

of the Issuer or its governing body or the power of the Issuer to enter into the transactions contemplated hereby or wherein an unfavorable decision, ruling or finding would adversely affect the transactions contemplated hereby or would affect the validity, or adversely affect the enforceability, of this Indenture, the Agreement, the Notes or any other agreement or instrument to which the Issuer is a party and which is to be used in connection with or is contemplated by this Indenture, not to the best knowledge of the Issuer is there any basis therefor.

