

Classification: Confidential

Darren -

Please see Draft 2 attached here. These reflect a bilateral CSA. We did speak with Jeffrey this morning and he is contemplating the pros/cons of unilateral vs. bilateral, so there may be changes that.

Note that the language is intended to allow for faxed/PDF'd *confirms*, but require hard copy *amendments*. I requested specification of "PDFs," but as you will see it's not spelled out at present - please feel free to recommend alternative legal language.

Standard language on the w-9 filing s-corp and disregarded entity have been included. Our legal said they are comfortable that we have diligenced the USVI status sufficiently and that the included rep language suffices. Please propose alternative language if you prefer.

You'll see the net worth and liquidity numbers have been reduced to 50% of current value (note "cash equivalents" includes marketable securities able to liquidate in 5 days or less). No grid or annex anymore as each entity has its own ISDA Schedule and CSA.

You'll see ownership has been amended to 51% and limited members (to give room to add owners without breaking trades). I believe this matches the objective.

Note: we included you as NY processing agent (please revise if not the case) and we included Harry's fax (as requested, fax for a fax! Party A and B). Please amend, if there is a preferred alternative.

I hope we can refine to your/Jeffrey's approval on a conference call with DB Legal/Credit this Friday (propose: 10am ET).

Best Regards,
Tazia

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