

third degree, or affiliate of any such director, officer or stockholder (the term "affiliate" to include any corporation, association, partnership, organization or business in which such a director, officer or stockholder, or any spouse or relative within the third degree of such a director, officer or stockholder, has a substantial interest, direct or indirect); or

(f) make any substantial improvement on any property involving an expenditure of more than \$20,000, except for emergency repairs; or

(g) acquire any capital asset at a cost of more than \$25,000, or expend for capital assets in any one fiscal year an amount in excess of the amount of depreciation of capital assets shown on the Company's books for the next preceding fiscal year.

10. Disposal of Properties, Consolidation, Merger, Capital Assets, Sales, Real Property Acquisitions, etc. Without the prior written consent of the holder or holders of the Notes at the time outstanding, the Company will not, nor will it permit any Subsidiary to:

(a) sell, lease or otherwise dispose of all or substantially all of its properties, or consolidate with or merge into any other corporation or entity or permit any other corporation or entity to consolidate with or merge into the Company or any Subsidiary, except that the foregoing shall not apply to any sale, lease or other disposition by any Wholly Owned Subsidiary to the Company, or to any consolidation or merger of any Wholly Owned Subsidiary with or into the Company, or to a transfer by the Company to Maegeo Farms, Inc. of the real property known as Maegeo Farms; or