BILL GARRETT, Davidson County
Trans:T20100074527 DEEDWARRSP
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Fees:38.00 Taxes:9805.00
20101124-0094136

THIS INSTRUMENT PREPARED BY:

David R. Dlugie, Esq.
Katten Muchin Rosenman LLP
525 West Monroe Street
Chicago, Illinois 60661

AFTER RECORDING RETURN TO:

Derby Fabricating LLC
4500 Produce Road
Louisville, Kentucky 40218
Attention: Alan Lloyd

SPECIAL WARRANTY DEED

THIS INDENTURE, is made and entered into on this 19th day of November, 2010, by and between **GENERAL ELECTRIC CAPITAL CORPORATION**, a Delaware corporation ("**Grantor**"), whose address is 635 Maryville Centre Drive, Suite 120, St. Louis, Missouri 63141, in favor of **DERBY FABRICATING, LLC**, a Kentucky limited liability company ("**Grantee**"), whose address is 4500 Produce Road, Louisville, Kentucky 40218.

WITNESSETH: That for and in Consideration of the sum of Ten Dollars ($10.00) cash in hand paid by Grantee, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by Grantor, Grantor has bargained and sold, and by these presents does hereby bargain, sell, convey and confirm unto, Grantee and its heirs and assigns, a certain tract or parcel of land located in Nashville-Davidson County, Tennessee, described on **Exhibit A** attached hereto and incorporated herein by this reference (the "**Property**").

TO HAVE AND TO HOLD the Property, together with all and singular the rights, hereditaments and appurtenances thereto belonging, or in anywise appertaining, to Grantee, and its heirs and assigns, in fee simple forever against the lawful claims of all persons claiming by, through, or under Grantor but none other, subject to (i) all deeds, liens, easements, restrictions, reservations, covenants, rights-of-way, encumbrances, exceptions, building restrictions and other matters of record, including, without limitation, those items set forth on **Exhibit B** attached hereto and incorporated hereby by this reference, (ii) all municipal and zoning ordinances, and (iii) all matters that a current, accurate survey of the Property would show, to the extent the same are validly existing and applicable to the Property.

Grantee acknowledges that Grantor acquired the Property through statutory foreclosure and that Grantor has not occupied the Property and has no personal knowledge of its condition or whether

or not any defects exist thereon. **GRANTOR DOES NOT WARRANT, EITHER EXPRESSLY OR IMPLIEDLY, THE CONDITION OR FITNESS OF THE PROPERTY CONVEYED HEREUNDER (ANY SUCH WARRANTY BEING HEREBY EXPRESSLY NEGATED) AND GRANTEE ACCEPTS SAID PROPERTY "AS IS, WHERE IS, WITH ALL FAULTS" INCLUDING, BUT NOT LIMITED TO, THE ENVIRONMENTAL CONDITION OF THE PROPERTY.**

[Remainder of Page Intentionally Left Blank;
Signature Page Follows]

IN WITNESS WHEREOF, Grantor has caused this instrument to be executed by and through its duly authorized officer on the day and year first above written.

GRANTOR:

GENERAL ELECTRIC CAPITAL CORPORATION, a Delaware corporation

By: _____

Name: Athena Bayman

Title: Authorized Signatory

STATE OF Texas }

COUNTY OF Dallas }

Before me, the undersigned authority, a Notary Public in and for the State and County aforesaid, personally appeared Athena Bayman, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be an Authorized Signatory of General Electric Capital Corporation, the within named bargainor, a corporation, and that he, as such authorized signatory, 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 Authorized Signatory.

Witness my hand and official seal at office this 16 day of November, 2010.

My Commission expires:

3/24/2013

Marsha Chandler

Notary Public

[NOTARY SEAL]

MARSHA CHANDLER
Notary Public, State of Texas
My Commission Expires
March 24, 2013

STATE OF Texas }

COUNTY OF Dallas }

The actual consideration for this transfer or value of the property transferred, whichever is greater, is $2,650,000.00, which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

_____

AFFIANT

Subscribed and sworn to before me, this the 16 day of November, 2010.

