

be paid by Seller, Seller has not employed any broker, finder, consultant or other intermediary in connection with the Asset Purchase who would have a valid claim for a fee or commission from Buyer in connection with such transactions.

Section 3.15 Sufficiency of Assets. Except for the Retained Assets and except for assets used in providing corporate administrative services, the Assets constitute all of the assets that are necessary to permit the operation of the Business in substantially the same manner as such operations are conducted as of the date hereof.

Section 3.16 Additional Real Estate Matters. Except as disclosed on Schedule 3.16, there are no leases or other agreements granting to any party the right of use or occupancy of any portion of the Owned Real Property; there are no outstanding options or rights of first refusal to purchase all or part of the Owned Real Property; there are no parties, other than Seller and the Canadian Subsidiary, in possession of the Owned Real Property; to Seller's Knowledge, the current use of the Owned Real Property does not violate applicable zoning laws in any respect material to the Business; and there are no pending, or to Seller's Knowledge, threatened, condemnation or similar proceedings relating to the Owned Real Property.

Section 3.17 Inventory. To Seller's Knowledge, the Inventory (other than Inventory which has been, or will be, written down on the Adjusted Closing Balance Sheet) meets