

SPECIAL WARRANTY DEED

The Grantor, BORG-WARNER CORPORATION, a corporation created and existing under and by virtue of the laws of the State of Delaware and duly authorized to transact business in the State of Illinois, for and in consideration of TEN DOLLARS in hand paid, and pursuant to authority given by the Board of Directors of said corporation CONVEYS to THE ECHLIN MANUFACTURING COMPANY, a corporation organized and existing under and by virtue of the laws of the State of Connecticut having its principal office at 175 North Branford Road in the City of Branford and State of Connecticut the following described real estate situated in the County of La Salle and State of Illinois:

PARCEL #1:

That part of the West Half of the West Half of the Northwest Quarter of Section 23, Township 33 North, Range 3, East of the Third Principal Meridian, described as follows: Beginning at the Northwest corner of the Northwest Quarter of said Section 23; thence South 0 degrees 30 minutes East 2,652.60 feet on the West line of the Northwest Quarter of said Section 23 to the Southwest corner of the Northwest Quarter of said Section 23; thence North 89 degrees 29 minutes East 657.59 feet on the South line of the Northwest Quarter of said Section 23; thence North 0 degrees 26 minutes West 2653.74 feet to the North line of the Northwest Quarter of said Section 23; thence North 89 degrees 23 minutes West 660.88 feet on the North line of the Northwest Quarter of said Section 23 to the Point of Beginning, less and excepting the North 1 foot thereof.

PARCEL #2:

A non-exclusive easement for ingress and egress over and across the West 33 feet of the East Half of the West Half of the Northwest Quarter of Section 23, Township 33 North, Range 3, East of the Third Principal Meridian.

Grantor warrants that said real estate is free from any encumbrances assumed, created or suffered by Grantor except:

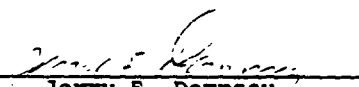
1. Taxes for the years 1980 and 1981.

2. Easement recorded as Doc. #319229.
3. Rights created by instrument recorded as Doc. #518399.
4. Rights under Dedication Deed recorded as Doc. #5223054.
5. Matters contained in Warranty Deed recorded as Doc. #521741.
6. Easement recorded as Doc. #525543.
7. Easement recorded as Doc. #527179.
8. Easement recorded as Doc. #527690.

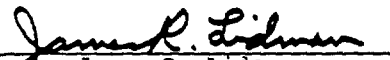
In Witness Whereof, said Grantor has caused its corporate seal to be hereto affixed, and has caused its name to be signed to these presents by its President, and attested by its Assistant Secretary, this 10th day of July, 1981.

BORG-WARNER CORPORATION

By


Jerry E. Dempsey
President

ATTEST:


James R. Lidman
Assistant Secretary

STATE OF ILLINOIS)

) SS:

COUNTY OF COOK)

I, the undersigned, a Notary Public, in and for the County and State aforesaid, do hereby certify, that Jerry E. Dempsey, personally known to me to be the President of BORG-WARNER CORPORATION, a Delaware corporation, and James R. Lidman, personally known to me to be an Assistant Secretary of said corporation, and personally known to me to be

the same persons whose names are subscribed to the foregoing instrument, appeared before me this day in person and severally acknowledged that as such President and Assistant Secretary, they signed and delivered the said instrument as President and Assistant Secretary of said corporation, and caused the corporate seal of said corporation to be affixed thereto, pursuant to authority, given by the Board of Directors of said corporation as their free and voluntary act, and as the free and voluntary act and deed of said corporation, for the uses and purposes therein set forth.

Given under my hand and official seal, this 10th day of July, 1981.

Notary Public

My commission expires on March 18, 1985

This instrument was prepared by: James R. Lidman, Law Department, Borg-Warner Corporation, 200 South Michigan Avenue, Chicago, Illinois 60604

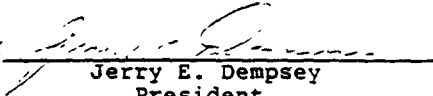
ASSIGNMENT

For value received, BORG-WARNER CORPORATION hereby assigns its interest in the leases described on the attached Exhibit A (together with any security deposits thereunder or options to purchase contained therein) to THE ECHLIN MANUFACTURING COMPANY.

Dated July 10, 1981.

BORG-WARNER CORPORATION

BY


Jerry E. Dempsey
President

ACCEPTANCE

THE ECHLIN MANUFACTURING COMPANY hereby accepts the above assignment and agrees to perform the obligations of BORG-WARNER CORPORATION under said leases coming due after the date hereof and not to assign said leases without complying with their provisions relating to assignment.

Dated July 10, 1981.

THE ECHLIN MANUFACTURING COMPANY

BY

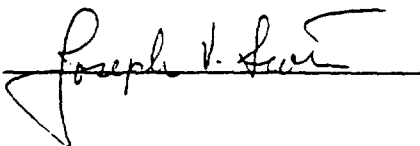


Exhibit A

1) Franklin Park Warehouse and Adjacent Vacant Property

Parcel A, B, and C (as more fully described at page 3 of the lease) located in the County of Cook, State of Illinois commonly known as 11045 Gage Avenue, Franklin Park, Illinois.

2) Elkridge, Maryland Distribution Center

That portion of the building located on Parcels E and F of Block D, Route One Hundred Business Park, Howard County, Maryland, as detailed in the plat attached to the lease as Exhibit A.

(3) Jackson, Tennessee Distribution Center

The premises, together with the building and improvements erected thereon, located in the Seventh Ward of the City of Jackson, Madison County, Tennessee, being more particularly described at page one of the Lease Agreement.

(4) Marietta, Georgia Distribution Center

The parcel of property located at Land Lots 947 and 998 of the 16th District, 2nd Section, Cobb County, Georgia, being Lots 3-D and 2-D (designated "Lot 2-D"), as shown on "General Plan, Cobb-Marietta Industrial Parks," attached as Exhibits A and B of the lease.

(5) Milwaukie, Oregon Distribution Center:

43,200 square feet of space located at 5505 International Way, Milwaukie, Oregon, County of Clackamus.

(6) Pico Rivera, California Distribution-Center

Premises located at the 4700 Block on Gregg Road, County of Los Angeles, State of California, more particularly described in Exhibit A of the lease.

(7) Mesquite, Texas Distribution Center

Located in Skyline Industrial Village, City of Mesquite, County of Dallas, State of Texas, and described in Exhibit A of the lease.

(8) Virginia Beach, Virginia Warehouse:

51,000 square feet, industrial building located at Diamond Springs Road, Virginia Beach, Virginia.

(9) Office Space, Philadelphia, PA

Units 964-66, Public Ledger Building, City of Philadelphia, PA.

(10) Washington, Missouri Manufacturing Plant

Part of Sections 8, 9, and 16, Township 44 North, Range 1 West of the 5th P.M., in Franklin County, Missouri, more fully described in the lease agreement.