

ASSUMPTION AGREEMENT

NOV 1 1976

The Grantee hereby expressly assumes and agrees to be bound by the provisions of the Lease Agreement, dated as of November 1, 1976, between Grantor, as lessor, and Arvin Finance Corporation, as lessee, to the same extent and with the same effect as if the Grantee had originally executed, acknowledged and delivered such Lease Agreement in the place and stead of the Grantor.

IN WITNESS WHEREOF, the Grantee has hereunto set its hand by its duly authorized general partner as of the date first above written.

ATC COMPANY

By [Signature]
General Partner

0317

4328 RW-2J