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BOOK 8494 PAGE 383

FROM: STERLING HOLDINGS, INC., a New Jersey corporation
TO: STERLING ENGINEERED PRODUCTS INC., a Delaware corporation

This instrument prepared by: DEARBORN & EWING, ATTORNEYS Suite 1200, One Commerce Place Nashville, Tennessee 37239

Address New Owner as Follows: Sterling Engineered Products Inc. 1705 Indian Wood Circle Maumee, Ohio 43537

Send Tax Bills To: Same

Map-Parcel No. Map 107-1 Parcel 13 Field Book 3DZ32316

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $579,000.00.

Affiant

Subscribed and sworn to before me, this the 15th day of June, 1988.

Notary Public

My Commission Expires: 3/19/91

WARRANTY DEED

FOR AND IN CONSIDERATION OF the sum of Ten Dollars, cash in hand paid by the hereinafter named GRANTEE, and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, STERLING HOLDINGS, INC., a New Jersey corporation, formerly known as Sterling Engineered Products Inc., a New Jersey corporation, hereinafter called "GRANTOR," has bargained and sold, and by these presents does transfer and convey unto STERLING ENGINEERED PRODUCTS INC., a Delaware corporation, formerly known and qualified to do business in Tennessee as Sterling NEWCO Inc., a Delaware corporation, herein called "GRANTEE," its successors, heirs, and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, described as follows, to-wit:

(SEE EXHIBIT "A" ATTACHED HERETO AND BY REFERENCE INCORPORATED HEREIN.)

Said property is transferred subject to the limitations, restrictions, and encumbrances set forth on Exhibit B (the "Permitted Encumbrances").

This is improved property known as 1818 Elm Hill Pike.

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said GRANTEE, its successors and assigns, forever, and GRANTOR does covenant with the said GRANTEE that it is lawfully seized and possessed of said land in fee simple, has a good right to convey it, and the same is unencumbered, unless otherwise herein set out; and GRANTOR does further covenant and bind itself, its successors, assigns and representatives, to warrant and forever defend the title to the said land to the said GRANTEE, its successors and assigns, against the lawful claims of all persons whomsoever except for claims arising under the Permitted Encumbrances. Wherever used, the singular number shall

include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

WITNESS its hand, effective as of the first day of January, 1988.

STERLING HOLDINGS, INC.

By: Howard M. Seland

Title: President

By: David S. Barrie

Title: Ass't Secretary

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STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Before me, ARTHUR R. WELCHOELTER, a Notary Public in and for the County and State aforesaid, personally appeared HOWARD M. SELAND, with whom I am personally acquainted, or proved to me on the basis of satisfactory evidence, and who, upon oath, acknowledged himself to be the PRESIDENT of STERLING HOLDINGS, INC., a New Jersey corporation, the within named bargainor, and that he as such PRESIDENT, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as PRESIDENT.

WITNESS my hand and seal at office in NASHVILLE, TENNESSEE, this the 15TH day of JUNE, 1988.

Notary Public

My Commission Expires: 3/19/91

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Before me, ARTHUR R. WELCHOELTER, a Notary Public in and for the County and State aforesaid, personally appeared DAVID S. BARRIE, with whom I am personally acquainted, or proved to me on the basis of satisfactory evidence, and who, upon oath, acknowledged himself to be the ASSISTANT SECRETARY of STERLING HOLDINGS, INC., a New Jersey corporation, the within named bargainor, and that he as such ASSISTANT SECRETARY, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as ASSISTANT SECRETARY.

WITNESS my hand and seal at office in NASHVILLE, TENNESSEE, this the 15TH day of JUNE, 1988.

Notary Public

My Commission Expires: 3/19/91

EXHIBIT A

BEING a parcel of land in the First Civil District, Nashville, Davidson County, Tennessee, located on the westerly side of Elm Hill Pike, being Lot No. 20 as shown on the plan of Revised Sections 12 and 15, Metropolitan Industrial Park, as of record in Book 4300, Page 12, R.O.D.C., and being more particularly described as follows:

BEGINNING at a point in the westerly margin of Elm Hill Pike, said point being 405 feet, more or less, from the centerline of Elm Tree Drive, as measured along said westerly margin, said point also being the southeasterly corner of the herein-described parcel;

THENCE, leaving said westerly margin with the northerly margin of the property conveyed to Shoney's Inc., by deed of record in Book 5274, Page 767, R.O.D.C., N 51° 32' W, 271.62 feet to a point;

THENCE, continuing with said northerly line, S 79° 00' W, 182.43 feet to a point in the easterly margin of Elm Tree Drive;

THENCE, with said easterly margin the following calls:

N 11° 00' W, 13.53 feet to a point;

With a curve to the right 322.33 feet to a point, said curve having a central angle of 32° 24', a radius of 570.00 feet, a tangent of 165.60 feet and a chord of N 05° 12' E, 318.05 feet;

