

**Harbert Distressed Investment Master Fund, Ltd.
c/o HMC Distressed Investment 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, 16th 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: Philip Falcone
Address: 555 Madison Avenue, 16th Floor, New York, NY 10022
Telephone: (212) 521-6988
Fax: (212) 508-3721
E-mail: pfalcone@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 Distressed Investment Master Fund, Ltd.

Name: Joel B. Piassick

Title: Director

Signature: Joel B. Piassick