

BASSO

Capital Management, L.P.

September 17, 2008

International Swaps and Derivatives Association, Inc.
Send to: TembecProtocol@isda.org

Dear Sirs,

2008 Tembec CDS Protocol - Adherence

The purpose of this letter is to confirm our adherence to the 2008 Tembec CDS Protocol, as published by the International Swaps and Derivatives Association, Inc. on September 17, 2008 (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

The amendments in Section 1 and Schedule 1 of this Protocol shall apply to Covered Transactions to which we are a party.

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:

Basso Fund Ltd. : 0000P412

Basso Multi-Strategy Holding Fund Ltd. : 0000P413

4. Contact Details

Our contact details for purposes of this Adherence Letter are:

Name: Ronald Pope
Address: 1266 East Main Street, 4th Floor, Stamford, CT 06902
Telephone: 203.352.6106
Fax: 203.352.6179
E-mail: rpope@bassocap.com

AND

Name: Michael Dooher
Address: 1266 East Main Street, 4th Floor, Stamford, CT 06902
Telephone: 203.352.6169
Fax: 203.352.6193
E-mail: mdooher@bassocap.com

CONFORMED SIGNATURE PAGE TO
TEMBEC ISDA PROTOCOL ADHERENCE AGREEMENT

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,

Each of

BASSO FUND LTD.
BASSO MULTI-STRATEGY HOLDING FUND LTD.
By Basso Capital Management, L.P.

By:

Name: Howard I. Fischer
Title: CEO & Founding Managing Partner
Signature: /s/ Howard I. Fischer