

accounting principles, applied on a basis consistent with that of the preceding year or containing disclosures of the effect on financial position or results of operations of any changes in the application of accounting principles during the year, and accompanied by a report thereon, containing an unqualified opinion of a firm of independent certified public accountants selected by the Corporation and acceptable to the Lender;

(b) Within 60 days after the close of each quarter, furnish to the Lender a financial statement prepared by the chief financial officer of the Corporation and certified to be true and correct by that officer;

(c) At the time of delivery of (a) and (b) above, a certificate of the Corporation that there exists to the best of the knowledge of the Corporation no default under any agreement associated with the Note or any other agreement between the Corporation and the Lender; and

(d) Such other information as the Lender may reasonably request.

SECTION 2.04. Recording, Filing and Registration. The Corporation covenants with the Lender, that the Corporation will take all action required to effect the recording, filing and registering of all documents in the manner and at the times and places necessary to create, perfect and protect the lien of this Agreement.

SECTION 2.05. Inspection of Plant. The Lender and its authorized agents shall be permitted, at all reasonable times, to examine all books and records of the Corporation with respect to the Plant. The aforesaid rights of examination and inspection shall be exercised only upon such reasonable and necessary terms and conditions as the Corporation shall prescribe which conditions shall be deemed to include, but not be limited to, those necessary to protect the Corporation's trade secrets and proprietary rights.

SECTION 2.06. Assignment, Lease and Sale of Mortgaged Property. So long as the Note is outstanding, the Corporation will not sell, lease or otherwise dispose of or encumber its interest in the Mortgaged Property except for Permitted Encumbrances and as provided in Sections 3.01, 4.03 and 4.04 hereof.

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