

"Depository" shall mean Wachovia Bank and Trust Company, N.A., a national banking association, organized and existing under the laws of the United States of America.

"Determination of Taxability" shall mean any determination by (a) the Internal Revenue Service, (b) any court of competent jurisdiction, or (c) at the option of the Corporation, nationally recognized bond counsel acceptable to the Corporation and the Lender that an Event of Taxability shall have occurred thereby resulting in interest on the Note being includable for federal income tax purposes in the gross income of any Holder. Notwithstanding the foregoing, however, no Determination of Taxability shall be deemed to have occurred under (a) or (b) above unless the Corporation shall have been given a reasonable opportunity, at its sole cost and expense, to contest any such Determination of Taxability directly, if permitted by law, or indirectly by or on behalf of the Holder. During the pendency of any such contest, the Corporation from time to time shall pay to the Holder upon demand all Additional Interest and Additions to Tax accrued and unpaid to the date of such demand so that the Holder may pay under protest any tax and Additions to Tax then asserted to be payable by it. If any such contest is resolved in favor of the Corporation, the Holder shall seek a refund of any tax paid plus Additions to Tax and shall promptly pay to the Corporation upon receipt all refunded Additions to Tax plus interest, if any, when and as received by the Holder, plus an amount equal to Additional Interest paid to the Holder by the Corporation. For the purposes of this paragraph, a resolution in favor of the Corporation shall consist of a judicial determination, settlement or consent decree to the effect that interest on the Note is and always has been exempt from Federal income taxation.

"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 any event, occurrence or sequence of events or occurrences which for any reason shall cause the interest on the Note to be includable in the gross income of the Holder for federal income tax purposes; provided, however, the acquisition of the Note or any part thereof by a "substantial user" or a "related person" as defined under Section 103 of the Internal Revenue Code of 1954, as amended, shall not constitute an Event of Taxability.

"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.