

the Assignment, or Article Two of the Payment Agreement, or the Products Agreement, the Assignment, the Payment Agreement or the Supply Agreement shall cease to be in full force and effect (other than, in the case of the Products Agreement, the Assignment and the Payment Agreement, as specifically provided therein) or shall cease to be the legal, valid and binding obligation of any party thereto or shall have been disaffirmed by or on behalf of any such party; or the Company, Celanese or Imperial, as the case may be, defaults in the performance of any agreement, term or condition contained in the Products Agreement (other than Article Three thereof), the Payment Agreement (other than Article Two thereof) or the Supply Agreement for a period of more than 30 days after such default shall have become known to the Company, Celanese or Imperial, as the case may be; or

(i) the Company or any Subsidiary makes an assignment for the benefit of creditors or admits in writing its inability to pay its debts generally as they become due; or

(j) an order, judgment or decree is entered adjudicating the Company or any Subsidiary bankrupt or insolvent; or

(k) the Company or any Subsidiary petitions or applies to any tribunal for the appointment of a trustee, receiver or liquidator of the Company or any Subsidiary, or of any substantial part of the assets of the Company or any Subsidiary, or commences any proceedings (other than proceedings for the voluntary liquidation and dissolution of a Subsidiary) relating to the Company or any Subsidiary under any bankruptcy, reorganization, arrangement, insolvency, readjustment of debt, dissolution or liquidation law of any jurisdiction, whether now or hereafter in effect; or

(l) any such petition or application is filed, or any such proceedings are commenced, against the Company or any Subsidiary and the Company or such Subsidiary by any act indicates its approval thereof, consent thereto or acquiescence therein, or an order, judgment or decree is entered appointing any such trustee, receiver or liquidator or approving the petition in any such proceedings, and such order, judgment or decree remains unstayed and in effect for more than 60 days; or