

BEST EFFORTS

Use of Best Efforts language from a Due Diligence Out from underwriter's form of High Yield Commitment Letter:

"[the underwriter's obligations are conditioned on] the completion of, and satisfaction in all respects with the results of, [underwriter's] due diligence investigation of the business, operations, property, condition (financial or otherwise) and prospects of the Acquiror and the Company and its subsidiaries (it being understood that [underwriter] will promptly notify the Acquiror upon satisfaction of this condition)[, provided, however, that, subject to being given timely access to such information as it may reasonably request, [underwriter] shall use its **best efforts** to complete such [confirmatory] due diligence as soon as practicable, but in any event prior to the distribution of a preliminary offering circular with respect to the Notes (it being understood that [underwriter] will promptly notify the Acquiror upon satisfaction of this condition)] OR [underwriter's performance of limited confirmatory due diligence and underwriter not discovering or otherwise becoming aware of any information not previously disclosed to it that it believes to be materially inconsistent with its understanding, based on the information provided to it before date hereof, of the business, assets, operations, properties, condition (financial or otherwise), contingent liabilities, prospects and material agreements of the Acquiror and the Company]"