

0428

debts as such debts become due, (iii) make a general assignment for the benefit of its creditors, (iv) commence a voluntary case under the federal Bankruptcy Code (as now or hereafter in effect), (v) file a petition seeking to take advantage of any other law relating to bankruptcy, insolvency, reorganization, winding-up, or composition or adjustment of debts, (vi) fail to controvert in a timely or appropriate manner, or acquiesce in writing to, any petition filed against itself in an involuntary case under such Bankruptcy Code, or (vii) take any corporate action for the purpose of effecting any of the foregoing.

(e) A proceeding or case shall be commenced, without the application or consent of the Lessee in any court of competent jurisdiction, seeking (i) the liquidation, reorganization, dissolution, winding-up or composition or readjustment of debts of the Lessee, (ii) the appointment of a trustee, receiver, custodian, liquidator or the like of the Lessee or of all or any substantial part of its assets or (iii) similar relief in respect of the Lessee under any law relating to bankruptcy, insolvency, reorganization, winding-up or composition and adjustment of debts, and such proceeding or case shall continue undismissed, or an order, judgment or decree approving or ordering any of the foregoing shall be entered and continue unstayed and in effect, for a period of 60 days, or any order for relief against the Lessee shall be entered in an involuntary case under such Bankruptcy Code.

(f) The rendering against the Lessee of a judgment, decree or order for the payment of money in an amount which exceeds by \$100,000 the amount of such judgment covered by insurance, and the continuance of such judgment, decree or order unsatisfied and in effect for any period of 60 consecutive days without a stay of execution;

(g) Any material representation or warranty herein or in any certificate or other instrument delivered under or pursuant to any provision hereof or in connection with the financing of the Project shall prove to have been false or incorrect or breached in any material respect on the date as of which made; the Mortgage at any time is not a valid, binding and enforceable agreement of the County; the Mortgage does not create the valid prior first lien and security interest in the Project, except for Permitted

4328 RV-2