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GREENVILLE S.C.
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BOOK 1181 PAGE 09

STATE OF SOUTH CAROLINA)
COUNTY OF GREENVILLE)

ASSIGNMENT

KNOW ALL MEN BY THESE PRESENTS that for and in consideration of \$182,765 and other good and valuable consideration, the receipt of which is hereby acknowledged, LITTON INDUSTRIAL PRODUCTS, INC. does hereby grant, bargain, transfer and assign unto UNION CARBIDE CORPORATION all of its rights to purchase the property described on Schedule A attached hereto and incorporated herein by reference under the terms of that certain lease dated as of June 1, 1964 between Charleston Properties, Inc., as Lessor, and The Louis Allis Company (predecessor in interest of the undersigned Litton Industrial Products, Inc.) as Lessee, a Memorandum of which lease is recorded in the RMC Office for Greenville County in Deed Book 751, Page 533.

The undersigned warrants and represents unto the said Union Carbide Corporation that it is the owner and holder of the rights herein assigned and that the same have not been heretofore assigned, transferred, pledged or otherwise hypothecated.

IN WITNESS WHEREOF, Litton Industrial Products, Inc. has executed this Assignment as of the 5th day of January, 1982.

In the presence of:

[Signature]
Robert Phelan

LITTON INDUSTRIAL PRODUCTS, INC.

By: [Signature]
VICE PRESIDENT
And: _____

STATE OF WISCONSIN)
COUNTY OF MILWAUKEE)

PROBATE

Personally appeared the undersigned witness and made oath that (s)he saw the within named Litton Industrial Products, Inc. by its duly authorized officer(s) sign, seal and as its act and deed deliver the within Assignment and that (s)he, with the other witness subscribed above, witnessed the execution thereof.

[Signature]

SWORN to before me this
5th day of January, 1982.

[Signature] (SEAL)
Notary Public for Wisconsin
My commission expires: 03/11/84

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