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To Venture VII CDO Investors,

The lead article which appeared today in Creditflux about the proposed amendment to Venture VII's WAL test is replete with factual errors and innuendo, all of which could have been corrected if prior to publication the reporter had the good sense and professionalism to contact MJX for confirmation of the statements made by his unnamed sources. It is not true that Creditflux contacted MJX prior to publication and that MJX declined comment.

Contrary to the article's tenor that MJX was attempting an end run on obtaining noteholder consent to the proposed amendment, Venture VII's indenture expressly states that a WAL amendment is among those that **do not** require any affirmative noteholder consent. Rather the indenture provides for a negative consent mechanism, which was followed to the letter. It calls for the trustee to provide notice of the proposed amendment and gives noteholders a 10 Business Day window to object. If a majority of any class of notes (not merely the AAAs as reported) objects, the amendment fails. This provision has been in the indenture since day one and any investor who claims to have bought "the deal based on the indenture" was aware of it.

Venture VII's reinvestment period terminates in January 2014 (not last November as reported). The WAL at that date will be 3.5 years and will remain so for any permitted investments thereafter. WAL does not continue to decline after the end of the reinvestment period, as mistakenly reported. With Venture VII enjoying significant overcapitalization and with shorter term paper selling at a premium, MJX believed it to be in the best interest of **all** noteholders to propose an amendment extending the WAL from the current 4.5 years to a static 5 years. The amendment would not, as again erroneously reported, "add years to the expected life of the deal". At most, the expected life might extend 6 to 7 months. Before being sent to noteholders, the **proposed** amendment was discussed with the trustee, the deal's structuring agent and the rating agencies. No objection was raised and both rating agencies indicated that they would provide rating confirmations as called for by the indenture.

After notice was given, we heard from several institutional investors who expressed concern. We made clear that we had no intention of cramming down the amendment by holding firm to the 10 Business Day deadline and agreed to work with them to achieve a mutually acceptable compromise. Even though these investors did not represent a majority of any class, we determined to withdraw the proposed amendment and were discussing with the trustee the mechanics of doing so before today's article appeared.

If you would care to discuss this matter further, please feel free to contact either of us.

Sincerely,

Hans Christensen

Martin Davey