

any bankruptcy, reorganization or insolvency proceeding; or corporate action shall be taken by it for the purpose of effecting any of the foregoing;

(j) Without the application, approval or consent of any Corporation, a proceeding shall be instituted in any court of competent jurisdiction seeking in respect of such Corporation adjudication in bankruptcy, reorganization, dissolution, winding up, liquidation, a composition or arrangement with creditors, a re-adjustment of debts, the appointment of a trustee, receiver, liquidator or the like of such Corporation or of all or any substantial part of its assets, or other like relief in respect of such Corporation under any bankruptcy or insolvency law; and, if such proceeding is being contested by such Corporation in good faith, the same shall continue undismissed, or unstayed and in effect, for any period of ninety (90) consecutive days;

(k) Any Corporation shall sell, lease or otherwise convey, in a single transaction or in a series of related transactions, all or substantially all of the Properties and the other Assets referred to in the Purchase Agreement (collectively, the "Assets"), or all or substantially all of the voting stock of any Corporation shall be sold or otherwise transferred (in a single transaction or in a series of related transactions) to any entity other than another Corporation; or any Corporation shall be merged into or consolidated with any other entity other than another Corporation;

(l) Any Corporation shall sell, lease or otherwise convey any Asset to any entity other than another Corporation unless such sale, lease or other conveyance is made for fair consideration in a bona fide transaction entered into on an "arm's length" basis;

(m) Any Corporation shall mortgage, pledge, hypothecate or grant a security interest in any Asset after the date hereof to any entity other than the Beneficiary without the consent of the Beneficiary, which consent shall not be unreasonably withheld; or

(n) Any Corporation shall fail to meet its minimum funding requirements under the Employee Retirement Income Security Act of 1974, as amended from time to