

The Depository Trust Company

IMPORTANT

B#: 9938-06

DATE: July 14, 2006

TO: All Participants, Transfer Agents and Trustees

CATEGORY: Settlement/Underwriting

FROM: DTC's Underwriting Department

ATTENTION: Officers and Operations Managers

SUBJECT: DTC's Operational Arrangements As They Relate to Securities With Optional Features

DTC's Operational Arrangements ("OA") describes procedures that must be followed by issuers and their agents for issues to become and remain eligible for depository services. The OA contains a statement that must be signed by the trustee or agent appointed for an issue being considered for eligibility. In that statement, the trustee or agent covenants to DTC that it will comply with applicable provisions of the OA. In addition, underwriters and other parties involved in the structuring of new securities refer to the OA to help ensure the new securities qualify for DTC-eligibility.

The purpose of this Important Notice is to remind underwriters, transfer agents and trustees of certain provisions of the OA regarding convertible securities and warrants.

A key provision of the OA is that the terms and conditions of certain rights, such as the right to convert securities for common stock, cash or other entitlements, may change during the life of the subject security, and that DTC must be notified of such changes in order to inform our participants and ultimately beneficial owners. The OA also specifies the method and timeframes in which such notifications must be provided to DTC. In addition to conversion rights, similar procedures are specified in the OA for warrants and other securities with optional features.

The failure of an issuer or its agent to follow the applicable terms of the OA, including the failure to adequately notify DTC of changes to the terms or conditions of a conversion or warrant subscription right, creates a serious risk of significant monetary loss to DTC participants. Underwriters, transfer agents and trustees are therefore reminded of the importance of the following procedures:

- DTC must receive notification of any event that triggers or alters the terms and conditions of a conversion or warrant subscription privilege, regardless of the event which triggered the change. Changes for which notice to DTC is required includes without limitation:
 - changes to the conversion or warrant subscription rates or other factors that affect the entitlements,
 - convertible and warrant securities that have been called for optional or mandatory redemption,
 - an event that triggers the right to convert or subscribe, and
 - changes to the scheduled conversion or warrant subscription expiration date and time.
- The time and actual day, month and year representing the expiration of a conversion/warrant subscription privilege or the expiration of a temporary change to the terms and/or conditions of a conversion/warrant subscription privilege must be provided in the notification to DTC.
- The date on which a conversion/warrant subscription privilege has been exercised by a DTC participant shall be the date on which the subject securities have been delivered by book-entry to an account maintained by DTC for the conversion/warrant agent. No physical presentation of securities is required for the purposes of completing an exercise of a conversion or subscription right on the expiration date or the record date of any distribution on the underlying security. In addition, certain conversion/warrant rights have variable rate entitlement formulas and/or payment date schedules that are based on or triggered by the date on which such rights have been exercised (the “exercise date”). In such cases, the date on which the subject securities are delivered by book-entry to an account maintained by DTC for the conversion/warrant agent represents the exercise date, with no physical presentation being immediately required.
- All such notifications must be sent by-hand, overnight courier, electronically or other secure means as follows; DTC’s receipt of notice must be verified by the sender:

Conversion/Warrants/Rights
Reorganization Department
55 Water Street, 25th Floor
New York, NY 10041-0099
Telephone number: (212) 855-5260

Email address: reorgannouncements@dtcc.com

Note: Given the volume of notices DTC receives each day in connection with corporate action events, it is essential that notification of the events referred to herein be directed to no other DTC address than the above street or email address. Notices sent to other DTC addresses do not constitute valid notification.

The failure of an agent to comply with the above procedures and other applicable provisions of the OA may result in DTC denying eligibility of new securities serviced by non-complying agents.

A copy of DTC’s Operational Arrangements may be obtained from DTC’s website at www.dtc.org (click on Forms for Making Securities DTC Eligible under the Quick Links banner on the first page).

If you have any questions or comments about this or any DTC-eligibility matter, please feel free to contact Denise Russo, Director of DTC’s Underwriting Department, at (212) 855-3731.