

Banc of America Securities



2005 CDS Index Protocol

Form of Bidding Agreement Letter

Banc of America Securities LLC
40 West 57th Street
New York, NY 10019

May 27, 2005

**Markit Group Limited
10 Bricket Road, St Albans
Hertfordshire, AL1 3JX
United Kingdom**

**Creditex, Inc.
26 West 17th Street, 4th Floor
New York, NY 10011-5710**

**International Swaps and Derivatives Association, Inc.
360 Madison Avenue, 16th Floor
New York, NY 10017**

Dear Sirs,

We write to inform you that we wish to be a "Participating Bidder," as defined in the Auction Methodology included as part of the 2005 CDS Index Protocol published by the International Swaps and Derivatives Association, Inc. on 26th May, 2005 (the "Protocol"). Capitalized terms used in this letter but not defined herein have the meanings specified in the Protocol.

By signing and returning this Bidding Agreement Letter to you, we represent that:

- (a) from time to time we make a market in obligations of the type of the Reference Obligation;
- (b) we or our affiliate is licensed by CDS IndexCo LLC or Dow Jones & Company, Inc. to use the service marks relating to the Dow Jones CDX.NA.HY indices in connection with Covered Index Transactions; and
- (c) none of our affiliates has previously submitted a Bidding Agreement Letter to you.

In addition, we agree that neither Administrator shall be liable to us for any indirect, special or consequential damages resulting from our participation in the auction described in the Auction Methodology (the "Auction") (including any Automatic Trade involving our Bid or Offer), and that each Administrator's maximum cumulative liability for direct and any other damages arising out of our participation in the Auction (including any Automatic Trade), other than damages resulting from gross negligence or willful misconduct on the part of such Administrator, is limited to US\$10,000 in the aggregate.

Copyright © 2005 by International Swaps and Derivatives Association, Inc.

Our contact details for purposes of this Bidding Agreement Letter are:

Name: Dan Caldwell
Address: 214 North Tryon Street, Charlotte, NC 28255
Telephone: 1-704-388-1081
Fax: 1-704-388-0648
E-mail: dan.w.caldwell@bankofamerica.com

Name: Marius Maldutis
Address: 9 West 57 Street, New York, NY 10019
Telephone: 1-212-583-8384
Fax: 1-212-847-6440
E-mail: marius.maldutis@bofasecurities.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,

BANC OF AMERICA SECURITIES LLC

By:

Name:	CHARLES MCLENDON
Title:	MANAGING DIRECTOR
Signature:	CHARLES MCLENDON