PLEDGE AGREEMENT  
 PLEDGE AGREEMENT (this “Agreement”), dated as of July 7, 2008, made by each entity listed as a pledgor on the signature pages hereto (the “Pledgor”), in favor of DRIFTWOOD VENTURES, INC., a Delaware corporation (the "Buyer").  
 WITNESSETH:  
  
WHEREAS, the Pledgor and Buyer are parties to the Securities Purchase Agreement, dated as of even date herewith (as amended, restated or otherwise modified from time to time, the "Securities Purchase Agreement"), pursuant to which the Pledgor shall be required to sell, and the Buyer shall purchase or have the right to purchase, the “Secured Notes” (as defined therein);  
  
WHEREAS, it is a condition precedent to the Buyer entering into the Securities Purchase Agreement that the Pledgor shall have executed and delivered to the Buyer this Agreement to secure all of its obligations under the Securities Purchase Agreement, the Secured Notes issued pursuant thereto (as such Secured Notes may be amended, restated, replaced or otherwise modified from time to time in accordance with the terms thereof, collectively, the “Notes”) and the “Transaction Documents” (as defined in the Securities Purchase Agreement, the “Transaction Documents”); and  
  
WHEREAS, the Pledgor has determined that the execution, delivery and performance of this Agreement directly benefits, and is in the best interest of, the Pledgor.