

not constitute an Indemnifiable Tax under this Agreement. Paragraph 6(d)(ii) of this Annex is hereby amended by inserting "less any applicable withholding tax" after "the Interest Amount" in line 4 thereof.

The parties hereby acknowledge and agree that, when interpreting any provision or representation in this Agreement (other than this Annex) relating to tax matters, references to "payment under this Agreement" or any other words with a similar purport made in this Agreement (excluding this Annex) shall be deemed to exclude payment of the Interest Amount under this Annex."

DEUTSCHE BANK AG

SOUTHERN FINANCIAL, LLC

By: _____
Name:
Title:

By: _____
Name:
Title:

By: _____
Name:
Title:

This undersigned entity, which is an affiliate of Party A, is executing this Annex to evidence its agreement to Paragraph 13(g)(iv) hereof.

DEUTSCHE BANK SECURITIES INC.

By: _____
Name: _____
Title: _____