



Midwest Trust Company

5901 College Boulevard, Suite 100
Overland Park, KS 66211-1503

Payee: _____

Date: _____

CUSIP#: _____

To Whom It May Concern:

Whereas, The Midwest Trust Company (Midwest Trust), a Kansas corporation, is the trustee of a trust created for the exclusive purpose of entering into Non-Qualified Assignments.

Midwest Trust agrees:

1. To ensure the Treasury obligations held inside the Structured Assignments, Inc. (SAI) are maintained to fund and satisfy the periodic payment obligations assumed by the SAI during the term of the Non-Qualified Assignment; and
2. That the foregoing obligation shall be absolute, unconditional, present and continuing.

Should you have any questions concerning the Keep Well Agreement, please contact Midwest Trust at: 913.319.0300

Sincerely,

David B. Yost
Executive Vice President