

ARTICLE VIII

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ASSIGNMENT, LEASE AND SALE

SECTION 8.01. Assignment, Lease and Sale of Project. So long as the Note is outstanding, the Corporation will not sell, lease or otherwise dispose of or encumber its interest in the Project except for Permitted Encumbrances and as provided in Sections 6.03, 6.04, 6.05, 6.08 and 7.02 hereof and in this Section 8.01. This Agreement may be assigned in whole or in part, and the Corporation's interest in the Project may be sold or leased as a whole or in part, by the Corporation with the consent of the Lender, subject, however, to the following conditions:

(a) No sale, assignment or leasing (other than pursuant to Section 7.02 hereof) shall relieve the Corporation from primary liability for any of its obligations hereunder, and in the event of any such sale, assignment or leasing the Corporation shall continue to remain primarily liable for the payments of all amounts specified in Section 4.01 hereof and for performance and observance of the other agreements on its part herein provided; and

(b) The Corporation shall, within 5 days after the delivery thereof, furnish or cause to be furnished to the Issuer and the Lender a true and complete copy of each such sale agreement, assignment or lease, as the case may be.

SECTION 8.02. Limitations on Issuer. Except as provided in Section 4.02 hereof, the Issuer will not sell, assign, transfer, convey or otherwise dispose of its interest in this Agreement or the receipts and revenues derived by the Issuer from the Corporation pursuant to this Agreement.

SECTION 8.03. Other Property of Corporation. The Corporation may from time to time, in its sole discretion and at its own expense, install additional machinery, equipment and other items of personal property at the Plant. All machinery, equipment and personal property so installed by the Corporation and not described on Exhibit B shall remain the sole property of the Corporation in which neither the Issuer nor the Lender shall have any interest, and may be modified or removed by the Corporation at any time. In the event any removal of machinery, equipment or related property of the Corporation causes damage to the existing buildings or structures included in the Project the Corporation shall restore the same or repair such damage at its sole expense.

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