Return

Fidelity National Title Group
6840 Carothers Parkway
Suite 200
Franklin, Tennessee 37067

THIS INSTRUMENT PREPARED BY:

Pierce Richardson, Esq.
K&L Gates LLP
210 Sixth Avenue
Pittsburgh, PA 15222

Grantee Address:	Kennametal, Inc., 1600 Technology Way, Latrobe, PA 15650
Mail tax bills to:	Kennametal, Inc., 1600 Technology Way, Latrobe, PA 15650
Property Address:	1 Teledyne Place, Lavergne, TN 37086
Map No.:	175-0
Parcel No.:	116

BILL GARRETT, Davidson County
Trans:T20130094751 DEEDWARRSP
Recvd: 11/06/13 09:55 6 pgs
Fees:33.00 Taxes:17174.66
20131106-0115021

Special Warranty Deed

THIS SPECIAL WARRANTY DEED, dated as of the 30th day of October, 2013 but effective as of the 4th day of November, 2013, is by and between

TDY INDUSTRIES, LLC, a California limited liability company, successor-in-interest to TDY Industries, Inc., having an address at 1000 Six PPG Place, Pittsburgh, PA 15222 ("Grantor"),

AND

KENNAMETAL INC., a Pennsylvania corporation, having an address at 1600 Technology Way, Latrobe, PA 15650 ("Grantee").

WITNESSETH: That for and in consideration of FOUR MILLION SIX HUNDRED FORTY ONE THOUSAND EIGHT HUNDRED and 00/100 DOLLARS ($4,641,800.00), cash in hand paid, and other good and valuable consideration, the receipt of all of which is hereby acknowledged, the Grantor has granted, conveyed, bargained and sold, and does hereby bargain, sell, grant, convey and confirm unto the Grantee the real property situated in the County of Davidson and State of Tennessee, being described on Exhibit "A" attached hereto and made a part hereof ("Property").

BEING the same Property which The Industrial Development Board of the Metropolitan Government of Nashville and Davidson County, a Tennessee corporation, by its deed dated November 25, 2002 and recorded at Instrument No. 20021210-0152289 in the Davidson County Register of Deeds Office, granted and conveyed to TDY Industries, Inc., a California corporation. Effective on January 2, 2012, TDY Industries, Inc. filed Articles of Organization-Conversion with the Secretary of State of California, converting its form of organization to become a limited liability company and changing its name to TDY Industries, LLC, the Grantor herein.

TO HAVE AND TO HOLD the Property, together with all buildings and other improvements thereon and the appurtenances thereunto belonging unto the Grantee, its successors and assigns, in fee simple, forever.

GRANTOR COVENANTS with the Grantee that it is lawfully seized and possessed of the Property, that it has a good and lawful right to sell and convey the same, and that the Property is free from any lien or encumbrance, except for the matters set forth on Exhibit "B" attached hereto and forming a part hereof (collectively, the "Permitted Encumbrances").

GRANTOR FURTHER COVENANTS with the Grantee and binds itself, its successors and assigns, to warrant and forever defend the title thereto of the Property to the Grantee, its successors and assigns, against the lawful claims and demands of all person whomsoever.

ALL warranties of Grantor herein contained are expressly limited to those persons or parties claiming by, through or under Grantor.

GRANTOR hereby quitclaims, releases and conveys to Grantee all of its right, title and interest, if any, in and to any coal, oil, natural gas or minerals at or beneath the Property and any profits, rights and appurtenances pertaining thereto and Grantee acknowledges that the Grantor's title covenants set forth in this deed shall not apply to the quitclaim of such rights, title and interests in and to any coal, oil, natural gas or mineral rights or profits, rights or appurtenances pertaining thereto.

EXECUTED this day 30 of October, 2013.

TDY INDUSTRIES, LLC,
a California limited liability company

By: _____
Name: Elliot S. Davis
Title: Senior Vice President

COMMONWEALTH OF PENNSYLVANIA)
) ss:
COUNTY OF ALLEGHENY)

On this, the 30th day of October, 2013, before me, a Notary Public, the undersigned officer, personally appeared Elliot S. Davis, who acknowledged himself to be the Senior Vice President of TDY INDUSTRIES, LLC, a California limited liability company, and that he as such Senior Vice President, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the company by himself as such Senior Vice President.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

_____
Notary Public

My Commission Expires:

NOTARIAL SEAL
AILEEN M SOLOMON
Notary Public
PITTSBURGH CITY, ALLEGHENY COUNTY
My Commission Expires Feb 27, 2015

COMMONWEALTH OF PENNSYLVANIA)

) ss:

COUNTY OF ALLEGHENY)

The actual consideration for this transfer is $ 4,041,800.

Affiant Elliot S. D

Subscribed and sworn to before me this 31st day of October, 2013.

(Affix Seal)

Notary Public

My commission expires:

NOTARIAL SEAL
AILEEN M SOLOMON
Notary Public
PITTSBURGH CITY, ALLEGHENY COUNTY
My Commission Expires Feb 27, 2015

EXHIBIT "A"

Legal Description of the Property

LAND in Davidson County, Tennessee, being a parcel of land within the boundary of Interchange City Industrial Park, as shown on Plan of record in Plat Book 4660, page 2, Register's Office for Davidson County, Tennessee and described according to a survey by Hart-Freeland-Roberts, Inc. dated October 11, 1972, as follows:

BEGINNING at the intersection point of the south margin of the L & N Railroad and the west margin of Heil-Quaker Boulevard extended; thence along the west margin of Heil-Quaker Boulevard extended South 4 degrees 15' West a distance of 540.0 feet; thence along a curve to the right with a radius of 25 feet, a distance of 39.25 feet to a point in the north margin of Teledyne Place; thence along same north 85 degrees 45' West, a distance of 1075.0 feet; thence North 4 degrees 15' East, 763.91 feet to the south margin of the L & N Railroad; thence South 75 degrees 30' East a distance of 1117.84 feet to the point of beginning.

EXHIBIT "B"

Permitted Encumbrances

a) All matters shown on the Plan of record in Plat Book 4660, Page 2, in the Register's Office for Davidson County, Tennessee.

b) Easement to American Tel. & Tel. Co. of record in Book 1129, Page 591, in the Register's Office for Davidson County, Tennessee.

c) Restrictions of record in Book 4673, Page 508, in the Register's Office for Davidson County, Tennessee, but omitting any restriction, if any, based on race, color, religion, sex, handicap, familial status, or national origin unless and only to the extent that the restriction (a) is exempt under Title 42 of the United States Code, or (b) relates to handicap but does not discriminate against handicapped persons.

d) Right of Way set forth in instrument of record in Book 4416, Page 834, in the Register's Office for Davidson County, Tennessee.

e) Possible right of the Railroad to increase its right-of-way to the full extent of its charter.

f) Easements, rights-of-way, servitudes, permits, licenses, surface leases and other rights; conditions, covenants or other restrictions; and easements for streets, alleys, highways, telephone lines, power lines and railways, over or in respect of the Property, which individually or in the aggregate do not materially and adversely impair the value of, or the continued use or occupancy of the Property to which they relate in connection with the Grantor's business as presently conducted thereon.

g) All matters that an accurate survey of the Property would disclose.