

The undersigned agree to and accept the above terms and provisions, and agree that although payment by us to the Bank of the amounts due on the Senior Underlying Obligations shall not deprive Hancock of any of its remedies, as provided therein, in the event that payments due on such obligations are not made as therein provided, the Collection Agreement as modified by this letter agreement shall constitute a present assignment by each of the undersigned to John Hancock Mutual Life Insurance Company of all our ownership, right, title and interest in and to the funds now and hereafter deposited with the Bank, except as to Seller's interest in any funds, if any, deposited with the Bank in excess of the total amounts required to be paid under the Senior Underlying Obligations and the Permitted Obligations, and further agree that in the event of any conflict or inconsistency of any kind or nature between the terms hereof and the Collection Agreement, or any existing or future amendments thereof, the terms of this letter agreement shall control and be binding upon

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