



David L. Goret  
Managing Director  
Administration and General Counsel

300 Campus Drive, Suite 110  
Florham Park, NJ 07932  
Telephone 973.593.5420  
Facsimile 973.593.5454  
Cell 201.978.9231  
dgoret@gscpartners.com

**September 18, 2006**

**Send to: [protocol@isda.org](mailto:protocol@isda.org)**

Ladies and Gentlemen:

### **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: General Counsel  
Chief Compliance Officer  
Address: 300 Campus Drive, Suite 110  
Telephone: (973) 593-5476  
Fax: (973) 593-5454  
E-mail: [compliance@gscpartners.com](mailto:compliance@gscpartners.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,

GSCP (NJ), L.P., on behalf of itself and certain funds and managed accounts to be designated by it

By:

Name: David L. Goret

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Title: Managing Director and Secretary

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Signature: /s/ David L. Goret

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