

Section 1.1 Definitions

This Agreement uses defined terms as set forth herein.

Section 5.2 Restricted Payments

The Company shall not, directly or indirectly, declare or make any Restricted Payment, including dividends, distributions, repurchases, or redemptions, except as permitted pursuant to Section 5.2(a)-(d).

Section 5.2(a) Exceptions

Notwithstanding the foregoing, the Company may make Restricted Payments in an aggregate amount not exceeding \$5,000,000 in any fiscal year, provided no Event of Default has occurred and is continuing.

Section 6.4 Change of Control

Upon the occurrence of a Change of Control, each Lender may require the Company to prepay all outstanding Obligations in full, together with accrued interest and any applicable prepayment premium, subject to the notice requirements set forth in Section 2.3.

Miscellaneous

This Section includes boilerplate provisions regarding notices, assignments, and governing law.