

July 15, 1981

Mr. William D. Freeman
President
Freeman Quality Drywall Products, Inc.
1912 West Kenosha
Broken Arrow, Oklahoma 74012



RE: AMENDMENT TO "AGREEMENT OF PURCHASE, SALE
AND LICENSE" DATED DECEMBER 16, 1978

Dear Bill:

In the early part of 1980 you advised me in a telephone conversation that Freeman Quality Drywall Products, Inc. was considering the purchase of Harrison's drywall products manufacturing operation in Memphis, Tennessee, and requested Kelly-Moore's approval to manufacture and sell the Paco type drywall products at this location, in addition to continuing the manufacture of said products at your Broken Arrow location, under the terms of the "Agreement of Purchase, Sale and License" between Freeman Quality Drywall Products, Inc. and Kelly-Moore Paint Company, Inc. dated December 16, 1978. After some discussion, Kelly-Moore agreed to extend said License Agreement to include manufacture at the Memphis location as a wholly-owned subsidiary or division of Freeman Quality Drywall Products, Inc. and that the royalty for products manufactured at the Memphis location would be Six Cents (6¢) per cwt., with all other terms and conditions of the License Agreement, including restricted sales areas, to be the same as those applicable to the Broken Arrow location.

I heard nothing further from you concerning this acquisition until we started receiving royalty payments for the Memphis operation, which was brought to my attention in November 1980. On December 1, 1980, I telephoned you concerning this and you confirmed that you had purchased certain assets of Harrison's drywall products manufacturing operation which operated under the name of Rayco, Inc. at 3744 Airpark Drive, Memphis, Tennessee 38118, and that this acquisition was made in February 1980.

Kelly-Moore Paint Company, Inc. acknowledges that it has been receiving royalty payments from you based on Six Cents (6¢) per cwt. for production at your Memphis plant, and the purpose of this letter is to confirm the verbal agreement concerning



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this added location and the royalty payments. Therefore, this letter when acknowledged and signed by you shall constitute an amendment to the "Agreement of Purchase, Sale and License" between Freeman Quality Drywall Products, Inc. and Kelly-Moore Paint Company, Inc. dated December 16, 1978, and said amendment shall incorporate the terms contained herein. All other terms and conditions of said Agreement shall remain the same.

Sincerely yours,

KELLY-MOORE PAINT COMPANY, INC.

William E. Moore

William E. Moore, President

WEM/pey
Encl.

ACKNOWLEDGED & AGREED:

Freeman Quality Drywall Products, Inc.

By:

William D. Freeman
William D. Freeman, President