

directors' qualifying shares to directors, if required (in which event, options to acquire such shares for a nominal consideration shall be obtained); or

(c) permit any Subsidiary to issue or sell any shares of its stock or any of its securities except to directors for the purpose of qualifying them as directors, if required (in which event, options to acquire such shares for a nominal consideration shall be obtained).

12. Regulatory Compliance. The Company and its Subsidiaries will comply with all laws affecting their business and operations, and with all rules, orders and regulations of any board, bureau or commission having jurisdiction thereof.

13. Payment of Taxes. The Company will pay or cause to be paid all taxes levied upon any of its properties or any of the properties of its Subsidiaries or in respect of its or their franchises or income before the same become delinquent, except that (unless and until foreclosure, distraint, sale or other similar proceedings shall have been commenced) no tax need be paid if being contested in good faith and by appropriate proceedings diligently conducted, and if such reserve or other appropriate provision, if any, as shall be required by sound accounting principles shall have been made therefor.

14. Maintenance of Properties, etc.; Compensation. The Company will maintain or cause to be maintained in good repair, working order and condition all properties used or useful in the business of the Company and its Subsidiaries, and from time to time will make all needed and appropriate repairs, renewals, replacements, additions, betterments and improvements thereto, and at all times will carry on its business and that of its Subsidiaries in an efficient manner. The Company will