



Form of Adherence Letter

May 19, 2009

International Swaps and Derivatives Association, Inc.

Send to: elcdsprotocol3@isda.org

Dear Sirs,

ISDA 2009 European Cancellable Form Loan CDS Protocol - Adherence

The purpose of this letter is to confirm our adherence to the ISDA 2009 European Cancellable Form Loan CDS Protocol as published by the International Swaps and Derivatives Association, Inc. on 15 May 2009 (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 entered into on or prior to the Implementation Date (or in the case of a Covered Edscha Transaction, entered into on or prior to 27 May) between us and each other Adhering Party.

1. Specified Terms

Each of the following Schedules will be applicable if specified below as applicable:

Schedule	Check to confirm Adherence
Schedule 1 – Covered Legacy Transactions	X
Schedule 2 – Covered Edscha Transactions	X

The amendments in the relevant Schedule(s) of the Protocol shall apply to each Covered Transaction to which we are a party in accordance with the terms of the Protocol.

We acknowledge and agree that if no boxes are checked, each box will be deemed to be checked and the amendments in Schedules 1 and 2 will apply to each Covered Transaction accordingly.

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:

Marathon Special Opportunity Master Fund, Ltd.	DTCC # 00007734
Marathon Structured Finance Feeder Fund, Ltd.	DTCC # 00007736
Marathon Distressed Subprime Fund, LP	DTCC # 00003S94
Marathon Master Fund, Ltd.	DTCC # 00007733
Marathon Credit Opportunity Master Fund, Ltd.	DTCC # 000038S8
Marathon Credit Master Fund, Ltd.	DTCC # 000038S9
Marathon Asia Master Fund, Ltd.	DTCC # 000039S0
Marathon EMG Markets Fund, Ltd.	DTCC # 000039S1

4. Contact Details

Name: Gregg Shapses
Address: One Bryant Park, 38th fl, New York, NY 10036
Telephone: 212 500 3064
Fax: 212 205 8800
E-mail: gshapses@marathonfund.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,

Marathon Asset Management, LP, as Investment Adviser to the Following Funds:
Marathon Special Opportunity Master Fund, Ltd., DTCC # 00007734
Marathon Structured Finance Feeder Fund, Ltd., DTCC # 00007736
Marathon Distressed Subprime Fund, LP, DTCC # 00003S94
Marathon Master Fund, Ltd., DTCC # 00007733
Marathon Credit Opportunity Master Fund, Ltd., DTCC # 000038S8
Marathon Credit Master Fund, Ltd., DTCC # 000038S9
Marathon Asia Master Fund, Ltd., DTCC # 000039S0
Marathon EMG Markets Fund, Ltd., DTCC # 000039S1



MARATHON
ASSET MANAGEMENT

By:

Name: Louis Hanover

Title: Chief Investment Officer

Signature: Louis Hanover