

DRAFT 10/26/92

AGREEMENT WITH RESPECT TO DEED

THIS AGREEMENT WITH RESPECT TO DEED is made and entered into this 22nd day of October, 1992, by and between (i) POLO FIELDS, INC., a Kentucky corporation ("Polo") with an address at 1310 Flat Rock Road, Louisville, Jefferson County, Kentucky 40245, and (ii) GC DEVELOPMENT, INC., a Kentucky corporation with an address at 1310 Flat Rock Road, Louisville, Kentucky 40245 ("GC"), regarding (i) that certain General Warranty Deed of even date herewith between Polo and GC, as recorded in Deed Book 6238, Page 797 in the Office of the Clerk of Jefferson County, Kentucky (the "Deed") and (ii) that certain Mortgage dated October 31, 1989, between Polo and V.C. GLASS CARPET COMPANY ("Mortgagee"), as recorded in Mortgage Book 2826, Page 113 in the Office of the Clerk of Jefferson County, Kentucky.

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Parties hereto hereby agree that, notwithstanding the covenant of general warranty contained in the Deed, the property conveyed pursuant to the Deed was made subject to that certain mortgage dated October 31, 1989 from Polo to Mortgagee, as recorded in Mortgage Book 2826, Page 113. Polo is contractually bound to release the property by December 1, 1992. This document shall not impose any new obligations of any type upon the parties.

IN TESTIMONY WHEREOF, witness the signatures of the Mortgagor and the Mortgagee on the day, month and year first above written.

POLO FIELDS, INC.

By: _____

Title: _____

J. D. Loysen
Pres

("Polo")

GC DEVELOPMENT, INC.

By: _____

Title: _____

[Signature]
President

("GC")

COMMONWEALTH OF KENTUCKY)
) SS:
COUNTY OF JEFFERSON)

The foregoing instrument was acknowledged before me this 22nd day of August, 1992, by Jerry D. Cooper, President of Polo Fields, Inc., a Kentucky corporation, as the free act and voluntary deed of such corporation.

My commission expires: _____

(SEAL) JEFFREY A. McKENZIE
Notary Public, State at Large, KY.
My commission expires Feb. 12, 1996

JAM/K
NOTARY PUBLIC

COMMONWEALTH OF KENTUCKY)
) SS:
COUNTY OF JEFFERSON)

The foregoing instrument was acknowledged before me this 22nd day of October, 1992, by GARY HARTCO, PRESIDENT of GC Development, Inc., a Kentucky corporation, as the free act and voluntary deed of such corporation.

My commission expires: _____

(SEAL) JEFFREY A. McKENZIE
Notary Public, State at Large, KY.
My commission expires Feb. 12, 1996

JAM/K
NOTARY PUBLIC

The foregoing instrument was prepared by:

JAM/K
Jeffrey A. McKenzie, Esq.
GREENEBAUM DOLL & McDONALD
3300 First National Tower
Louisville, Kentucky 40202
(502) 589-4200

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Deputy Clerk: SHERRI

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