

BALLYROCK CLO II LIMITED

By: **BALLYROCK Investment Advisors LLC,**
as Collateral Manager

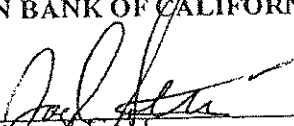
By: *Lisa Rymut*
Name: _____
Title: **Lisa Rymut**
Assistant Treasurer

Amendment Notice Address: Fidelity Investments
82 Devonshire St, E31C
Boston, Ma. 02109
Attention: Lisa Rymut
Telephone: 617 392 8134
Facsimile: 617 476-5174

Agent Bank Notice

Fidelity Investments
John Roche
82 Devonshire St., 210
Boston Ma. 02109
617 563 7089
Fax # 617-476-5174

UNION BANK OF CALIFORNIA, N.A.

By: 
Name: Joel Steiner
Title: Vice President

Notice Address:

Union Bank of California, N.A.
445 South Figueroa Street, Suite 403
Los Angeles, CA 90071
Attention: Joel Steiner
Telephone: 213, 236, 6565
Facsimile: 213, 236, 6976



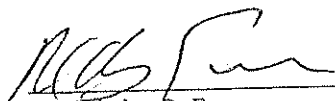
Canyon Capital Advisors
9665 Wilshire Blvd., #200
Beverly Hills, CA 90212

PROPORTIONATE VOTING PROVISION

The undersigned, **Canpartners Investments IV, LLC** ("Canyon"), is a Lender to PEGASUS., dated as of JANUARY 14, 2000 (the "Credit Agreement".) Canyon's approval of a proposed **FOURTH AMENDMENT AND RESTATEMENT OF CREDIT AGREEMENT** has been requested pursuant to the terms of the Credit Agreement. The **FOURTH AMENDMENT AND RESTATEMENT OF CREDIT AGREEMENT** must be approved by the Required Lenders under the Credit Agreement.

Canyon hereby votes its percentage interest as a Lender in favor of and/or against the approval of the **FOURTH AMENDMENT AND RESTATEMENT OF CREDIT AGREEMENT** in direct proportion to the votes of those other Lenders under the Credit Agreement that have voted for or against the approval of the **FOURTH AMENDMENT AND RESTATEMENT OF CREDIT AGREEMENT** (without counting failure to vote or abstentions.)

Canpartners Investments IV, LLC,
a California limited liability company

By: 

R. Christian B. Evensen
Authorized Member

Date: 10/14/03

SUNAMERICA LIFE INSURANCE
COMPANY

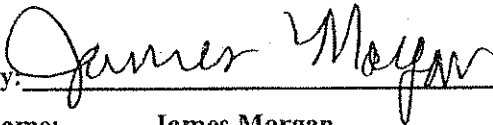
By: AIG Global Investment Corp.,
Its Investment Adviser

By: J. Bothamley
Name: _____
Title: **Julie Bothamley**
Vice President

Notice Address:

Attention: _____
Telephone: _____
Facsimile: _____

MORGAN STANLEY SENIOR FUNDING INC.

By: 
Name: James Morgan
Title: Vice President

Notice Address:

1633 Broadway, 25th Floor
New York, NY 10019

Attention: James Morgan
Telephone: (212) 537-1470
Facsimile: (212) 537-1866

ARCHIMEDES FUNDING III, LTD.

By: ING Capital Advisors LLC,
as Collateral Manager

By: 
Name: MICHAEL J. CAMPBELL
Title: MANAGING DIRECTOR

Notice Address:

Attention: _____
Telephone: _____
Facsimile: _____

ENDURANCE CLO I, LTD.

c/o: ING Capital Advisors LLC,
as Collateral Manager

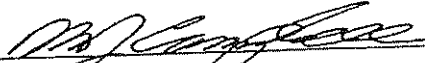
By: 
Name: MICHAEL J. CAMPBELL
Title: MANAGING DIRECTOR

Notice Address:

Attention: _____
Telephone: _____
Facsimile: _____

SEQUILS-ING I (HBDGM), LTD.

By: **ING Capital Advisors LLC,
as Collateral Manager**

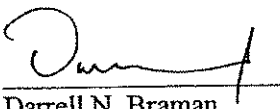
By: 
Name: MICHAEL J. CAMPBELL
Title: MANAGING DIRECTOR

Notice Address:

Attention: _____
Telephone: _____
Facsimile: _____

INNER HARBOR CBO 2001-1 LTD.

**By: T. ROWE PRICE ASSOCIATES, INC.,
as Collateral Manager**

By: 
Name: Darrell N. Braman
Title: Vice President

Notice Address:

T. Rowe Price Associates, Inc.
100 E. Pratt Street
Baltimore, MD 21202
Attention: Darrell N. Braman
Telephone: 410-345-2013
Facsimile: 410-345-6575

ORIX FINANCE CORP. I

By: 

Name: Christopher L. Smith

Title: Authorized Representative

Notice Address:

1717 Main Street 9th Floor
Dallas, Texas 75201
Attention: Mike Doran
phone: 214-237-2344
Facsimile: 214-237-2356

TORONTO DOMINION (NEW YORK), INC.

By: Gwen Zirkle
Name: GWEN ZIRKLE
Title: VICE PRESIDENT

Notice Address:

Attention: _____
Telephone: _____
Facsimile: _____

SCHEDULES

See Separate
Credit Agreement Schedules Binder