

## ARTICLE VIII

## ASSIGNMENT, LEASING AND SELLING

SECTION 8.01. Assignment, Leasing and Selling of Project. So long as any Note is Outstanding, the Corporation will not, without the prior written consent of the Lender which consent shall not be unreasonably withheld, sell, lease or otherwise dispose of or encumber its interest in the Project except for Permitted Encumbrances and as provided in Sections 5.01, 6.03, 6.04, 6.07 and 7.02 hereof and in this Section 8.01. This Agreement may be assigned in whole or in part, and the Corporation's interest in the Project may be sold or leased as a whole or in part, by the Corporation without the necessity of obtaining the consent of the Issuer, subject, however, to the following conditions:

(a) No sale, assignment or leasing (other than pursuant to Section 7.02 hereof) shall relieve the Corporation from primary liability for any of its obligations hereunder, and in the event of any such sale, assignment or leasing the Corporation shall continue to remain primarily liable for the payments of all amounts specified in Section 4.01 hereof and for performance and observance of the other agreements on its part herein provided;

(b) The Corporation shall furnish or cause to be furnished to the Lender a true and complete copy of each such proposed sale agreement, assignment or lease, as the case may be; and

(c) The Corporation shall, within 15 days after the delivery thereof, furnish or cause to be furnished to the Issuer and the Lender a true and complete copy of each such executed sale agreement, assignment or lease, as the case may be; and

(d) The Lender gives its prior written consent which consent shall not be unreasonably withheld.

SECTION 8.02. Limitations on Issuer. Except as provided in Section 4.02 hereof, the Issuer will not sell, assign, transfer, convey or otherwise dispose of its interest in this Agreement or the receipts and revenues derived by the Issuer from the Corporation pursuant to this Agreement.

SECTION 8.03. Other Property of Corporation. The Corporation may from time to time, in its sole discretion