

COMPASS OFFSHORE HTV PCC LIMITED
c/o MIO Partners, Inc.
55 E. 52nd St.
New York, NY 10022

Adherence Letter

December 14, 2010

Send to: shortformhireactprotocol@isda.org

Dear Sirs,

2010 Short Form HIRE Act Protocol - Adherence

The purpose of this letter is to confirm our adherence to the 2010 Short Form HIRE Act Protocol as published by the International Swaps and Derivatives Association, Inc. on November 30, 2010 (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 Master Agreement between us and each other Adhering Party.

1. Specified Terms

The amendments in the Attachment to the Protocol shall apply to each Covered Master Agreement to which we are a party in accordance with the terms of the Protocol and this Adherence Letter.

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. Contact Details

Our contact details for purposes of this Adherence Letter are:

Name: COMPASS OFFSHORE HTV PCC LIMITED

Address: c/o MIO Partners, Inc., advisor, 55 E. 52nd St., New York, NY 10022

Telephone: 212-415-1611
Fax: 646-307-6606
E-mail: Rodika_Vergules@mckinsey.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,

COMPASS OFFSHORE HTV PCC LIMITED

By: MIO Partners, Inc., its advisor

By:

Name: Casey Lipscomb

Title: Vice President – Legal and Secretary

Signature: /s/ Casey Lipscomb