

or prior to the Closing Date of all of the following conditions:

Section 10.1 Representations, Warranties and Covenants of Buyer. (a) To Buyer's knowledge as of the date hereof, the representations and warranties of Buyer contained in this Agreement shall have been true and correct in all material respects as of the date of this Agreement.

(b) The representations and warranties of Buyer contained in this Agreement shall be true and correct in all material respects on and as of the Closing Date with the same effect as though such representations and warranties had been made on and as of such date (except for representations and warranties that expressly speak only as of a specific date or time other than the Closing Date which need only be true and correct in all material respects as of such date or time).

(c) The covenants and agreements of Buyer to be performed on or before the Closing Date in accordance with this Agreement shall have been duly performed in all material respects.

(d) Seller shall have received a certificate of Buyer to the effect that the conditions specified in paragraphs (a), (b) and (c) of this Section 10.1 have been satisfied.

Section 10.2 Filings; Consents; Waiting Periods.
The waiting period (and any extension thereof) under the HSR