

ARTICLE II  
REPRESENTATIONS

SECTION 2.01. Representations by Issuer. The Issuer makes the following representations as the basis for the undertakings on its part herein contained:

(a) The Issuer is a duly constituted political subdivision of the State and is duly authorized under the laws of the State, including the Act, to enter into the transactions contemplated by this Agreement and the Indenture and to carry out its obligations hereunder and thereunder; by proper action the Issuer has duly authorized the execution and delivery of this Agreement, the Indenture and all agreements collateral hereto and thereto;

(b) The South Carolina State Budget and Control Board has duly approved the proposal of the Issuer to issue the Note and the Project;

(c) The Issuer is entering into this Agreement and the Indenture, issuing the Note and defraying the Cost of the Project for the purpose of promoting the industrial development, developing the trade, and utilizing and employing the manpower, agricultural products and natural resources of the State;

(d) The Issuer is not in default under any of provisions of the laws of the State, where any such default would affect the issuance, validity or enforceability of the Note, or the transactions contemplated by this Agreement or the Indenture; and

(e) The authorization, execution and delivery of this Agreement and the Indenture, and the compliance by the Issuer with the provisions hereof and thereof, will not conflict with or constitute a breach of, or a default under, any existing law, court or administrative regulation, decree, order or any provision of the Constitution or laws of the State relating to the establishment of the Issuer or its affairs, or any agreement, mortgage, lease or other instrument to which the Issuer is subject or by which it is bound.

SECTION 2.02. Representations by Corporation. The Corporation makes the following representations as the basis for the undertakings on its part herein contained:

(a) The Corporation is a corporation duly incorporated under the laws of the State of Delaware, is qualified to do business in, and is in good standing in, the State of South Carolina, has corporate power to enter into

0720

4328-RV-2