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STATE OF NORTH CAROLINA BOOK PAGE
 1641 0132
COUNTY OF NEW HANOVER AGREEMENT

THIS AGREEMENT, made and entered into this 2nd day of January, 1987, by and between CAPE INDUSTRIES, a Joint Venture, doing business under the Partnership laws of the State of North Carolina, consisting of NCT CORPORATION, a Delaware corporation and AMERICAN PETROFINA, INCORPORATED, a Delaware corporation, Party of the First Part, hereinafter referred to as "SELLER", and SOUTH WILMINGTON VOLUNTEER FIRE DEPARTMENT, a North Carolina non-profit corporation, with its principal office in New Hanover County, North Carolina, Party of the Second Part, hereinafter called "PURCHASER";

W I T N E S S E T H:

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THAT WHEREAS, SELLER is the owner of substantial acreage in Cape Fear Township, New Hanover County, North Carolina, upon which is located, among other things, its headquarters and manufacturing plant; and

WHEREAS, PURCHASER is a North Carolina non-profit corporation formed for the purpose of offering fire fighting and other services to portions of New Hanover County and other areas that are not covered by any municipal fire fighting organization; and

WHEREAS, PURCHASER desires to construct a fire station in Cape Fear Township, in the vicinity of SELLER'S headquarters and plant and has requested that SELLER donate to PURCHASER property sufficient to construct said fire station and SELLER has agreed to do so;

FORWARDED TO
C, S, HHC

APR 27 1987

RYALS, JACKSON & MILLS
WILMINGTON, NORTH CAROLINA 28402-0147

NOW, THEREFORE, for and in consideration of the premises and other good and valuable considerations, CAPE INDUSTRIES and SOUTH WILMINGTON VOLUNTEER FIRE DEPARTMENT do mutually agree as follows:

FIRST: As soon as possible after the execution hereof, SELLER shall deed to PURCHASER, at no cost to PURCHASER, all that certain tract or parcel of land lying and being in Cape Fear Township, New Hanover County, North Carolina and being more particularly described on EXHIBIT "A" hereto attached, made a part hereof, and incorporated herein by reference.

SECOND: If PURCHASER has failed to begin construction of a fire station upon the property described on EXHIBIT "A" within three (3) years after the date hereof, PURCHASER agrees to re-convey the property described on EXHIBIT "A" to SELLER and this Agreement shall become null and void ab initio, and neither party shall thereafter have any other or further responsibility OR LIABILITY to the other party hereto.

THIRD: If PURCHASER ever ceases to exist or should the property described on EXHIBIT "A" ever cease to be used as a fire station, then PURCHASER, its successors or assigns will immediately re-convey said property to SELLER. For the purposes hereof, the merger of PURCHASER into another similar entity shall not be a cessation of existence.

FOURTH: From and after the date hereof, any ad valorem taxes assessed against the property described on EXHIBIT "A" shall be assumed by PURCHASER.

IN TESTIMONY WHEREOF, both CAPE INDUSTRIES and SOUTH WILMINGTON VOLUNTEER FIRE DEPARTMENT have executed this Agreement in any number of duplicate originals, any one of which alone may be considered an original, both when taken together shall constitute one instrument, all the day and year first above

PAGE 0134
0134
written.

CAPE INDUSTRIES, A Joint Venture

By: NCT CORPORATION, Venturer

By: [Signature]
President

BOOK

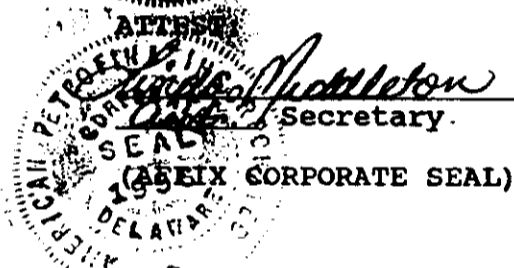
ATTEST:

[Signature]
Secretary



By: AMERICAN PETROFINA, INCORPORATED, Venturer

By: [Signature]
Vice President



ATTEST:

[Signature]
Secretary

SOUTH WILMINGTON VOLUNTEER FIRE DEPARTMENT

ATTEST:

[Signature]
Secretary

By: [Signature]
Chief

(AFFIX CORPORATE SEAL)



