

- (ii) constitutes security and performance assurance without which the Secured Party would not otherwise enter into and continue any and all Transactions.

IN WITNESS WHEREOF the parties have executed this document on the respective dates specified below with effect from the date specified on the first page of this document.

**CREDIT SUISSE FIRST BOSTON
INTERNATIONAL**

FINANCIAL TRUST COMPANY, INC.

By: _____
Name:
Title:
Date:

By: 
Name: Jeffrey Epstein
Title: President
Date: 5/25/05

By: _____
Name:
Title:
Date: