BOOK 10654 PG 347

LIMITED
WARRANTY DEED

This Limited Warranty Deed, dated as of this 2nd day of January, 1997, is by and between APPLIED INDUSTRIAL TECHNOLOGIES - DIXIE, INC., formerly known as Dixie Bearings, Inc., a Tennessee corporation ("Grantor"), located at 2423 S. Broad Street, in the City of Chattanooga, Hamilton County, Tennessee 37408, and APPLIED INDUSTRIAL TECHNOLOGIES -- TN LP, a Delaware limited partnership ("Grantee"), located at c/o C T Corporation System, 530 Gay Street, in the City of Knoxville, Knox County, Tennessee 37902.

Grantor, in consideration of a limited partnership interest in Grantee and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, does by these presents hereby release and forever quitclaim to Grantee, its successors and assigns, all of Grantor's right, title, interest, claim or demand which Grantor has or may have had in and to the real property situated in the County of Davidson, State of Tennessee, which is more particularly described on the attachment hereto identified as Exhibit A and made a part hereof.

To have and to hold, together with all of the rights and appurtenances to the real property in any manner appertaining or belonging thereto, the real property to Grantee, its successors and assigns. Grantor covenants with Grantee, its successors and assigns, that the real property conveyed hereby is free from all encumbrances made by Grantor, except the lien of real estate taxes and assessments not yet due and payable, and that Grantor does warrant and will defend the same to Grantee and its successors and assigns forever against the lawful claims and demands of all persons claiming by, through or under Grantor, but against none other. In addition to the foregoing, Grantor covenants with Grantee, but not with Grantee's successors or assigns, that Grantor is well seized in fee simple of the real property hereby conveyed, that the same are free from all encumbrances other than those encumbering such real property as disclosed in a policy of title insurance or other title evidence, if any, issued to Grantor prior to the date hereof and that Grantor does warrant and will defend the same to Grantee only, but not its successors or assigns, against the lawful claims and demands of all persons other than those disclosed in a policy of title insurance or other title evidence, if any, so issued to Grantor.

97 OCT 22 AM 10:59
FELIX [illegible] REGISTER
DAVIDSON COUNTY, TN.

0361570
IDENTIFICATION REFERENCE

MAIL ENV.

D0B [04845 DOCS BEA03001]TN_QUITCLAIM_DEED_DAVIDSON

IN WITNESS WHEREOF, Grantor has set its hand and delivered this instrument as of the date first written above.

Signed and delivered
in the presence of:

~~Robert C. Stinson~~
Printed name: Jean A. Irwin

~~Fred D. Bauer~~
Printed name: Ruth A. Campbell

APPLIED INDUSTRIAL TECHNOLOGIES-DIXIE, INC.

By: _____
Robert C. Stinson
Vice President

By: _____
Fred D. Bauer
Assistant Secretary

This deed prepared by:
Squire, Sanders & Dempsey L.L.P.
4900 Key Tower
127 Public Square
Cleveland, Ohio 44114-1304

Address of premises conveyed:
1240 Polk Avenue
Nashville, TN 37210-4326
Davidson County
PPN# 106 09 0 050 00

THIS INSTRUMENT IS MADE PURSUANT TO A PLAN OF REORGANIZATION OF SUBSTANTIALLY ALL OF THE ASSETS OF THE CORPORATION IN THIS STATE. 67-4-409(e)

RETURN DOCUMENT TO
CHICAGO **TITLE INSURANCE COMPANY**
171 NORTH **CLARK STREET**
CHICAGO, **ILLINOIS 60601**
ATTN: **ROCHELLE DEMOSS**

State of Ohio)
) SS:
County of Cuyahoga)

Before me, the undersigned, a Notary Public of said County and State, personally appeared Robert C. Stinson and Fred D. Bauer, with whom I am personally acquainted, and who, upon oath, acknowledged themselves to be the Vice President and Assistant Secretary, respectively, of Applied Industrial Technologies - Dixie, Inc., the within named Grantor, a Tennessee corporation, and that they as such Vice President and Assistant Secretary, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by themselves as Vice President and Assistant Secretary.

Witness my hand and seal this 2nd day of January, 1997.

Diane L. Holmok

Notary Public

DIANE L. HOLMOK
State of Ohio
My commission expires

My commission expires:

_____

EXHIBIT A

Being Lot No. 3, on the Plan of the Resubdivision of Lot No. 6 on the Plan of McIntyre, as of record in Book 3500, Page 59, as corrected by Surveyor's Certificate of Correction, by Parrish-Ragan, Inc., as of record in Book 4378, Page 739, said Register's Office, and said Lot No. 3 being described as follows: BEGINNING at a concrete monument in the easterly right of way of the L. & N. Railroad; at the northwest corner of Lot No. 5, McIntyre Industrial Subdivision, in Book 2900, Page 129; thence with the right of way of the L. & N. Railroad, northerly 99.2 feet to a concrete monument in the southerly margin of Polk Avenue; thence with the margin of the same, around a curve having a radius of 924.93 feet, 216.86 feet to the corner of Lots 2 and 3; thence with the line between said lots, South 41° 48' East 69.6 feet to a monument, a corner of Lots 1,2 and 3; thence along the line between Lots 1 and 3, South 12° 26' East 163.7 feet to a monument in the northerly line of Lot No. 5 above mentioned; thence with the line between said Lot No. 3 and Lot 5, South 77° 09'West 183.29 feet to the point of beginning. Being part of the property conveyed to Reed's Distributing Co., Inc., by deed from Enos Reed and wife, as of record in Book 3704, Page 260, said Register's Office.

Being the same property conveyed to Grantor by deed of record in Book 4306, Page 846, Register's Officer of said county.

Together with the rights appurtenant to the above described premises granted to Grantor in the Easement Agreement between Reed's Distributing Co., Inc. and Grantor dated August 4, 1977 and recorded in Book 5184, Page 11, Register's Office of said county.

All tax statements should be sent to the following:

Applied Industrial Technologies -- TN LP
One Applied Plaza
Cleveland, OH 44115-5056

2612 10/22 0101 03CHECK 16.00