



Satellite Asset Management, L.P.  
623 Fifth Avenue, 19th Floor  
New York, New York 10022  
tel 212.209-2000 fax 212.209-2001

January 28, 2009

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

Dear Sirs,

**2009 Lyondell Entities CDS Protocol - Adherence**

The purpose of this letter is to confirm our adherence the 2009 Lyondell Entities CDS Protocol, as published by the International Swaps and Derivatives Association, Inc. on January 28, 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>
Auction for Equistar Chemicals, LP	<input type="checkbox"/>
Auction for Lyondell Chemical Company	<input checked="" type="checkbox"/>
Auction for Millennium America Inc.	<input checked="" type="checkbox"/>

We acknowledge and agree that if 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.

If one, two or three boxes have been checked, this letter will confirm our adherence to the Protocol with respect to each 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: See attached Annex.

**4. Contact Details**

Our contact details for purposes of this Adherence Letter are:

Name: Noel Flynn  
Address: 623 Fifth Avenue, 19<sup>th</sup> Floor, New York, N.Y. 10022  
Telephone: 212-209-2053  
Fax: 212-209-2005  
E-mail: [Noel.Flynn@satellite-ny.com](mailto:Noel.Flynn@satellite-ny.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,

Satellite Asset Management, L.P.  
Investment Manager, acting on behalf of the  
funds and accounts listed in the relevant Master  
Agreement between it and another Adhering  
Party

By:

Name: Noel Flynn
Title: Director of Finance and Operations
Signature: /s/ Noel Flynn

ANNEX

DTCC ACCOUNT NUMBERS

Counterparty ID	Counterparty Name
0000P326	THE APOGEE FUND, LTD
0000P327	SATELLITE OVERSEAS FUND, LTD
0000P328	SATELLITE OVERSEAS FUND V, LTD
0000P329	SATELLITE OVERSEAS FUND VI, LTD.
0000P331	SATELLITE OVERSEAS FUND VIII, LTD.
0000P332	SATELLITE OVERSEAS FUND IX, LTD.
0000P334	SATELLITE CREDIT OPPORTUNITIES FUND LTD.