



Satellite Asset Management, L.P.  
623 Fifth Avenue, 19th Floor  
New York, New York 10022  
tel 212 209-2000 fax 212 209-2001

January 10, 2006

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

Dear Sirs,

**2006 Calpine CDS Protocol - Adherence**

The purpose of this letter is to confirm our adherence to the 2006 Calpine CDS Protocol, as published by the International Swaps and Derivatives Association, Inc. on January 9, 2006 (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**

(a) In respect of each Covered Non-Index Transaction:

(i) the Obligations of Calpine with CUSIP 131347BM7 and ISIN US131347BM73, known as the 6% Contingent Convertible Notes due 2014, will be deemed to be Deliverable Obligations; and

(ii) the Obligations of Calpine with CUSIP 131347BN5 and ISIN US131347BN56, known as the 7.75% Contingent Convertible Notes due 2015, will be deemed not to be Deliverable Obligations.

(b) The terms of Schedule 1, Covered Index Transactions, shall apply to Covered Index Transactions.

**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 P. Flynn  
Address: 623 Fifth Avenue, 19<sup>th</sup> Floor, New York, N.Y. 10022  
Telephone: 212-209-2053  
Fax: 212-209-2048  
E-mail: 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 P. Flynn
Title: Director of Operations
Signature: Noel P. Flynn

**ANNEX**

**DTCC ACCOUNT NUMBERS**

<b>Counterparty ID</b>	<b>Counterparty Name</b>
0000P323	SATELLITE FUND I, L.P.
0000P324	SATELLITE FUND II, L.P.
0000P325	SATELLITE FUND IV, L.P.
0000P326	THE APOGEE FUND, LTD
0000P327	SATELLITE OVERSEAS FUND, LTD
0000P328	SATELLITE OVERSEAS FUND V, LTD
0000P329	SATELLITE OVERSEAS FUND VI, LTD.
0000P330	SATELLITE OVERSEAS FUND VII, LTD.
0000P331	SATELLITE OVERSEAS FUND VIII, LTD.
0000P332	SATELLITE OVERSEAS FUND IX, LTD.
0000P333	SATELLITE CONVERTIBLE ARBITRAGE MASTER FUND, LLC
0000P334	SATELLITE CREDIT OPPORTUNITIES FUND LTD.