Le MTL

BOOK 8494 PAGE 388

FROM: STERLING ENGINEERED PRODUCTS INC.

TO: GIBSON GUITAR CORP.

This instrument prepared by:
DEARBORN & EWING, ATTORNEYS (RCP)
Suite 1200, One Sovran Plaza
Nashville, Tennessee 37239

Address New Owner:	Send Tax Bills To:	Map-Parcel No.
Gibson Guitar Corp. 641 Massman Drive Nashville, Tennessee 37210	Same	Map 107-1, Parcel 13 (Field Book No. 3DZ 32316)

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $1,100,000.00.

PRESIDENT

Affiant

Subscribed and sworn to before me, this the 22nd day of November, 1991.

Notary Public

My Commission Expires: 5-22-93

SPECIAL 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 consideration, the receipt of which is hereby acknowledged, Sterling Engineered Products Inc., a Delaware corporation, hereinafter called the GRANTOR, has bargained and sold, and by these presents does transfer and convey unto Gibson Guitar Corp., a Delaware corporation, hereinafter called the GRANTEE, its successors, 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 THIS REFERENCE INCORPORATED HEREIN.

TO HAVE AND TO HOLD said real property together with all appurtenances and hereditaments thereunto belonging or in any wise appertaining to GRANTEE, its successors and assigns, forever.

GRANTOR further covenants and binds itself, its successors and assigns to warrant specially and forever defend the title to said real estate to GRANTEE, its successors and assigns, against the lawful claims of all persons claiming through and under GRANTOR and Sterling Holdings, Inc., successor by name change to Sterling Engineered Products Inc., a New Jersey corporation, but not further or otherwise. 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.

IN WITNESS WHEREOF, GRANTOR has executed this Special Warranty Deed as of the 21st day of November, 1991.

ATTEST:

Title: Senior Attorney
TRINOVA Corporation

STERLING ENGINEERED PRODUCTS INC.

By:

Title: Vice President - Controller

STATE OF OHIO)
COUNTY OF LUCAS)

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared David M. Risley, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged himself to be Vice President - Controller of Sterling Engineered Products Inc., the within named bargainor, a Delaware corporation, and that he as such Vice President - Controller, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as Vice President - Controller.

Witness my hand and seal, at office in Maumee Ohio, this the 21st day of November, 1991.

Susan E. Weldon-Pioch
NOTARY PUBLIC

My Commission Expires: July 17, 1994

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

w6:rcp3580/jmh
AWS015-009

EXHIBIT A

Legal Description

Land in Davidson County, Tennessee, being Lot No. 20 on the map of the revised Metropolitan Industrial Park, Sections 12 and 15, as of record in Book 4300, page 12, Register's Office for said County, described as follows according to a survey dated March 25, 1980, prepared by Barge, Waggoner & Sumner, Inc., for Otto Kruse:

BEGINNING on the westerly margin of Elm Hill Pike at the corner of said Lot No. 20 and Lot No. 7 as shown on the map of Metropolitan Industrial Park, Section 6, as of record in Book 3842, page 178, said Register's Office; thence with the westerly margin of Elm Hill Pike in a southwesterly direction 403.52 feet to a monument; thence North 51 deg. 32' West 271.62 feet to a monument; thence South 79 deg. 00' West 182.43 feet to the easterly margin of Elm Tree Drive; thence with said Drive in a northeasterly direction 590.73 feet to a concrete monument; thence South 68 deg. 36' East 250.43 feet to a monument; thence South 21 deg. 27' West 165.53 feet to a monument; thence South 70 deg. 46' East 300 feet to the beginning; containing 5.92 acres, more or less.

Being the same property conveyed to Sterling Engineered Products Inc., a Delaware corporation, by deed from Sterling Holdings, Inc., a New Jersey corporation formerly known as Sterling Engineered Products Inc., of record in Book 8494, page 383, said Register's Office.

Subject to the following:

1. 1991 Metropolitan Government taxes -- a lien due and payable in the amount of $29,581.50. (Field Book No. 3DZ 32316, Map 107-1, Parcel 13)

2. 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.

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

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

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

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

7. All matters shown on the survey of Barge, Waggoner, Sumner & Canon, Inc., last revised July 17, 1991, File No. 4045-02.

6.4807

RECEIVED FOR REFERENCE
Nov 25 4 10 PM '91

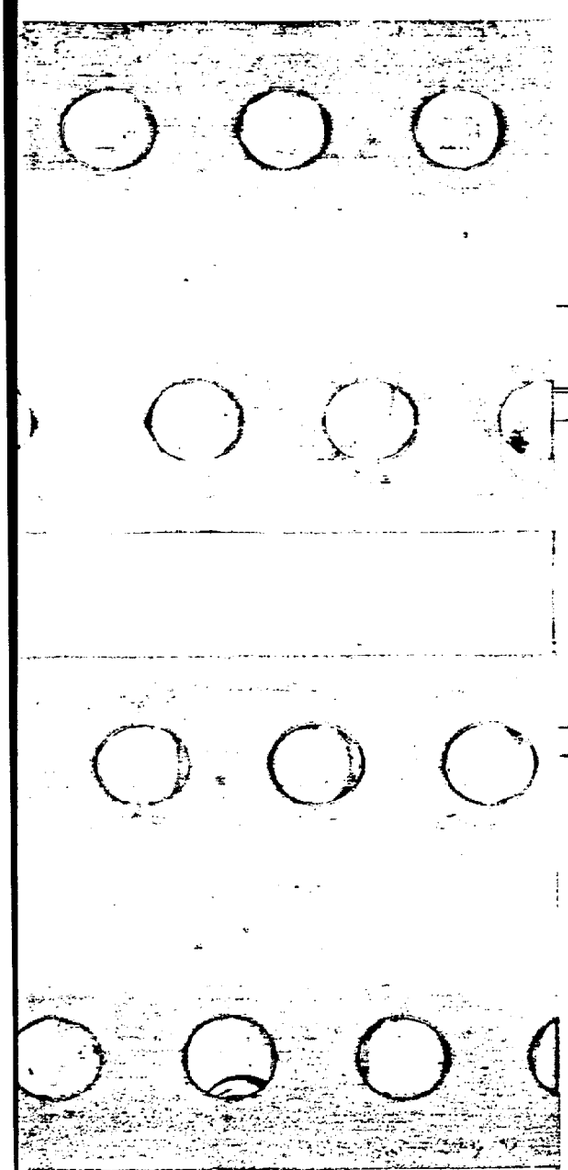
2543 11/25 0101 03CHECK 4080.00

OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY

NASHVILLE, TENNESSEE



RECEIVED OF _____

FOR _____

BOOK 8494 PAGE 391

CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID

CAMT	1100000.00
CON TX	4070.00
PRFEE	1.00
WDEED	9.00
TOTAL	4080.00
CHECK	4080.00

11/25/91 01 16:20 0001 2543

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

6.48.07

IDENTIFICATION

Nov 25 4 18 PM '91

No. 479607