

STATE OF ALABAMA
SHELBY COUNTY

ASSIGNMENT OF LEASE

THIS ASSIGNMENT OF LEASE dated January 4, 1984, is made by McWane, Inc. (the "Company") and accepted by Simsco, Inc. ("Simsco") and joined into by Simsco's sole stockholder, Citation Carolina Corp. ("Citation") for the purpose of guaranteeing the performance of Simsco hereunder.

RECITALS

A. The Industrial Development Board of the City of Columbiana, a public corporation organized under the laws of the State of Alabama (the "Board"), has been heretofore organized under the laws of Alabama and is authorized by Article 4 of Chapter 54 of Title 11 of the CODE OF ALABAMA 1975 (Section 11-54-80 et seq.) to acquire, own, lease and dispose of the Project hereinafter described for the purposes set forth in Article 4;

B. Pursuant to a Mortgage and Trust Indenture, dated March 11, 1980 (the "Indenture") between the Board and The First National Bank of Birmingham (now AmSouth Bank N.A.) (the "Trustee"), the Board has heretofore issued its \$2,500,000 aggregate principal amount of Industrial Development Revenue Bonds (McWane, Inc. Project) (the "Bonds"), for the purpose of acquiring real property and the existing plant facilities located thereon, constructing thereon and equipping additions and improvements to said facilities (the "Project");

C. The Project was leased to McWane, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Company"), pursuant to that certain Lease Agreement dated March 11, 1980 (the "Lease Agreement"), which provided for rental payments by the Company at times and in amounts sufficient to provide for the payment of principal of and interest on the Bonds when due;

D. Pursuant to this Assignment of Lease the Company will assign all its rights, title and interests to and its obligations under the Lease Agreement to Simsco, and Simsco will accept and assume all such rights, title, interests and obligations under the Lease Agreement, and Citation will guarantee the performance of Simsco hereunder;

Simsco, Inc.
P. O. Box 915
Columbiana, AL 35051

2.

NOW, THEREFORE, KNOW ALL MEN BY THESE PRESENTS that in consideration of the premises and of Simsco's agreement, guaranteed by Citation, to assume and perform all obligations of the Company under the Lease Agreement, the undersigned Company, Simsco and Citation hereby agree as follows:

1. The Company hereby transfers and assigns to Simsco, and its successors and assigns, all its rights, title and interests to the Lease Agreement between the Board and the Company.

2. Simsco hereby assumes and agrees to perform all duties and obligations of the Company under the Lease Agreement as fully as though Simsco had been the original lessee under the Lease Agreement.

3. Citation hereby guarantees the performance of all duties and obligations of Simsco under the Lease Agreement and this Lease Assignment and agrees to perform same upon default by Simsco.

4. Nothing herein set forth shall be construed to release the Company from its obligations under the Lease Agreement.

IN WITNESS WHEREOF, each of the undersigned parties has caused this Assignment of Lease to be executed in its name and on its behalf by its duly authorized executive officer, attested by its duly authorized secretary and its corporate seal to be hereunto affixed, on the date and year first above written.

McWANE, INC.

By John J. McNeal
Its President

SEAL
ATTEST:

Carline Stewart-Magee
Its Secretary

This instrument was prepared by:

Meade Frierson, III
Cabaniss, Johnston, Gardner,
Dumas & O'Neal
1900 First National-Souther
Natural Building
Birmingham, Alabama 35203

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SIMSCO, INC.

By T. Morris Hachmey
Its Chairman

SEAL
ATTEST:

R. Comer Wane
Its Secretary

CITATION CAROLINA CORP.

By T. Morris Hachmey
Its Chairman

SEAL
ATTEST:

R. Comer Wane
Its Secretary

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STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned authority in and for the State of Alabama at Large, hereby certify that John J. McMahon, Jr., whose name as President of McWane, Inc., a Delaware corporation, is signed to the foregoing Assignment of Lease, and who is known to me, acknowledged before me on this day that being informed of the contents of the said instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal, this the 4th day of January, 1984.

Wanda Furman
Notary Public

Commission Expires: 1-21-87

NOTARIAL PUBLIC SEAL BY CO.
1984 JAN 26 PM 12:17
NOTARIAL PUBLIC SEAL

1984 JAN 26 PM 12:17

(NOTARIAL SEAL)

Wanda Furman
NOTARIAL PUBLIC SEAL

Deed TAX 1,810.50
Rec 4.50
Jud 1.00
1,816.00