

PLAINTIFF'S EXHIBIT

MAR-501

AMENDMENT AGREEMENT

AMENDMENT AGREEMENT made this 1st day of March, 1987 by and between MAREMONT CORPORATION, A Delaware corporation (hereinafter called "Seller"), and SEARS, ROEBUCK AND CO., a New York corporation (hereinafter called "Sears");

W I T N E S S E T H :

WHEREAS, by Agreement dated July 1, 1971, as subsequently amended, Seller agreed to manufacture and sell to Sears, and Sears agreed to purchase from Seller certain of Sears requirements of Lined Brake Shoe Sets, all as set forth therein, and;

WHEREAS, the parties wish to further amend the Agreement to provide for the terms of payment of a net thirty (30) days from the date of an invoice;

NOW, THEREFORE, it is hereby agreed that effective as of March 1, 1987, the Agreement is amended as follows:

1. The second sentence of Paragraph 10 of the Agreement is amended by deleting the phrase "net ten (10) days" therefrom and substituting the phrase "net thirty (30) days" in lieu thereof.

2. The aforementioned Agreement, as herein modified, is fully ratified and affirmed.

IN WITNESS WHEREOF, the parties hereto, by and through their duly authorized officers, have executed this Amendment Agreement effective as of the day and year first above stated.

MAREMONT CORPORATION

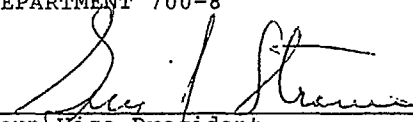
By JW Thomas

SEARS, ROEBUCK AND CO.

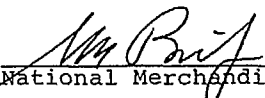
By JWBateman
Senior Executive Vice President
Merchandising

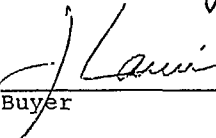
MAR 007238

APPROVED FOR SIGNATURE
BY DEPARTMENT 700-8

By 
Group Vice President

APPROVED FOR SIGNATURE
BY DEPARTMENT 628

By 
National Merchandise Manager

By 
Buyer

2/10/87