

ARTICLE VIII  
ASSIGNMENT, LEASE AND SALE

BOOK 1625 PAGE 324

SECTION 8.01. Assignment, Lease and Sale of Project. So long as the Note is outstanding, the Corporation will not sell, lease, assign, or otherwise dispose of or encumber its interest in the Project except for Permitted Encumbrances and as provided in Sections 5.01, 6.03, 6.04, 6.05, 6.08 and 7.02; provided however that the Corporation shall be allowed to transfer its interest in the Project and its rights and interest under this Agreement to National Tool of South Carolina, Inc., a wholly owned subsidiary of the Corporation. Such a transfer shall not release the Corporation from its liability and obligations under this Agreement. The rights and interest of the Corporation under this Agreement are not assumable, except by National Tool of South Carolina, Inc. as provided in this Section.

SECTION 8.02. Limitations on Issuer. Except as provided in Section 4.02 hereof, the Issuer will not sell, assign, transfer, convey or otherwise dispose of its interest in this Agreement or the receipts and revenues derived by the Issuer from the Corporation pursuant to this Agreement.

SECTION 8.03. Other Property of Corporation. The Corporation may from time to time, in its sole discretion and at its own expense, install additional machinery, equipment and other items of personal property on the Project. All machinery, equipment and personal property so installed by the Corporation shall remain the sole property of the Corporation in which neither the Issuer nor the Lender shall have any interest, and may be modified or removed by the Corporation at any time. In the event any removal of machinery, equipment or related property of the Corporation causes damage to the existing buildings or structures included in the Project the Corporation shall restore the same or repair such damage at its sole expense.

0324

1625-324