

**Harbert Convertible Arbitrage Master Fund, Ltd.  
c/o HMC Convertible Arbitrage Offshore Manager, L.L.C.  
One Riverchase Parkway, South  
Birmingham, AL 35244**

---

**Adherence Letter**

**Send to: protocol@isda.org  
International Swaps and Derivatives Association, Inc.  
360 Madison Avenue, 16<sup>th</sup> Floor  
New York, NY 10017**

**November 15, 2005**

Dear Sirs:

**2005 Novation Protocol – Adherence**

The purpose of this letter is to confirm our adherence to the 2005 Novation Protocol as published by the International Swaps and Derivatives Association, Inc. on September 12, 2005, (the "Protocol"). This letter constitutes an Adherence Letter as referred to in the Protocol. The definitions and provisions contained in the Protocol are incorporated into this Adherence Letter, which will supplement and form part of the Master Agreement (now or in the future) between us and each other Adhering Party.

**1. Specified Terms**

The terms of Annex 1 shall apply.

**2. Appointment as Agent and Release**

We hereby appoint ISDA as our agent for the limited purposes of the Protocol and accordingly we waive and hereby release ISDA from, any rights, claims, actions or causes of action whatsoever (whether in contract, tort or otherwise) arising out of our in any way relating to this Adherence Letter to the Protocol or any actions contemplated as being required by ISDA.

**3. Contact Details**

Our contact details for purposes of the Adherence Letter are:

Name: Jeff Parket  
Address: 555 Madison Avenue, 16<sup>th</sup> Floor, New York, NY 10022  
Telephone: (212) 521-6984  
Fax: (212) 508-3731  
E-mail: jparket@harbert.net

CC: Susan Shalhoop  
One Riverchase Parkway, South  
Birmingham, AL 35244  
p (205) 987-5761  
f (205) 987-5726  
sshhalhoop@harbert.net

We consent to the publication of the conformed copy of this letter by ISDA and to the disclosure by ISDA of the contents of this letter.

Yours faithfully,

**Harbert Convertible Arbitrage Master Fund, Ltd.**

**Name: Joel B. Piassick**

**Title: Director**

**Signature: Joel B. Piassick**