N 21° 24' E, 254.87 feet to a point;

THENCE, leaving said easterly margin with the southerly line of property conveyed to R.C. Mathews, Contractor, by deed of record in Book 5148, Page 367, R.O.D.C., S 68° 36' E, 250.43 feet to a point in the westerly line of the property conveyed to Tennessee Harland Company, Inc., by deed of record in Book 4220, Page 784, R.O.D.C.;

THENCE, with said westerly line, S 21° 27' W, 165.53 feet to a point;

THENCE, with the southerly line of said Tennessee Harland Company property, S 70° 46' E, 300.00 feet to a point in the westerly margin of Elm Hill Pike;

THENCE, with said westerly margin, S 21° 27' W, 131.79 feet to a point;

THENCE, continuing with said westerly margin with a curve to the right 271.73 feet to the point of beginning, said curve having a central angle of 17° 01', a radius of 914.93 feet, a tangent of 136.87 feet, and a chord of S 29° 57' 30" W, 270.73 feet;

Containing 229,886 square feet, or 5.28 acres, more or less.

Being the same property conveyed to Sterling Engineered Products Inc., a New Jersey corporation, from Kusan, Inc., a Delaware corporation, by deeds of record in Book 7375, Page 337, and Book 7375, Page 342, Register's Office for Davidson County, Tennessee.

EXHIBIT B

PERMITTED EXCEPTIONS

1. 1987 Metropolitan Government taxes.

2. Deed of Trust and Security Agreement from Kusan, Inc., a Delaware corporation, to Charles K. Wray, Trustee, dated December 14, 1984, of record in Book 6448, page 105, said Register's Office, to secure an indebtedness evidenced by a promissory note of even date in the original principal amount of $7,500,000.00 payable to The Industrial Development Board of the Metropolitan Government of Nashville and Davidson County, and assigned to NCNB National Bank of North Carolina, a national banking association, by instrument of record in Book 6448, page 123, said Register's Office.

3. Financing statement filed December 14, 1984, showing Kusan, Inc., as Debtor and The Industrial Development Board of the Metropolitan Government of Nashville and Davidson County as Secured Party, and NCNB National Bank of North Carolina as Assignee of Secured Party, of record in Book 6448, page 135, said Register's Office, to further secure an indebtedness in the amount of $7,500,000.00, as amended by instrument of record in Book 7375, page 345, said Register's Office.

4. Restrictive covenants of record in Book 4157, page 696, Book 4214, page 851, Book 4308, page 498, and Book 4331, page 215, said Register's Office.

5. Easements for TVA transmission lines conveyed to the Tennessee Power Company, predecessor to the Tennessee Valley Authority, by instruments of record in Book 437, pages 28 and 49, said Register's Office.

6. Right-of-way Easement to Colonial Pipeline Company of record in Book 3673, page 81, said Register's Office.

7. Right-of-way Easement to Colonial Pipeline Company of record in Book 4947, page 573, said Register's Office.

8. All matters as shown on the Plan of record in Book 4300, page 12, said Register's Office.

9. All matters as shown on the survey of Barge, Waggoner, Sumner and Cannon, Inc., last revised September 28, 1987, File No. 4045-02.

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AFFIDAVIT

The attached Warranty Deed is made pursuant to a plan of reorganization and the transfer of the assets of Sterling Engineered Products Inc., a New Jersey corporation (which corporation subsequently changed its name to Sterling Holdings, Inc., a New Jersey corporation), to Sterling NEWCO, Inc., a Delaware corporation (which corporation subsequently changed its name to Sterling Engineered Products Inc., a Delaware corporation and a wholly-owned subsidiary of said Sterling Holdings, Inc.)

THIS INSTRUMENT IS EXEMPT FROM THE PRIVILEGE TAX IMPOSED ON TRANSFERS OF REALTY PURSUANT TO T.C.A. § 67-4-409(e), WHICH EXEMPTS INSTRUMENTS MADE PURSUANT TO PLANS OF REORGANIZATION.

STERLING ENGINEERED PRODUCTS INC.

Attest:

Mark A Conrad

By: Howard M. Selland
Howard M. Selland

Title: Senior Attorney
TRINOVA Corporation

Title: President

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STATE OF OHIO)
COUNTY OF LUCAS)

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Howard M. Selland, with whom I am personally acquainted and who, upon oath, acknowledged himself to be President of Sterling Engineered Products Inc., the within-named bargainor, a Delaware corporation, and that he, as such President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by him as President.

Witness my hand and seal, at office in Maumee, Ohio, this 12th day of November, 1991.

Susan E. Weldon-Pioch
Notary Public

SUSAN E. PIOCH f/k/a WELDON
Notary Public, State of Ohio
My Commission Expires July 17, 1994

My Commission Expires:

NOTARIAL SEAL • STATE OF OHIO •