

(iv) no action or proceeding is pending or, to the knowledge of such Counsel, threatened by or against the Issuer before any Court or administrative agency which might adversely affect the authority and ability of Issuer to perform its obligations under this Agreement, the Lease Agreement, the Assignment or the Note;

(v) the execution, delivery and performance of this Agreement, the Lease Agreement, the Assignment and the Note are within the authority of Issuer, have been authorized by proper proceedings and will not contravene any provision of applicable law or of any judgment, order, decree, agreement or instrument binding on it;

(vi) this Agreement, the Lease Agreement and the Assignment have been duly authorized, executed and delivered on behalf of Issuer and constitute valid and binding agreements of Issuer in accordance with their terms;

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