RECORDED AND VERIFIED
MARY SUE OOTS
REGISTER OF DEEDS
NEW HANOVER CO. NC
'93 JAN 21 PM 2 36

STATE OF New Jersey
COUNTY OF Somerset

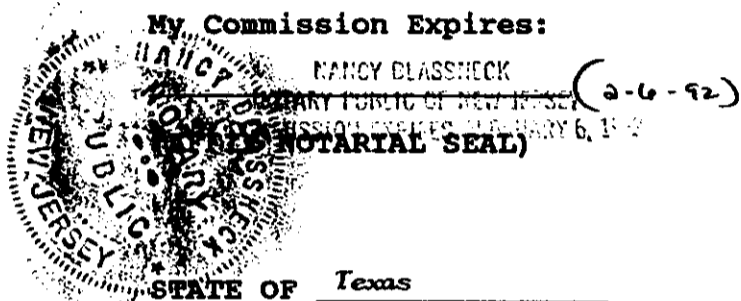
BOOK PAGE
1641 0135

I, Nancy Blassneck, a Notary Public of the County of Somerset and State aforesaid do hereby certify that Eugene H. Samson, personally appeared before me this day and acknowledged that (s)he is Secretary of NCT CORPORATION, a Delaware corporation, Venturer in CAPE INDUSTRIES, A Joint Venture, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its corporate name by its President, sealed with its corporate seal, and attested by himself as its Secretary.

WITNESS my hand and notarial seal this 13th day of April, 1987.

Nancy Blassneck
Notary Public

My Commission Expires:



STATE OF Texas

COUNTY OF Dallas

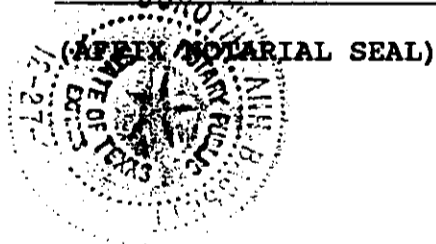
I, Dorothy Ann Bassett, a Notary Public of the County of Dallas and State aforesaid do hereby certify that Linda Middleton, personally appeared before me this day and acknowledged that (s)he is Asst. Secretary of AMERICAN PETROFINA, INCORPORATED, a Delaware corporation, Venturer in CAPE INDUSTRIES, A Joint Venture, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its corporate name by its Vice President, sealed with its corporate seal, and attested by her self as its Asst. Secretary.

WITNESS my hand and notarial seal this 16th day of April, 1987.

Dorothy Ann Bassett
Notary Public

My Commission Expires:

December 27, 1989



4

STATE OF NORTH CAROLINA

BOOK

PAGE

COUNTY OF NEW HANOVER

1641

0136

I, Ellen Gilliard Wychel, a Notary Public of said County and State, do hereby certify that KIM BLAKE*****, personally came before me this day and acknowledged that ~~she~~/she is Secretary of SOUTH WILMINGTON VOLUNTEER FIRE DEPARTMENT, and that, by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its Chief ~~PROXIMOUSLY~~, sealed with its corporate seal, and attested by ~~BOOKS~~/herself as its Secretary.

WITNESS my hand and notarial seal this 9th day of April, 1987.

Ellen Gilliard Wychel
Notary Public



My Commission Expires: 1-22-91
January 22, 1991

(AFFIX NOTARIAL SEAL)

STATE OF NORTH CAROLINA
New Hanover County

The Foregoing / Annexed Certificate(s) of
Mary Blisswick Dorothy Ann
Bissett and Ellen Gilliard Wychel

Notary (Notaries) Public is/ are certified to be correct.

This the 21 day of Jan 19 83
Mary Sue Oots, Register of deeds

by *Mary Sue Oots*
Deputy / Assistant

/CAPE

EXHIBIT "A"

1641 0137

Legal Description for The South Wilmington Fire Department, Cape
Fear Township, New Hanover County, North Carolina, Part of the
Cape Industries Tract.

BEGINNING at an iron rod at the point of intersection of the western right of way line of U.S. Highway #421 (150.0 foot right of way) with the northern line of a 60.0 foot wide perpetual road right of way as said right of way is described in Deed Book 828, at Page 185 of the New Hanover County Registry. Running thence from said point of beginning with the northern right of way line of said road right of way, and 60.0 feet north of the southern property line of the Cape Industries Tract, South 61 degrees 41 minutes West 208.71 feet to a point; thence North 28 degrees 19 minutes West 208.71 feet to a point; thence North 61 degrees 41 minutes East 208.71 feet to a point in the western right of way line of U.S. Highway #421; thence with said right of way line and 75.0 feet west of the centerline thereof South 28 degrees 19 minutes East 208.71 feet to the point of beginning and containing 1.0 acre more or less. The above described tract is a portion of the Cape Industries Tract as said tract is shown on a map recorded in Map Book 8, at Page 90 of the New Hanover County Registry.