(e) the waiting period (and any extensions thereof) under the Hart-Scott-Rodino Act and any other applicable pre-merger notification laws shall have expired or otherwise been terminated; and

(f) the relevant parties shall have entered into the Other Agreements.

8.2. **Conditions to Obligation of Seller**. The obligation of Seller to consummate the transactions to be performed by it in connection with the Closing is subject to satisfaction of the following conditions:

(a) the representations and warranties of Buyer set forth in this Agreement shall be true and correct in all material respects as of the Closing Date,

(b) Buyer shall have performed and complied with all of its covenants hereunder in all material respects through the Closing;

(c) there shall not be any injunction, judgment, decree or order of any court or other Governmental Authority threatened or in effect preventing consummation of any of the transactions contemplated by this Agreement;

(d) Buyer shall have delivered to Seller a certificate to the effect that each of the conditions specified above in clauses (a) through (c) is satisfied in all respects;

(e) the applicable waiting period (and any extensions thereof) under the Hart-Scott-Rodino Act and any other applicable pre-merger notification laws shall have expired or otherwise been terminated; and

(f) the relevant parties shall have entered into the Other Agreements