

FARALLON CAPITAL MANAGEMENT, L.L.C.
One Maritime Plaza, Suite 2100
San Francisco, CA 94111
415.421.2132 (tel) / 415.421.2133 (fax)

April 1, 2009

International Swaps and Derivatives Association, Inc.

Send to: hardwiring@isda.org

Dear Sirs,

2009 ISDA Credit Derivatives Determinations Committees and Auction Settlement CDS
Protocol - Adherence

The purpose of this letter is to confirm our adherence to the 2009 ISDA Credit Derivatives Determinations Committees and Auction Settlement CDS Protocol as published by the International Swaps and Derivatives Association, Inc. on March 12, 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 Protocol Covered Transaction (now or in the future) entered into between us and each other Adhering Party.

1. Specified Terms

The amendments in Schedule 1 of the Protocol shall apply to Protocol Covered Transactions to which we are a party in accordance with the terms of the Protocol.

2. Appointment as Agent and Release

We hereby appoint ISDA as our agent for the limited purposes of the Protocol and accordingly we waive any rights and hereby release ISDA from any 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 Adherence Letter will not affect the legal validity and binding nature of the Protocol with respect to us:

DTCC Account Numbers: 00002L15, 00002L16, 00002L17, 00002L18, 00002L19, 00002L20, 00002L21, 00002L22, 00002L23, 0000881S, 0000878S, 0000879S and 0000880S

Farallon Capital Management, L.L.C. Fund

DTCC No.

Farallon Capital Partners,L.P.	00002L15
Farallon Capital Institutional Partners, L.P.	00002L16
Farallon Capital Institutional Partners II, L.P.	00002L17
Farallon Capital Institutional Partners III L.P	00002L18
Tinicum Partners, L.P.	00002L19
Farallon Capital Offshore Investors II, L.P.	00002L20
Noonday Capital Partners, L.L.C.	00002L21
Farallon Capital Offshore Investors, Inc.	00002L22
Noonday Offshore, Inc.	00002L23
Farallon Capital Offshore Investors III, Inc	0000881S
Farallon FCP, LTD	0000878S
Farallon FCIP, LTD	0000879S
Farallon FCOI II, LTD	0000880S

4. Contact Details

Our contact details for purposes of this Adherence Letter are:

Name: Monica R. Landry, Managing Member, Farallon Capital Management, L.L.C.
Address: One Maritime Plaza, Suite 2100, San Francisco, CA 94111
Telephone: 415-421-2132
Fax: 415-497-6548
E-mail: mlandry@farcap.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,

Farallon Capital Management, L.L.C., acting on behalf of the funds and accounts listed in the relevant Master Agreement (or other agreement which deems a Master Agreement to have been created) between it and another Adhering Party

By:

Name:	Monica R. Landry
Title:	Managing Member
Signature:	Monica R. Landry