

UNITED STATES DEPARTMENT OF THE TREASURY

July 16, 2010

Marathon Legacy Securities GP, LLC
One Bryant Park
New York, NY 10036

RE: UST Notification

Ladies and Gentlemen:

Reference is made to the Amended and Restated Limited Partnership Agreement of Marathon Legacy Securities Public-Private Investment Partnership, L.P., dated as of November 25, 2009 (as the same may be amended, modified or supplemented from time to time, the "Partnership Agreement"). Capitalized terms used but not defined herein have the meanings set forth in the Partnership Agreement.

UST hereby informs the General Partner that notwithstanding the proviso in the definition of "Final Closing Date" in Article I of the Partnership Agreement, Section 3.3 of the Partnership Agreement or that certain letter agreement between UST and the General Partner dated March 22, 2010 relating to a UST Reallocation, UST will not consent to (i) an extension of the Final Closing Date or (ii) any additional Subsequent Closings, following the date hereof. For the avoidance of doubt, as of the date hereof, the Capital Commitment of UST is \$474,550,000.00 and the maximum amount of UST debt that may be drawn down in accordance with the Loan Agreement is \$949,100,000.00.

* * * *

Sincerely,

THE UNITED STATES DEPARTMENT OF THE
TREASURY, as Limited Partner and Lender

By: 

Name: David Miller

Title: Chief Investment Officer