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FIRST AMENDATORY INDENTURE

THIS FIRST AMENDATORY INDENTURE, dated as of December 1, 1983, by and between Greenville County, South Carolina (the "Issuer"), a body politic and corporate and a political subdivision of the State of South Carolina and Bankers Trust of South Carolina, a banking association organized and existing under the laws of the State of South Carolina (the "Lender").

WHEREAS, the Issuer and the Lender desire to amend the Indenture dated as of September 1, 1983 between the Issuer and the Lender (hereinafter the Indenture as amended by this First Amendatory Indenture shall be referred to as the "Indenture") so as to make provision therein for the issuance by the Issuer of an additional note in an amount exceeding that now permitted by the Indenture and to amend Exhibit B thereto to include additional items of machinery and equipment;

WHEREAS, the issuance of an additional note and the use of the proceeds thereof to make certain additional improvements and acquire additional machinery and equipment for use at the Project will provide employment at the Project for approximately 10 employees; and

WHEREAS, the Issuer has determined that such modifications will not adversely affect the Project, are permitted under the Act, and will provide benefits not otherwise available and that good cause exists for amending the Indenture.

NOW, THEREFORE, in consideration of the premises and the mutual promises herein contained the parties agree as follows:

Section 1. The following definitions contained in Article I of the Indenture are amended to state:

"Corporation" shall mean prior to any transfer pursuant to Section 8.01 of the Agreement National Tool and Manufacturing Company, a New Jersey corporation, and any surviving, resulting or transferee corporation in any merger, consolidation or transfer of assets permitted under Section 7.02 of the Agreement, and after such transfer pursuant to Section 8.01, National Tool of South Carolina, Inc., and any surviving, resulting or transferee corporation in any merger, consolidation or transfer of assets permitted under Section 7.02 of the Agreement.

"Parent Guaranty" shall mean the Guaranty dated as of September 1, 1983, given by National Tool and Manufacturing Company, to the Lender as it may be supplemented and amended.

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