

SILVER POINT CAPITAL

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 Associates, Inc. on September 12, 2005 (the "Protocol"). This letter constitutes an Adherence Letter as referred to in the Protocol. The definition and the 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 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 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 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 purpose of this Adherence Letter are:

Name: Wade Leon
Address: 2 Greenwich Plaza
Greenwich, CT 06830
Telephone: 203-542-4063
Fax: 203-542-4163
Email: wleon@silverpointcapital.com

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,

Silver Point Capital Offshore Fund LTD

BY:

Name: Fred Fogel
Title: General Counsel
Signature: Fred Fogel

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