

or payable on any portion of the Note is includable in the gross income of a Holder or former Holder thereof as a result of action or failures to act by the Corporation; or (b) the receipt of an opinion by the Lender from Bond Counsel stating that the interest on the Note has become includable in the gross income of a Holder thereof for any reason other than that such Holder is a substantial user of the Project or a related person within the meaning of IRC Section 103(b)(13); provided, nevertheless, that the Corporation shall have the right to contest a Determination of Taxability under clauses (a) and (b) hereof and if such contest is successful, such Determination of Taxability and its consequences shall be rescinded. A Determination of Taxability shall be deemed for all purposes of this Agreement to have occurred on the date borne by said statutory notice of deficiency or the date borne by said statement as the case may be.

"Event of Default" shall mean, with reference to this Agreement, any of the occurrences described in Section 9.01 hereof.

"Event of Taxability" shall mean the occurrence of the circumstances which result in a Determination of Taxability with the result that the interest payable on the Note becomes includable in the gross income of a Holder or former Holder of the Note other than a holder who is a "substantial user" of the Project or a "related person" as such terms are used in IRC Section 103.

"Financing Statement" shall mean a financing statement or a continuation statement filed pursuant to the provisions of the Uniform Commercial Code of the State or such other jurisdiction the laws of which are applicable.

"Guaranties" shall mean collectively the Guaranty dated the date hereof given by Ray Garzone, Sr. to the Lender, the Guaranty dated the date hereof given by Janet Diane Garzone to the Lender and the Guaranty dated the date hereof given by Peter Joseph Garzone to the Lender.

"Guarantors" shall mean collectively Ray Garzone, Sr., Janet Diane Garzone and Peter Joseph Garzone.

"Indenture" shall mean the Indenture, dated the date of this Agreement, between the Issuer and the Lender, as the same may be amended, modified or supplemented in accordance with the provisions thereof.

"Interest Payment Date" shall mean each date specified in the Note for the payment of interest thereon.