

hereunder. The provisions of Section 11.02 of the Agreement shall survive the termination of the Agreement.

ARTICLE XII

MISCELLANEOUS

Section 12.01 Governing Law. The Agreement is governed by and construed in accordance with the laws of the State of Georgia.

Section 12.02 Counterparts. The Agreement is executed in multiple counterparts, each of which shall be deemed an original but all of which shall constitute one and the same Agreement.

Section 12.03 Entire Agreement. The Agreement contains the entire understanding among the parties and supersedes any prior understanding or agreements between them respecting the subject matter thereof. There are no representations, agreements, arrangements or understandings, oral or written, between or among the parties hereto relating to the subject matter of the Agreement which are not fully expressed herein.

Section 12.04 Severability. The Agreement is intended to be performed in accordance with, and only to the extent permitted by, all applicable laws, ordinances, rules and regulations. If any provision of the Agreement, or the application thereof to any person or circumstance, shall, for any reason and to any extent, be invalid or unenforceable, the remainder of the Agreement and the application of such provision to other persons or circumstances shall not be affected thereby, but rather shall be enforced to the greatest extent permitted by law.

Section 12.05 Section Headings. The section headings are inserted only as a matter of convenience and for reference and in no way define, limit or describe the scope or intent of the Agreement or in any way affect the Agreement.

Section 12.06 Competition; Guaranteed Payments. It is recognized, acknowledged and agreed that all amounts paid by Owner to Company pursuant to the Agreement shall be "guaranteed payments" within the meaning of Section 707(C) of the Internal Revenue Code of 1954, as amended. It is expressly understood