

party with its obligations hereunder and no custom or practice of the parties at variance with the terms hereof shall constitute a waiver of any party's right to demand exact compliance with the terms hereof.

(d) Time is of the essence in complying with the terms and conditions of this agreement.

(e) This agreement contains the entire agreement of the parties hereto and no representations, inducements, promises or agreements, oral or otherwise between the parties not embodied herein, shall be of any force or effect.

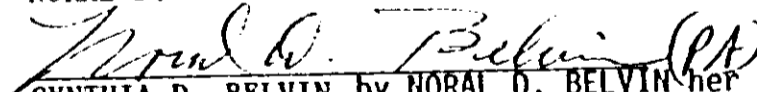
(f) This agreement shall be binding upon and inure to the benefit of the parties hereto and their respective heirs, executors, administrators, successors and assigns.

(g) All mortgage notices and amortization schedules shall be immediately forward to Purchaser during the term of this contract.

(h) All utilities shall be the responsibility of the Seller during its possession of the premises.

IN WITNESS WHEREOF, the undersigned have hereunto affixed their hands and seals the day and year first above written.


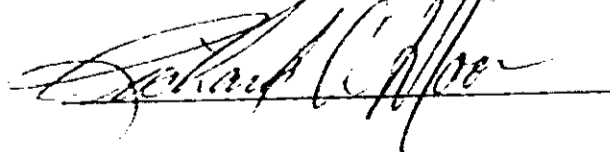

NORAL D. BELVIN


CYNTHIA D. BELVIN by NORAL D. BELVIN her
Attorney-in-Fact

TOOLMATION, INC.

By: 
Its _____

Witness:

(CONTINUED ON NEXT PAGE)