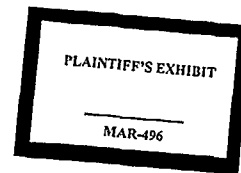


MAREMONT
CORPORATION



April 12, 1990

Sears Roebuck & Co.
Merchandise Group
National Headquarters
Sears Tower
Chicago, IL 60684

Attn: R. W. Naehring, Buyer
Department 628

Dear Bob:

Enclosed are the signed documents necessary to finalize our agreements to end the basic contract. Please let me know if there is anything else we need to do.

I look forward to seeing you soon.

Sincerely,

A handwritten signature in cursive script, appearing to read "Leon Viars".

Leon Viars

tl
Enc.

MAR 007196

SEARS

September 25, 1989

MAREMONT CORPORATION
1283 Murfreesboro Road
Nashville, TN 37217
Attention: E. L. Viars, Vice President
Ride Control Products

Re: Letter of Termination

Dear Mr. Viars:

The purpose of this letter is to reduce to writing the mutual termination of the three (3) Basic Buying Agreements (related to exhaust systems, shock absorbers and lined brake shoe sets) previously entered into between Maremont Corporation and Sears, Roebuck and Co. Such Basic Buying Agreements together with all amendments thereto, are hereafter referred to as the "Agreements".

The Agreements provided that Maremont was to manufacture and sell to Sears and Sears was to purchase from Maremont certain of Sears requirements of exhaust systems, shock absorbers and lined brake shoe sets, all as more fully set forth therein. By mutual agreement and consent, our respective companies agreed last year to terminate the aforesaid Agreements as of midnight June 30, 1988 and to waive any redetermination audits that were not completed.

It has come to my attention that while many drafts of the mutual agreement and consent to terminate said Agreements exchanged hands, a Letter of Termination was never formally executed. Therefore, this letter shall serve as a formal Letter of Termination of said Agreements. If this letter accurately reflects your understanding as to the status of said Agreements and meets your approval, please indicate by signing the acceptance clause at the bottom of the duplicate copies of this Letter of Termination and returning one (1) copy for my records.

Very truly yours,

MA Howard
Senior Executive Vice President

AGREED AND ACCEPTED BY:
MAREMONT CORPORATION
this ___ day of October, 1989.

By E. L. Viars 3/27/90
Vice President, Ride Control Products

MAR 007197

