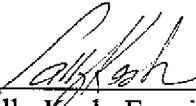


**CERTIFICATION OF COUNSEL TO BE ADMITTED PRO HAC VICE**

Pursuant to Local Rule 83.5, I, Sally Kesh, Esquire, certify that I am eligible for admission to this Court, am admitted, practicing and in good standing as a member of the Bar of New York and the United States District Court for the Southern District of New York and pursuant to Local Rule 83.6 submit to the disciplinary jurisdiction of this Court for any alleged misconduct which occurs in the preparation or course of this action. I also certify that I am generally familiar with this Court's Local Rules. In accordance with Standing Order for District Court Fund effective January 1, 2005, I further certify that the annual fee of \$25.00 has been paid to the Clerk of Court, or, if not paid previously, the fee payment will be submitted to the Clerk's Office upon the filing of this motion.

Signed: \_\_\_\_\_

  
Sally Kesh, Esquire  
Cravath, Swaine & Moore, LLP  
Worldwide Plaza  
825 Eighth Avenue  
New York, New York 10019-7475  
(212) 474-1664

Date: \_\_\_\_\_

10/24/06