

would have a valid claim for a fee or commission from Seller in connection with such transactions.

Section 4.3 Approvals, Consents, etc. Schedule 4.3 lists all material filings with Governmental Authorities, Government Permits and Approvals required to be obtained or made by Buyer from or with any Person in connection with the consummation of the Asset Purchase except for those which become applicable solely as a result of the specific regulatory status of Seller or its Affiliates.

Section 4.4 Acquisition of Canadian Shares for Investment. Buyer is, and any Affiliate of Buyer designated pursuant to Section 2.10 will be, acquiring the Canadian Shares for investment and not with a view toward or for sale in connection with any distribution thereof, or with any present intention of distributing or selling the Canadian Shares, except to an Affiliate of Buyer. Buyer agrees that the Canadian Shares may not be sold, transferred, offered for sale, pledged, hypothecated or otherwise disposed of without registration under the Securities Act of 1933 except pursuant to an exemption from such registration available under such act, and without compliance with foreign securities laws, in each case, to the extent applicable.

Section 4.5 Buyer Acknowledgments. Buyer acknowledges that it is acquiring the Assets, the Division and the Business without any representation or warranty, express or