

**Form of Adherence Letter**

December 13, 2011

Send to [CinergyHubprotocol@isda.org](mailto:CinergyHubprotocol@isda.org)

Dear Sirs,

**2011 ISDA Cinergy Hub Protocol - Adherence**

The purpose of this letter is to confirm our adherence to the ISDA Cinergy Hub Protocol as published by the International Swaps and Derivatives Association, Inc. on December 12, 2011 (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 any Covered Transaction or Covered Master Agreement, as applicable, entered into prior to, on or after the Transition Date between us and each other Adhering Party.

**1. 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.

**2. Contact Details**

Our contact details for purposes of this Adherence Letter are:

Name: Morgan Stanley Capital Group Inc.  
Address: 1585 Broadway  
New York, New York 10036-8293  
Attention: Miscellaneous Notices  
Fax: +1 212 404 9899

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,

MORGAN STANLEY CAPITAL GROUP INC.

By:

Name: Deborah L. Hart
Title: Vice President
Signature: DEBORAH L. HART