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Mortgagor granted to the Mortgagee a collateral assignment of the Lease (the "Collateral Assignment").

Pursuant to an Assignment of Lease Agreement bearing even date herewith (the "Assignment Agreement"), Metal Fabricators has assigned to the Tenant all of its right, title and interest as lessee in, to and under the Lease. The Lease contains an option to purchase exercisable by the Tenant during the term of the Lease or any extension thereof (the "Option"). To supplement the terms of the Option, Old Grove and the Tenant have entered into a Supplemental Option Agreement bearing even date herewith (the "Supplemental Agreement").

The Mortgagee and the Tenant are entering into this Agreement in order to provide for their respective rights and obligations upon a default by the Landlord under the Note, the Collateral Assignment or the Mortgage.

In consideration of the premises and the mutual covenants and agreements contained herein, the Mortgagee and the Tenant hereby agree as follows:

1. Consent to Assignment. The Mortgagee hereby recognizes, acknowledges and consents to the transfer and assignment from Metal Fabricators to the Tenant of the rights and obligations of Metal Fabricators under the Lease pursuant to the Assignment Agreement.

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