THIS INSTRUMENT PREPARED BY: EAST END TITLE & ESCROW, INC.
405 TWO MILE PIKE, SUITE C
GOODLETTSVILLE, TN 37072

SPECIAL WARRANTY DEED

BOOK 9595 PG 745

ADDRESS NEW OWNERS:	SEND TAX BILLS TO:	MAP/PARCEL NO:
The Industrial Development Board of Nashville and Davidson County a Tennessee Non-Profit Corporation		MAP 175 PARCEL 161

FOR AND IN CONSIDERATION of the sum of Ten and no/100 Dollars ($10.00) cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of all of which are hereby acknowledged,

INTER-CITY PRODUCTS CORPORATION (USA), a Delaware corporation (the "Grantor") has bargained and sold, and by these presents does hereby transfer and convey to The Industrial Development Board of Nashville and Davidson County a Tennessee Non-Profit Corporation (the "Grantee"), Grantee's successors and assigns, certain land in Davidson County, State of Tennessee, being more particularly described in Exhibit A, which is attached hereto and incorporated herein by reference (the "Property"), together with all appurtenances, easements and privileges thereunto belonging, including all of Grantor's right, title and interest in and to any streets or ways adjoining the Property.

The Grantee accepts the conveyance of the Property, subject to matters listed on Exhibit B which is attached hereto and incorporated herein by this reference.

This is improved property known as 1706 Heil Quaker Boulevard, Nashville, Davidson County, Tennessee.

TO HAVE AND TO HOLD the Property, with all appurtenances, estate, title and interest thereto belonging to Grantee, Grantee's successors and assigns, forever.

Grantor covenants with Grantee that the property is free from all encumbrances made or suffered by Grantor, except to the extent otherwise set forth herein.

Grantor further covenants and binds itself to warrant and forever defend the title to the Property to Grantee, Grantee's heirs and assigns, against the lawful claims of all persons claiming the same through or under Grantor, but not further or otherwise.

IN WITNESS WHEREOF, Grantor has caused its duly authorized officer to execute this Special Warranty Deed on the 19th day of December, 1995.

PICK-UP

95 DEC 21 AM 11:39

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INTER-CITY PRODUCTS CORPORATION, (USA)
A Delaware Corporation

By: W. Michael Clevy
W. MICHAEL CLEVY

Title: President and Chief
Operating Officer

BOOK 9895 PG 746

ATTESTED:

By: David P. Cain
DAVID P. CAIN, SR.

Title: Sr. Vice-President
and General Counsel

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STATE OF Tennessee :

COUNTY OF Rutherford :

BOOK 995 PAGE 747

Before me, the undersigned, a Notary Public within and for the State and County aforesaid, personally appeared W. MICHAEL CLEVY, with whom I am personally acquainted or proved to me on the basis of satisfactory evidence, and who upon his oath acknowledged himself to be the PRESIDENT AND CHIEF OPERATING OFFICER of INTER-CITY PRODUCTS CORPORATON (USA), a corporation, the within named bargainor and that he as such PRESIDENT AND CHIEF OPERATING OFFICER, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as such PRESIDENT AND CHIEF OPERATING OFFICER.

Witness my hand and official seal this the 19th day of December 1995.

Sharon Parker
NOTARY PUBLIC

My commission expires: 5/25/96

STATE OF Tennessee :

COUNTY OF Rutherford

Before me, the undersigned, a Notary Public within and for the State and County aforesaid, personally appeared DAVID P. CAIN, SR. with whom I am personally acquainted or proved to me on the basis of satisfactory evidence, and who upon his oath acknowledged himself to be the SR. VICE-PRESIDENT AND GENERAL COUNSEL of INTER-CITY PRODUCTS CORPORATON (USA), a corporation, the within named bargainor and that he as such SR. VICE-PRESIDENT AND GENERAL COUNSEL, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as such SR. VICE-PRESIDENT AND GENERAL COUNSEL.

