

RECITALS

WHEREAS, the Borrower desires to obtain financing...

LIMITATIONS ON DIVIDENDS AND DISTRIBUTIONS

No Restricted Payments are permitted unless the Consolidated Net Leverage Ratio is less than 3.00 to 1.00 and no Default exists immediately before and after giving effect thereto.

CHANGE-IN-CONTROL PROVISION

If there is a change in control of the Borrower, the Borrower shall make an offer to repurchase the Notes at 101% of principal plus accrued interest.

MISCELLANEOUS

Entire agreement; counterparts; electronic signatures.