



# MORSECOM

**Most\_Favored of the Nation.** The Company, Morse Communications Inc., hereby represents and warrants as of January 12, 2022 covenants and agrees that none of the terms offered to any Other Holder of comparable size and scope, in any Other Agreement, is or will be more favorable to such Other Holder than those of the City of Ocala and this Agreement for the purchase of **Access Control and CCTV Equipment**. If Morse Communications, Inc. desires to enter into an Other Agreement, then (i) the Company shall provide prior written notice to the City of Ocala and (ii) upon execution by the Company and such Other Holder of such Other Agreement, the terms and conditions of this Agreement, the Other Agreement and the Securities (other than any limitations on conversion set forth therein) shall be, without any further action by the Holder or the Company, automatically amended and modified in an economically and legally equivalent manner such that the City of Ocala shall receive the benefit of the more favorable terms and/or conditions (as the case may be) set forth in such Other Agreement, provided that upon written notice to the Company at any time the Holder may elect not to accept the benefit of any such amended or modified term or condition, in which event the term or condition contained in this Agreement or the Securities (as the case may be) shall apply to the Holder as it was in effect immediately prior to such amendment or modification as if such amendment or modification never occurred with respect to the Holder.

Annette Costello, President

Date