

Section 5. The person(s) executing this Second Amendment on behalf of the parties hereto warrant that (i) such party is duly organized and existing, (ii) they are duly authorized to execute and deliver this Second Amendment on behalf of said party, (iii) by so executing this Second Amendment, such party is formally bound to the provisions of this Second Amendment, and (iv) the entering into of this Second Amendment does not violate any provision of any other agreement to which said party is bound.

[CONTINUE ON FOLLOWING PAGE]