

FIRST AMENDMENT TO AGENT AGREEMENT

THIS FIRST AMENDMENT TO AGENT AGREEMENT, dated as of the 28<sup>th</sup> day of February, 2014, is by and between 4675 TRANSIT ROAD LLC, a limited liability company duly organized and validly existing under the laws of the State of New York with offices at 4675 Transit Road, Clarence, New York 14031 (the "Company") and ERIE COUNTY INDUSTRIAL DEVELOPMENT AGENCY, a public benefit corporation duly existing under the laws of the State of New York with offices at 95 Perry Street, Suite 403, Buffalo, New York 14203 (the "Agency").

WITNESSETH:

WHEREAS, the Company has requested the Agency's assistance with a certain project (the "Project") consisting of: (i) the leasehold interest in a 2.8+/- acre parcel of land located at 4675 Transit Road in the Town of Clarence, Erie County, New York (the "Land") together with an existing 22,000+/- SF building thereon (the "Existing Improvements"), (ii) the construction, renovation, expansion, upgrading and equipping of the Existing Improvements thereon together with the construction and equipping of a 10,000+/- SF addition into office, showroom, and manufacturing space, and a shipping and receiving dock (the "Improvements"), and (iii) the acquisition and installation by the Company of certain items of machinery, equipment and other tangible personal property (the "Equipment," and collectively with the Land, the Existing Improvements and the Improvements, the "Facility"); and

WHEREAS, by Resolution dated February 19, 2013 (the "Resolution"), the Agency authorized the Company to act as its Agent for the purposes of acquiring, constructing and/or equipping the Facility subject to the Company entering into an Agent Agreement; and

WHEREAS, the Agency and the Company entered into that certain Agent Agreement, dated as of February 19, 2013, as amended from time to time, (collectively, the "Agent Agreement"), whereby the Agency authorized the Company to act as its Agent for the purposes of acquiring, constructing and/or equipping the Facility; and

WHEREAS, the Company and the Agency desire to amend the Agent Agreement.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereby agree as follows:

The Agent Agreement is amended as follows:

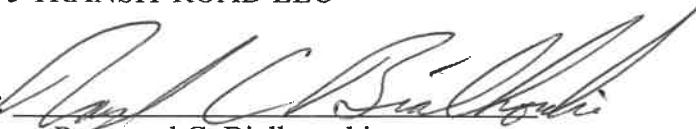
1. Any references to the sales tax exemption expiration in the Agent Agreement shall be changed from February 28, 2014 to June 30, 2014.

Unless otherwise amended pursuant to the terms contained herein, the terms of the Agent Agreement shall remain unchanged.

*[The Balance of this Page Intentionally Left Blank]*

IN WITNESS WHEREOF, the Company and the Agency have caused this First Amendment to Agent Agreement to be executed in their respective names, all as of the date first above written.

4675 TRANSIT ROAD LLC

By:   
Name: Raymond C. Bialkowski  
Title: Sole Member

ERIE COUNTY INDUSTRIAL  
DEVELOPMENT AGENCY

By:   
Name: Karen M. Fiala  
Title: Assistant Treasurer