

NOW, THEREFORE, for and in consideration of the statements hereinabove and to induce GMAC to do business with C. M. GMC Trucks, Inc., the undersigned, P. I. and Industrial, do hereby subordinate their claim, lien, right to distrain and security interest for any past-due or future rent now or hereafter owing by Industrial and/or its division, C. J. GMC, and/or C. J. GMC Trucks, Inc., in favor of any claim, account or security interest now or hereafter owing to GMAC by Industrial and/or its division, C. J. GMC, and/or C. J. GMC Trucks, Inc.

This Agreement shall be binding upon the parties hereto, their successors and assigns forever.

IN WITNESS WHEREOF, P. I. and Industrial have caused this Subordination Agreement to be executed by their duly authorized officers the year and day first above written.

IN THE PRESENCE OF:

Paul J. Dosty
Jandra M. Budel

P. I., INC. (SEAL)

By: [Signature]

Paul J. Dosty
Jandra M. Budel

INDUSTRIAL PRODUCTS, INC. (SEAL)

By: [Signature]

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