Witness my hand and official seal this the 19th day of December 1995.

Sharon Parker
NOTARY PUBLIC

My commission expires: 5/25/96

STATE OF Tennessee :

COUNTY OF Rutherford :

The actual consideration or value, whichever is greater, for this transfer is $11,050,000.00.

David P. Cain
AFFIANT

Subscribed and sworn to before me, this the 19th day of December 1995.

Sharon Parker
NOTARY PUBLIC

My commission expires: 5/25/96

EXHIBIT A

Land lying in the 29th Councilmanic District of Davidson County, Tennessee, being Lot 2 of the Subdivision of Heil Quaker Corporation Property of record in Plat Book 6250, pages 958 and 959, in the Register's Office of Davidson County, Tennessee, and being more particularly described according to a survey by Gresham, Smith and Partners, 3310 West End Avenue, Nashville, Tennessee, James M. Overstreet, Surveyor, Tennessee License No. 1634, dated January 22, 1994 and updated June 23, 1995, as follows:

Beginning at an iron rod in the easterly margin of Heil Quaker Boulevard (a 60' right-of-way), said iron rod being 577 feet, more or less, from the northerly radius return of Corporate Place, also being the northwesterly corner of the Fred H. Gillham, Sr. Property of record in Deed Book 8836, page 68; thence with said boulevard North 04 degrees 15' 11" East, 1069.74 feet to an iron rod being a common corner with Lot 1 and the southwest corner of Heil Quaker Corporation of record in Deed Book 6588, page 493; thence, leaving said Boulevard with Lot 1, South 85 degrees 59' 56" East, 986.05 feet to an iron rod; thence South 03 degrees 34' 43" West, 103.72 feet to a fence post; thence south 85 degrees 55' 58" East, 69.48 feet to a fence post; thence South 20 degrees 16' 26" East, 12.49 feet to a fence post; thence South 03 degrees 55' 02" West, 936.73 feet to an iron rod lying in the northerly line of American Freightways Corporation of record in Deed Book 8533, page 971; thence leaving Lot 1 with American Freightways Corporation North 86 degrees 57' 20" West, 1067.65 feet to the point of beginning, containing 1,121,309 square feet or 25.742 acres, more or less.

Being the same property conveyed to Heil-Quaker Home Systems, Inc., by deed from Heil-Quaker Corporation of record in Book 6984, page 157, Register's Office for Davidson County, Tennessee; the said Heil-Quaker Home Sytems, Inc. having subsequently changed its name to Heil-Quaker Corporation; the said Heil-Quaker Corporation having subsequently changed its name to Inter-City Products Corporation (U.S.A), as evidenced by instrument of record in Book 8129, page 97, Register's Office for Davidson County, Tennessee.

EXHIBIT B
EXCEPTIONS

Survey of Gresham, Smith and Partners, dated January 22, 1994, updated May 4, 1995 and updated June 23, 1995, per Ingram Industries Inc., General Counsel shows the following matters:

1) A tank on a concrete pad on the southeast corner.

2) Monitoring well, underground tank, vent pipe, valve box and Bollard (typ.) on the easterly line.

3) Two underground electric boxes on the northeasterly corner.

4) A 60-foot public utility-drainage easement along the northerly line as shown on Plan of record in Book 6250, page 958 and 959, said Register's Office.

5) The following as indicated on said survey:
storm sewer line, fire line (water), underground gas lines, telephone risers, water valves, fire hydrant, electric riser, overhead light pole, utility pole, sanitary sewer line, storm sewer line, underground telephone, overhead electric, sign, underground electric and water line.

6) A 16.5 foot public utility-drainage easement along the westerly line as shown on Plan or record in Book 6250, 958 and 959, said Register's Office.

7) A 50-foot ingress and egress easement along the southerly line as shown on Plan of record in Book 6250, page 958, and 959, said Register's Office.

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