

**EXHIBIT 1
to ISDA Novation Protocol II**

Form of Adherence Letter

**Raeburn Advisers, LLC
65 East 55th Street, 34th Floor
New York, NY 10022**

March 20th, 2006

Send to: protocol@isda.org

Dear Sirs,

ISDA Novation Protocol II - Adherence

The purpose of this letter is to confirm our adherence to the ISDA Novation Protocol II as published by the International Swaps and Derivatives Association, Inc. on February 1, 2006 (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 or in any way relating to this Adherence Letter or our adherence to the Protocol or any actions contemplated as being required by ISDA.

3. Contact Details

Our contact details for purposes of this Adherence Letter are:

Name: Raj Lachman, Partner and CFO

Address: 65 East 55th Street, 34th Floor

Telephone: (212) 323-8008

Fax: (212) 323-8025

E-mail: raj@raeburncap.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,

Raeburn Advisers, LLC
Investment/Asset Manager, acting on behalf
of the funds and accounts listed in the
relevant Master Agreement between it and
another Adhering Party

By: Raj Lachman
Title: Partner and CFO
Signature: Raj Lachman