

**PENDRAGON CAPITAL, LTD.**  
c/o INVESCO Senior Secured Management, Inc.  
1166 Avenue of the Americas, 27th Floor  
New York, New York 10036-2789

September 23, 1998

International Swaps and Derivatives Associates, Inc.  
600 Fifth Avenue, 27th Floor  
Rockefeller Center  
New York, NY 10020-2302

EMU Protocol - Adherence

Dear Sirs:

The purpose of this letter is to confirm our adherence to the ISDA EMU Protocol as published by the International Swaps and Derivatives Association, Inc. on the 6th day of May, 1998 (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 supplements and forms part of each ISDA Master Agreement between us and each other Adhering party.

**1. Specified Terms**

Annex 1	ISDA EMU Continuity Provision	Applicable
Annex 2	Price Sources	Applicable
Annex 3	Payment Netting	Applicable
Annex 4	EMU Definitions	Applicable
Annex 5	Bond Options	Applicable

**2. Appointment as Agent and Release**

We hereby appoint ISDA as our agent for the limited purpose 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 or in anyway relating to this Adherence Letter or our adherence to the Protocol or any actions contemplated as being required by ISDA.

**3. Payment**

We enclose payment of U.S. \$500, or represent that we have previously made payment of that amount to you, in respect of our adherence to the EMU Protocol.

**4. Contact Details**

Our contact details for purposes of this Adherence Letter are:

Pendragon Capital, Ltd.  
c/o INVESCO Senior Secured Management, Inc.  
1166 Avenue of the Americas, 27th Floor  
New York, New York 10036-2789  
Attn: Anthony Clemente  
Tel: (212) 278-9870  
Fax: (212) 278-9619

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,

PENDRAGON CAPITAL, LTD.

By: x/ H.Hein Scholten  
Name: H. Hein Scholten  
Title: Director