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-66678-4028

PROMISSORY NOTE AND LOAN MODIFICATION AGREEMENT

THIS AGREEMENT is entered into by and between AMERICAN SAVINGS, FSB, a U.S. Corporation, hereinafter referred to as Lender and NuLife Ventures, Inc., an Indiana Corporation, hereinafter referred to as Borrower;

WITNESSETH, that Borrower represents, warrants and agrees as follows:

1) Borrower is indebted to Lender by virtue of a Promissory Note of the Borrower bearing date of June 26, 1996 in the original amount of \$96,000.00, secured by a Mortgage to Lender of even date therewith, which mortgage was recorded on July 2, 1996 as Document Number 9604419 and modified by Agreement dated September 26, 1996 and recorded on March 20, 1997 as Document Number 97017213 and further modified by Agreement dated march 18, 1997 and recorded April 25, 1997 as Document Number 97026140 in the Office of the Recorder of Lake County, Indiana.

2) Lender is the owner and holder of said Note and Mortgage.

For mutual consideration, the receipt of which is hereby acknowledged, the Lender and Borrower are mutually desirous of and agree to modify the terms of said Note and Mortgage as follows:

A) Borrower has requested and Lender has agreed to extend the maturity date of said indebtedness from September 26, 1997 to September 27, 1998. Borrower hereby reaffirms and agrees to abide by all of the terms, conditions and covenants contained in the aforesaid Note and Real Estate Mortgage as modified herein.

B) Borrower specifically agrees, presents and acknowledges that proper legal and adequate consideration is being given them to enter into this Agreement and that Borrower is and continues to be legally bound and obligated for, by and under said indebtedness as modified herein.

C) The Borrower further agrees that all terms, conditions and covenants of the aforesaid indebtedness shall remain unaltered and in full force and effect as herein expressly modified.

IN WITNESS THEREOF, the Lender and Borrower have executed this agreement on this 26th day of September, 1997.

AMERICAN SAVINGS, FSB

By: [Signature] L. Green, Sr. V.P.

NULIFE VENTURES, INC.

By: [Signature] Stephen J. Tokar, III, President

ATTEST:

By: [Signature] Denise L. Knapp, Secretary

[Signature] Stephen J. Tokar, III, Guarantor

97 OCT 21 AM 10:31
STATE OF INDIANA
LAKE COUNTY
FILED FOR RECORD

CTIC Has made an accomodation recording of the instrument. We Have made no examination of the instrument or the land affected.

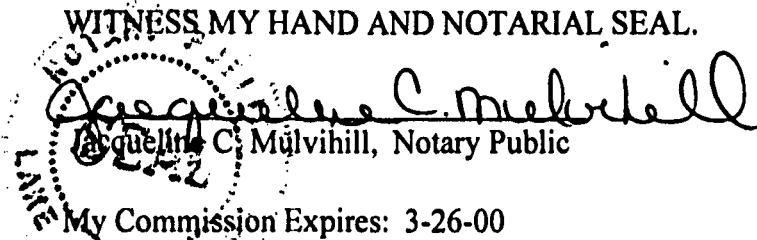
13.00
[Signature]

STATE OF INDIANA)
)SS:
COUNTY OF LAKE)

Before me, the undersigned Notary Public, did personally appear L. Green, Sr. Vice-Pres. and Denise L. Knapp, Secretary, for and on behalf of American Savings, FSB, and Stephen J. Tokar, III, President for and on behalf of NuLife Ventures, Inc., and acknowledged the execution of the foregoing instrument.

Dated this 26th Day of September, 1997.

WITNESS MY HAND AND NOTARIAL SEAL.

A circular notary seal for Jacquelin C. Mulvihill, Notary Public, Lake County, Indiana. The seal contains the text "NOTARY PUBLIC", "STATE OF INDIANA", and "LAKE COUNTY". A signature is written over the seal.

Jacquelin C. Mulvihill
 Jacquelin C. Mulvihill, Notary Public

My Commission Expires: 3-26-00
County of Residence: Lake
Prepared by: L. Green