

amended is hereinafter referred to as the "Indenture"), this Agreement or the Project;

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 Agreement is 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.

"Subsidiary Guaranty" shall mean the Guaranty dated as of September 1, 1983, given by National Tool of South Carolina, Inc. to the Lender as it may be supplemented and amended.

Section 2. The following definitions shall be added to Article I of the Agreement:

"First Amendatory Agreement" shall mean this First Amendatory Mortgage and Financing Agreement dated as of December 1, 1983, between NTSC and the Issuer.

"First Amendatory Indenture" shall mean the First Amendatory Indenture dated as of December 1, 1983 between the Issuer and the Lender.

"National Tool of S. C. Note" shall mean the \$500,000 Greenville County, South Carolina, Industrial Development Revenue Note (National Tool of South Carolina, Inc. Project) 1983, authorized, issued, executed and delivered by the Issuer pursuant to the Indenture as amended by the First Amendatory Indenture.

"Notes" shall mean collectively, the \$1,000,000 Greenville County, South Carolina Industrial Development Revenue Note (National Tool and Manufacturing Company Project) 1983 and the \$500,000 Greenville County, Industrial