(8 West Des Moines, Iowa)

FILED NO. 592
BOOK 118 PAGE 153
1972 APR 25 AM 11:23
MARY E. WELTY
RECORDER
MADISON COUNTY, IOWA
Fee $8.50
COMPARED
I.M.M.

AGREEMENT

THIS AGREEMENT dated as of the 17th day of April, 1972, by and between ALLIS-CHALMERS FINANCIAL CORPORATION having an address at Box 512, Milwaukee, Wisconsin 53201 (hereinafter called "Allis-Chalmers"), and PENN-DIXIE CEMENT CORPORATION, a Delaware corporation, having an address at 1345 Avenue of the Americas, New York, New York 10019 (hereinafter called "Penn-Dixie),

W I T N E S S E T H :

WHEREAS, by that certain Conveyance of Production Payment (hereinafter called the "Agreement") dated as of October 29, 1971, and recorded on November 7, 1971, at Book 117, Page 416, in the office of the Recorder of Madison County, Iowa, Penn-Dixie sold to Allis-Chalmers an undivided percentage of certain properties in the County of Madison in the State of Iowa as a production payment (hereinafter called the "Production Payment") in the primary sum of $950,000 together with certain increments thereon, payable out of the proceeds of said limestone; and

WHEREAS the amounts heretofore received by ALLIS-CHALMERS out of said proceeds have been sufficient to discharge the Production Payment;

IND.
REC. 1
PAGE

NOW, THEREFORE, in consideration of the premises and of other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Allis-Chalmers does hereby release and discharge unto Penn-Dixie, its successors and assigns, all of the right, title and interest which Allis-Chalmers has or may be entitled to by virtue of the Agreement in or against the properties described therein, and does hereby confirm and declare said properties fully released and discharged from the Agreement and any liens, charges, encumbrances or burdens thereby created.

Penn-Dixie does hereby indemnify and agree to hold Allis-Chalmers and its successors and assigns harmless from any damage, loss, liability or expense or any financial detriment whatsoever, either directly or indirectly, which it may incur by virtue of the execution and delivery of this Agreement.

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed as of the 17th day of April, 1972.

PENN-DIXIE CEMENT CORPORATION

[corporate seal]

PENN-DIXIE CEMENT CORPORATION DELAWARE 1926

by Harvey Kushner
Harvey Kushner,
Executive Vice President

Attest: Stephen Mitchell

[corporate seal]

ALLIS-CHALMERS FINANCIAL CORPORATION

by _____
D. R. Foster

Attest:

_____ asst Sec

Signed, sealed, executed
and acknowledged by Penn-Dixie
Cement Corporation in the presence
of:

_____

_____

Signed, sealed, executed
and acknowledged by
Allis-Chalmers Financial
Corporation in the presence
of:

_____

_____

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On the 11th day of April, 1972, before me personally came Harvey Kushner, to me known, who, being by me duly sworn, did depose and say that he is the Executive Vice President of Penn-Dixie Cement Corporation, the corporation described in and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation, and that he signed his name thereto by like order.

Fran J. Lynch
Notary Public
FRAN J. LYNCH
Notary Public, State of New York
No. 24-7632495
Qualified in Kings County
Commission Expires March 30, 1974

NOTARY PUBLIC * STATE OF NEW YORK * FRAN J. LYNCH

STATE OF WISCONSIN)
: ss.:
COUNTY OF MILWAUKEE)

17 Rth

On the 11th day of April, 1972, before me personally came D.R. Foster, to me known, who, being by me duly sworn, did depose and say that he is the Manager of Operations of Allis-Chalmers Financial Corporation, the corporation described in and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation, and that he signed his name thereto by like order.

Richard F. Ellis
Notary Public
RICHARD F. ELLIS
Notary Public, State of Wisconsin
Commission Is Permanent

NOTARY PUBLIC * STATE OF WISCONSIN * RICHARD F. ELLIS