

Attachment No. 2
[This copy not for execution]

**PROMISSORY
NOTE**

\$ _____

Chandler, Arizona

FOR VALUE RECEIVED, _____ a _____, ("Maker") promises to pay to the order of THE INDUSTRIAL DEVELOPMENT AUTHORITY OF THE CITY OF CHANDLER, ARIZONA, an Arizona nonprofit corporation ("Holder"), upon the occurrence of any one or more of the following events, the principal amount of \$ _____ in lawful money of the United States of America, together with interest at the rate of twelve percent (12%) per annum from the date of the occurrence until paid in full:

A. The release by Holder to _____ ("Lender") of funds deposited by Holder in the Reserved Collateral Account established in accordance with the terms of the Collateral Assistance Program Agreement ("CAP Agreement") entered into this date by and among Maker, Holder and Lender, as security for the repayment of a \$ _____ loan (the "Term Loan") and/or a \$ _____ revolving line of credit (the "LOC Loan") (collectively the "Loans") by Lender to Maker. In the event that Holder is only required to release to Lender a portion of the Reserved Collateral Account, then the principal amount to be repaid hereunder will be the actual amount released by Holder to Lender.

B. The relocation of Maker to a site outside the City of Phoenix.

C. The breach by Maker of any other terms or conditions of the CAP Agreement.

Maker, and the guarantors and the endorser hereof, agree to be jointly and severally bound hereunder and further waive grace, demand, and presentment, notice of dishonor, protest and diligence in collecting all sums due hereunder. In the event of default by Maker, Holder will be entitled to all costs incurred in connection therewith, including reasonable attorneys' fees. This Promissory Note will be construed according to the laws of the State of Arizona.

This Promissory Note is given pursuant to the provisions of the CAP Agreement and is guaranteed by _____, pursuant to the guaranties executed this date.

DATED: _____ [BORROWER NAME]

By _____

Name

Title

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