Member of the Association of British Insurers, the Irish Insurance Federation, the Association of Friendly Societies and the Association of Mutual Insurers. Royal Liver Assurance Limited is registered in England. Head Office: Royal Liver Building, Pier Head, Liverpool. L3 1HT.

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 Number: 0000S783

4. Contact Details

Name: Stuart Hatley
Address: ROYAL LIVER ASSURANCE
PIER HEAD
LIVERPOOL
L3 1HT

Telephone: 0151 236 1451
Fax: 0151 600 4128
E-mail: Invopsgroupadd@royal-liver.com

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,

ROYAL LIVER ASSURANCE LIMITED

By:

Name: G. McGregor
Title: Finance Director
Signature
G. MCGREGOR