

(b) Opinions, dated as of the date of execution and delivery of the Note, of (i) Joseph H. Earle, Jr., Esquire, counsel for the Issuer; (ii) McNair Glenn Konduros Corley Singletary Porter & Dibble, P.A., Bond Counsel, (iii) Sokoloff & Burford, P.C., counsel for the Corporation, and (iv) Messrs. Riley, Riley, Laws & Stewart, counsel for Curtron Manufacturing, in each case in such form as the Lender shall approve;

(c) A certificate, dated the date of execution and delivery of the Note of the Chairman of the County Council or other appropriate official, setting forth the facts, estimates and circumstances as to the use of the proceeds of the Note in sufficient detail to establish that the Note is not an "arbitrage bond" within the meaning of IRC Section 103;

(d) Executed copies of the Agreement, the Indenture, the Curtron Curtains Guaranty and the Curtron Manufacturing Guaranty which shall be in form and substance satisfactory to the Lender;

(e) An affidavit of the notice of public hearing before the County Council of the Issuer with respect to the issuance of the Note;

(f) A certification from a certified public accountant stating that the average reasonably expected economic life of the buildings, machinery, equipment, apparatus, office furnishings and any other items to be financed in whole or in part with the proceeds of the Note is not less than 12 years and further stating that the economic useful life of each item has been derived in accordance with the administrative guidelines established for the useful lives used for depreciation prior to the ACRS system (i.e., the midpoint lives under the ADR system where applicable and the guideline lives under Rev. Proc. 62-21, 1962-2 C.B. 418, in case of structures);

(g) Approval by the Lender of the form and content of the MAI appraisal on the proposed expansion to be located on the real property described on Exhibit A; and

(h) Such additional certificates (including appropriate no-litigation certificates and certified copies of ordinances, resolutions or other proceedings adopted by the Issuer or the Corporation) instruments or other documents as the Lender may reasonably request to evidence the authority of the Lender to act as

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