

Hartfield Fund Ltd.
c/o Citi Hedge Fund Services (Cayman), Ltd
Cayman Corporate Centre, 27 Hospital Road, 5th Floor
George Town, Grand Cayman KY1-1003
Cayman Islands, BWI

Form of Adherence Letter

24 September 2008

International Swaps and Derivatives Association, Inc.
Send to: TembecProtocol@isda.org

Dear Sirs,

2008 Tembec CDS Protocol - Adherence

The purpose of this letter is to confirm our adherence to the 2008 Tembec CDS Protocol, as published by the International Swaps and Derivatives Association, Inc. on September 17, 2008 (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 Transaction (now or in the future) between us and each other Adhering Party.

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: 0000997X

4. Contact Details

Our contact details for purposes of this Adherence Letter are:

Name: Hartfield Fund Limited

Address: c/o Citi Hedge Fund Services (Cayman) Ltd, P.O. Box 1748, 5th Floor, Cayman Corporate Centre, 27 Hospital Road, George Town, Grand Cayman, KY1-1109

Telephone:

Fax:

E-mail: MIP.Group@Bisys.com

With copy to

Name: Tiden Capital

Address: 2520 Meridian Parkway, Suite 470, Durham, NC 27713

Telephone: 919-595-1455

Fax:

E-mail: jburkert@tidencap.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,

Hartfield Fund Ltd¹

By:

Name: Dawn Griffiths
Title: Director
Signature: Dawn Griffiths

¹

Specify legal name of Adhering Party. If you are an investment or asset manager and act on behalf of multiple funds, you may indicate in the signature block, "Investment/Asset Manager, acting on behalf of the funds and accounts listed in the relevant Master Agreement between it and another Adhering Party" (or such other language that indicates the funds to which this letter is applicable). A separate Adherence Letter for each fund does *not* need to be submitted to ISDA. Further, no specific names of clients of the investment or asset manager will be publicly disclosed on the ISDA website in connection with the Protocol. However, in order for each Participating Bidder to calculate its Market Position, each such investment or asset manager is required to provide a list of all funds and accounts that it acts on behalf of to each Participating Bidder that has (or whose affiliate has) entered into an ISDA Master Agreement with any of those funds. As provided in Section (1) of Exhibit 3 of the Protocol, on the Business Day prior to the Auction Date, the Administrators will publish a list of the Participating Bidders.