My Commission expires:

3/24/2013

Marsha Chandler

Notary Public

[NOTARY SEAL]

MARSHA CHANDLER
Notary Public, State of Texas
My Commission Expires
March 24, 2013

Property Address:	1571 Heil Quaker Blvd., LaVergne, Tennessee 37086
Name and Address of Property Owner and Mail Tax Bills to:	Derby Fabricating, LLC 4500 Produce Road Louisville, Kentucky 40218
Parcel ID. No.:	175-000-132.00

EXHIBIT A

LEGAL DESCRIPTION OF PROPERTY

A tract or parcel of land in the twenty-ninth (formerly thirty-second) Councilmanic Civil District of Metropolitan Nashville-Davidson County, Tennessee lying west of Heil Quaker Boulevard in Interchange City of Industrial Park, being Lot 1, Section XXVI of Interchange City Industrial Park and being more fully described as follows:

Beginning at a chiseled X on the concrete footer of a fence post on the west margin of Heil Quaker Boulevard, a 60' wide right-of-way, said point being located S 04 degrees 12'06" W, 85.17' from an iron pin found at the southeast corner of Interchange City Industrial Park, Section XVI as recorded in Plat Book 4860, page 106, at the Register's Office for Davidson County, Tennessee (R.O.D.C.).

Thence, S 04 degrees 17'25" W, 386.48' with the west margin of Heil Quaker Boulevard to an iron pin found, said pin being the beginning of a curve;

Thence, with a curve to the right with the west margin of Heil Quaker Boulevard having a radius of 1115.92', a distance of 28.94' and a chord bearing of S 04 degrees 53'48" to an iron pin found, said pin being the northeast corner of the Center for Business and Technology, Inc., property as of record in Deed Ref. #200407220087831, R.O.D.C.;

Thence, with the said Center for Business and Technology, Inc., and Walia, LLC properties; as of record in Deed Ref. #200604120042232, R.O.D.C., N 85 degrees 45'00" W, 913.92" to an iron pin found at the northwest corner of said Walia, LLC property and in the east line of the J.H. Moore property as of record in Deed Book 967, page 141., R.O.D.C.;

Thence, with the said Moore property, N 00 degrees 52'07" E, 501.60' with Moore's east property line to an iron pin found, said pin being the southwest corner of the Interchange City Associates, LTD. property as of record in Deed Ref #200609150114575, R.O.D.C.;

Thence, with the said Associates, LTD, property, S 85 degrees 41'15" E, 292.94' to an iron pin set on the west margin of Corporate Place;

Thence, with the said margin the following bearings and distances;

Thence, southeasterly with a curve having a radius of 60.00' and a distance of 94.25', with a chord bearing of S 40 degrees 58'19" E, 84.85' to an iron pin found;

Thence, S 85 degrees 44'06" E, a distance of 565.96' to an iron pin found;

Thence, with a curve to the right having a radius of 25.00' a distance of 39.32', with a chord bearing of S 40 degrees 37'59" E, 35.39' to the Point of Beginning, and containing 426,688.827 square feet or 9.795 acres more or less.

Described according to survey by Donlon Land Surveying, LLC, Timothy Mark Donlon, Tennessee Registered Surveyor No. 2297, dated November 1, 2007.

Being the same property conveyed to General Electric Capital Corporation, by Substitute Trustee's Quitclaim Deed of record as Instrument Number 20100521-0039339, in the Register's Office for Davidson County, Tennessee.

Map Parcel No. 175-000-132.00

EXHIBIT B

PERMITTED EXCEPTIONS

1. Taxes of special assessments which are not shown as existing liens by the Public Records.

2. Taxes for the year 2011; a lien, not yet due or payable.

3. Subject to all matters shown on the Plan of Interchange City Industrial Park, Section XXVI, of record in Plat Book 5200, page 222, Register's Office for Davidson County, Tennessee.

4. Any and all rights, interests, declarations, covenants, conditions, restrictions, easements and setback lines as established in that certain Warranty Deed of record in Book 5533, page 113, said Register's Office.

5. Agreement for Dedication of Easement for Sanitary Sewers and/or Storm Drainage of record in Book 5563, page 37, in the Register's Office for Davidson County, Tennessee.

6. Deed of Conveyance to Metro for sanitary sewers of record in Book 5625, page 803, said Register's Office.