

Cc: Roddy Moore/[REDACTED], Troy-D Williams/[REDACTED], Daniel Sabba/[REDACTED], Paul Morris/[REDACTED],
Mary Breslin/[REDACTED], Kristine Pecunia/[REDACTED], Lorna Barrow-Austin/[REDACTED], Brendan Droge/[REDACTED]

Date: 12/31/2014 12:41 PM

Subject: Southern Financial LLC/Deutsche Bank AG - GMRA [Document Attached] [C]

Classification: **Confidential**

Classification: **Confidential**

Dear Harry and Jeffrey,

Please find attached a GMRA between Deutsche Bank AG and Southern Financial LLC. Please let me (Renée Maxey - [REDACTED]) know if you have any comments or questions.

If there are no questions or comments to the GMRA, please:

(i) insert the required information in Annex I, sections 1(g), 1(o)(iii), and 1(p)(ii) and **confirm that no Counterparty assets are subject to ERISA.**

Please note, in Section 1(p)(ii), we require an "English" process agent, "English" affiliate, or "English" law firm (as the GMRA is governed by English law);

(ii) print out TWO (2) single-sided originals;

(iii) arrange for appropriate execution by an authorized signatory on the signature page, 20;

(iv) provide evidence of signing authority and specimen signature for the signatory of the GMRA, and

(v) return TWO (2) sets of executed GMRA's to the attention of Kristine Pecunia:

Repo & Securities Lending Legal Group

Deutsche Bank AG, New York

[REDACTED]

Deutsche Bank will then have the originals signed and will forward a fully executed original to you.

Best regards,

Renée



Renée J. Maxey
Assistant Vice President | Legal

DB Services New Jersey, Inc.

[REDACTED]
Email [REDACTED]